

WOODBIDGE STONEGATE MAINTENANCE ASSOCIATION

ELECTION RULES

10.1 **Application of Rules:** These rules shall apply to any meeting of the membership or solicitation of membership approval by a ballot vote.

10.2 **Voting:** Pursuant to the Association's governing documents, the Association has the following voting classes:

- (a) **Voting Class and Rights.** The Association has the following voting class: Class A Members, who shall be all Owners. Class A Members shall be entitled to one (1) vote for each Residence in which they hold the interest required for membership. When more than one person owns a portion of the interest in a Residence required for membership, each such person shall be a Member and the vote for such Residence shall be exercised as they among themselves determine, but in no event shall more than one (1) Class A vote be cast with respect to any Residence. The Association shall not be required to recognize the vote or written assent of any such co-Owner except the vote or written asset of the co-Owner designated in a writing executed by all such co-Owners and delivered to the Association.

Following Notice and Hearing in compliance with Corporations Code section 7341, the Association's Board of Directors may terminate or suspend any Owner's right to vote as a penalty for violation of the Association's governing documents.

The authenticity, validity and effect of all ballots shall be determined by the Inspector(s) of Election on the night of any election. The polls for any vote of the membership shall be open from the date the Secret Ballot is mailed and shall be closed at the time that envelopes are opened, unless the Inspector determines another time for the polls to close.

- (b) **Cumulative Voting:** Every Member entitled to vote for any election of directors shall have the right to cumulate his votes and give one candidate a number of votes equal to the number of directors to be elected, multiplied by the number of votes to which he is entitled, or to distribute his votes on the same principle among as many candidates as he shall think fit. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Cumulative voting shall be permitted only where the candidate has been placed in nomination prior to the voting and the Member has given notice at the meeting and prior to the voting of the Member's intent to cumulate votes. If any one Member has given such notice, all Members may cumulate their votes for candidates in nomination.
- (c) **Record Date:** The Board may fix a record date for notice and voting in accordance with Corporations Code Section 7511 or as addressed in the Bylaws. In the absence of a specific resolution of the Board, the record date for determining the right to receive notice and to vote shall be the date that ballots are mailed.

- 10.3 **Qualifications of Candidacy on the Board;** The Board shall consist of five (5) directors who may, but are not required, to be a Member.

In no event may more than one Owner of the same Unit serve as a director at the same time as another Owner of such Unit. Additionally, candidates must meet the following qualifications:

(a) Incumbent candidates seeking re-election must satisfy the following requirements:

(i) Attended at least half of the regular Board meetings, and at least half of any special Board meetings, during the preceding twelve (12) calendar months, and did not miss more than two (2) consecutive regular or two (2) consecutive special Board meetings;

(ii) Complied with every duly adopted action of the Board;

(iii) Complied with the terms and provisions of the Association Documents during the preceding term of office, or if, after Notice and Hearing, was found to be in violation of any of the terms and provisions of the Association Documents, commenced correcting such violation within five (5) days of the ruling and diligently pursued the correction of such violation to completion;

(iv) Is current in the payment of all Assessments levied by the Association as of the date of the election, and was not in arrears in the payment of any Assessments levied by the Association for more than three (3) consecutive months during the preceding term of office.

(b) New candidates seeking election must satisfy the following requirements:

(i) Complied with the terms and provisions of the Association Documents for at least one hundred eighty (180) days immediately preceding the election, or if, after Notice and Hearing, was found to be in violation of any of the terms and provisions of the Association Documents, commenced correcting such violation within five (5) days of the ruling and diligently pursued the correction of such violation to completion;

(ii) Is current in the payment of all Assessments levied by the Association as of the date of the election, and was not in arrears in the payment of any Assessments levied by the Association for more than three (3) consecutive months during the twelve (12) calendar months preceding the election.

- 10.4 **Election Committee / Nominations;** The Election Committee shall consist of a Chairman, who shall be a member of the Board, and two (2) other persons who shall be Members. Nominations may also be made by petition as provided in Article V, Section 6 of the Bylaws.

Self-nominations may be made by completing and returning candidacy statement forms sent out by management on behalf of the Association and must be returned by the date specified in order to be sent with the balloting materials.

In the absence of a more specific appointment, the Election Committee shall consist of the Board President, Vice-President, and Secretary. The Election Committee shall accept into nomination for election to the Board those qualified candidates who submit a timely candidate statement.

- 10.5 **Solicitation Materials:** Every Candidate and Member shall have equal access to the Association mailings, newsletters, and website, if any access is provided, for the publication of viewpoints reasonably related to any issue presented for membership vote.

10.5.1 **Content:** The Association shall not edit or redact any content from these messages, but may include a statement specifying that the Candidate or Member, and not the Association, is responsible for the content of any published statement.

10.5.2 **Limitation on Publication Space Made Available:** So long as each Candidate and/or Member is provided the same opportunities for publication, the Association may restrict the availability of any publication by limiting the printing space made available or 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 200 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 answers to such questions and may impose a limitation upon the number of words for the response to any question presented.

- 10.6 **Proxies:** Every member entitled to cast a vote at a meeting of the members shall be entitled to vote either in person, or by proxy as long as those proxies satisfy the requirements of California Civil Code Section 5130, and Corporations Code Sections 7514 and 7613, and are filed with the Secretary of the Association. No proxy shall be valid after the expiration of eleven (11) months from the date of its execution unless otherwise provided in the proxy, except that the maximum term of any proxy shall be three (3) years from the date of execution. The granting of a proxy shall not authorize the retrieval of any ballot previously cast. Ballots, once cast, are final and irrevocable.

- 10.7 **Availability of Meeting Space:** Access to common area meeting space, shall be made equally available, at no cost, to all Candidates and/or Members desiring to use such space for any reason reasonably related to a membership vote. 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.

- 10.8 **Selection of Inspector of Elections:** Prior to the presentation of any issue to the members for a membership vote, the Association shall appoint one (1) or three (3) Inspector of Elections. The Inspector appointed by the Board may be any person or entity other than: (1) a Director; (2) a Candidate; (3) a Director's relations; or (4) a Candidate's relations. The appointed Inspector of Elections must be an independent third party and may include, but not be limited to, a Member of the Association or any person or entity employed by and receiving compensation from the Association. The Inspector of Elections may appoint and oversee additional persons to verify signatures and to count and tabulate votes as the inspector of election deems appropriate,

provided that the persons satisfy the eligibility requirements for service as an inspector of election.

- 10.9 **Meeting Conduct:** Any inspection of ballots shall be done at an open meeting of the membership or the Board of Directors. Any Candidate or Member may observe the count, but shall stand at least five feet away from the Inspector(s). Candidates and/or Members may not harass, cajole or otherwise interfere 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. All ballots will be made available for inspection by any Candidate or Member during regular business hours at the Association's management office once the meeting is concluded. Any person violating this Section may be asked by the Inspector of Elections to leave the meeting to prevent further disruption.