Green River Homeowners Association
Voting and Election Rules and Procedures

Effective: August 27, 2025

1. **Introduction**. The Association will utilize the secret ballot process for election and removal of directors, assessments that require a membership vote, amendments to the governing documents that require membership approval, prior to granting exclusive use of the common area where required by Civil Code Section 4600, and any other matters where the secret ballot process is required by law. Where permitted by law, the Association may utilize an electronic secret ballot internet-based voting system.

2. **Opportunity for Internal Dispute Resolution ("IDR")**. Any member disputing or challenging any aspect or application of these rules, including, without limitation, the member's qualifications to be nominated as a candidate for the Board, has the opportunity to engage in IDR with the Association pursuant the procedure provided at Civil Code Section 5915.

3. **Election of Directors and Membership Votes**. The Board of Directors consists of 7 directors. Directors are elected for staggered 2-year terms. (1990 Amendment to Bylaws, Art. V, Sec. 2.) For the election of directors, each lot has one vote for each seat on the Board up for election. Cumulative voting is permitted. (Bylaws, Art. VI, Sec. 2.) For other membership vote matters, each lot has one vote.

4. **Candidate Qualifications**

a. Must be a Member. A candidate, at the time of nomination, must be a member of the Association to qualify as a candidate. If title to a separate-interest parcel 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, in writing, to be a member for purposes of being a candidate for election to the Board.

b. Insurance Coverage. The Association shall disqualify a nominee if that person discloses, or if the Association is aware or becomes aware of, a past criminal conviction that would either prevent the Association from purchasing the insurance coverage required by Civil Code Section 5806 should the person be elected or terminate the Association's existing insurance coverage.

c. Current in the Payment of Assessments. The Association shall disqualify a nominee for failure to be current in the payment of regular and special assessments. The Association also requires a director to be current in the payment of regular and special assessments. The Association may not disqualify a nominee for nonpayment of fines, fines renamed as assessments, collection charges, late charges or costs levied by a third party. The Association shall not disqualify a nominee for failure to be current in payment of regular and special assessments if any of the following circumstances are true:

i. The nominee has paid the regular assessment or special assessment under protest pursuant to Civil Code Section 5658;

ii. The nominee has entered into and is in compliance with a payment plan pursuant to Civil Code Section 5665; or

iii. The nominee has not been provided the opportunity to engage in internal dispute resolution pursuant to Article 2 (commencing with Civil Code Section 5900) of Chapter 10 of the Davis-Stirling Act;

d. Member for Less than One Year. The Association shall disqualify a nominee if that person has been a member of the Association for less than one year.

e. Joint Ownership. The Association shall disqualify a nominee 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 is either properly nominated for the current election or an incumbent director;

f. Qualifications Apply to Sitting Directors. Sitting directors are also required to meet the qualifications listed above. A director who fails to meet one or more of the qualifications may have their seat on the Board declared vacant pursuant to the process described at Corporations Code Section 7221.

5. Nominations for Election to the Board. The Association shall provide notice of the procedure and deadline for submitting a candidate nomination at least thirty (30) days before the nomination submission deadline. The procedure shall allow for members to self-nominate by delivering a completed nomination form to the Inspector or the Inspector's designee prior to the nomination deadline. For elections where the Association utilizes an electronic secret ballot internet-based voting system, the nomination of candidates from the floor of the election meeting is prohibited pursuant to Civil Code Section 5105(i)(1)(F). Otherwise, nominations from the floor at the election meeting are permitted pursuant to the Bylaws at Art. VI, Sec. 1.

If the Association seeks to satisfy the requirements of Civil Code Section 5103 (election by acclamation), the following shall apply: Within 7 business days of receiving a nomination, the Association will provide: (a) a written or electronic communication acknowledging the nomination to the member who submitted the nomination, and (b) 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 procedure by which the nominee may appeal the disqualification.

6. Membership Meetings

a. The Association will send, or cause to be sent, a meeting notice to advise members of times when registration will begin and when the meeting will be called to order, as well as when the polls will open. The notice will also state the dates and times when the members and candidates may attend the meeting to witness the inspector(s)' registration, review, count and tabulation of ballots. The Association may, but need not, satisfy the notice requirements of Civil Code Section 5103 in order to conduct an election by acclamation.

b. The Board may determine not to hold a membership meeting for votes on matters, except for removal or election of directors, and conduct the vote by the secret ballot process and have the secret ballots counted and tabulated at a regular duly noticed open Board meeting. Directors must be elected by secret ballot and cannot be elected by voice vote, show of hands or other means except where permitted by law.

7. Association Election Materials

a. Voter List. The voter list shall include name, voting power, and either the physical address of the voter's separate interest, 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 separate interest or if only the parcel number is used. If a particular vote includes the option for use of electronic secret ballots, the voter list will also identify which members opted to vote by electronic secret ballot and which members opted to vote by written secret ballot.

b. Candidate Registration List. The candidate registration list shall include the name and address of individuals nominated as candidates for election to the Board.

c. The Association shall permit members to verify the accuracy of their individual information on the candidate registration list and voter list at least thirty (30) days before ballots are distributed. The Association or member shall report any error or omissions in either list to the inspector(s) of election who shall make any correction within two (2) business days.

d. The returned ballots from the members and other Association election materials at all times shall be in the custody of the inspector(s) or at a location designated by the inspector(s) for one (1) year after the tabulation of the votes, at which time custody shall be transferred to the Association.

8. Inspector(s) of Election

a. One (1) or three (3) independent third party inspector(s) of elections ["Inspector(s)"] will be selected and appointed by the Board of Directors.

b. For purposes of this section, an independent third party includes, but is not limited to, a volunteer poll worker with the county registrar of voters, a licensee of the California Board of Accountancy, or a notary public. An independent third party may also be an Association member, provided the member is not a director, a candidate for director or related to a director or a candidate. The Board may not select as an Inspector a person, business entity, or subdivision of a business entity currently employed or under contract to the Association for any compensable services, other than serving as an Inspector. The Inspector(s) can be volunteers or be hired by the Association.

c. If an Inspector is unwilling or unable to perform their duties or becomes ineligible to be an Inspector, the Board may remove and replace that Inspector with another Inspector that meets the requirements set forth above.

d. Inspector(s)' duties:

   i. Correct errors on the voter list and candidate registration list.

   ii. At least thirty (30) days before an election, deliver to each member (or cause to be delivered) a ballot or ballots (electronic secret ballot or written secret ballot, as appropriate) and a copy of these rules. Delivery of these rules may be accomplished by: posting these 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 via individual delivery as specified at California Civil Code Section 4040.

   iii. Determine the number of memberships entitled to vote and the voting power of each.

iv. Determine the authenticity, validity, and effect of proxies, if any.

v. Receive secret ballots and proxies, if any.

vi. If the Inspector(s) conducts an election by electronic secret ballot, the Inspector(s) shall ensure compliance with the following: (1) each member voting by electronic secret ballot shall be provided with all of the following: (a) a method to authenticate the member's identity to the internet-based voting system, (b) a method to transit an electronic secret ballot to the internet-based voting system that ensures the secrecy and integrity of each ballot, and (c) a method to confirm, at least 30 days before the voting deadline that the member's electronic device can successfully communicate with the internet-based voting system; and (2) any internet-based voting system that is utilized shall have the ability to accomplish all of the following: (a) authenticate the member's identity, (b) authenticate the validity of each electronic secret ballot to ensure that the electronic secret ballot is not altered in transit, (c) transmit a receipt from the internet-based voting system to each member who casts an electronic secret ballot, (d) permanently separate any authenticating or identifying information from the electronic secret ballot, rendering it impossible to connect an election ballot to a specific member, and (e) store and keep electronic secret ballots accessible to elections officials or their authorized representatives for recount, inspection, and review purposes.

vii. Hear and determine all challenges and questions in any way arising out of or in connection with the right to vote.

viii. Count and tabulate all votes.

ix. Determine when the polls shall close.

x. Determine the tabulated results of the election or vote.

xi. Perform any acts as may be proper to conduct the election with fairness to all members, in accordance with California law and these rules.

xii. All duties must be performed in good faith, to the best of the Inspector(s)' ability, as expeditiously as practical, and in a manner that protects the interest of all members.

xiii. Prior to the mailing of the secret ballots, the Inspector(s) will determine the location where the sealed secret ballots will be mailed or delivered.

xiv. The Inspector(s) of Elections shall also determine where the Inspector(s) will maintain custody of the secret ballots, signed voter envelopes, voter list, proxies, and candidate registration list and, if applicable, tally sheet of votes cast by electronic secret ballot before and after the count and tabulation of the vote by the Inspector(s).

e. The Inspector(s) may appoint and designate additional personnel to assist them in their duties, but the Inspector(s) will oversee and be responsible for all actions of such designees. Any additional persons appointed to assist the Inspector(s) must meet the Inspector qualifications stated above.

f. If there are three (3) Inspectors, the decision to act or make a decision must be by a majority of the Inspectors and is effective, in all respects, as the decision of all.

g. A signed report of the Inspector(s) of the election certifying the results of the vote, count or election is prima facie evidence of the facts stated in the report.

9. Electronic Voting

a. The Association may select an Inspector to conduct an election (except an election regarding regular or special assessments) that utilizes electronic secret ballots as an option for voting.

b. Members can opt in to receive an electronic secret ballot instead of a written secret ballot. Only members that have opted in and provided the Association a valid e-mail address will be sent an electronic secret ballot instead of a secret written ballot. All other members will be sent a written secret ballot.

c. No later than 90 days before an election, members may change their preferred method of voting (from written secret ballot to electronic secret ballot and from electronic secret ballot to written secret ballot).

   i. At least 30 days before the deadline to opt out of voting by electronic secret ballot and to opt in to voting by written secret ballot, the Association shall provide individual notice of the following: (1) the member's current voting method; (2) if the member's voting method is by electronic secret ballot and the Association has an email address for the member, the email address of the member that will be used for voting by electronic secret ballot; (3) an explanation that the member is required to opt out of voting by electronic secret ballot if the member elects to vote by written secret ballot; (4) an explanation of how a member may opt out of voting by electronic secret ballot; and (5) an explanation of how a member is required to opt out of voting by electronic secret ballot if the member elects to exercise that right.

d. The electronic secret ballot and the written secret ballot must contain the same list of items to be voted on.

e. The Association will maintain a voting list identifying which members will vote by electronic secret ballot and which members will vote by written ballot. The Association will include information on the procedures to opt in or out of voting by electronic secret ballot in the annual policy statement.

f. A member that elects to vote by electronic secret ballot must provide a valid e-mail address to the Association.

10. Written Secret Ballot Procedures

a. For the election of directors and for recall elections, at least thirty (30) days before the ballots are distributed, the Association shall provide general notice of: the date and time by which, and the physical address where, ballots are to be returned by mail or handed to the Inspector(s); the date, time and location of the meeting where the ballots will be counted; the list of candidates that will appear on the ballot; and a statement that the Board may call a subsequent meeting at least 20 days after a scheduled membership meeting (election) if the required quorum is not reached, at which time the quorum of the membership to elect directors will be 20% of the Association's members voting in person, by proxy, or by secret ballot. If voting by electronic secret ballot is allowed for the election, the notice shall also include: the date and time by which electronic secret ballots are

to be transmitted to the internet-based voting system and preliminary instructions on how to vote by electronic secret ballot upon commencement of the voting period.

b. At least thirty (30) days prior to the deadline for voting:

   i. For written secret ballots: the secret ballots will be mailed by first-class mail or delivered to every member, along with two preaddressed envelopes and instructions on and deadlines for return of ballots.

   ii. For electronic secret ballots: individual notice of the electronic secret ballot will be delivered (by electronic submission or other means) to each member voting by electronic secret ballot. The notice will specify the deadline for voting and contain instructions on both of the following: (1) how to obtain access to that internet-based voting system; and (2) how to vote by electronic secret ballot.

   The annual meeting date, other membership meeting date, or deadline date for other votes taken without a meeting will be considered the due date for completed ballots to be received by the Association.

c. The ballot will not identify the voter by name, address, parcel number or unit number. The ballot is not signed by the voter but is inserted into an inner envelope preaddressed to the Inspector(s) (Envelope #1). The voter then seals Envelope #1 and inserts Envelope #1 into the outer mailing envelope (Envelope #2) preaddressed to the Inspector(s) which is then also sealed by the voter.

d. In the upper left-hand corner of Envelope #2, the voter prints and signs their name and prints the address of the separate interest that entitles them to vote.

e. An owner of multiple properties must submit a separate ballot in separate sealed envelopes (#1 and #2) for each property owned.

f. Ballots may be mailed to the selected address, electronically transmitted (if applicable), or delivered by hand to the location selected by the Inspector(s). Where a membership meeting is being held for purposes of conducting a vote pursuant to these rules, written secret ballots may also be delivered to the Inspector(s) at the membership meeting prior to close of the polls.

g. The member may request a receipt for hand delivery of the sealed Envelope #2 to the location selected by the Inspector(s). Any member desiring a receipt for mail delivery should send the ballot by certified mail, return receipt requested, to the location selected by the Inspector(s). A member shall not receive a receipt for hand delivery of a ballot brought to a meeting.

h. Only the ballots and envelopes sent by the Association or Inspector or provided by the Association or Inspector will be accepted.

i. No member shall be denied a ballot for any reason other than not being a member at the time when ballots are distributed. A person with general power of attorney for a member shall not be denied a ballot. The ballot of a person with general power of attorney for a member shall be counted if returned in a timely manner.

j. Verification of information on the outside of Envelope #2 and registration of envelopes may be performed by the Inspector(s) or the Inspector(s)' designees under the Inspector(s)' supervision prior to the meeting or deadline for voting.

k. Registration will be conducted by the Inspector(s) or their designees and votes counted and tabulated by the Inspector(s) at a duly noticed membership or Board meeting in front of any members or candidates who may wish to witness the registration and opening and counting of the ballots or proxies.

l. A member wishing to vote in person at the membership meeting must present themself to the Inspector(s) with identification acceptable to the Inspector(s) to show that he/she is an Association member. A person with general power of attorney for a member (which member has not already returned a ballot) seeking to vote in person on behalf of the member shall need to present the Inspector(s) with proof, deemed sufficient to the Inspector(s), of the individual's status as holding general power of attorney for the member.

m. A member that already submitted a ballot may attend a membership meeting but will not be given a new ballot to vote at the meeting.

n. If a ballot has not been previously received by the Inspector(s) for a particular property address, an owner of that property in attendance at the membership meeting will be given a ballot along with two envelopes to mark and cast in secret at the membership meeting.

o. No person may open any envelopes or otherwise review any ballot prior to the time and place at which the envelopes are opened and the ballots are counted and tabulated by the Inspector(s). Any candidate or Association member may witness the counting and tabulation of the votes.

11. Proxies

a. The Inspector(s) shall determine the authenticity, validity and effect of proxies, if any. A proxy will be accepted if the Inspector(s) determines the proxy meets the requirements of the Bylaws and California Civil and Corporations Codes.

b. The proxy holder must be present in person at the membership meeting and shall cast the proxy giver's vote by ballot at the meeting unless the proxy is revoked by the proxy giver prior to the Inspector(s) receipt of the proxy giver’s ballot.

c. Any member who gives another member their proxy does so with the full understanding that the Association and Inspector(s) will not be responsible for ensuring that any proxy holder votes the proxy in accordance with the proxy giver's direction.

12. Effect of Submitting Secret Ballot

a. Once a ballot is received by the Inspector(s), that ballot cannot be changed, retrieved or revoked.

b. Once a member submits a ballot with regard to the member's separate interest, no other ballot or proxy may be submitted for that property. Should more than one ballot be submitted with regard to a particular separate interest, the ballot which was earliest received shall be counted for that property. If it cannot be determined which ballot was earliest received, no ballot will be counted for that property except one ballot for quorum purposes only at the discretion of the Inspector(s).

13. **Determination of Quorum**. The Association has 506 residential lots. The quorum at any membership meeting consists of the presence in person, by valid proxy or by secret ballot, of members representing at least 50% of the voting power of the Association. (Bylaws, Art. IV, Sec. 5.) The Inspector(s) will determine whether quorum has been obtained based upon the count of the number of members voting by proxy or by a returned ballot. Upon determination that a quorum has been obtained, the Inspector(s) may close registration at the polls.

14. **Adjourned for Lack of Quorum/Recessed Meetings**.

a. A membership meeting may be adjourned to a later date and/or time by the vote of the majority of members present in person or by proxy. The Association may call a subsequent meeting at least 20 days after the scheduled election; at the subsequent meeting, the required quorum shall be 20% of the members.

b. Ballots already properly received by the Inspector(s) will be valid for adjourned membership meetings. The Inspector(s) will continue to maintain custody of the ballots.

c. The Inspector(s) may request that any meeting be recessed to allow the Inspector(s) to complete the counting and tabulation of the ballots at another time. Notice of the recessed meeting will be given as may be required by law. The Inspector(s) will continue to maintain custody of the ballots.

15. **Consultation With Association Counsel**. The Inspector(s) will have the authority to confer with Association legal counsel in advance of or at the meeting. Legal counsel represents the Association and does not represent the members, candidates, Inspector(s), Board members, management or any other individual. By the adoption of these Election Rules, Association legal counsel has been authorized by the Board of Directors to provide advice to and to waive the attorney-client confidential communication privilege as determined necessary or prudent by the attorney to inform and advise the Inspector(s) regarding issues or matters related to the Inspector(s)' performance of their duties for the Association. The Inspector(s) may confer with Association legal counsel outside the presence of the members.

16. **Tabulation, Counting, Inspectors' Conduct, Etc.**

a. Once a quorum is determined present and balloting has been closed by the Inspector(s), the Inspector(s) may open the sealed envelopes and begin the count and tabulation at a duly noticed membership meeting or Board meeting.

b. Members and candidates may witness the counting and tabulation from a distance of at least five (5) feet from any Inspector.

c. The Inspector(s) are not required to provide members or candidates with information, answer questions, or engage in discussion.

d. Any witness or observer may be ejected or removed by the Inspector(s) for disruptive, noisy or rude behavior.

e. Inspectors shall make all determinations regarding ballots and vote counts, including deciding whether to count a ballot for quorum purposes only if the Inspector(s) find they cannot determine the voter's intent.

17. After Tabulation

a. The tabulated results of the election shall be promptly reported to the Board, shall be recorded in the minutes of the next meeting of the Board and shall be available for review by the Association members. The Inspector(s) may also determine whether the tabulated results will be announced at the meeting.

b. Tie Votes: For election of directors, in the event of a tie vote (which would affect the composition of the Board or term(s) of office), the Association will notice a special membership meeting and deliver ballots to all members for a vote to break the tie. Said vote shall be conducted in accordance with the procedures herein, to the extent they are applicable to a run-off vote. No previously cast ballots will be used at the meeting to break the tie.

c. Within fifteen (15) days of the conclusion of the election/vote, the Board shall publicize the tabulated results of the election/vote in a communication directed to all the members.

d. If there is a recount or other challenge to the election process, the Inspector(s) shall, upon written request, make the ballots and, if applicable, the tally sheet of votes cast by electronic secret ballot available for inspection and review by an Association member or the member's authorized representative. Any recount shall be conducted in a manner that shall preserve the confidentiality of the vote. However, the Association will not be responsible for redacting or protecting any information added to a ballot by a member.

e. The Inspector(s) may establish procedures for the review and recount by members.

18. Access to Association Facilities and Communications/Use of Association Funds

a. If any candidate or member advocating a point of view is provided access to any Association media, including newsletters, Internet websites, or other Association publications during any campaign, for purposes that are reasonably related to that election, then all candidates and members advocating a point of view shall be provided with equal access for purposes reasonably related to that election.

b. The Association shall not edit or redact the content from the communications of candidates and members advocating a point of view but may provide a statement specifying that the candidate or member, not the Association, is responsible for that content.

c. All candidates and members advocating a point of view shall have access to the common area meeting space, if any exists, for purposes reasonably related to the election or vote, at no charge.

THE FOREGOING ASSOCIATION VOTING AND ELECTION RULES AND PROCEDURES were adopted by the Board of Directors in a duly noticed open Board meeting following the Board's compliance with Civil Code Section 4360.

ATTESTED TO:

By: _____
Secretary, Board of Directors