

# WOODBIDGE PARKSIDE MAINTENANCE ASSOCIATION

Adopted October 27, 2022

## ELECTION RULES AND PROCEDURES

1. **Application of Rules:** These rules shall apply to any meeting of the membership or solicitation of membership approval by a ballot vote (i) regarding matters specified in California Civil Code Section 5100(a), and (ii) any other matter unless the Association's Board of Directors has elected to conduct such vote or solicit such member approval for such other matter in accordance with California Corporations Code Section 7513, in which case the provisions of (A) Corporations Code Section 7513, (B) the Association's Bylaws, and (C) other applicable provisions of the California Corporations Code will apply to the exclusion of these Election Rules and Procedures. The Election Rules contained herein are intended to be in compliance with Civil Code Section 5100 et. seq., and should be interpreted as such.
2. **Membership Voting:** Pursuant to the Association's governing documents, the Association has only Class A Members. Class A Members are all Owners and are 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 each Residence shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Residence.
3. **Record Dates:** In the absence of a specific resolution of the Board for any given election, the record date for determining the right of a Member to receive notice and to vote shall be the date that ballots are distributed, and shall include all separate interests reflected in the Association membership list as of such record date. Each Member may verify and update their individual information contained in the Association's records anytime up to the deadline set for submitting the nomination of candidates to ensure the accuracy of such information on both the voter list and on the candidate list at least thirty days before the ballots are mailed. The voter list shall include for each separate interest: (1) name; (2) voting power; (3) the separate interest address, parcel number or both; and (4) the mailing address, if different. The voting period shall start when ballots are distributed and shall close when the ballots are counted. The polls shall close for any Member vote as specified in the ballot materials or as determined by the Inspector of Election at any Member meeting.
4. **Candidate Qualifications:** The Association's property, business and affairs shall be governed and managed by a Board of Directors composed of five (5) persons.

Subject to Civil Code §5105, all Candidates for the Board must meet the following qualifications:

- a. The Candidate must be an Owner.
- b. If title to a separate interest is held by a legal entity, such entity may appoint a natural person to serve or vote on such entity's behalf by delivering evidence of an appropriate written appointment to the Association.
- c. Any Candidate must be current in the payment of all regular and special assessments. For the purposes of these election rules, "current" means no regular or special assessment is past due by more than thirty (30) days, or such period of time as is specifically defined in the Association's collection policy.

- d. A Candidate is not eligible to run if the Association is aware or becomes aware of a past criminal conviction that would, if the candidate was elected, either prevent the association from purchasing the fidelity bond coverage required by Civil Code §5806 or terminate the association's existing fidelity bond coverage, the candidate shall be disqualified.
5. **Director Requirements:** To remain qualified to serve on the Board of Directors, an Owner who has been elected to the Board of Directors must remain current in the payment of all regular and special assessments.
6. **Nominations:** Nomination for election to the Board may be made from any qualified Member. Any Member may nominate themselves as a candidate. Every qualified Member returning a candidacy form by the deadline established in any candidate solicitation shall be included on the ballot and in any associated ballot materials. Nominations to serve on the Board may be made from the floor at any meeting of the Members at which Directors are elected.
7. **Ballot Distribution:** A ballot shall be distributed to every Member reflected in the Association membership list on the date that ballots are distributed. Replacement ballots will be provided upon request to anyone that was a Member as of the date when ballots were distributed. The Association shall not deny a ballot to a person with general power of attorney for a Member. A ballot submitted by a person with general power of attorney for a Member, if valid and returned by the appropriate deadline, shall be counted by the Association. At least thirty (30) days prior to any election, the Inspector(s) of Election shall deliver or cause to be delivered a ballot to each Member reflected on the voting list, along with a copy of these election rules. Delivery of these election rules may be accomplished by posting them on an internet website and including the corresponding internet website address, in at least 12 point font, the phrase: "The rules governing this election may be found here:".
8. **Ballot Materials:** Every Candidate and Member shall have equal access to the Association mailings, newsletters, and website during a campaign, if any such access is provided, for the publication of viewpoints reasonably related to any issue presented for membership vote.
- a. **Content:** The Association does not edit or redact any content provided by a Candidate or Member. The Candidate or Member creating such content, and not the Association, is responsible for any published statement.
- b. **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 shall 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.

9. **Proxies:** Every Member entitled to vote or execute consents shall have the right to do so either in person, or by an agent or agents authorized by a written proxy executed by such Member or his duly authorized agent and filed with the Secretary of the Association; provide that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution.

10. **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.

11. **Inspector(s) of Election:** Prior to the presentation of any issue to the Members for a membership vote, the Board may appoint one (1) or three (3) Inspector(s) of Election. In the absence of a specific appointment by the Board, or in the event that an appointed Inspector is unable or unwilling to serve, then the Members in attendance at any duly held meeting of the Members at which a quorum is present may elect an Inspector or Inspectors to serve.

Any Inspector of Election must be an independent third party. An independent third party may not be a person, business entity, or subdivision of a business entity who is currently employed or under contract to the Association for any compensable services other than serving as an Inspector of Election. An Inspector may not be: (1) a Director; (2) a Candidate; (3) a Director's relations; or (4) a Candidate's relations.

The Inspector of Election 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 additional persons satisfy the eligibility requirements for service as an Inspector of Election.

In the absence of a more specific determination by the Inspector(s) of Election, the Association's management company shall prepare and retain the association election materials (e.g. the candidate registration list, voter list, ballots, signed voter envelopes, and any proxies) for a period of three (3) years following any election.

An inspector of elections shall perform all duties impartially, in good faith, to the best of the Inspector of Election's ability, as expeditiously as practical, and in a manner that protects the interest of all Members of the Association.

12. **Meeting Conduct:** Any counting 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). No person may harass, cajole or otherwise interfere with the Inspector(s) of Election while the count is taking place. 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 or the meeting chair to leave the meeting to prevent further disruption.

13. **Election of Directors by Acclamation:** Notwithstanding anything set forth in these rules, California Civil Code Section 5100, or any provision of any of the Association's governing documents, if, as of the

deadline date for submitting nominations for election of Directors, the number of qualified candidates is no more than the number of positions on the Board of Directors to be filled as determined by the Inspector(s) of Election, the Association may, but is not required to, consider the qualified Candidates elected by acclamation if all of the following conditions have been met:

- a. The Association has held a regular election of Directors in the last three (3) years (the three-year time period shall be calculated from the date the 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 candidates as follows:
  - i. Initial notice at least ninety (90) days before the deadline for submitting nominations, which initial notice must include the following:
    1. The number of seats on the Board to be filled at the election;
    2. The deadline for submitting nominations;
    3. The manner in which nominations can be submitted; and
    4. A statement informing members that if, at the deadline for making nominations, there are no more qualified Candidates than there are Director seats to be filled, then the Board may, after voting to do so, seat the qualified Candidates by acclamation without balloting.
  - ii. A reminder notice between seven (7) and thirty (30) days before the deadline for submitting nominations, which notice must include the following:
    1. The number of seats on the Board that will be filled at the election;
    2. The deadline for submitting nominations;
    3. The manner in which nominations can be submitted;
    4. A list of the names of all of the qualified Candidates to fill the Board seats as of the date of the reminder notice; and
    5. A statement reminding Members that if, at the close of the time period for making nominations, there are no more qualified Candidates than there are Director seats to be filled, then the Board may, after voting to do so, seat the qualified Candidates by acclamation without balloting (this statement is not required if, at the time the reminder notice will be delivered, the number of qualified candidates already exceeds the number of Board seats to be filled).
- c. The Association provides, within seven (7) business days of receiving a nomination, a written or electronic communication acknowledging the nomination to the member who submitted the nomination.

- d.** The Association provides, within seven (7) business days of receiving a nomination, a written or electronic communication to the nominee, indicating either of the following:
  - i.** The nominee is a qualified Candidate for the Board; or
  - ii.** The nominee is not a qualified Candidate for the Board, the basis for the disqualification, and the Association's internal dispute resolution procedure (California Civil Code Section 5900 *et seq.*) by which the nominee may appeal the disqualification.
- e.** The Association may combine the written or electronic communication described in c. and d. above into a single written or electronic communication if the nominee and the nominator are the same person.
- f.** The Association permits all candidates to run if nominated, except for nominees disqualified for running as allowed or required pursuant to Paragraph 4 above.
- g.** The Board votes to consider the qualified candidates elected by acclamation at a Board meeting for which the agenda item reflects the name of each qualified Candidate that will be seated by acclamation if the item is approved.