

# Calaveras Timber Trails Association Election Rules

*Adopted 2/8/2020*

The following Election Rules are adopted in accordance with California Civil Code Section 4340 *et seq.* and pursuant to the authority of the Association's governing documents, are intended to comply with California Civil Code Section 5105 *et seq.* and shall apply to elections regarding (1) Assessments legally requiring a vote, (2) election of Directors, (3) removal of Directors, (4) amendments to the governing documents, (5) grants of exclusive use of common area property pursuant to California Civil Code Section 4600, and (6) any other matter that may be the subject of a vote of Association Members. Unless the context clearly indicates otherwise, capitalized terms used herein shall have the same meaning as in the Association's governing documents. The following Election Rules are intended to replace and supersede any previously-adopted Election Rules.

## Section 1 Elections Regarding Selection of Directors

This Section 1 shall apply to elections regarding selection of Directors.

- A. **Nomination of Candidates:** In addition to any nomination procedures set forth in the Association's Bylaws (except as noted below), people shall become candidates for election to the Board of Directors as follows:
- a. Election Announcement: Near the end of February, but in no case less than 85 days before the Association mails out the ballot packets, the Association's Nominating Committee shall send a notice to all Members inviting people to become candidates for election to the Board (Election Announcement). The Election Announcement, which may be presented in the Association's regular newsletter, shall contain at least the information set forth in attached EXHIBIT "A", and shall be presented in a manner substantially consistent with the sample in attached EXHIBIT "B".
  - b. Self-Nomination: Each person being recommended as a candidate, or person who themselves wishes to become a candidate, must submit a written notification to the Association indicating the desire to become a candidate (Notice of Desire to be a Candidate). Each person's Notice of Desire to be Candidate must either be mailed, hand delivered, or e-mailed to the Association at the address(es) designated by the Board of Directors for that purpose, and must be received by the Association prior to the time specified in the Election Announcement (Nomination Deadline). In no event shall the Nomination Deadline be later than 5:00 p.m. on the date that is 30 days after the date the Election Announcement was mailed/sent to the Members. It is each person's responsibility to confirm that his or her notice of Desire to be a Candidate was received by the Association prior to the nomination Deadline. Each person who's Notice of Desire to be a Candidate is received by the Association prior to the Nomination Deadline

shall automatically be a candidate.

- c. **Nominations from the Floor:** Nominations shall also be accepted on the date of the Membership Meeting at which the secret ballots are counted by the Election Inspector(s). At the commencement of the Membership Meeting, the Election Inspector(s) shall ask for nominations from the floor and, provided that such Member is qualified to run for the Board election, such Member's name shall be added to the secret ballot. Members present at the Membership Meeting shall have the option of voting for such additional nominee as a "write-in candidate." However, secret ballots shall not be redistributed to the Membership, despite the addition of a nomination from the floor. Those Members who have cast their secret ballot by mail or hand-delivery to the Election Inspector(s) and who are not present at the Membership Meeting at which the secret ballots are counted shall not be required to re-cast their votes. No Member added as a "write-in candidate" shall have any cause of action, complaint, or right to call for a second election as a result of that Member's status as a "write-in candidate".
  - d. If there are more nominees put forward by the Membership at large than seats to be filled on the Board, those nominees shall be all of the nominees. If fewer than the number of seats available are put forward by the Membership at large, then the Nominating Committee shall select that number of nominees equal to the difference between the total nominees put forward by the Membership and the number of Director positions to be filled.
- B. **Director Election Statements:** Candidates and Members advocating a point of view may, but are not required to, submit a statement ("Director Election Statement") which, when printed, shall not exceed one side of a single 8½" x 11" page 1 and which shall be reasonably related to the election. Each person's Director Election Statement must either be mailed, hand delivered or e-mailed to the Association at the address(es) designated by the Board of Directors for that purpose, and must be received by the Association prior to the Nomination Deadline. It is each person's responsibility to confirm that his or her Director Election Statement was received by the Association prior to the Nomination Deadline. By submitting a Director Election Statement, the author accepts full responsibility for the content thereof and agrees to indemnify the Association and its agents and representatives for any and all damage arising from or related to any such content.
- C. **Uncontested Elections:** Notwithstanding anything contained in the Association's governing documents to the contrary, if, at the Nomination Deadline, the total number of candidates for election to the Board is equal to or less than the number of seats to be filled at the election, then those candidates are deemed elected to terms that shall commence upon the expiration of the predecessors' terms and the Association can dispense with distributing ballots and conducting the election. If the number of Directors so elected is less than the number of seats to be filled at the election, the incoming Board of Directors shall fill the vacancy(ies) as provided for in the Association's Bylaws.
- D. **Qualifications for Candidacy and Election to the Board:** A person must be a

member at the time they are nominated for candidacy and may be disqualified if it is determined that one of the following exists:

- a. That the member is not current in the payment of regular and special assessments, which are consumer debts that Directors are also required to keep current,
  - i. but may not disqualify a nominee for nonpayment of fines, fines renamed as assessments, collection charges, late charges, or costs levied by a third party
  - ii. The person shall not be disqualified for failure to be current in payment of regular and special assessments if either of the following circumstances is true:
    1. The person has paid the regular or special assessment under protest pursuant to Section 5658
    2. The person has entered into a payment plan pursuant to Section 5665.
- b. An Association shall not disqualify a person from nomination if the person has not been provided the opportunity to engage in internal dispute resolution pursuant to Article 2 (commencing with Section 5900) of Chapter 10
- c. If the person discloses or the association becomes aware of a past criminal conviction that would either prevent the association from purchasing the fidelity bond coverage required by Section 5806 or should the person be elected terminate the association's existing bond,
- d. If the person, if elected, would be serving on the board at the same time as another person who holds a joint ownership interest in the same separate interest parcel as the person and the other person is either properly nominated for the current election or an incumbent director.
- e. If the person has been a member of the association for less than one year.

**E. Access to Association Media and Common Area Meeting Spaces:** The Association shall ensure that the legal requirements set forth in California Civil Code Section 5105(a)(1) and (2) are met by implementing the following:

- a. Access to Association Media:
  - i. Candidates and Members advocating a point of view may, but are not required to, submit a Director Election Statement which shall not exceed one side of a single 8½" x 11" page and which shall be reasonably related to the election. All Director Election Statements must be received by the Association prior to the Nomination Deadline. The Association shall not edit or redact any content from the Director Election Statements. If the Association receives a Director Election Statement that, when printed, exceeds one side of a single 8½" x 11" page, the Director Election Statement shall be deemed to be only the first printed page
  - ii. Black-and-white copies of all Director Election Statements received prior to the Nomination Deadline will be included in the ballot packets that are mailed to all Members (see Section 1, Paragraph G of these Election Rules).
  - iii. Except as otherwise provided herein, no other access to

Association media, newsletters, or internet websites shall be provided by the Association to any candidate or Member advocating a point of view during a campaign for purposes that are reasonably related to the election.

iv. Nothing in these Election Rules shall preclude the Association, during the balloting period, from communicating to the Members (via e-mail to all Members who have consented to receiving documents from the Association by e-mail, and in other ways): (i) reminders of the ongoing election, (ii) encouragement to return ballots prior to the close of the balloting period, (iii) instructions for obtaining a replacement ballot and/or (iv) information on how and where to return completed ballots.

b. Access to Common Area Meeting Space: Access to common area meeting space, if any exists, shall be provided during a campaign to all candidates and Members advocating a point of view for purposes reasonably related to the election, at no cost, subject to procedural rules as may be adopted by the Board to assure orderly use of such meeting space.

F. **Notice Prior to Distribution of Ballots.** The Association shall provide a general notice of all of the following no later than 30 days before ballots are distributed:

- a. The date and time by which, and the physical address where, ballots are to be returned by mail or handed to the inspector or inspectors of elections.
- b. The date, time, and location of the meeting at which ballots will be counted.
- c. The list of all candidates' names that will appear on the ballot.
- d. Individual notice shall be provided in compliance with Civil Code Section 4040, if a member requests such individual notice.

G. **Content of Ballots:** Each candidate's name shall be included on the official ballot form, listed in alphabetical order by last name. The ballots shall further state all of the following:

- a. The number of Directors to be elected;
- b. If cumulative voting is permitted. "that each member is entitled to the number of votes equal to the number of Directors to be elected, to be cast as desired (i.e., the Member may cast all votes for one candidate or may divide those votes among any combination of candidates, but is not allowed more votes than the number of Directors to be elected);
- c. The date and time the initial balloting period will close;
- d. The quorum requirement; and
- e. A statement that the balloting period may be extended if sufficient ballots have not been received to establish a quorum.

H. **Distribution of Ballot Packets:** Not less than 30 days prior to the date scheduled for the close of the initial balloting period, the Association shall mail, via first-class U.S. mail, one ballot packet to each Member. Each ballot packet shall contain all of the following:

- a. One official ballot
- b. Black and white copies of all Director Election Statements received by the

Association prior to the Nomination Deadline

- c. A statement specifying that the Association was not permitted to edit or redact any content from the Director Election Statements and thus the author of each Director Election Statement, and not the Association, is responsible for the content of his or her Director Election Statement;
  - d. Two sealable envelopes, a small envelope (Inner Envelope) and a larger envelope (Outer Envelope);
    - i. The Inner Envelope shall either (1) be totally blank or (2) contain such wording as may be determined or approved by the Inspector of Election. There shall be no Member-identifying markings on the Inner Envelope.
    - ii. The Outer Envelope shall contain either (1) blank lines in the upper left hand corner for the voter to sign his or her name, indicate his or her name, and indicate the address(es) or separate interest identifier(s) that entitles/entitle him or her to vote or (2) a pre-printed label that indicates the voter's name and the address(es) or separate interest identifier(s) that entitles /entitle him or her to vote and contains at least one blank line for the voter to sign his or her name.
  - e. Instructions on how to vote using the two-envelope system (Secret Ballot Voting Instructions)
    - i. A copy of the election operating rules. Delivery of the election operating rules may be accomplished by either of the following methods:
    - ii. Posting the election operating rules to an internet website and including the corresponding internet website address on the ballot together with the phrase, in at least 12-point font: "The rules governing this election may be found here:"
    - iii. Individual delivery.
  - f. Except for the meeting to count the votes required in Subdivision (a) of Section 5120, an election may be conducted entirely by mail unless otherwise specified in the governing documents.
- I. **Rules Regarding Voting Using the Two Envelope System.**
- a. The ballot shall not be required to be signed by the voter.
  - b. Once completed, the ballot must be inserted into the Inner Envelope and the Inner Envelope must be sealed. The Inner Envelope containing the completed ballot must then be inserted into the Outer Envelope and the Outer Envelope must be sealed.
  - c. In the upper left-hand corner of the Outer Envelope, the voter shall sign his or her name, indicate his or her name, and indicate the address(es) or separate interest identifier(s) that entitles/entitle him or her to vote. The Inspector of Election has the power to invalidate any ballot if the Outer Envelope does not comply with this Paragraph H.3.
  - d. The sealed Outer Envelopes shall remain in the custody of the Inspector of Election, or at a location designated by the Inspector of Election, at all times prior to completion of the tabulation process.
  - e. If the Inspector of Election designates the Association's mailing address

as the location to which the Outer Envelopes containing the ballots must be mailed or delivered by hand, the Association shall (i) maintain a log of all Outer Envelopes received and (ii) put all Outer Envelopes in the order designated by the Inspector of Election

- f. The Outer Envelopes shall not be opened until the Inspector of Election instructs them to be opened.
- J. **Balloting Period:** The initial balloting period shall begin on the date the ballots are distributed and shall close at such time(s) and on such date(s) established by the Board, which shall be not less than 30 days from the date the ballot packets are mailed to the Members. Ballots received after that time (or, if applicable, after the time established for any extension of the balloting period) will not be accepted or counted.
- K. **Inspector of Election.**
  - a. Appointment and Term. The Board shall appoint one or three people to serve as the Inspector of Election during a members meeting. Each Inspector of Election shall serve at the pleasure of the Board until he or she resigns or is discharged by the Board. If there are three people serving as the Inspector of Election, the decision or act of a majority shall be effective in all respects as the decision or act of the Inspector of Election.
  - b. Qualifications. The Inspector of Election shall be an independent third party includes, but is not limited to, a volunteer poll worker with the county registrar of voters, a licensee of the California Board of Accountancy, or a notary public. An independent third party may be a member, but may not be a director or a candidate for director or be related to a director or to a candidate for director. An independent third party may not be a person, business entity, or subdivision of a business entity who is currently employed or under contract to the association for any compensable services other than serving as an inspector of elections.
  - c. Duties and Powers. The Inspector of Election shall have all powers of an inspector of election as set forth in California Corporations Code Sections 7517 and 7614 and other applicable provision of California law. Without limiting the generality of the foregoing, the Inspector of Election shall also have the power to do all of the following:
    - i. specify one or more locations to which the Outer Envelopes containing the ballots must be mailed or delivered by hand
    - ii. determine the number of memberships entitled to vote and the voting power of each;
    - iii. determine the authenticity, validity, and effect of proxies, if any, and ballots;
    - iv. receive ballots;
    - v. hear and determine all challenges and questions in any way arising out of, or in connection with, the right to vote;
    - vi. hear and determine all challenges and questions in any way relating to the envelopes and the ballots;
    - vii. count and tabulate all votes;
    - viii. appoint and oversee additional people to open envelopes, count

and tabulate votes, and undertake other tasks in connection with the election that the Inspector of Election deems necessary or appropriate, provided that each such person meets the same qualifications as the Inspector of Election as set forth in Section 1, Paragraph J.b. of these Election Rules;

- ix. establish and apply such rules and procedures as the Inspector of Election deems appropriate to assure that the Members witnessing the opening of the envelopes and the counting and tabulation of the ballots do not interfere with the process, including establishing locations where such Members must, or cannot, be while the envelopes are being opened and the ballots are being counted and tabulated;
- x. determine when the polls close, consistent with the governing documents;
- xi. determine the tabulated results of the election;
- xii. conduct a random drawing or other method of chance as determined by the Inspector of Election to break a tie in the number of votes cast for election of candidates to the Board;
- xiii. prepare a written "Report of Inspector of Election" in such format as may be determined or agreed to by the Board; and
- xiv. perform any acts as may be proper to conduct the election with fairness to all Members in accordance with California Civil Code Section 5105, the California Corporations Code, and all applicable rules of the Association regarding the conduct of the election that are not in conflict with California Civil Code Section 5105.

**L. Opening of Envelopes, Counting and Tabulation of Ballots.**

- a. No Outer Envelope containing a ballot may be opened prior to the time at which the ballots are to be counted and tabulated.
- b. Envelopes may only be opened and ballots tabulated if a sufficient number of Outer Envelopes exist to meet the quorum requirement for Member action under the governing documents. Although the Inspector of Election has the power to invalidate any ballot if the Outer Envelope does not comply with Paragraph H.c. of these Election Rules, any such Outer Envelope shall be counted toward meeting the quorum requirement for Member action under the governing documents. In the event that there are not enough Outer Envelopes to meet the quorum requirement, the Inspector of Election shall not proceed with opening the Outer Envelopes, shall notify the Board that a quorum has not been established, and may extend the balloting period. If the Inspector of Election extends the balloting period, the Inspector of Election shall instruct the Board how to communicate such extension to the Members.
- c. The envelopes shall be opened and the ballots shall be counted and tabulated in public, at a properly noticed Membership meeting or properly noticed Board meeting which may, but need not, be scheduled to take place concurrently with the Annual Membership Meeting.
- d. Only the Inspector of Election and individuals designated by the Inspector of Election shall open the envelopes and count and tabulate the ballots.

No other person may touch any envelope, ballot or other material used in connection with the election, without the Inspector of Election's express consent. No person may copy and/or transmit (photographically, by video, digitally or otherwise) any portion of any envelope, ballot or other material used in connection with the election, without the Inspector of Election's express consent.

- e. Members may witness the opening of the envelopes and the counting and tabulation of the ballots, so long as they observe all procedural rules established by the Inspector of Election pursuant to Section 1, Paragraph J.c. of these Election Rules.
- f. Members may witness the opening of the envelopes and the counting and tabulation of the ballots, so long as they observe all procedural rules established by the Inspector of Election pursuant to Section 1, Paragraph J.c. of these Election Rules.
- g. Write-in candidates are not permitted. Accordingly, votes for write-in candidates shall not be valid, but nominations from the floor are allowed under Section 1(a)(c).

**M. Election Results.**

- a. The Inspector of Election shall promptly report the tabulated results of the election to the Board. The Board shall record the results in the minutes of the next Board meeting (which can be accomplished by attaching the Report of Inspector of Election as an exhibit to such minutes) and shall make the results available for review by Members
- b. Within 15 days following the meeting at which the ballots were counted and tabulated, the Board shall notify the Members (in accordance with California Civil Code Section 4045) of the tabulated results of the election.

**N. Inspector of Election Report.** Following the conclusion of the meeting at which the ballots are counted and tabulated, the Inspector of Election shall prepare and submit to the Board a written "Report of Inspector of Election" in such format as may be determined or agreed to by the Board.

**O. Custody, Storage, and Retention of Lists and Ballots.**

- a. The Association must maintain membership lists that include e-mail addresses, unless the member has opted-out pursuant to Section 5220.
- b. After the Inspector of Election reports the tabulated results of the election to the Board, the ballots shall be in the custody of the Inspector of Election or at a location designated by the Inspector of Election until the time allowed by California Civil Code Section 5145 for challenging the election has expired, at which time the Inspector of Election shall transfer custody of the ballots to the Association
- c. Election records required to be retained include both a candidate registration list and a voter list. The voter list shall include name, voting power, and either the physical address of the voter's separate interest, the parcel number, or both. The mailing address for the ballot shall be listed on the voter list if it differs from the physical address of the voter's separate interest or if only the parcel number is used. The association shall permit members to verify the accuracy of their individual information on both lists at least 30 days before the ballots are distributed. The association or member

- shall report any errors or omissions to either list to the inspector or inspectors who shall make the corrections within two business days.
- d. In the event of a recount or other challenge to the election process, the Inspector of Election shall, upon written request, make the ballots available for inspection and review by Members or their authorized representatives. Any recount shall be conducted in a manner that preserves the confidentiality of the vote.
  - e. After the transfer of custody of the ballots to the Association, the ballots shall be stored in a secure place for at least one year after the date of the meeting at which the ballots were counted and tabulated.

## **Section 2**

### **Elections Regarding All Other Matters**

This Section 2 shall apply to elections regarding (i) Assessments, (ii) removal of Directors, (iii) amendments to the governing documents, (iv) grants of exclusive use common area property pursuant to California Civil Code Section 4600 and (v) any other matter that may be the subject of a vote of Association Members.

- A. **Access to Association Media and Common Area Meeting Space.** The Association shall ensure that the legal requirements set forth in California Civil Code Section 5105(a)(1) and (2) are met by implementing the following:
  - a. Access to Association Media.
    - i. If the Association provides access to Association media, newsletters, or internet websites during a campaign to any Member advocating a point of view for purposes that are reasonably related to the election, then all Members advocating a point of view for purposes that are reasonably related to the election shall have equal access to the forum provided. The Association shall not edit or redact any content from these communications; however, the Association may include a statement specifying that the Member, and not the Association, is responsible for the content of the communication, and that the Association was required by law to publish the communication verbatim, regardless of content.
    - ii. Nothing in these Election Rules shall preclude the Association, during the balloting period, from communicating to the Members (via e-mail to all Members who have consented to receiving documents from the Association by e-mail, and in other ways):
      - 1. Reminders of the ongoing election,
      - 2. Encouragement to return ballots prior to the close of the balloting period,
      - 3. Instructions for obtaining a replacement ballot and/or,
      - 4. Information on how and where to return completed ballots.
  - b. Access to Common Area Meeting Space: Access to common area meeting space, if any exists, shall be provided during a campaign to all Members advocating a point of view for purposes reasonably related to the election, at no cost, subject to procedural rules as may be adopted by the

Board to assure orderly use of such meeting space.

- B. Notice Prior to Distribution of Ballots.** The Association shall provide a general notice of all of the following no later than 30 days before ballots are distributed:
- a. The date and time by which, and the physical address where, ballots are to be returned by mail or handed to the inspector or inspectors of elections.
  - b. The date, time, and location of the meeting at which ballots will be counted.
  - c. The list of all candidates' names that will appear on the ballot.
  - d. Individual notice shall be provided in compliance with Civil Code Section 4040, if a member requests such individual notice.
- C. Content of Ballot Packets.** Each ballot packet shall contain all of the following:
- a. Identification of the matter that is the subject of a pending Member vote;;
  - b. a statement that the initial balloting period will close at such time and on such date established by the Board, which shall be not less than 30 days from the date of the ballot packets are mailed to the Members,
  - c. A statement specifying that the Association was not permitted to edit or redact any content from the communications provided pursuant to Section 2, Paragraph A.i. of these Election Rules and thus the author of each such communication, and not the Association, is responsible for the content of his or her communication; and
  - d. A statement that the balloting period may be extended.
- D. Distribution of Ballot Packets.** Not less than 30 days prior to the date established by the Board for the close of the initial balloting period, the Association shall mail, via first-class U.S. mail, one ballot packet to each Member. Each ballot packet shall contain all of the following:
- a. One official ballot
  - b. Two sealable envelopes, a smaller envelope ("Inner Envelope") and a larger envelope ("Outer Envelope");
    - i. The Inner Envelope shall either (1) be totally blank or (2) contain such wording as may be determined or approved by the Inspector of Election. There shall be no Member- identifying markings on the Inner Envelope.
    - ii. The Outer Envelope shall contain either (1) blank lines in the upper left-hand corner for the voter to sign his or her name, indicate his or her name, and indicate the address(es) or separate interest identifier(s) that entitles/entitle him or her to vote or (2) a pre-printed label that indicates the voter's name and the address(es) or separate interest identifier(s) that entitles /entitle him or her to vote and contains at least one blank line for the voter to sign his or her name.
  - c. The Secret Ballot Voting Instructions; and
  - d. If the election is regarding an amendment of a governing document, the text of the proposed amendment.
  - e. Except for the meeting to count the votes required in Subdivision (a) of Section 5120, an election may be conducted entirely by mail unless otherwise specified in the governing documents.

- E. **Rules Regarding Voting Using the Two-Envelope System.** See Section 1, Paragraph I of these Election Rules.
- F. **Balloting Period.** See Section 1, Paragraph J of these Election Rules.
- G. **Inspector of Election.** See Section 1, Paragraph K of these Election Rules.
- H. **Opening of Envelopes / Counting and Tabulation of Ballots.** See Section 1, Paragraph L of these Election Rules.
- I. **Election Results.** See Section 1, Paragraph M of these Election Rules.
- J. **Inspector of Election Report.** See Section 1, Paragraph N of these Election Rules.
- K. **Custody, Storage and Retention of Lists and Ballots.** See Section 1, Paragraph O of these Election Rules.

### **Section 3 General Election / Voting Provisions**

This Section 3 shall apply to all Member voting matters including, without limitation, elections regarding (i) Assessments, (ii) selection of Directors, (iii) removal of Directors, (iv) amendments to the governing documents and (v) grants of exclusive use common area property pursuant to California Civil Code Section 4600.

- A. **Qualifications for Voting.** All Members are entitled to voting rights.
  - a. A person with a general power of attorney for a member may receive a ballot, and
  - b. A ballot from a person with a general power of attorney for a member must be returned in a timely manner for it to be counted
- B. **Voting Power of Memberships.**
  - a. **Director Elections.** At each election of Directors, each Member may cast, in respect to each position on the Board to be filled, one vote for each vacant seat being filled.
  - b. **All Other Matters.** In all other matters, each Member may cast one vote for each Unit owned by such Member.
- C. **Quorum Requirements Generally.** The following quorum requirements must be satisfied in order to take valid action at any meeting of the Members of by written ballot in accordance with the bylaws
  - a. **Quorum Requirements for Normal Matters.** At a Membership meeting or on a written ballot the quorum shall be 33 1/3 (thirty-three and one-third) of the Members entitled to vote.
  - b. **Reduction in Quorum Percentage for Action on Normal Matters.** If the minimum quorum percentage specified in subparagraph (a)(i) above, is not satisfied, the meeting may be adjourned to another time and/or place not more than thirty (30) days after the initial meeting date and at the reconvened meeting the quorum percentage shall be reduced to 15% of the voting power of the Members. If this reconvened meeting is attended by less than one-third of the voting power of the Members (but a quorum is present) the only matters upon which action may validly be taken are those matters the general nature of which were described in the notice of the meeting.
  - c. **Quorum Requirements on certain Assessment Matters.** The quorum shall

be a majority of the Members entitled to vote at a Membership meeting or on a written ballot under the following circumstances:

- i. Any regular assessment that is more than twenty percent (20%) greater than the regular assessment for the preceding fiscal year.
    - ii. Special assessments which in the aggregate, exceed 5 percent (5%) of the budgeted gross expenses of the association for that fiscal year.
  - d. Members Represented by Proxy. Members present at a Membership meeting in person or by proxy shall be counted toward satisfaction of the quorum requirements specified herein.
  - e. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.
- D. **Votes not Conducted via Secret Ballot.** For all other matters upon which the Members may vote, (1) Secret Ballot voting may be used, but is not required and (2) Proxy Voting is permissible, provided, however, that the provisions of subsection (c) through subsection (f), below, are followed
  - a. Where Proxy Voting is Permissible. All proxies shall be in writing, dated, signed by the Member appointing a proxy holder, and filed with the Board or Election Inspector(s). It is the sole responsibility of the Member to ensure that his/her proxy holder:
    - i. votes according to that Member's instructions and
    - ii. votes in a timely manner.
  - b. No proxy shall be valid for more than eleven (11) months from the date of its execution unless otherwise specifically provided for in the proxy but in no event shall it be valid more than three (3) years from the date of its execution. No proxy shall be valid for any voting required to be conducted by secret ballot.
  - c. Any proxy issued hereunder shall be revocable by the member executing such proxy at any time prior to the Membership Meeting at which the vote will be conducted so long as:
    - i. the Member delivers a written notice of revocation to the Board or Election Inspector(s) prior to the date of the meeting or
    - ii. the Member attends the Membership Meeting at which the vote will be conducted, hand-delivers a written notice of revocation to the Board or Election Inspector(s) at said meeting, and subsequently votes in person at said meeting
  - d. A proxy shall be deemed revoked when the Election Inspector(s) receives actual notice of the death or judicially declared incompetence of the issuing Member, or upon termination of such Member's status as an Owner.
- E. **Proxies.** Proxies, in order to be accepted as valid at any meeting must be dated and shall;
  - a. not be revoked, and
  - b. have been granted within eleven (11) months prior to the meeting, unless the Member granting such proxy shall have specified therein the length of time for which such proxy is to continue in force, in which case, the proxy

shall be valid until the time of expiration set forth therein insofar as the same does not exceed the maximum time provided for by law, or until a more recently executed proxy is filed, or until actual notice is received by the Association of the death or incapacity of the person executing a proxy, and

- c. be in writing, signed by the Member or his duly authorized attorney, and delivered to the Secretary of the Association, prior to the time when said proxy is exercised.
    - i. Proxies directed to the office of the President shall be voted by the Board of Directors,
    - ii. Proxies directed by name to an individual (who does not have to be a Member) shall be voted by that individual or someone designated, in writing, by that individual to vote the proxy,
    - iii. Any signed Proxy executed in blank may be exercised by the individual presenting the proxy.
- F. **Other Matters.** In all other matters, each Member may cast one vote for each Unit owned by such Member.