

**GREEN RIVER HOMEOWNERS ASSOCIATION
MEMBERSHIP MEETING AND VOTING RULES
(Civil Code Section 1363.03)**

Effective July 1, 2006

1. **Secret Ballots**. The Association will utilize a secret ballot process, as described in these rules and as required by Civil Code Section 1363.03, for:
 - a. Elections to the Association's Board of Directors.
 - b. A vote of the membership regarding assessments as may be required by Civil Code Section 1366.
 - c. Amendments to the governing documents that require membership approval.
 - d. Prior to granting exclusive use of common area property where required by Civil Code Section 1363.07.
 - e. Any other matters where the secret ballot procedure is required by law.

2. **Membership Meetings, Annual Meeting and Election of Directors**.
 - a. The Association will hold an Annual Meeting of the members to elect Directors and to conduct Association business. The Annual Meeting is generally held in the month of June.
 - b. The Board of Directors consists of seven Directors. Directors are elected for one year terms. Directors must be elected by secret ballot and cannot be elected by voice vote or show of hands at the Annual Meeting. The Bylaws do not require that Directors be members of the Association. (Bylaws, Art. V, §§ 1 and 2.)
 - c. Prior to the Annual Meeting, the Association will distribute a request-for-candidates form, seeking candidates for the Board. The form must be completed by the candidate and received by the Association by the deadline stated in the form in order to ensure the candidate's name appears on the Notice of Annual Meeting and the ballot. Regardless of whether a candidacy form was completed, any candidate may still be nominated by himself, herself or by someone else from the floor of the Annual Meeting.
 - d. The candidacy form will include the opportunity for each candidate to submit a 150-word written statement reasonably related to the election, including advocating a point of view. Candidate statements received on a timely basis will be included with the Association's mailing of the notice and ballot materials. The Association will not edit or redact these statements but may include a statement specifying that the candidate is responsible for that content.

- e. Candidates may be nominated from the floor of the Annual Meeting, by themselves or another member. Nominations may also be made by a nominating committee as provided at Art. VI, § 1 of the Bylaws.
- f. The Association will send out a Notice of Annual Meeting with information on when polls will open and when the members and candidates may attend the Annual Meeting and/or Board meeting to witness the registration, review, count and tabulation of ballots by the inspector(s) of election. The Notice of Annual Meeting will also provide the date(s)/time(s) of access to common area meeting space available for candidates/advocates for purposes reasonably related to the election.
- g. Other meetings of the members may be noticed and held by the Association to vote on matters which are proper for member vote. For member votes that are to be conducted pursuant to the secret ballot process described herein, the meeting notice sent by the Association will include information on when polls will open and when the members may attend a membership or Board meeting to witness the registration, review, count and tabulation of ballots by the inspector(s) of election and the date(s)/time(s) of access to common area meeting space available for candidates/advocates for purposes reasonably related to the election.
- h. Other business at the Annual or other membership meeting, such as approval of minutes, motions to adjourn and other parliamentary procedures required by a recognized system of parliamentary procedure, may be conducted by a show of hands, voice vote or other method.
- i. All membership meetings and votes will be conducted in accordance with the Association's governing documents and California Corporations and Civil Codes, as appropriate.
- j. Members will have one vote per lot owned except that cumulative voting may be used for election of Directors. (Bylaws, Art. VI, § 2.) Under cumulative voting, each member, for each lot owned, shall have the number of votes equal to the number of Directors to be elected and the member may cast all votes for one candidate or divide up the votes among the candidates. No fractional votes are permitted.
- k. If allowed by law, any vote (except for a vote on election of Directors) to be conducted pursuant to the secret ballot process described herein may be conducted by mail only without holding a membership meeting for voting purposes. A membership meeting must be held for election of Directors. Further, the registration, counting and tabulation of votes may only be performed by inspector(s) of election in the open at a properly noticed open meeting of the members or Board.

3. **Inspector(s) of Election.**

- a. One or three inspector(s) of election ("Inspectors") will be selected and appointed by the Board of Directors at an open Board meeting approximately 60 to 90 days prior to the date of the Annual Meeting or other membership vote to be conducted by the secret ballot process described in these rules.
- b. The Board may, but is not required to, select non-member third parties as the Inspectors, which may include, 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. The Inspectors can be volunteers or be hired by the Association.
- c. The Board will not select as an Inspector a member of the Board of Directors, a candidate for the Board of Directors, a relative of a member of the Board or of a candidate, or a person currently employed by or under contract to the Association for other compensable services, except the Board may select representatives of the Association's management company, a CPA or accounting firm to act as Inspectors even though the management company is under contract with the Association and the CPA or accounting firm is employed for audit, tax or other Association accounting work.
- d. If an Inspector fails or is unable to perform the role of an Inspector as stated in these rules (such as might occur if an Inspector fails to attend a scheduled meeting) or becomes ineligible to be an Inspector, the Board may remove that Inspector and appoint another Inspector that meets the requirements of Section 3.c above in his/her place.
- e. Inspectors' Duties:
 - i. Determine number of memberships entitled to vote and the voting power of each.
 - ii. Determine the authenticity, validity and effect of proxies, if any.
 - iii. Receive ballots.
 - iv. Hear and determine all challenges and questions in any way arising out of or in connection with the right to vote.
 - v. Count and tabulate all votes.
 - vi. Determine when the polls shall close.
 - vii. Determine the results of the election.

- viii. Perform any acts as may be proper to conduct the election with fairness to all members in accordance with Civil Code Section 1363.03 and these rules.
 - ix. All duties must be performed in good faith, to the best of the Inspector's ability and as expeditiously as practical.
 - x. Prior to the mailing of the ballots by the Association, the Inspectors will determine the location where the sealed ballots will be mailed or delivered and where the Inspectors will maintain custody of the sealed ballots until after the tabulation of the vote by the Inspectors. Unless the Inspectors select otherwise, the Association's management company will be the default choice to receive the sealed ballots on behalf of the Inspectors. Management will not open, review or count the ballots.
- f. The Inspectors may appoint additional personnel that meet the requirements of Section 3.c of these Rules to assist the Inspectors with their duties, including registration, verification, counting and tabulating, but the Inspectors will oversee and be responsible for all actions of such personnel.
 - g. If there are three Inspectors, the decision to act must be by a majority of the Inspectors and is effective, in all respects, as the decision of all.

4. **Secret Ballot Procedures.**

- a. At least 30 days prior to the Annual Meeting or other deadline for voting, the Association will mail to members in good standing, by first-class mail, the ballots, along with two preaddressed envelopes. A notice will also be sent with instructions on and deadlines for the return of ballots.
- b. The ballot will not identify the voter by name, address, lot, parcel number or unit number.
- c. For election of Directors the ballot will contain the names of any candidates known to the Association at the time the ballot is mailed and blank lines for candidates nominated from the floor.
- d. The ballot itself is not signed by the voter but is to be inserted into a sealed, preaddressed (to the Inspectors) envelope (Envelope #1).
- e. The sealed Envelope #1 is then inserted by the voter into a second preaddressed envelope (Envelope #2) which should then be sealed. In the upper left-hand corner of Envelope #2, the voter prints and signs their name, address, and lot, parcel or unit number that entitles them to vote. Envelope #2 may be mailed or delivered by hand to the preaddressed address specified on the envelope.
- f. An owner of multiple properties must submit a separate ballot, sealed inside an Envelope #1 and #2, for each property.

- g. The member may request a receipt for hand delivery of the sealed Envelope #2 to the location selected by the Inspectors. Any member desiring a receipt for mail delivery should send the ballot by certified mail, return receipt requested, to the location selected by the Inspectors.
- h. Only the Association's ballots in the form sent out to the membership by the Association or provided by the Association at the membership meeting will be accepted by the Inspectors.

5. **Proxies.**

- a. Proxies will be accepted only if Inspectors determine the proxies meet the requirements of the Bylaws, California Corporations Code and California Civil Code.
- b. Any instruction given in a proxy that directs the manner in which the proxy holder is to cast the vote must be set forth on a separate page of the proxy that can be detached and given to the proxy holder to retain.
- c. The proxy holder must be present in person at the meeting and shall cast the member's vote by secret ballot.
- d. Any member who gives another person his/her proxy does so with the full understanding that the Association and Inspectors will not be responsible for ensuring that any proxy holder votes the proxy in accordance with the proxy holder's direction.

6. **Effect of Submitting a Ballot.**

- a. Once a member mails or delivers his/her ballot that ballot can not be changed or revoked.
- b. Only one ballot may be submitted for each address. Once a member submits a ballot with regard to a particular address, no other ballot or proxy may be submitted for that property. Should more than one ballot be received for any property, the first ballot received will be the one counted. If it cannot be determined which ballot was the earliest received, no ballot will be counted for that property except one ballot for quorum purposes only.

7. **Registration of Secret Ballots at the Meeting.**

- a. The Association will have the membership registration list at the meeting.
- b. Registration will be performed by the Inspectors at the meeting.
- c. All ballots must be sealed in the two preaddressed envelopes (Envelopes #1 and #2) and Envelope #2 must contain all required information on the upper left-hand corner.

- d. If a member brings ballots for other members to the membership meeting, the ballots must be sealed in separate individual Envelopes #1 and #2 as required above. The Inspectors will register and make all necessary determinations regarding those sealed ballot envelopes.
- e. The Inspectors will review the information provided on the upper left-hand corner of Envelope #2. The Inspectors will require, at a minimum, that the member's name, signature, address and the lot, parcel or unit number that entitles the member to vote be on the upper left hand corner of Envelope #2. The name of the member must be legible and must match the name of at least one of the record owners of the property as shown on the Association's membership list. If these requirements are not met, the envelope/ballot will not be valid for any purpose, including quorum, and will not be registered.

8. **Registration of Members in Person.**

- a. Members wishing to vote in person at the membership meeting must present themselves at the registration table.
- b. A member may not revoke any previously mailed or delivered ballot. If the Inspectors confirm that a ballot was received by the Inspectors the member may attend the meeting but will not be given a new ballot to vote at the meeting. If the Inspectors confirm that a ballot was not received the member will be given a ballot and two envelopes to mark, seal and complete and cast in secret at the meeting.
- c. Members voting in person at the meeting must still use the Association provided ballot and Envelopes #1 and #2, and Envelope #2 must be filled out, sealed and signed. Failure to use the two envelope system at the meeting may lead to invalidation of the ballot cast at the meeting and shall prevent the ballot from being counted at any adjourned date if the meeting is adjourned for lack of a quorum.

9. **Registration of Proxies/Determination of Quorum.**

- a. If a person brings proxies to the membership meeting, the Inspectors will review and make all necessary determinations regarding those proxies, including the validity of those proxies.
- b. The Inspectors will determine based upon the count of the number of members voting (as appropriate) in person, by proxy, or by secret ballot mailed or delivered to the Inspectors, as shown on the registration list, that quorum has been obtained.
- c. If a member has cast a ballot by mail or delivery to the Inspectors, that ballot will supersede and control over any proxy submitted, regardless of date.

- d. Upon determination that a quorum has been obtained, the Inspectors may close registration at the polls. Once registration at the polls has been closed, no member may revoke his/her proxy.
10. **Adjourned for Lack of Quorum/Recessed Meeting.**
- a. If any membership meeting is adjourned to another date due to lack of quorum, ballots already received by the Inspectors in properly completed, sealed Envelopes #1 and #2 will be valid for adjourned meetings.
 - b. The ballots will be counted during a properly noticed open meeting of the Board or during a membership meeting. The Inspectors may request that any meeting be recessed to allow the Inspectors to continue the counting and tabulation of the ballots at another time. Notice of the recessed meeting will be given as required by law. The Inspectors will continue to maintain custody of all ballots until the counting and tabulation is complete.
11. **Observation/Custody of Ballots, Etc.**
- a. Any candidate or other member of the Association may witness the registration of sealed ballots, proxies (if any), the counting and the tabulation of the votes.
 - b. No person, including any member of the Association, any employee or manager, may open or otherwise review any ballot prior to the time and place at which the ballots are counted and tabulated.
 - c. The sealed ballots at all times will be in the custody of the Inspectors until after the tabulation of the votes, or such other time as dictated by law, after which time custody will be transferred to the Association.
12. **Privilege Suspensions.** The Association will provide the Inspectors with a list of members whose voting privileges have been duly suspended after notice and hearing. The Inspectors will take appropriate steps so as to not count any votes from members whose voting privileges are suspended.
13. **Consultation With Association Counsel.** The Inspectors will have the authority to confer with Association legal counsel in advance or at the meeting. Legal counsel represents the Association and does not represent the members, Inspectors, Board members, management or any other person. By the adoption of these 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 Inspectors regarding issues related to the Inspectors performing their duties for the Association. The Inspectors may confer with Association legal counsel outside the presence of the members.
14. **Nominating/Balloting.** Once registration for the polls has been closed, if a quorum is present, the membership meeting may proceed with nominations from the floor (if applicable), followed by balloting, etc.

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

- a. Once the balloting has been closed by the Inspectors, the Inspectors may then open the sealed envelopes and begin the count and tabulation of the ballots.
- b. All votes shall be counted and tabulated by the Inspectors in public, at a properly noticed open meeting of the Board or of the members, after verification of a quorum of the membership.
- c. If the Inspectors open an Envelope #2 and determine there is no Envelope #1/ballot in the envelope, the Inspectors will indicate on the registration list next to that owner's name that no ballot was received.
- d. Members and candidates may witness the counting and tabulation from a distance of approximately six feet from any Inspector.
- e. The Inspectors will not provide members or candidates with information, will not answer questions, engage in discussion and will not provide any interim counts or tabulations. Inspectors will only provide the members or Inspectors with a final count and tabulation.
- f. Members and candidates may not communicate with the Inspectors during the inspection, registration, count or tabulation process.
- g. Ballots must be legible and clearly marked. If the ballot is marked to cast more votes than the maximum number of votes for that election, no votes will be counted, and the ballot will be used for quorum purposes only.
- h. Inspectors will certify the results of the membership election by completing a report.

16. **After Tabulation.**

- a. Results of the election shall be announced and promptly reported to the Board of Directors and recorded in the minutes of the next meeting of the Board.
- b. Results shall be available for review by all members after the certification by the Inspectors.
- c. Tie Votes: For election of Directors, in the event of a tie vote among any number of the candidates, the Association will notice a special membership meeting and send out 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 or proxies will be used at the meeting to break the tie.
- d. Within 15 days of the election, the Board shall publicize the results of the election in a communication directed to all the members.

