

## POLICY RESOLUTION NO. 52

### Election of Board of Directors

Revised \_\_\_\_\_, 2023

Article III of the Articles of Incorporation sets forth membership in the Association and voting rights. The By-laws, Article III, Sections 23, 25, 26, 27, 31, 32, clarify definitions. Article VI, Sections 1, 2, 4 and 5 outline the requirements for meetings of the members. Article V outlines procedures for notice to members of meetings. Article VI, Sections 1 and 2 establish the number of Board members and how they are elected.

The Board has established the following procedure based on the terms of the Articles of Incorporation and the By-Laws in order to provide clear guidelines for those Unit Owners who desire to seek election to the Board of Directors and/or vote at the annual or special meetings of the membership.

WHEREAS, the Board adopted Administrative Resolution 50, Election of Board of Directors on July 26, 2011;

WHEREAS, Policy Resolution No. 52 was adopted on September 27, 2011 and replaced with a revised Policy Resolution No. 52 on \_\_\_\_\_; and

WHEREAS, the Board of Directors (the "Board") deems it in the best interest of the community to revise Policy Resolution No. 52 to reflect electronic voting options.

NOW, THEREFORE, BE IT RESOLVED THAT Policy Resolution 52 is rescinded and replaced with this revised Policy Resolution No. 52 with respect to the Election of Board of Directors.

#### **A. Establishment of an Election Committee**

The Board of Directors shall appoint an Ad Hoc Elections Committee, hereafter referred as the Election Committee, no later than two months prior to the annual meeting date. The Election Committee shall consist of a chairman who may not be a Director, and at least four members, none of whom shall be members of the Board or candidates for office. The Election Committee shall provide supervision of the nomination and election of Directors in accordance with procedures adopted by the Board and placed in the Book of Resolutions. Additionally, the Election Committee shall oversee all Parcel Elections pursuant to the powers granted to it through this Resolution and Policy Resolution 29. The Election Committee shall be dissolved when the current year's election (Board of Director Elections and Parcel Committee Elections) activities have been concluded.

The Goal of these Election Procedures is:

1. To encourage all members to vote;
2. To ensure the legitimacy of the results;
3. To increase efficiency; and
4. To assure a fair and impartial election.

#### **B. Election Procedures**

1. No later than August 31 the Board shall appoint an Election Committee Chair who will recommend to the Board a list of the Election Committee members consisting of no less than four members, none of whom shall be members of the Board or candidates for office. The Election Committee Chair shall inform the Board of the designation of Election Committee Members for Board consideration no later than mid-September for appointment at the September Board Meeting. It is recommended (but not mandatory) that the Election Committee Chair be a prior Board member, in order to draw upon that experience with the election process or, by virtue of leadership experience or profession, has qualification to organize and supervise the election process.

2. At the September Board meeting, the Board shall appoint the Election Committee. At the September Board meeting, the Board shall also determine whether the election that year will be conducted electronically pursuant to Article VII, Section 3. If this is chosen, the Board shall also request that the chosen independent third-party electronic voting company coordinate with Management to prepare the proper electronic notices; electronic voting system and anything else required for the implementation of electronic voting. Additionally, the Board shall ensure that the Auditing Firm or General Counsel has prepared the following for those who wish to use a paper ballot: the ballots; registration codes, stocks of paper for printing of ballots, envelopes, and the necessary postage. The election committee shall also verify the traceability of the electronic voting system in respect of proxy voting, authentication and ability to confirm the identity of the voter for audit purposes with a paper trail.

3. The Election Committee shall have the responsibility of ensuring that the procedures for election are followed. By this Resolution, the Board is authorizing the Chair of the Elections Committee to consult with the Association's Legal Counsel as deemed necessary. To do so, the Board will set a number of hours with the Association's Legal Counsel with a "not to exceed amount" for the Election Committee use. This budget can be increased as necessary at the Board's discretion upon request from the Election Committee.

4. In the event that there is any question regarding any part of the election process, including, but not limited to, eligibility of a candidate, ballot certification or any other election matter, the Election Committee is delegated responsibility to render such decision. Any such decision made may be reversed by a majority vote of the Eligible Board Members. For the purposes of this paragraph, Eligible Board Members shall constitute any Board member who is not a candidate or who does not have personal involvement in the matter to be voted.

5. The first two Association Newsletters after August shall list the number of seats up for election, the term of those seats, the responsibilities of the Board including Board Member responsibilities and time commitment required, and shall inform residents that electronic voting is being offered, if applicable. The first newsletter mailed out must be mailed no later than mid-September; the second newsletter no later than the end of the first week of October. The chosen independent third-party electronic voting management company shall work with Management to send the proper notifications to residents informing them of electronic voting. These newsletters shall notify the members that they may nominate themselves or another member in good standing for candidacy by completing a Nomination Form, and shall indicate how the Nomination Form can be obtained. The call for candidates notice must be mailed to all members be no later than fourteen (14) days prior to the Monday before the October Board Meeting.

6. The Nomination Form for Candidacy is due to the Election Committee by 5 PM on the Monday before the October Board Meeting. The Nomination Form should be placed in the "Nominations for Candidacy" lock box located at the monitor's office at the Smith House or mailed to the same location (but must be received by 5 PM). Nomination Forms should also be available in the Management office and on our website. A biography or vision statement from the candidate not to exceed 250 words and a

photo (photo optional) should be submitted with the Nomination Form for inclusion in the newsletter and on the website.

7. The Election Committee will meet prior to the October Board Meeting, open the Nomination Forms, verify the candidate's eligibility and certify the list of candidates to the Board.

8. The Chair of the Election Committee will announce the verified and certified candidates at the October Open Board Meeting.

9. Notification of Candidates, including the biography or statement of 250 words or less and a photo (if provided) provided by the Candidate will be sent to Members with the ballots with instructions to voters no later than the second Friday of November and posted on our website. The Chair of the Election Committee shall meet with the Candidates and explain the Election Process. All campaigning should be done in a civil manner.

10. One "Meet the Candidates" event shall be organized by the Election Committee. The Chair of the Election Committee or designee shall moderate the event. It shall be held at the Smith House or on a Video Conferencing platform at 1 PM on the first Sunday after the first Friday of November. The Moderator shall explain the purpose of the event and issue a clear set of instructions. The Moderator will maintain the clock to ensure a fair distribution of time among the candidates and will strive to fairly and evenly distribute attendees' opportunity to ask questions. To maintain maximum credibility and neutrality, the Moderator should strive to avoid any appearance of bias for or against any candidate or set of candidates. To that end, the Moderator should refrain from asking questions or follow-up questions of the candidates.

11. Rules for use of the Newsletter and Website – there shall be one statement from each candidate published in the Newsletter and placed on the Website. The Statement shall be that biography or statement provided with the Petition of Candidacy, not to exceed 250 words and may include a photo. Once the candidates are announced, no candidate name will be featured in a column or article in the Newsletter or on our website. All candidates must be treated equally and given the same opportunities.

12. Parcel Meetings are official functions of the Association. Parcel Chairs may invite the Candidates to attend their Annual Parcel Meeting. The invitation must be extended to all candidates or no candidate may attend.

13. All candidates shall have equal access to any public information provided by the Association.

14. Ballots

- a. Electronic Voting: If the Board elects to conduct the election by electronic means, the Ballot must be emailed by the chosen independent third-party electronic voting company in conjunction with Management to all owners and residents no later than the second Friday in November, but at least 30 days after the call for candidates. The notification shall include a list of the candidates in alphabetical order by surname, Instruction to Voters on how to vote electronically and notice regarding the option to use a traditional ballot and the availability of proxies. No other material may be included in the notification. Additionally, a link shall be made available to all Members that can direct them to the Association's voting platform for registration and voting. Paper ballots shall be made available to any Member that chooses not to vote electronically pursuant to Section 16.
- b. Traditional Voting: If the Board elects to conduct the election without electronic voting, Ballots must be mailed by Management to all owners and residents no later than the second Friday in November, but at least 30 days after the call for candidates. The notification shall include a list of the candidates in alphabetical order by surname, Instruction to Voters and the availability of proxies, envelope and, in alphabetical

order by surname, the biography/photos of all candidates as provided by each candidate. No other material may be included in the notification.

15. All notifications must be sent out at the same time.
16. All candidates will be informed at the same time by phone or email when the notification has been sent.
17. Any resident who chooses not to use electronic voting must inform Management at least 48 hours prior to the election.
18. Candidates and those campaigning for them may not collect Ballots. With this single exception, candidates are permitted to campaign in all other ways they have in the past, for example, mass mailings or going door-to-door. The USPS does not allow flyers to be posted on mailboxes.
19. Ballots, electronic and/or paper, are due by 5 PM on the Monday before the Annual Meeting
20. The chosen independent third-party electronic voting company shall compile a tally of the results and a breakdown of same to be reviewed by the General Counsel and the Elections Committee. Any paper ballots will be counted by the Election Committee, in the presence of representatives of legal counsel and/or the auditing firm and be added to the electronic voting results. No candidates may be present during the count. The single point of contact for the electronic voting may be the General Counsel notwithstanding that the election committee in full may be copied if possible, by the electronic voting system.
21. Once the Ballots, electronic and/or paper, are counted and verified, the paper ballots and the paper printouts of the electronic votes including any audit trails of who voted will be removed and stored off site and a record of the electronic results will both be kept for two (2) years and one (1) month by the representative from the Association's Auditing or legal counsel firm.
22. The Chair of the Election Committee, with approval from the election committee, will report the election results to the Board at the end of the Executive Session on the day of the Annual Meeting.
23. In the event that there are varying term lengths for each seat up for election, the highest vote earners will earn the two-year terms and the next highest vote earner will receive the one-year term. By way of example, if there are 3 two-year term seats and 1 one-year term seat up for election, the top 3 highest vote earners will each be elected to fill the 2 two-year term seats and the fourth highest vote earner will be elected to fill the 1 one-year term seat.
24. The Chair of the Election Committee, with approval from the election committee, will announce the election results and the new Board at the Annual Meeting.
25. The Executive Session of the Board shall reconvene with the newly composed Board and elect Board Officers immediately following the adjournment of the Open Session.
26. The Board shall dissolve the Elections Committee when all election activities have been concluded.
27. The rules contained in this Resolution may be deviated from only in order to comply with applicable law or regulations in consultation with the Association's legal counsel.

Policy Resolution \_\_\_\_ was adopted on \_\_\_\_\_, 2023

ATTEST:

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_