

Talega Gallery Community Association
Rules for the Election of Directors by Secret Ballot
Section 8

The following rules ("Election Rules") and procedures shall apply in connection with any matter presented to the Members for approval:

8.1 GENERAL ELECTION RULES

- 8.1.1 The Board of Directors shall determine the date, time and place of the annual meeting of the owners in accordance with the Association's Bylaws.
- 8.1.2 The number of directors who are scheduled to be elected and the terms for each shall be determined in accordance with the association's governing documents and stated in the notice of the meeting, or prior to distribution of the ballots.
- 8.1.3 The record date for determining members entitled to vote shall be set by the Board of Directors and shall be no later than the date ballots are mailed to all members.
- 8.1.4 All candidates or members advocating a point of view shall have equal access to all association media, newsletters and websites during a campaign for purposes reasonably related to that election.
- 8.1.5 The association will not edit or redact any content from candidate or member communication. The association may include a statement specifying that the candidate or member and not the association is solely responsible for the content of the communication.
- 8.1.6 All candidates and members will have equal access at no cost to any common area meeting space during a campaign for purposes related to the election. The Association may meet the requirements of this section by hosting a "Meet the Candidates Night", or other such special meeting, so long as every Candidate and/or Member is provided with an equal opportunity to participate in the event.
- 8.1.7 Association funds may not be used for campaign purposes in connection with any board election. "Campaign purposes" is defined to include, without limitation, (1) "expressly advocating the election or defeat" of any candidate that is on the ballot; or (2) "including the photograph or prominently featuring the name of a candidate on a communication" from the Association (except the ballot and voting materials and equal access communications sent as described herein).
- 8.1.8 Within 15 days of the election, the Board of Directors shall publicize the results of the election in a communication directed to all members.
- 8.1.9 Consistent with the Civil Code, the Association shall hold an election for a

seat on the Board at least once every four (4) years.

8.2 NOTICE REQUIREMENTS

As prescribed by law, the following notices must be distributed to members.

- 8.2.1 At least thirty (30) days before the **close of nominations in any election of directors or recall elections**, the Association will provide individual notice of the election and the procedure for nominating candidates.
- 8.2.2 **For elections of directors and recall elections**, at least thirty (30) days **before the ballots are distributed**, the Association will provide general notice of (1) the date and time by which, and address where, ballots are to be returned; (2) the date, time and location of the meeting to tabulate the ballots; and (3) when applicable, the list of all candidates' names that will appear on the ballot.
- 8.2.3 The Association shall permit members to verify the accuracy of their individual information on the Association Election Material at least thirty (30) =. The Association or member shall report any errors or omissions for either list to the inspectors of elections who shall make the corrections within two (2) business days.
 - (a) "Association Election Materials" means the following documents: returned ballots, signed voter envelopes, proxies, candidate registration list and the Voter List. The Voter List may include: the name, voting power and either the physical address of the member's separate interest or the parcel number, or both; and the mailing address of the member (if different from the physical address or if the parcel number is used).
- 8.2.4 At least thirty (30) days **before the election**, the inspectors of election will deliver to each member: (1) the ballot and voting instructions; and (2) a copy of the Election Rules. Note, the Election Rules may be provided by individual delivery or by posting same on an internet site and providing the corresponding internet site web address on the ballot with the phrase, in at least 12-point font: "The rules governing this election may be found here: [Insert Web Address]".

8.3 CANDIDATE QUALIFICATIONS

- 8.3.1 Candidates must be an owner of record in the Association at the time of nomination.
- 8.3.2 Only members who meet the following criteria are qualified to be elected to the Board of Directors:
 - (a) Candidates and directors may not have been convicted of a crime that would either prevent the Association from purchasing fidelity bond coverage or terminate the Association's existing coverage pursuant to Civil Code

Section 5806.

- (b) Candidates and Directors must be current in the payment of Regular and Special Assessments. Note, this does not include non-payment of fines, or if the member has (1) paid under protest per Civil Code Section 5658; (2) has entered into a payment plan per Section 5665; or (3) if the member has not been provided the opportunity to engage in Internal Dispute Resolution (“IDR”). Note: All Members of the Association have the right to engage in IDR and/or alternative dispute resolution (“ADR”), pursuant to the Civil Code. A member may contact the Board and/or management, in writing, to initiate IDR/ADR. Note, if IDR/ADR is not scheduled and completed prior to the nomination deadline, candidates may be disqualified for non-payment of regular or special assessments.
- (c) A member may not serve on the Board at the same time as another member of the same separate interest (i.e., Unit/Lot).

8.4 NOMINATION OF CANDIDATES

- 8.4.1 Approximately one hundred and twenty (120) days before the date of the meeting at which the ballots for the election of directors are to be counted, the Association shall mail to each member a candidate nomination form. The candidate nomination form must be returned to the association at the address provided, and by the deadline stated, which deadline must be at least ninety (90) days before the date the ballots for the election of directors are scheduled to be counted.
- 8.4.2 Candidates who meet the qualifications and whose nomination forms are submitted prior to the deadline will have their name printed on the secret ballot and their statements retyped verbatim and distributed to the membership.
- 8.4.3 Candidates' names will be listed in alphabetic order on the ballot with incumbents noted accordingly.

8.4.4

8.5 VOTING

- 8.5.1 Members shall not be denied from receiving a ballot, pursuant to Civil Code Section 5105(g).
- 8.5.2 There is one class of voting as follows:
 - (a) Members (homeowners) may vote one time for each open position.
- 8.5.3 Members entitled to vote may do so by secret ballot or may designate a proxy holder to vote for them by secret ballot at the election.
- 8.5.4 Secret ballots cast by mail shall be irrevocable. As described on the outer envelope, your signature authorizes the Inspector(s) of Election to serve as

your proxy holder for the purposes of establishing a quorum.

8.5.5 The polls for any vote of the membership shall be open from the date the Secret Ballot is mailed and shall close when the Inspector(s) of Election determines that the ballots shall be counted unless the Inspector extends the time for the polls to close.

8.6 INSPECTORS OF ELECTION

8.6.1 At any regular or special meetings of the members, the Board of Directors shall appoint one (1) or three (3) inspector(s) of election.

- (a) The inspector(s) may be a member of the Association provided such member is not a member of the Board, a candidate for the Board or related to a member or a candidate for the Board.
- (b) Inspector(s) shall be independent third parties which can also include, but is not limited to, a volunteer poll worker with the county of registrar of voters, a licensed CPA, a notary public, a Member of the Association.
- (c) If there are three inspectors of election, the decision or act of a majority shall be effective in all respects as the decision or act of all.
- (d) The inspector(s) will determine the number of memberships entitled to vote and the voting power of each in accordance with the Association's Bylaws. This provision shall not be construed to prohibit any Member from receiving a ballot, pursuant to Civil Code Section 5105(g)(1).
- (e) The inspector(s) will determine the authenticity, validity and effect of proxies, if any.
- (f) The inspectors of election shall determine to whom any secret ballots shall be returned; this may be the Association's Manager. The inspector(s) shall hear and determine all challenges and questions in any way arising out of or in connection with the right to vote. The inspector(s), with prior Board approval, may solicit the advice of the Association's legal counsel if necessary to carry out his/her/their duties.
- (g) The inspector(s) shall count and tabulate all votes at a duly noticed board or member meeting in an open setting allowing members and candidates to witness the counting and tabulation of the votes.
- (h) Anyone who is not an inspector of election or appointed to assist the inspector(s) of election, must remain at least five feet away from the counting area. No person may interfere with, harass or otherwise communicate with the inspector(s) of elections while the count is taking place. Members or persons not specifically authorized to do so may not touch any secret ballot or other election materials.
- (i) The inspector(s) can cause the removal of any observer who causes interference with or disrupts the counting or tabulation process.

- (j) The inspector(s) shall determine when the polls will open and close.
- (k) The inspector(s) shall determine and announce the results of the election and shall report the results of the election promptly to the Board. The results shall be recorded in the next regular session Board meeting minutes.
- (l) An inspector of election shall perform his or her duties impartially, in good faith, to the best of his or her ability and as expeditiously as is practical.
- (m) The inspector(s) shall perform any acts as may be proper to conduct the election with fairness to all members in accordance with the law and all applicable rules of the Association including these election rules.
- (n) The Board may remove and replace any inspector of election prior to the tabulation of votes if an inspector of election resigns or if the board reasonably determines that an inspector of election will not be able to perform his or her duties impartially and in good faith.

8.7 BALLOTS AND TABULATION

8.7.1 Once a ballot is received by the Association it is deemed irrevocable.

- (a) Ballots shall ensure the confidentiality of the voter and shall not identify the voter by name, address, lot, parcel or unit number and may not require a signature.
- (b) To be valid the ballot itself must be inserted into an envelope that is sealed. This envelope is inserted into the second outer envelope that is then sealed. In the upper left-hand corner of the second outer envelope, the voter must print and sign his or her name, address, and lot, parcel or unit number that entitles him or her to vote. The second outer envelope is addressed to the inspectors of election at the designated address.
- (c) Owners may return their secret ballot by mail, hand deliver it to the meeting, or complete the ballot at the meeting.
- (d) Only those ballots delivered to the inspectors of election prior to the polls closing shall be counted. All ballots must be received via double envelopes.
- (e) If a member loses his or her ballot, a new one can be obtained from the inspector(s) of election; however, if a ballot envelope is already on file from that unit, then no new ballot will be given.
- (f) A ballot submitted for a member by an individual with general power of attorney is valid so long as it is submitted in a timely fashion.
- (g) A member who signs or otherwise marks his or ballot with an identifying mark waives his or her rights to secrecy.
- (h) The sealed ballots shall at all times be in the custody of the inspectors of election or at a location designated by the inspectors.

- (i) After the counting of the ballots and the certification of the election results by the inspectors of election, the ballots shall be transferred to the Association.
- (j) No person, including a member of the Association or an employee of the management company, shall open or otherwise review any ballot prior to the time and place which the ballots are counted and tabulated.
- (l) After tabulation of the votes, custody of all Association Election Materials will be transferred to the custody of the Association for its corporate records.

8.8 ELECTION BY ACCLAMATION

8.8.1 In the event the number of candidates at the close of nominations is the same as the number of open positions on the Board, those candidates shall be automatically elected, by acclamation. Pursuant to Civil Code Section 5103, election by acclamation shall be permitted if the following conditions are satisfied:

- (a) The Association has held a regular election for the directors in the last three years. The three-year time period shall be calculated from the date ballots were due in the last full election to the start of voting for the proposed election.
- (b) The Association provided individual notice of the election and the procedure for nominating the candidate as follows:
 - i. initial notice at least ninety (90) days before the deadline for submitting nominations which includes (a) the number of board positions that will be filled at the election; (b) the deadline for submitting nominations; (c) the manner in which nominations can be submitted, and (d) a statement informing members that if, at the close of the time period for making nominations, there are the same number or fewer qualified candidates as there are Board positions to be filled, then the Board may seat the qualified candidates by acclamation without balloting; and
 - ii. a reminder notice between seven (7) and thirty (30) days before the deadline for submitting nominations which includes those items listed in the initial notice under subsection (ii)(1) above, in addition to a list of the names of all of the qualified candidates to fill the Board positions as of the date of the reminder notice.
- (c) The Association provides, within seven (7) business days of receiving a nomination:
 - i. a written or electronic communication acknowledging the nomination to the member who submitted the nomination; and
 - ii. a written or electronic communication to the nominee indicating that the nominee is qualified for the Board or the nominee is not qualified and the basis for said disqualification, including procedures by which the nominee may appeal the disqualification.
- (d) The Association permits all candidates to run if nominated, except for nominees disqualified for running as allowed or required pursuant to Civil Code Section 5105(b)-(e). To the extent that term limits are enforceable by applicable law, a nominee or director who has served the maximum number

of terms or sequential terms allowed in the governing documents may be disqualified.

- (e) The Board votes to consider the qualified candidates elected by acclamation at a duly noticed meeting. The meeting notice shall include an agenda item reflecting the name of each qualified candidate that will be seated by acclamation, if approved at the meeting.