

BISHOP MANOR HOMEOWNERS ASSOCIATION

ELECTION AND VOTING RULES

(California Civil Code Section 5105)

1. INTRODUCTION

These Election and Voting Rules ("Rules") establish certain procedural rules for membership voting based upon the Bishop Manor H.O.A. Declaration of CC&Rs, Bylaws, the California Civil Code, and the California Corporations Code.

2. EQUAL ACCESS

If any candidate or/or member advocating a point of view is provided access to Association media, newsletters, or Internet Web sites during a campaign, for purposes that are reasonably related to that election, equal access shall be provided to all candidates and members advocating a point of view, including those not endorsed by the Board, for purposes that are reasonably related to the election. The Association shall not edit or redact any content from these communications; provided, however, the Association shall not be responsible or liable for the content of any such communications, and the Association may include a statement in the communication specifying that the candidate or member, and not the Association, is responsible for the content.

So long as each candidate and/or member is provided the same opportunity for publication, the Association may restrict the availability of any publication by limiting the printing space available for the number of words that will be included from each candidate or member included in the publication. In the absence of more restrictive limitations adopted by the Board for any particular matter, each Candidate and/or Member should be limited to no more than two hundred words for any one publication. The Board may, in its sole discretion, present a Candidacy Questionnaire with questions for all interested Candidates and/or Members to complete. If such a Questionnaire is provided, then the Association will only print the answer to such questions and may impose a limitation upon the number of words for the response to any question presented.

Equal access to common area meeting space, if any, shall exist during a campaign, at no cost, to all candidates, including those who are not incumbents, and to all members advocating a point of view, including those not endorsed by the Board, for purposes reasonably related to the election.

3. USE OF ASSOCIATION FUNDS FOR CAMPAIGN PURPOSES PROHIBITED

Association funds shall not be used for campaign purposes in connection with any Association Board election. Funds of the Association shall not be used for campaign purposes in connection with any other Association election except to the extent necessary to comply with duties of the Association imposed by law. As set forth in Civil Code Section 5135(b), for the purposes of this section "campaign purposes" include, but are not limited to, the following:

A. Expressly advocating the election or defeat of any candidate that is on the Association election ballot.

B. Including the photograph or prominently featuring the name of any candidate on a communication from the Association or its board, excepting the ballot and ballot materials, within 30 days of an election, provided that this is not a campaign purpose if the communication is one for which subdivision (a) of Civil Code Section 5105 requires that equal access be provided to another candidate or advocate.

4. **NOMINATION PROCEDURES**

Self-nominations are made by submitting the candidacy form prescribed by the Association, provided the form is received by the stated deadline. Persons who fail to submit the candidacy form prescribed by the Association by the stated deadline will not have their names included as a candidate on the secret ballot. "Write-in" candidates on the secret ballot are permitted, provided the "write-in" candidate is present at the election meeting and accepts a nomination for election.

5. **VOTING QUALIFICATIONS AND THE VOTING POWER OF EACH MEMBER**

In the case of election of directors, each Member in good standing shall be entitled to one (1) vote per unit for each position to be filled on the Board of Directors pursuant to cumulative voting, Article IV, section 4.05 of the By-Laws. A Member is in good standing unless the member's voting rights are suspended following notice of an opportunity for a hearing before the Board of Directors. No suspension may take effect until at least five (5) days following the hearing.

6. **INSPECTORS OF ELECTION**

In accordance with Civil Code Section 5110(a), the Board of Directors shall appoint either one (1) or three (3) independent third parties to serve as Inspector(s) of Election. An "independent third party" includes, but is not limited to, (a) a volunteer poll worker with the county registrar of voters, (b) a licensee of the California Board of Accountancy, (c) a notary public, (d) the Association's managing agent, or (e) a member of the Association who is neither a director, a candidate for election as a director, nor related to a director or candidate for election as director. The Inspector(s) of Election shall perform the duties set forth below and shall sign a report or certificate evidencing the voting results. The decision of a majority of the Inspectors shall control. Inspectors may appoint additional persons to assist them in counting and tabulating votes.

A. Duties of Inspectors of Election:

1. Determine the number of Members entitled to vote and the voting power of each;
2. Confirm the number of Members represented at the meeting;
3. Confirm the existence of a quorum;
4. Determine the authenticity, validity, and effect of proxies and ballots;
5. Hear and determine all challenges and questions in any way arising in connection with the right to vote;
6. Count and tabulate all votes;
7. Determine when the polls shall close;

8. Determine the result of the voting;
9. Perform any acts as may be proper to conduct the balloting or election with fairness to all members.

7. **SECRET BALLOT PROCEDURES APPLICABLE TO CERTAIN VOTING AND PROXY USE**

Membership voting regarding assessments, election or recall of members to the Board of Directors, amendments to the governing documents, and the proposed grant of exclusive use of common area pursuant to Civil Code Section 4600 (hereinafter "Secret Ballot Topics") shall be conducted through secret ballot procedures in compliance with Civil Code Sections 5100 through 5145.

A Member may cast his or her vote on a Secret Ballot Topic by mail or in person at a meeting, provided the Member casts the vote using a secret ballot in compliance with Civil Code Section 5115. In the event the required quorum is not attained at an initial or adjourned meeting at which secret ballots will be used, and in the event the meeting is adjourned to another date, all secret ballots cast shall carry over until quorum is attained.

In instances, if any, where proxies are used in connection with Secret Ballot Topics, in order to be counted the proxy must (a) identify a proxyholder (who must be a member in attendance at the meeting for which the proxy is given), (b) contain voting instructions, (c) be dated and signed by the Member in good standing giving the proxy, and (d) any instruction given in a proxy that directs the manner in which the proxyholder 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. The proxy holder shall cast the member's vote by secret ballot. The Inspector(s) of Election shall be entitled to invalidate any proxy or other document purporting to cast a Member's vote used in connection with Secret Ballot Topics that does not comply with these Rules and applicable law, including the secret ballot procedures set forth in Civil Code Section 5115.

8. **VOTING AND COUNTING OF BALLOTS/PROXIES**

All votes shall be counted and tabulated by the Inspector(s) of Election in public at a properly noticed open meeting of the Board of Directors or at a properly noticed meeting of the members. Any candidate or other member of the Association may witness the counting and tabulation of the votes from a reasonable distance, as determined by the Inspector(s) of Election. Members may not interfere with the counting and tabulation of the votes, and the Inspector(s) of Election may order any person the Inspector(s) of Election determine to be interfering with the counting and tabulation of votes to leave the area. In accordance with the holding of Chantiles v. Lake Forest II Master Homeowners Association (1995) 37 Cal. App. 4th 914, only the Inspector(s) of Election and the Association's legal counsel shall be permitted to inspect the proxies during the voting process in those instances in which proxy voting is permitted, in order to protect the members' privacy rights.

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.

A. Unless otherwise provided in the Notice of Meeting or the Ballot solicitation, as applicable, the voting period for Secret Ballot Topics shall commence when the first ballot is mailed or delivered to an Association Member, and shall end at such time as the Inspector(s) of Election determine the polls close;

~~B. A ballot shall be irrevocable upon the Inspector of Election's receipt of the ballot.~~

C. All questionable proxies and ballots are to be separated for a determination of validity by the Inspectors.

D. If the number of votes cast on a ballot or proxy exceeds the number of permissible votes, the ballot or proxy, for voting purposes, shall be invalid and shall not be counted, but shall be counted for quorum purposes only.

E. When a voting box for a candidate is "checked" or otherwise marked by a non-numerical symbol (e.g., an "X"), and it is the only box "checked" or marked, all of the member's votes shall be counted for that candidate. When fewer boxes are "checked" or marked by a non-numerical symbol on the ballot than the number of directors to be elected, the count shall be one vote per "check" or mark not to exceed the number of authorized votes.

F. If votes are cast on a proxy, but the Member failed to check a box indicating that the proxy is to be voted in accordance with the Member's instructions, the votes cast shall be counted as marked by the Member, provided there are no conflicting instructions on the proxy and the proxy is otherwise valid.

9. CUSTODY OF VOTING MATERIALS/ ANNOUNCEMENT OF RESULTS

Sealed ballots shall be returned in accordance with the procedures set forth in the instructions mailed to the members, or as may otherwise be determined by the Inspector(s). Sealed ballots at all times shall be in the custody of the Inspector of Elections or at a location designated by the Inspector of Elections until provided to the Inspectors of Election for opening, counting, and tabulation. After the tabulation of the ballots, custody shall be transferred to the Association's management company.

The results of the election shall be promptly reported to the Board of Directors of the Association 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. Within 15 days following the election, the Board shall publicize the tabulated results of the election by general notice directed to all Members.

After tabulation of the ballots the Association shall store the election ballots 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 Association Members or their authorized representatives. Any recount of ballots shall be conducted in a manner that shall preserve the confidentiality of the vote.

CERTIFICATE OF SECRETARY

I am the Secretary of the Chestnut Square Homeowners Association and I certify that the foregoing Election Rules were adopted by a majority of the Directors present at duly noticed open meeting of the Board of Directors held on _____, 2015, at which a quorum was established.

Secretary