PH&L COMMUNITY ASSOCIATION

ELECTION AND VOTING RULES

In accordance with Civil Code Section 5105, the following rules and procedures shall apply for the election of directors. These Election Rules and procedures shall also govern any other election or vote of the Membership, including, without limitation elections regarding assessments legally requiring a vote, removal of directors, amendments to the CC&Rs or Bylaws, or the grant of exclusive use of Common Area. These Rules shall permit the Association to utilize electronic voting for all elections, except those elections regarding regular or special assessments. **Should any provision of the Association's Bylaws directly conflict with these Election Rules and applicable law, such provision of the Bylaws shall not be enforceable.**

(1) **Notice Requirements.** As prescribed by law, the following notices must be distributed to Members.

(a) Members shall be permitted to change their preferred method of voting from electronic secret ballot to written secret ballot or written secret ballot to electronic secret ballot no later than ninety (90) days before any election.

(i) The Association shall maintain a voting list identifying which Members will vote by electronic secret ballot and which Members will vote by written secret ballot, and include information on the procedures to opt out of voting by electronic secret ballot in the Association's annual statement.

(ii) All Members who vote by electronic secret ballot must provide a valid email address to the Association.

(b) 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.

(c) 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 and time by which electronic secret ballots are to be transmitted to the internet-based voting system and preliminary instructions on how to vote by electronic secret ballot upon commencement of the voting period; (3) the date, time and location of the meeting at which a quorum will be determined, if the governing documents require a quorum, and at which ballots will be counted; (4) when applicable, the list of all candidates' names that will appear on the ballot; and (5) if the governing documents require a quorum, a statement that the Board of Directors (upon approval of the Membership present and

attending) may call a subsequent meeting at least twenty (20) days after the scheduled election if the required quorum is not reached, at which time the quorum of the membership to elect directors will be twenty percent (20%) in person, by secret ballot, or by proxy.

(d) The Association shall permit Members to verify the accuracy of their individual information on the Association Election Material at least thirty (30) days **before the ballots are distributed**. The Association or any Member shall report any errors or omissions for either list to the inspectors of election who shall make the corrections within two (2) business days.

(i) "Association Election Materials" means the following documents: returned ballots, signed voter envelopes, proxies, Candidate Registration List and the Voter List. The Candidate Registration List means the list of qualified candidates existing as of the close of nominations as well as their address. 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).

(e) 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. For elections where electronic secret ballots are used, the Association shall deliver by individual notice the electronic secret ballot and shall include the following: (1) how to obtain access to the internet-based voting system; and (2) how to vote by electronic secret ballot. For purposes of delivering individual notice of the electronic secret ballot, the delivery may be accomplished by electronic means. If the Association does not have a Member's email address by the time ballots are distributed, the Member will receive a written secret ballot. 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]".

(2) **Voting by Secret Ballot**. As prescribed by law, secret ballot procedures shall be used when voting on the following issues: assessments; election and removal of directors; amendments to the Governing Documents; and the grant of exclusive use of Common Area property. Ballots must ensure the confidentiality of the voters. This includes both written secret ballots and electronic secret ballots.

(a) Secret Ballots Generally. A "secret ballot" is a ballot which does not identify the voter by name and address. All secret ballots, including for election of directors, must conform to the requirements of applicable law.

(i) An "electronic secret ballot" means a ballot conducted by an electronic voting system that ensures the secrecy and integrity of a ballot pursuant to the requirements of the Civil Code. The Association shall only be required to send an electronic secret ballot to a Member who has opted into voting by electronic secret ballot.

(b) Secret Ballot Requirements. Secret Ballots must ensure the confidentiality of the voters.

(i) A voter may not be identified by name or address on the ballot;

(ii) The ballot may not require the signature of the voter;

(c) Distribution of Written Secret Ballots. Each written secret ballot is distributed with two (2) envelopes: the "inner envelope," which also shall not identify the voter; and the "outer envelope," which shall be addressed or self-addressed to identify the voting Membership. Each written secret ballot, along with said envelopes, shall be mailed or otherwise distributed to Member's who have not opted into voting by electronic secret ballot or not provided an email address to the Association at least thirty (30) days prior to the vote or election.

(d) Return of Written Secret Ballots. The written secret ballot itself must be inserted into an envelope and sealed ("inner envelope"). This inner envelope is then inserted into a second envelope that is sealed ("outer envelope"). In the upper left-hand corner of the second envelope, the voter prints and signs his or her name and address that entitles him or her to vote. The second envelope is addressed to the inspectors of election of the Association, who will be tallying the votes. Failure to do so will invalidate the ballot and Member's vote.

(i) Members may return their written secret ballot by mail, hand deliver it to the meeting or complete the ballot at the meeting, and is deemed cast when so delivered or mailed; provided, only those ballots which are delivered to the inspectors of election prior to the polls closing shall be counted.

(ii) A Member may submit a written request to the Association for a receipt for delivery of the election materials.

(iii) Once cast, secret ballots, both electronic and written, cannot be revoked; they are irrevocable.

(e) A vote made by electronic secret ballot is effective when it is electronically transmitted to an address, location, or system designated by an inspector or inspectors of election.

(f) Time Requirements. All secret ballots shall provide a reasonable time within which to return the ballot to the Association, which shall not be less than thirty (30) days and which may be set at the discretion of the Board unless otherwise required by law. The time for the return of secret ballots may be extended for reasonable intervals at the discretion of the Board, with or without notice to the Members.

(3) **Voting by Written Ballot**. Any action requiring Member approval, other than those requiring a secret ballot, may be submitted for vote by written ballot without calling a meeting of the Members. The written ballot shall describe the proposed action(s), provide an opportunity to specify approval or disapproval of each proposal, and provide a reasonable time within which to return the ballot to the Association.

(a) Decision. The determination to conduct a vote by written ballot shall be made by the Board or by Members having 10% of the eligible voting power signing a written request and delivering same to any Association officer.

(b) Ballot. The officer shall thereupon distribute a written ballot to every Member eligible to vote on the matter. A written ballot may not be revoked.

(c) Solicitation. All solicitations shall indicate the number of responses needed to meet the quorum requirement and the percentage of approvals needed to approve each proposal. The solicitation must specify the time by which the ballot must be received in order to be counted.

(d) Procedure. Written ballots and solicitations shall be distributed in the same manner as notice of meetings. Approval by written ballot shall be valid only when the number of eligible ballots received meets the quorum required at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Upon tabulation of the ballots, the Board shall promptly notify the Members of the outcome of the vote or failure to meet quorum.

(4) **Inspector(s) of Elections**.

(a) For all elections or votes by secret ballot, the Board shall appoint one or three independent third party(ies) as inspector(s) of election before the secret ballots are mailed to all of the Members. Inspector(s) of elections shall be appointed by the Board at a duly noticed Board meeting.

(b) An independent third party includes, but is not limited to:

(i) a volunteer poll worker with the county registrar of voters;

(ii) a licensee of the California Board of Accountancy;

(iii) a notary public; and

(iv) a Member of the Association provided such Member is not a member of the Board of Directors or a candidate for the Board of Directors or related to a member of the Board of Directors or a candidate for the Board of Directors.

(c) If and when the Board does select a Non-Member of the Association as Inspector, the Inspector shall be required to obtain errors and omission insurance and provide proof of same to the Board prior to the commencement of the Inspector's work. The errors and omissions insurance policy shall be in an amount not less than one million dollars ($1,000,000) that indemnifies the Association and its Board Members from liability and provides that the Association is a named insured of the policy. The Board may, in its discretion, pay compensation to the Inspector.

(d) Prior to the secret ballots being mailed to all of the Members, the inspectors of election shall meet to determine to whom the secret ballots shall be returned (the "Ballot Collector"), which may be the Association's manager, if any.

(e) The inspector(s) of election shall also do all of the following:

(i) determine the number of Memberships entitled to vote and the voting power of each.

(ii) determine the authenticity, validity, and effect of ballots, proxies, etc., if any;

(iii) receive ballots;

(iv) hear and determine all challenges and questions in any way arising out of or in connection with the right to vote;

(v) count and tabulate all votes;

(vi) determine when the polls shall close;

(vii) determine the result of the election;

(viii) perform any acts as may be proper to conduct the election with fairness to all Members in accordance with this section and all applicable rules of the Association regarding the conduct of the election that are not in conflict with this section.

(ix) Ensure compliance with all of the following, if the inspector or inspectors of elections conducts an election by electronic secret ballot;

(a) Each Member voting by electronic secret ballot shall be provided with the following:

(1) A method to authenticate the Member's identity to the internet-based voting system;

(2) A method to transmit an electronic secret ballot to the internet-based voting system that ensures the secrecy and integrity of each ballot;

(3) A method to confirm, at least thirty (30) days before the voting deadline, that the Member's electronic device can successfully communicate with the internet-based voting system.

(b) Any internet-based voting system that is utilized shall have the ability to accomplish all of the following:

(1) Authenticate the Member's identity;

(2) Authenticate the validity of each electronic secret ballot to ensure that the electronic secret ballot is not altered in transit;

(3) Transmit a receipt from the internet-based voting system to each Member who casts an electronic secret ballot;

(4) Permanently separate any authenticating or identifying information from the electronic secret ballot, rendering it impossible to connect an election ballot to a specific Member;

(5) Store and keep electronic secret ballots accessible to elections officials or their authorized representative for recount, inspection, and review purposes.

(f) The inspector(s) of election may appoint and oversee additional persons to count and tabulate the votes as the inspectors deem appropriate, provided that said persons are independent third parties who meet the requirements of Section 4(b), above. (Civ. Code §5105(a)(6).)

(g) 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. The decision or act of a majority shall be effective in all respects as the decision or act of all.

(h) Any report made by the inspector or inspectors of election is prima facie evidence of the facts stated in the report.

(i) The Board may remove and replace any inspector of election prior to the tabulation of ballots 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.

(5) **Meeting at Which Secret Ballots Shall Be Tabulated**.

(a) Election of Directors. The inspector(s) of elections shall tabulate the ballots for the election of directors at the Annual Meeting of the Members in person or via video conference. The Association's Annual Meeting shall be held on or about the anniversary date of the first annual meeting and in no event later than fifteen (15) months from the date of the preceding annual meeting. (Bylaws, § 4.6.) The Board of Directors shall determine the date, time and place of said Annual Meeting and whether said meeting will be in person or via video conference in accordance with the Association's Bylaws. Notice of Annual Meeting ("Notice") shall be sent to all Members pursuant to the Governing Documents, these Election Rules and applicable state statute.

(b) Other Votes by Secret Ballot. Unless the vote is being taken in connection with an Annual Meeting of the Members, the ballots for the vote to approve assessments, elections of directors to fill a vacancy not filled by the Board, amendments to governing

documents and/or granting the exclusive use of common area to a Member shall be tabulated by the inspector(s) of election at a duly noticed (regular or special) meeting of the Members or Board. The Board of Directors shall determine the date, time and place of said meeting.

(6) **Election of Directors: Nomination of Candidates**.

(a) Approximately one hundred 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 completed in its entirety and returned to the Association at the address provided, and by the deadline stated, which deadline must be approximately ninety (90) days before the date the ballots for the election of directors are scheduled to be counted.

(i) The Candidate Nomination Form may include a statement by the candidate, not to exceed 500 words. The Association may not edit or redact any content from these communications, but may include a statement specifying that the candidate or Member, and not the Association, is responsible for that content.

(ii) Candidates may submit a photograph of the candidate with the Candidate Nomination Form. Photographs must be of the candidate only, must be appropriate, and must not contain any lewd, obscene or inappropriate images.

(7) **Director Candidate Qualifications**.

(a) Candidates and Directors must be Members of the Association at the time of nomination.

(b) Only Members who meet the following criteria are qualified to be elected and serve on the Board of Directors:

(i) 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.

(ii) Candidates and Directors must be current in the payment of Regular and Special Assessments. Note, this does not include non-payment of collection charges, late charges, fines, fines renamed as assessments, costs levied by a third party, or if the Member has (1) paid under protest per Civil Code Section 5658; (2) has entered into and is current in a payment plan (defined as a signed written agreement between the Board and the Owner) per Section 5665, and is current and in compliance with all terms thereof; or (3) if the Member has not been provided the opportunity to engage in Internal Dispute Resolution ("IDR").

(a) All Members of the Association have the right to engage in Internal Dispute Resolution ("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.

(iii) A Member may not serve on the Board at the same time as another Member of the same separate interest (i.e., Unit).

(c) Members may nominate themselves or another person.

(d) Any candidate nominated by another person will be contacted to confirm that such candidate consents to having his or her name placed in nomination for election to the Board.

(e) All candidates who meet the qualifications to serve on the Board if any and, if appropriate, have confirmed their willingness to run for election to the Board, shall be listed on the secret ballot.

(8) **Campaigning**.

(a) All candidates or Members advocating a point of view during a campaign, including those not endorsed by the Board, shall be provided equal access to Association media, newsletters, or Internet Web sites (if any) for purposes that are reasonably related to the election. “Equal access” does not obligate the Association to provide candidates access to any media, newsletters, or Internet Web sites; however, if any one candidate is provided access to same all candidates must be provided with equal access. The Association may not edit or redact any content from these communications but may include a statement specifying that the candidate or Member, and not the Association, is responsible for that content.

(b) All candidates, including those who are not incumbents, advocating a point of view, including those not endorsed by the Board, for purposes reasonably related to the election, shall be provided equal access to any common area meeting space, if any exists, during a campaign at no cost.

(c) Any Member of the Association shall be permitted to canvass and petition the Association’s Members, Board of Directors, and residents in connection with elections at reasonable hours and in a reasonable manner.

(i) If such solicitation is done by such Member going door-to-door, the Member’s conduct shall be respectful and courteous. Willful or negligent activity or communication, including words, sounds, and gestures, which could be or are interpreted to be loud, obnoxious, offensive, a nuisance, an annoyance, or a threat, is strictly prohibited.

(ii) Written solicitation shall not be posted on exterior doors or mailboxes or left in the common areas. Written solicitation may only be delivered by hand delivery or by mail or electronic communication.

(d) Any Member of the Association shall be permitted to distribute or circulate, without prior permission, information about elections at reasonable hours and in a reasonable manner.

(e) For purposes of these Election Rules, “reasonable hours” shall mean between 10:00 a.m. and 8:00 p.m. For purposes of these Election Rules, “reasonable manner” shall mean that such activity or conduct shall be conducted only Monday through Saturday, not Sunday and not on Federal Holidays, and shall not create a nuisance in the community or otherwise annoy, harass, threaten or intimidate other Members, residents or their guests.

(9) **Record Date**. The record date for purposes of voting shall be the date the ballots are mailed to all of the Members.

(10) **Eligibility to Vote**.

(a) The total number of Memberships entitled to vote equals the total number of Units in the Association. Members shall not be denied from receiving a ballot, pursuant to Civil Code Section 5105(g)(1).

(b) The denial of a ballot to a person with general power of attorney for a Member is prohibited. (Civil Code § 5105(g).)

(11) **Handling of Ballots**.

(a) As secret ballots are returned to the Ballot Collector, the Ballot Collector shall check off on a sign-in sheet that a ballot has been received for such a resident. The first secret ballot received for any Unit shall be the ballot which is counted. Any subsequent ballots for the same Unit which are received shall be deemed invalid and shall be discarded.

(b) Unless the Member is a proxy holder, Members may only hand deliver his/her secret ballot and not the secret ballot of another Member.

(c) 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.

(d) The Association Election Material at all times shall be in the custody of the inspectors of election, Ballot Collector, or at a location designated by the inspectors until delivered to the inspectors at the meeting for the opening of the ballots and the tabulation of the vote. 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.

(e) 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 at which the ballots are counted and tabulated. No person, including a member of the Association or an employee of the management company, shall open or otherwise review any tally sheet of votes cast by electronic secret ballot before the time and place at which the ballots are to be counted and tabulated.

(f) After tabulation, election ballots shall be stored in a secure place for no less than one year after the date of the election. In the event of a recount or other challenge to the election process, the Association shall, upon written request, make the ballots available for inspection and review by Members or their authorized representatives.

(g) Members may be responsible for the actual and direct costs arising out of inspection of election ballots, including any cost to the Association for the time and service of the inspector(s) of elections or management.

(h) Any recount shall be conducted in a manner that shall preserve the confidentiality of the vote. If a recount is requested by a Member, the recount will be performed only at the direction of the inspector(s) of elections and at the requesting Member's expense, if any. If there is a recount or other challenge to the election process, the inspector or inspectors of elections shall, upon written request, make the Association Election Material available for review by an Association Member or the Member's authorized representative, consistent with Civil Code Sections 5200—5240.

(12) **Tabulation of Secret Ballot Votes; Quorum Requirement**.

(a) All secret ballot votes shall be counted and tabulated by the inspector(s) of election in public at a properly noticed open meeting of the Members or of the Board, at which a quorum of Members or a quorum of Board members, as the case may be, must be present.

(b) The inspectors of election shall confirm that no more than one ballot was returned for each residence.

(c) Any candidate or other Member of the Association may witness the counting and tabulation of the votes.

(d) The inspectors of election may establish a physical boundary or buffer zone around them during the tabulation of ballots.

(e) In order for the vote for the election of directors to be valid, ballots must be returned by at least a quorum of the Members. The presence in person or by proxy of at least twenty-five percent (25%) of the Members constitutes a quorum of the Membership. For purposes of quorum a Member who votes by electronic secret ballot shall be counted as a Member in attendance at the meeting.

(f) If quorum is not met, Members present may adjourn the meeting to a time not less than five (5) days nor more than thirty (30) days from the original meeting date, at which meeting quorum will remain twenty-five percent (25%) of the Members. Such an adjourned meeting may be held without the notice required by the Bylaws if notice thereof is given by announcement at the meeting at which such adjournment is taken.

(g) After any meeting to tabulate the votes for the election or removal of directors has been adjourned for lack of quorum twice, the seated directors will remain on the Board until successors have been elected.

(h) In the event of a tie in an election of directors, any tie vote shall be broken by a runoff election.

(i) In the event the number of qualified candidates at the close of nominations is not more than the number of vacancies to be elected, those candidates may be automatically elected, by acclamation. Pursuant to Civil Code Section 5103, election by acclamation shall be permitted if the following conditions are satisfied:

(i) 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.

(ii) The Association provided individual notice of the election and the procedure for nominating the candidate as follows:

(1) 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

(2) 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.

(iii) The Association provides, within seven (7) business days of receiving a nomination:

(1) a written or electronic communication acknowledging the nomination to the member who submitted the nomination; and

(2) 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.

(iv) 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.

(v) 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.

(13) **Announcement of Results**.

(a) The results of the election shall be promptly reported to the Board of Directors and shall be recorded in the minutes of the next meeting of the Board of Directors and shall be available for review by Members of the Association.

(b) Upon certification of the election results by the inspectors of election, the newly elected Board members shall be deemed to have taken office.

(c) Within fifteen (15) days of the election, the Board shall publicize the results of the election in a communication directed to all members.

(14) **Recall Elections – Removal of Director(s)**

(a) In the event the Board receives a petition to hold a special meeting for the purpose of removing one or more directors, a professional, neutral third-party inspector of elections must be hired to ensure legal procedures are followed.

(b) Members may remove directors by a vote consistent with Corporations Code Section 7222 and subject to the following. Members may present, in person, a petition to hold a special meeting of the members to the President or Secretary of the Association, bearing the signatures of members in good standing who represent at least five percent (5%) of the Members of the Association. The petition must state the reason(s) justifying the director's removal; the signature and address of each petitioner in his or her own handwriting; the name(s) of the sponsor(s) of the petition; and fulfill all other legal requirements.

(c) A recall may not be initiated against a director within ninety (90) days of the end of the director's term.

(d) Within twenty (20) days after receipt of such petition, the President, Secretary, or Board shall set the date and give notice of the special meeting.

(e) Candidate nomination forms *may* be sent with notice of the special meeting and candidates must return forms not less than ten (10) days before secret ballots for the

recall are sent, unless otherwise provided by law. This date shall be set forth in the notice of special meeting, to the extent practicable pursuant to the governing law.

(f) Such meeting or vote by secret ballot shall be conducted not less than thirty-five (35) nor more than one hundred and fifty (150) days after the petition is presented. If the Board fails to set a date for, or fails to give notice of, such meeting or vote within twenty (20) days, the Members initiating the petition may call such meeting on their own initiative pursuant to the Bylaws or applicable law.

(g) The director(s) whose removal is being sought shall have the right to rebut the allegations contained in the petition orally, in writing or both. Any written rebuttal shall be mailed by the Association or otherwise provided to all members, together with the recall ballot.

(h) Two secret ballots shall be distributed to members, unless otherwise provided by law or impracticable pursuant to the California Civil Code, Corporations code or similar authority: (1) one for the vote to remove one or more directors and (2) one for the vote to elect directors to fill the vacancies, if necessary. If the vote to recall director(s) is unsuccessful, secret ballots to elect new director(s) shall not be opened.

(i) If the quorum requirement for a valid membership action is not satisfied or if the recall vote results in a tie, the removal action will have failed.

(j) In a recall election, unless the entire Board is removed from office, no director may be removed when the votes cast against removal, or not consenting in writing to such removal, would be sufficient to elect such director if voted cumulatively at an election at which the same total number of votes were cast (or, if such action is taken by written ballot, all memberships entitled to vote were voted) and the entire number of directors authorized at the time of the director's most recent election were then being elected.

(k) Immediately following a successful recall election, the Board shall convene a regular meeting for purposes of organization, appointment of officers, and transaction of other business. Notice of this meeting shall not be required separately from the notice of the special meeting, but agenda requirements must be satisfied.

(15) **Proxies.**

(a) Proxies will be accepted so long as they meet the requirements of all applicable laws and the Association's governing documents, and they are consistent with the secret ballot election process.

(b) The Association shall not be obligated to prepare and mail proxies to the Members.

(c) Any instruction given in a proxy that directs the manner in which the Proxy Holder is to cast the vote must be set forth on a separate page of the Proxy that can be detached and given to the Proxy Holder to retain which will not be given to or shown to the Inspector of Election.

(d) In any election where, under these Rules, the Member would utilize a Secret Ballot, the Proxy Holder shall also cast the Member's vote by Secret Ballot.

(e) Neither the Association nor the Inspector will be responsible for ensuring that the Proxy Holder votes the Proxy in accordance with the Member's direction.

(16) **Other Voting/Campaign Issues**.

(a) Every Member eligible to vote may cumulate his/her votes in a manner consistent with the California Corporations Code. (Bylaws, § 2.3.2.) Under such voting, a Member may give one candidate a number of votes equal to the number of directors to be elected, or distribute the votes among the candidates in any manner. Accordingly, these Election Rules shall serve as notice that in every vote to elect more than two (2) directors, cumulative voting shall be permitted.

(b) Association funds may not be used for "campaign purposes" in connection with any board election. The term "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 pursuant to the Section, above, entitled "Campaigning").

(c) The Board of Directors may enact and implement a “Meeting Code of Conduct” to govern the conduct of Members at meetings.

(d) In an election to approve an amendment of the governing documents, the text of the proposed amendment shall be delivered to the members with the ballot. For an election to approve an amendment conduct by electronic secret ballot, the Association may deliver, by electronic means, the text of the proposed amendment to those Member’s who vote by electronic secret ballot. The Association shall also deliver a written copy of the text of the proposed amendment to those Members upon request and without charge.

(e) Nomination of candidates from the floor of membership meeting is prohibited. Write-in candidates for ballots shall be prohibited.