

**PRADO RIDGE ESTATES HOMEOWNERS ASSOCIATION  
ELECTION RULES AND PROCEDURES**

**Campaigning**

If any candidate or member advocating a point of view is provided access to Prado Ridge Estates Homeowners Association (“Association”) media, newsletters, or websites during a campaign, for purposes that are reasonably related to that election, then all candidates and members advocating a point of view will be provided equal access.

Any views, comments, or opinions set forth in any communication from a candidate or member are those solely of the candidate or member, and the Association is not responsible or liable for such content. The candidate or member, and not the Association, is solely responsible for the content of all materials and/or communications presented by the candidate or member.

Access to the common area meeting space will be provided during a campaign, at no cost, to all candidates and members advocating a point of view for purposes reasonably related to the election. Members and residents shall not be prevented from peacefully assembling or meeting with members, residents, and their invitees or guests during reasonable hours and in a reasonable manner for purposes relating to association elections. Residents may use the common area and homes for an assembly when the common area is not otherwise in use. Canvassing, petitioning, and circulating materials to the members in connection with an election is permitted if done in a reasonable manner, and during reasonable hours, and is not otherwise prohibited by law, municipal or otherwise.

Association funds will not be used for campaign purposes in connection with any Association Board election. Association funds 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. For the purposes of this section, "campaign purposes" include, but are not limited to, (1) expressly advocating the election or defeat of any candidate who is on the Association election ballot; or (2) including the photograph or prominently featuring the name of any candidate on a communication from the Association or the Board, excepting the ballot and ballot materials, within thirty (30) days of the election, provided that this is not a campaign purpose if the communication is one for which the law requires that equal access be provided to another candidate or advocate.

**Nominee Qualifications**

The Association is required by law to disqualify a person from nomination if the person is not a member of the Association at the time of the nomination. To be a “member” of the Association a person or entity must be a record owner of a fee simple interest in a Lot within the Association. If title to a Lot is held by a legal entity that is not a natural person, the

governing authority of that legal entity shall have the power to appoint a natural person to be a member for purposes of these rules.

Additionally, the Association may disqualify a person from nomination based on any of the following:

1. If the nominee discloses, or if the Association is aware or becomes aware of, a past criminal conviction that would either prevent the Association from purchasing the fidelity bond coverage required by *Civil Code* section 5806 should the person be elected or terminate the Association's existing fidelity bond coverage as to that person should the person be elected.
2. 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 has already been properly nominated for the current election or is an incumbent director.
3. If that person has not been a member of the Association for at least one (1) year.

However, the foregoing option to disqualify a member shall not apply if the member has not been provided the opportunity to engage in IDR. These qualifications shall apply equally to seated directors.

### **Voting Qualifications**

Every person who is a member at the time the ballots are distributed is entitled to receive a ballot. Persons with a general power of attorney for a member shall be entitled to obtain a ballot and vote after providing a copy of the signed general power of attorney to the Association. Those with specific powers of attorney are generally not entitled to a ballot. Members shall be entitled to cast one (1) ballot for each Lot owned.

In any election of the Board in which more than two (2) positions on the Board are to be filled, every member entitled to vote shall have the right to accumulate his/her votes and give one (1) candidate, or divide among any number of candidates, a number of votes equal to the number of Directors to be elected, provided that no member shall be entitled to cumulate votes for a candidate or candidates unless the candidate's name or candidates' names have been placed in nomination prior to the voting and the member has given notice at the meeting prior to the voting of the member's intention to cumulate votes. If any one (1) member has given this notice, all members may cumulate their votes for candidates in nomination.

If a record date for voting is not fixed by the Board of Directors, those who are members on the day of the meeting who are otherwise eligible to vote are entitled to vote at the meeting of the Association.

### **Joint Owner Disputes**

When more than one (1) person holds interest in any Lot (“co-owners”), all such co-owners are entitled to exercise the vote to which the Lot is entitled. Co-owners owning the majority interests in a Lot shall from time to time designate in writing one (1) of their number to vote. Fractional voting shall not be allowed, and the vote for each Lot must be cast as a unit. Where no voting co-owner is designated or if the designation has been revoked, the vote for that Lot shall be exercised as the co-owners owning a majority interest in the Lot mutually agree. Unless the Board receives a written objection from a co-owner, it shall be conclusively presumed that the corresponding voting co-owner is acting with the consent of the co-owners. No vote shall be cast for any Lot if the co-owners present in person or by proxy cannot agree to said vote or other action.

### **Voter List**

The Association shall maintain a voter list to include the name, voting power, and either the physical address of the voter’s Lot, 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 Lot or if only the parcel number is used. Members may verify the accuracy of their individual information on the voter list at least thirty (30) days before the ballots are distributed. The Association or member shall report any errors or omissions to the list to the Inspector(s) who shall make the corrections within two (2) business days. The member should simultaneously convey this information to the management company.

### **Nomination Procedures**

The Association will provide general notice, as defined by *Civil Code* section 4045, of the procedure and deadline for submitting a nomination at least thirty (30) days before any deadline for submitting a nomination. Members may become nominees by either informing the management company in writing of their intention to become a nominee prior to the deadline set forth in the candidacy form (or as specified in the general notice specified above) or by being nominated from the floor at the annual meeting. Self-nominations are permitted.

### **Candidate List**

The candidate list shall include the name and address of individuals nominated as a candidate for election to the Board. Members may verify the accuracy of their individual information on the candidate list at least thirty (30) days before the ballots are distributed. The Association or member shall report any errors or omissions to the list to the Inspector(s) who shall make the corrections within two (2) business days.

## **Pre-Election Notice**

The Association shall provide general notice, as defined by *Civil Code* section 4045, at least thirty (30) days before the ballots are distributed of (1) the date and time by which, and the physical address where ballots are to be returned by mail or handed to the inspector(s) (2); the date, time, and location of the meeting at which ballots will be counted; and (3) the list of all candidates' names that will appear on the ballot.

## **Voting Procedures**

If the Association wishes to conduct a vote by acclamation, alternate election procedures and notices may be used in compliance with *Civil Code* section 5103. If a vote by acclamation is not used, the procedures set forth herein shall be used.

Secret ballots will be provided to all members for their use. Elections will be conducted in accordance with the following balloting procedures:

1. The Inspector(s) shall cause the ballots and two pre-addressed envelopes (with instructions) to be delivered or mailed by first-class mail to every member not less than thirty (30) days prior to the election;
2. The Inspector(s) shall cause these Election Rules to be "delivered" to the members not less than thirty (30) days prior to the election. Delivery may be accomplished by posting these Election 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 \_\_\_\_\_:" or by individual delivery.
3. Ballots are *not* to be signed by the voter and a member who places any identifying marks or signature on his or her ballot will waive his or her right to secrecy;
4. Completed ballots must be placed into an inner envelope that has no identifying information on it (*e.g.*, no member name, no property address, no signature, etc.), and the inner envelope is then sealed by the member;
5. The inner envelope is then inserted into the outer envelope that is pre-addressed to the Inspector(s) of Election and then sealed by the member;
6. In the upper left-hand corner of the outer envelope, the member must indicate his or her name and the address of the property within the Association, and then the member must sign his or her name in the upper left-hand corner of the outer envelope. Ballots received in improperly completed envelopes (*e.g.*, not signed or without identifying information) may not be counted by the Inspector(s);

7. The envelope may be mailed or delivered by hand to the management office unless another place is designated by the Inspector(s). The member may request a receipt for delivery;
8. Once a ballot is received by the Association, in the place designated by the Inspector(s), it is deemed irrevocable, even if it is unopened;
9. The sealed ballots shall be in the custody of the Inspector(s) or in the place designated by the Inspector(s) at all times;
10. No person may open or otherwise review any ballot prior to the time and place at which the ballots are counted and tabulated; and
11. The voting period for member meetings shall commence when the first ballot is mailed or delivered to a member of the Association and shall end at such time as the Inspector(s) determine the polls close.

### **Use of Proxies**

Proxies must be filed with the Secretary of the Association in advance of the meeting for which they will be used. Every proxy is revocable and shall automatically cease after completion of the meeting for which it was filed. A proxy must (1) identify a proxyholder (who must physically attend the meeting for which the proxy is being exercised), (2) contain voting instructions, and (3) be signed by the member giving the proxy. Any instruction given in a proxy issued for an election 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 proxyholder to retain. The proxyholder must cast the member's vote by secret ballot. A proxy that does not satisfy these requirements may not be counted.

### **Inspectors of Election**

Inspector(s) of Election ("Inspector(s)") will be appointed by the Board of Directors at a board meeting held prior to the election and will serve as Inspectors until such time that their successors are appointed by the Board of Directors. There shall be one (1) or three (3) Inspectors for the Association. If there are three (3) Inspectors, the decision or act of a majority shall be effective in all respects as the decision or act of all. Inspector(s) may be a member of the Association, but may not be a member of the Board, a candidate for the Board, or related to a member of the Board or candidate for the Board. An Inspector may not be a person or entity who or which is currently employed or under contract to the Association for any compensable services, other than inspection services.

### **Role of Inspectors of Elections**

Inspector(s) will determine the number of memberships entitled to vote and the voting power of each in accordance with the Association's governing documents. Inspector(s) will determine the authenticity, validity, and effect of proxies, if any. Inspector(s) will hear and determine all challenges and questions in any way arising out of or in connection with the right to vote. Ballots will be returned to the Association's managing office unless another location is designated by the Inspectors. Inspector(s) will determine when the polls shall close. Inspector(s) will determine and announce the tabulated results of the election.

The Inspector(s) may appoint and oversee additional persons to verify signatures, count, and tabulate votes as the Inspector(s) deem appropriate, provided that the persons are independent third parties. Inspector(s) may also perform any acts as may be proper to conduct the election with fairness to all members in accordance with all applicable rules of the Association regarding the conduct of the election that are not in conflict with current law. Inspector(s) must perform all duties impartially, in good faith, to the best of his or her ability, and as expeditiously as is practical, and in a manner that protects the interest of all members of the Association.

### **Tabulation of Votes**

Inspector(s) count and tabulate all votes. All votes shall be counted and tabulated by the Inspector(s) at a duly noticed board or membership meeting. Any candidate or other member of the Association may witness the counting and tabulation of the votes. Members who are not Inspectors or being overseen by an Inspector must remain at least five feet (5') away from the counting area. Members who are not Inspectors may not participate in the counting or tabulation process or any discussions that may arise among the Inspectors or their designated assistants.

Every Inspector(s) must provide an inspection report for the Association's corporate records. After the final tabulation of the votes, custody of all election materials will be transferred to the custody of the Association, unless first retained by the Inspector in a secure place for no less than one (1) year after the date of the election. Once retained by the Association, the election materials shall be stored for a period not less than the current fiscal year, plus two (2) additional fiscal years.

### **Recording and Announcing Election Results**

Inspector(s) must report the results of the election promptly to the Board of Directors, and the results will be recorded in the next regular session board meeting minutes. In addition to recording the election results in the next regular session board meeting minutes, the Association shall keep annual meeting minutes that reflect the election results. The Board of Directors will publicize the results of the election in a communication directed to all members within fifteen (15) days of a successful (quorum achieved) election.

### **Retention and Inspection of Records**

The ballots signed voter envelopes, the voter list of names, parcel numbers, and voters to whom ballots were to be sent, proxies, and the candidate registration list (collectively "election materials") will be maintained by the Association for one year after the date of the election. Election materials are subject to inspection. Signed voter envelopes may be inspected but may not be copied. If there is a recount or other challenge to the election process, the Inspector(s) shall, upon written request, make the ballots available for inspection and review by an Association member or the member's authorized representative. Any recount shall be conducted in a manner that preserves the confidentiality of the vote.