

**HIDDENBROOKE PROPERTY OWNERS ASSOCIATION
ELECTION RULES**

(adopted July 15, 2015)

1. General. These Rules are intended to comply with Civil Code sections 5100 through 5130 and shall apply to member voting: (1) to elect or remove members of the Board of Directors; (2) regarding assessments; (3) regarding amendments to the governing documents; (4) regarding the granting of exclusive use of common area property; and (5) at the discretion of the Board of Directors, regarding any other matter that may be the subject of a vote of Association members.

2. Equal Access to Association Media and Facilities.

2.1 No candidate or Association member advocating a point of view for purposes related to an election covered by these Rules shall be allowed access to any form of Association media, including newsletters, after written ballots are distributed as specified in Section 7.1. until the conclusion of the election.

2.2 No Association funds shall be used for campaign purposes in connection with any election which is subject to these Rules.

2.3 Section 2.1, above, specifies the manner in which the Association shall comply with the legal requirement in Civil Code section 5105(a)(1) that "if any candidate or member advocating a point of view is provided access to Association media, newsletters, or Internet Web sites during a campaign, for purposes that are reasonably related to that election, equal access shall be provided to all candidates and members advocating a point of view, including those not endorsed by the board, for purposes that are reasonably related to the election."

3. Qualifications of Candidates. Candidates for the Board of Directors must meet qualifications as set forth in the Association's Bylaws.

4. Nomination Procedure for Board of Directors.

4.1 Candidates for the Board of Directors shall be nominated as set forth in the Association's Bylaws and as set forth hereafter.

4.2 To the extent not in conflict with the Association's Bylaws:

4.2.1 Approximately 90 days before an election of Directors, the Association shall send to all members, by mail or electronic transmission, a solicitation to become a candidate for the Board of Directors;

4.2.2 Interested persons must inform the Association's managing agent or Board of Directors in writing of their request to be a candidate for the Board of Directors (self nomination). Nominations for candidates wishing to be included on the mailed ballots shall close on the date established by the Board of Directors; all nominations to be included in the written ballot must be in writing and delivered to the Board of Directors and/or Inspector(s) of Election by the deadline established by the Board, which deadline shall be in advance of the date on which the ballots are mailed;

4.2.3 The Inspector(s) of Election shall review (including consultation with the Board of Directors if necessary) all persons so responding for compliance with the qualifications identified in the Bylaws;

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4.2.4 All qualified persons who timely respond to the Association's solicitation shall be candidates for the Board of Directors at the next election.

4.3 Nominated candidates for the Board of Directors may provide a "candidate statement" which the Association shall enclose with the voting packet mailed to each Association member. The statement shall not exceed 250 words, and shall be delivered to the Association's managing agent in final form by a deadline established by the Board.

4.4 In the event of a vote to elect Directors in conjunction with or following a vote to recall Directors, the timeframe set forth above regarding nominations shall not apply. The timeframe for nominations may be condensed to promptly elect replacement Directors in the event of a recall or potential recall.

5. Inspector(s) of Election.

5.1 The Board shall appoint one or three Inspectors of Election who shall perform all functions required by Civil Code section 5110, including:

5.1.1 Determine the number of members entitled to vote and the voting power of each;

5.1.2 Determine the authenticity, validity and effect of proxies, if any;

5.1.3 Receive and be the custodian of ballots, and direct the location to which ballots shall be sent until tabulated by the Inspector(s) of Election;

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

5.1.5. Count and tabulate all votes;

5.1.6 Determine when the election shall close, with the discretion to extend the deadline for voting as necessary;

5.1.7 Determine the results of the election; and

5.1.8 Report the results of the election to the Board of Directors.

5.2 Eligible Inspectors of Election may include:

5.2.1 The Association's manager(s);

5.2.2 The Association's attorney or CPA;

5.2.3 Any Association members who are not members of or candidates for the Board of Directors nor relatives of members or candidates for the Board of Directors; and

5.2.4 Any individuals with a contractual relationship or with no relationship to the Association.

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5.3 Unless the Board specifically decides otherwise, the Inspector of Election shall be the Association's managing agent at the time of the election or membership vote.

5.4 The Association may, at the discretion of the Board of Directors, provide reasonable compensation to the Inspector(s) of Election.

5.5 The Association shall indemnify the Inspector(s) of Election in connection with services performed in good faith by the Inspector(s) of Election related to the election.

5.6 The Inspector(s) of Election shall have the sole authority to determine whether to issue a replacement ballot to a member if requested by the member who has not yet returned a completed ballot.

5.7 The Inspector(s) of Election may appoint and oversee additional persons to verify signatures and to count and tabulate votes as the Inspector(s) deem appropriate, provided that the appointed persons would themselves be eligible to serve as Inspector(s) of Election pursuant to Section 5.2, above.

6. Voting Rights.

6.1 Each Association member shall be entitled to a single vote with regard to each matter that is the subject of a pending election. For purposes of these Rules, therefore, all record owners of a single lot shall collectively constitute one "Association member." In an election of Directors, each Association member shall be entitled to cast the number of votes equal to the number of Directors to be elected. However, cumulative voting is not permitted. Write-in candidates are not permitted in an election of Directors.

6.2 Each member's qualifications for voting shall be as specified in the Bylaws.

6.3 The voting period will run from the date on which ballots are distributed (as specified in Section 7.1, below) until the conclusion of the election.

7. Voting Procedures.

7.1 Mailing of voting packets. At least 30 days before the election, the Association shall, by first class U.S. mail, send one voting packet to each Association member. Each packet shall contain the following:

7.1.1 One official ballot;

7.1.2 Copies of all candidates' statements timely received by the Association as specified herein;

7.1.3 Two sealable envelopes. The smaller (inner) envelope shall have no markings identifying the voter. The larger (outer) envelope shall be pre-addressed to the Inspector(s) of Election, Hiddenbrooke Property Owners Association. The upper left corner of the larger envelope shall contain the member's name and address at Hiddenbrooke that entitles the member to vote (or provide spaces to fill in such information) and provide a place for the member's signature;

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7.1.4 Instructions on how to use the two-envelope system; and

7.1.5 Notice of the date, time and location of the meeting of the Board or members at which the ballots will be opened and tabulated.

7.2 Ballot content. Each ballot shall contain the following:

7.2.1 In an election of Directors, each candidate's name listed alphabetically;

7.2.2 The identification of any other matter that is the subject of a pending member vote;

7.2.3 A statement of when ballots must be returned by mail or hand delivery.

7.3 Receipt of Ballots.

7.3.1 All ballots shall be received by the Inspector(s) of Election at locations as specified by the Inspector(s) of Election.

7.3.2 If so directed by the Inspector(s) of Election, the Association's management staff shall maintain a log of all ballot envelopes received, noting whether the outer envelopes were signed or unsigned. The Inspector(s) of Election may contact members who return unsigned envelopes and make arrangements for members to sign the envelopes prior to the date that the ballots are opened and tabulated.

7.3.3 Once a ballot has been received by the Inspector(s) of Election, it may not be revoked. A ballot shall be considered received when the voting packet envelope (the outer envelope containing the inner envelope containing the ballot) has been received by the Inspector(s) of Election.

7.3.4 Each ballot received by the Inspector(s) of Election shall be treated as a member present at a meeting for purposes of establishing a quorum if a quorum is required by the governing documents or California law to conclude the election.

7.3.5 All voting packet envelopes containing ballots shall remain sealed and in the possession of the Inspector(s) of Election (at a location designated by the Inspector(s) of Election) until opened and tabulated by the Inspector(s) at a properly noticed, open meeting of the members or the Board of Directors.

7.4 Proxies.

7.4.1 The Association shall have the option, but shall not be obligated, to distribute proxies for any election covered by these Rules. If the Association distributes a proxy form, any instruction given in that proxy directing the manner in which the proxy holder is to vote shall be set forth on a separate page of the proxy that can be detached and given to the proxy holder to retain. The proxy holder may then cast the member's vote by secret ballot which will be provided by the Inspector(s) of Election upon presentation of the proxy.

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7.4.2 If a member attempts to use a proxy, any instruction given in that proxy directing the manner in which the proxy holder is to vote should be set forth on a separate page of the proxy that can be detached and given to the proxy holder to retain. The proxy holder may then cast the member's vote by secret ballot which will be provided by the Inspector(s) of Election upon presentation of the proxy.

7.4.3 In the event the Association's Bylaws are amended to prohibit voting by proxy in connection with votes of the members and/or member meetings, voting by proxy shall not be permitted.

7.5 Election by Acclamation. Because the election of Directors must take place by secret ballot and cannot occur at a meeting of members, nominations from the floor shall not be permitted. If, as of the published deadline for nominations, the number of qualified candidates nominated does not exceed the number of Directors to be elected, then the individuals nominated and qualified to be elected may be declared elected on a date determined by the Board and the Inspector(s) of Election, in which case written notice of the election results shall be given to the members.

8. Tabulation of Ballots.

8.1 The voting packet envelopes shall be opened by the Inspector(s) of Election after the close of the election which shall be determined by the Inspector(s). The outer envelopes and each ballot shall be separately retained by the Inspector(s). The Inspector(s) of Election, or their designees, may verify the member's information and signature on the outer envelope prior to the meeting at which ballots are tabulated.

8.2 The voting packet envelopes shall be opened and the ballots tabulated by the Inspector(s) of Election in public at a properly noticed, open meeting of the members or of the Board of Directors.

8.3 Any candidate or other member of the Association may witness the counting and tabulation of the votes. However, no Association member or candidate shall communicate with the Inspector(s) during the tabulation process, and all members and candidates must remain at least five feet away from the counting area. The Inspector(s) of Election may cause the removal of any observer who interferes with or disrupts the counting or tabulation process.

8.4 At the meeting at which ballots are to be opened and tabulated, the Inspector(s) of Election may announce to the members present those members who neglected to sign the outer envelope and provide an opportunity for those members to sign the outer envelope prior to tabulation of the ballots.

8.5 In the event there is a tie between candidates for the last open position on the Board, a runoff election shall be conducted via secret written ballot in accordance with these Rules. Under these circumstances, the procedures set forth above regarding the nomination of candidates shall not apply.

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8.6 The results of the election shall be promptly reported to the Board of Directors, shall be recorded in the minutes of the next meeting of the Board of Directors, and shall be available for review by the members of the Association.

9. Post-Election Procedures.

9.1 The results of the election shall be recorded in the minutes of the next meeting of the Board of Directors and shall be available for review by members of the Association.

9.2 The Board of Directors shall give general notice of the tabulated results of the election within 15 days by a communication directed to all members.

9.3 One year after the conclusion of the election, the Inspector(s) of Election shall transfer custody of all ballots and outer envelopes to the Association.

9.4 In the event of a re-count or challenge, the Inspector(s) of Election shall, upon written request, make the ballots available for inspection by the challenging Association member or its authorized representative. Any re-count shall be conducted in a manner designed to preserve the confidentiality of the vote.

Adopted on July 15, 2015

by the Hiddenbrooke Property Owners Association Board of Directors