

**PRINCETON TOWNHOMES MAINTENANCE ASSOCIATION
ELECTION AND VOTING RULES AND PROCEDURES
REVISED ON JUNE 9, 2020**

I. INTRODUCTION

The following Rules and Procedures (“Rules”) establish certain procedural rules for the successful management of membership meetings and implement the relevant provisions of the California Civil Code section 5100, *et seq.*, and the California Corporations Code and Association Bylaws, to the extent not superseded by the provisions of the Civil Code section 5100, *et seq.* or any similar successor statute(s).

These Rules apply to any membership vote pertaining to the approval of assessments, election of Directors, amendment to the governing documents, or the grant of exclusive use of common area.

Section 1 – General Election Rules:

1.1 The Board of Directors shall determine the date, time and place of the annual meeting of the Members in accordance with the Association’s Bylaws.

1.2 Any election for Directors shall be held annually in accordance with California Civil Code section 5100, *et seq.*, or as that statute may be periodically amended.

1.3 Election by acclamation in the event the number of Director nominees is not more than the number of vacancies to be elected shall not be allowed.

1.4 Association funds shall not be used for campaign purposes in connection with any election of Directors. Funds of the Association 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. “Campaign purposes” includes, without limitation:

1.4.1 Expressly advocating the election or defeat of any candidate that is on the election ballot.

1.4.2 Including the photograph or prominently featuring the name of any candidate on a communication from the Association or its Board, except the ballot, ballot materials, or a communication that is legally required, within 30 days of an election.

1.5 It is not a “campaign purpose” if the communication is one for which Section 5105(a) of the Civil Code requires that equal access be provided to another candidate or advocate.

1.6 During election periods all candidates or Members advocating a point of view shall have equal access to the Association's media -- including, but not limited to, newsletters,

websites, and bulletin boards -- during a campaign, only for purposes that are reasonably related to the election. The issue of "equal access" shall be determined solely by the Board.

1.7 If the Association distributes to the Members candidate statements prior to any election, the Association shall also include a statement specifying that the candidate, and not the Association, is responsible for the content of the communication. Regardless whether such a statement is made, the Association is not responsible for the content of any such communication.

1.7.1 No submission for distribution shall be edited for content. Limitations on length and modifications to formatting may be made so as to allow for space and/or media restrictions. If any limitations on length that are established by the Board or formatting modifications should become necessary they shall be applied equally to all submissions and at no time shall any formatting be applied that may signify a preference or partiality.

1.7.2 Any expense that may be required for the distribution of submitted materials shall be borne solely by the submitting party. These expenses may include, but are not limited to, administrative services, reproduction costs, postage, and supplies. Any costs shall be approved and paid by the submitting Member prior to distribution.

1.8 The Association shall provide, at no cost, equal access to the common area meeting space, if any, to any Member or candidate advocating a point of view or opinion during the campaign period. The use of the common area meeting space must be for purposes reasonably related to the election. Any such use of the common area facilities shall be regulated by any existing rules or regulations for such use.

1.8.1 All requests for access to the common area facilities for campaigning purposes must be submitted in writing, shall be made in advance, and are subject to first come, first served priority scheduling. The Board, in its sole discretion, may reasonably limit a candidate's or Member's access to common area facilities in order to facilitate equal access for all candidates and Members.

1.9 The Board may fix, in advance, a date as the record date for the purpose of determining the Members entitled to receive notice of and vote at any meeting of the Members. Unless otherwise determined at an open meeting of the Board, Members who are owners of record at least 30 days before the date scheduled for counting the votes shall be entitled to notice of the meeting of the Members; and owners of record on the day before the date set for counting the votes shall be entitled to vote at said meeting.

1.10 The Association shall maintain a candidate registration list and 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.

1.11 The Association shall permit Members to verify the accuracy of their individual information on both the voter list and the candidate registration list at least 30 days before the

ballots are distributed. The Association or Member shall report any errors or omissions to either list to the Inspector(s) of Elections who shall make the corrections within two (2) business days.

Section 2 – Candidate Qualifications:

2.1 Director candidates shall be Members of the Association.

2.2 The Association shall disqualify a person from nomination as a candidate for not being a Member of the Association at the time of the nomination.

2.3 The Association shall disqualify a person from nomination who is not current in the payment of regular and special assessments unless the person has paid the regular or special assessment under protest pursuant to California Civil Code section 5658, or the person has entered into a payment plan pursuant to Civil Code section 5665. The Association shall not disqualify a person from nomination if the person has not been provided the opportunity to engage in internal dispute resolution pursuant to Civil Code section 5900, et seq. If nominees are disqualified for not being current in the payment of regular and special assessments, the Association shall also require all Directors to remain current in the payment of regular and special assessments while serving on the Board.

2.4 The Association shall disqualify a person from nomination as a candidate 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.

2.5 The Association shall disqualify a nominee if that person has been a Member of the Association for less than one year.

2.6 The Association shall disqualify a person as nominee if that person discloses, or if the Association is aware or becomes aware of, a past criminal conviction that would, if the person was elected, either prevent the Association from purchasing the fidelity bond coverage required by Civil Code section 5806 or terminate the Association's existing fidelity bond coverage.

Section 3 - Nomination Procedures

3.1 Pursuant to the Association's Bylaws, the Board shall annually appoint an Election Committee consisting of a Chairman who shall be a member of the Board of Directors and not being a candidate, and two (2) other persons who shall be Members, for the purpose of establishing the candidate roster for any election of Directors. The Nomination Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

3.2 At least 30 days before any deadline for submitting a nomination for an election of Directors, the Association shall mail to each Owner a Candidate Nomination Form, the procedure for submitting nominations, and the date for submitting nominations to

the Association. Candidate nominations must be received by the Association not less than 60 days before the date set for the meeting at which the votes will be counted. Not less than 60 days before the date set for the meeting at which the votes will be counted, the Association shall also advise the Members of their right to verify the accuracy of their individual information on both the voter list and the candidate registration list at least 30 days before the ballots are distributed.

3.3 The Nominating Committee shall be charged with the review and consideration of all Director candidate application submissions. Review shall entail verification that candidates meet all requisite qualifications, as of the date of review.

3.4 The Nominating Committee shall, upon finalization of the candidate roster, provide the names in nomination to the Board of Directors, for inclusion in notices and ballots are required herein.

3.5 At least 30 days before the ballots are distributed, the Association shall provide general notice to the Members of:

3.5.1 The date and time by which, and the physical address where, ballots are to be returned by mail or handed to the Inspector(s) of Elections.

3.5.2 The date, time, and location of the meeting at which the ballots will be counted.

3.5.3 The list of all candidates' names that will appear on the ballot.

Section 4 – Ballots

4.1 Distribution.

4.1.1 No less than 30 days prior to the deadline for voting, the Inspector(s) of Elections (also referred to herein as “Inspector(s)”) shall deliver or cause to be delivered to each Member the following documents:

4.1.1.1 Ballots and two preaddressed envelopes with instructions on how to return ballots shall be mailed by first-class mail or delivered by the Association or the Inspector(s) to every Member.

4.1.1.2 A copy of the Election Rules, which may be accomplished by either posting the 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.

4.1.2 No Member shall be denied a ballot for any reason other than not being a Member at the time when ballots are distributed.

4.1.3 No person with general power of attorney for a Member shall be denied a ballot.

4.1.4 The ballot of any person with general power of attorney for a Member shall be counted if returned in a timely manner.

4.2 Content.

4.2.1 In order to preserve confidentiality, a voter may not be identified by name, address or lot, parcel, or unit number on the ballot.

4.2.2 Ballots shall contain the names of all candidates who meet the qualifications and whose nomination forms are submitted prior to the deadline for mailing the ballots in accordance with these Rules; and/or a description of any other matter upon which the Members are voting.

4.2.3 The ballot itself is not signed by the voter, but is inserted into an envelope that is sealed. This envelope is inserted into a second envelope that is sealed. In the upper left-hand corner of the second envelope, the voter shall sign the voter's name, indicate the voter's name, and indicate the address or separate interest identifier that entitles the voter to vote.

4.2.4 The second envelope is addressed to the Inspector(s) of Elections, who will be tallying the votes. The envelope may be mailed or delivered by hand to a location specified by the Inspector(s). The Member may request a receipt for delivery.

4.3 Receipt of Ballots.

4.3.1 Ballots submitted to the Inspector(s) of Elections shall be held in their sealed envelopes until the date of the meeting, at which time such ballot envelopes shall be opened at the meeting when the polls have closed, if quorum has been reached. In no case shall any ballot be opened, viewed, or otherwise reviewed by any person, including a Member of the Association or an employee of the management company, prior to the date, time and place at which the ballots are counted and tabulated. However, the Inspector(s) or their designees may verify the Member's information and signature on the second (outer) envelope prior to official tabulation.

4.3.2 Once the ballot has been received by the Inspector(s) of Elections it may not be revoked or otherwise recalled. If more than one ballot is received for any Unit, the Inspector(s) shall determine its validity.

4.3.3 Each ballot received by the Inspector(s) of Elections shall be treated as a Member present at a meeting for purposes of establishing a quorum.

4.3.4 If the meeting for purposes of counting the votes is adjourned to another date due to lack of quorum, prior to the reconvened meeting date new ballots and two pre-addressed envelopes may be issued to all Members who have NOT previously voted by ballot.

Ballots which are mailed or hand-delivered to the Inspector(s) of Elections or which remain properly in the possession of the Inspector(s) from the first meeting shall be valid for the reconvened meeting.

Section 5 – Voting

5.1 Every person or entity who is a record owner of a fee or undivided fee interest in any Unit is a Member of the Association.

5.2 Members shall be entitled to one vote for each Unit in which they hold the interest required for membership. When more than one person holds such interest or interests in any Unit, all such persons shall be Members and the vote for such Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Unit.

5.3 If title to a separate interest 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 the purpose of voting, and for the purpose of nomination.

5.4 The Association shall not deny a ballot to a Member for any reason other than not being a Member at the time when ballots are distributed. The Association shall not deny a ballot to a person with general power of attorney for a Member. However, the Inspector(s) of Elections may disqualify for voting purposes the ballot received from any Member who has had voting privileges suspended in accordance with the provisions of the Governing Documents of the Association.

5.5 Subject to the Association's right to suspend voting privileges in accordance with the Governing Documents, each Member as of the record date established by the Board of Directors, or otherwise as set forth herein, shall be entitled to one vote.

5.6 Every Member may cumulate his or her vote or votes, and may give one candidate a number of votes equal to the number of Directors to be elected, multiplied by the number of votes to which the Member is entitled; or said Member may distribute his or her votes on the same principle among as many candidates as the Member chooses. However, votes may not be cumulated for any candidate whose name has not been placed in nomination prior to the commencement of voting. Voting shall be considered to have commenced at the time the first ballot is mailed or delivered to an Association Member, and shall end at such time as the Inspector(s) of Election determine the polls close.

5.7 With respect to voting through a mail-in ballot on matters other than matters requiring the Secret Ballot procedure, voting shall commence when the first ballot is mailed or delivered to an Association Member and shall end at such time as is specified on the ballot.

5.8 When a voting box for a candidate is "checked" or otherwise marked by a non-numerical symbol (e.g., an "X"), and it is the only box "checked" or marked, all of the member's votes shall be counted for that candidate. When fewer boxes are "checked" or marked by a non-

numerical symbol on the ballot than the number of Directors to be elected, the count shall be one vote per “check” or mark not to exceed the number of authorized votes.

5.9 Proxies.

5.9.1 Each Member may vote by secret ballot by mail, in person, or by proxy. All proxies shall be in writing signed by a Member or the authorized representative of the Member that gives another Member the power to vote on behalf of that Member, and delivered to the Secretary of the Association. “Signed” means the placing of the Member’s name on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the Member or authorized representative of the Member.

5.9.2 Proxies shall not be construed or used in lieu of a ballot. The Association shall not be required to prepare or distribute proxies.

5.9.3 All proxies shall include a separate sheet that will be formatted to allow the Member to provide instructions for the proxy holder on each matter to be voted upon, which separate sheet may be detached and given to the proxy holder to retain. Any proxy which does not comply with this section shall be deemed invalid. The proxy shall provide that, when the Member specifies a choice, the vote shall be cast in accordance with that choice.

5.9.4 The proxy holder must be present at the meeting and shall cast the Member's vote by secret ballot provided that proxy voting will be permitted at the meeting.

5.9.5 The proxy may be revoked by the Member prior to the receipt of the ballot by the Inspector(s) of Elections as described in Section 7613 of the Corporations Code; and the Member may revoke such proxy by delivering a written revocation to the Association by executing a subsequent proxy and presenting it to the meeting at which votes are counted, or by attending any such meeting and voting in person.

5.9.6 Except as permitted by the Governing Documents or by law, no proxy shall be valid for a period exceeding eleven (11) months from the date of its execution.

Section 6 – Inspector(s) of Elections

6.1 Selection of Inspectors.

6.1.1 Inspector(s) of Elections shall be appointed by the Board of Directors. The Board shall have the power to remove an Inspector who ceases to meet the required qualifications, is unable or unwilling to perform his or her duties, or for other good reason, and to appoint a new inspector in his or her place.

6.1.2 Inspector(s) of Elections may be Members of the Association, but may not be a Member of the Board of Directors or candidate for the Board Directors or related to a Board Member or candidate for the Board.

6.1.3 If the Inspector(s) are Members of the Association, they shall be Members in good standing.

6.1.4 The Inspector(s), as appointed, may be any one of the following independent third parties: Volunteer poll worker with the County Registrar of Voters, Licensee of the California Board of Accountancy, Notary Public, or other qualified person. The following may not be appointed as Inspector(s): A person, business entity, or subdivision of a business entity (including but not limited to an employee of the Association's property management company, accountants, or legal counsel) who is currently employed or under contract to the Association for any compensable services other than serving as Inspector(s) of Elections.

6.1.5 The Board may authorize payment of Association funds to any independent third party appointed to serve as Inspector(s) of Elections. However, no payment may be authorized for any Association Member appointed as Inspector(s).

6.2 Number of Inspectors.

6.2.1 The Inspector(s) of Elections shall be comprised of either one or three persons. In no case shall any Inspectors panel be comprised of an even number of Inspectors. 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.

6.3 Duties of Inspectors. The Inspector(s) of Election shall be responsible to perform the following tasks associated with any vote or election:

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

6.3.2 Determine authenticity, validity and effect of submitted proxies, if any.

6.3.3 Receive ballots.

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

6.3.5 Determine poll closure time consistent with the governing documents, if actual voting is to take place at the meeting.

6.3.6 Counting and tabulation of all ballots.

6.3.7 Determine results of voting.

6.3.8 Appoint and oversee additional designee or designees, if necessary, to verify signatures and to count and tabulate votes as the Inspector(s) deem appropriate, provided the designee(s) are independent third parties.

6.3.9 The Inspector(s) of Elections, or his or her designee, may verify the Member's information and signature on the outer envelope prior to the meeting at which ballots are tabulated.

6.3.10 Perform any other acts that are necessary and proper to conduct the election with fairness to all Members in accordance with Association Rules which are not in conflict with California Civil Code§ 5100, et seq. or the California Corporations Code.

6.3.11 The Inspector(s) shall cause to be delivered, at least 30 days before an election, to each Member both of the following documents: (i) The ballot or ballots; and (ii) A copy of the election operating rules. Delivery of the election operating rules may be accomplished by either posting 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.

6.4 Performance of Duties.

6.4.1 The Inspector(s) of Elections shall perform his or her duties impartially, in good faith, to the best of his or her ability, and as quickly as possible, and in a manner that protects the interest of all Members of the Association. Any report made by the Inspector(s) is prima facie evidence of the facts stated in the report.

6.4.2 Upon receipt of a report from the Association or a Member of any errors or omissions in either the voter list or the candidate registration list at least 30 days before the ballots are distributed, the Inspector(s) shall make the corrections within two (2) business days, or direct that such corrections be made.

6.5 Tabulating Votes.

6.5.1 The Inspector(s) of Elections shall tabulate all ballot submissions in public view at a properly noticed meeting of the Board or the Members.

6.5.2 The Inspector(s) may appoint additional persons to assist in the counting and tabulation of votes, provided that such additional persons meet the same minimum qualifications as the Inspector(s).

6.5.3 Any candidate or Member may witness the counting and tabulation of votes from a reasonable distance and provided that they do not disrupt the process in any manner whatsoever. Members observing the process must stand at least five (5) feet back from the area of counting and tabulation and shall not communicate or otherwise interfere with the Inspector(s) in any manner whatsoever. Anyone violating these requirements shall be asked to leave the meeting.

6.5.4 The Inspector(s) of Elections shall not, except in the fulfillment of their duties:

6.5.4.1 Provide Members and candidate(s) with information regarding the Ballot;

6.5.4.2 Answer questions concerning the Ballot and vote; and

6.5.4.3 Provide any interim counts or tabulations.

6.5.5 The Inspector(s) of Elections will certify the tabulated results of voting by completing a report. The report will be signed by the Inspector(s) and will certify the correctness thereof to the best of the Inspectors' belief. The tabulated results of the election shall be promptly reported to the Board and shall be recorded in the minutes of the next meeting of the Board, and shall be available for review by Members of the Association. Within 15 days of the election, the Board shall give general notice of the tabulated results of the election.

Section 7 – Custody of Ballots.

7.1 The sealed ballots, signed voter envelopes, voter list, proxies, and candidate registration list shall at all times be in the custody of the Inspector(s) of Elections or at a location designated by the Inspector(s) until after the tabulation of the vote, and until the time allowed by Civil Code section 5145 for challenging the election has expired, at which time custody shall be transferred to the Association.

7.2 If there is a recount or other challenge to an election, 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.

7.3 The Association shall retain as election materials the candidate registration list and voter list, the returned ballots, signed voter envelopes, and proxies (upon receipt from the Inspector(s)). Pursuant to Civil Code section 5200(a)(14) and (c), upon request for Association Records pursuant to Civil Code section 5200, *et seq.*, signed voter envelopes may be inspected but may not be copied. These election materials shall be retained only as required pursuant to Civil Code sections 5145 and 5205, or as those statutes may be amended hereafter.