

# **WILD WINGS OWNERS ASSOCIATION ELECTION RULES**

[Rev 02-11]

**Adopted March 23, 2011**

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These Rules have been adopted pursuant to Civil Code Section 1363.03, and supercede provisions in the Bylaws or CC&Rs regarding elections. In the event of any conflict between these Rules and the Bylaws or CC&Rs, these Rules shall govern.

## ***Definitions***

1. As used in these Rules, "Ballot" refers to a written document prepared in accordance with these Rules and mailed to the members of the Association entitled to vote in a particular election.

2. Any other terms with initial capitalization not otherwise defined shall have the same meaning as in the Bylaws or CC&Rs.

## ***Types of Elections Subject to these Rules***

3. Except as otherwise allowed by law, these Rules shall be applicable to, and shall be the only method for conducting, all Association elections, including, but not limited to, regarding Assessments, Directors, Governing Documents, and the grant of exclusive use of Common Area to a Member. Annual and Special meetings of the Members may still be called, but votes on any matter requiring Member approval must be conducted pursuant to these Rules.

## ***Qualifications for Voting and Voting Power of Memberships***

4. Only Members in good standing shall be considered "Members Entitled to Vote" for purposes of these Rules. In order to be in good standing, a Member must be current in the payment of all Assessments imposed in accordance with the Governing Documents, and not subject to any suspension of Membership rights. A person meeting these qualifications shall be considered a "Member Entitled to Vote" for purposes of these Rules. Suspension of Members' rights must follow due process as described by State law and the Governing Documents.

5. Co-Owners of a Lot, if otherwise qualified, shall be considered a single "Member Entitled to Vote" for purposes of these Rules.

6. Each Member Entitled to Vote shall be entitled to cast one vote for each matter to be decided by the election. In Director Elections, each position to be filled on the Board is considered a separate matter to be decided, so that a Member Entitled to Vote may cast the number of votes equal to the number of positions on the Board to be filled.

7. There is only a single class of membership in the Association. Each vote by a Member Entitled to Vote is entitled to the same weight in any election.

8. Article 4, Section 4.03 of the First Amendment to the Bylaws prohibits cumulative voting: No more than one vote may be cast for the same candidate.

### ***Nomination of Directors***

9. Article 5, Section 5.02 of the First Amendment to the Bylaws provides that the qualifications for serving on the Board of Directors are that Board Members must be Members in Good Standing, and only one Owner per Lot shall be eligible to serve on the Board at any time. Any person meeting these qualifications may serve on the Board. Any person seeking election to the Board and meeting these qualifications will be considered a "Qualified Candidate" and eligible for election to the Board of Directors. Owners' family members, lessees, employees, guests, invitees, licensees, contract purchasers, and/or persons who hold an interest in a Lot merely as security for the performance of an obligation are not eligible to serve on the Board.

10. At least thirty days before the Association sends Ballots to the Members for election of Directors, the Board shall send a request for nominations to all Members, with a notice of the last date for submitting such nominations. Any Qualified Candidate may nominate them self. Any such person shall complete, sign and return, by the date indicated, to the Nominating Committee (see below) or the Association, if there is no Nominating Committee, the Application to be Director Nominee (Board Application), which will be included with the request for nominations. All persons so nominated shall be included on the Ballot for election of Directors.

11. At least thirty days before the Association sends Ballots to the Members for election of Directors, the Board may appoint a Nominating Committee whose duties shall include reviewing all Board Applications to determine if a candidate is a Qualified Candidate. The Nominating Committee may also solicit persons to run for the Board, but shall require all such persons to complete the Board Application.

12. At least thirty days before the Association sends Ballots to the Members for election of Directors, the Nominating Committee, if appointed, shall report to the Board the identity of all persons who are Qualified Candidates and whose names shall appear on the Ballot. If any person has submitted a Board Application and has been found by the Nominating Committee or the Association not to be a Qualified Candidate, the Nominating Committee or the Association shall notify such person in writing of its finding and the reasons why such person was found not to be a Qualified Candidate.

### ***Election of Directors***

13. The Ballots for Director Elections shall set forth the names of all Qualified Candidates whose names have been placed in nomination at the time the Ballot is

issued. The Ballot shall also provide a space where the Member can designate a vote for another (*i.e.*, write-in) candidate.

14. No minimum number of Ballots is required to make a Director election valid.

### ***Form of Ballot***

15. Elections conducted under these Rules shall be by a written Ballot mailed to each Member of the Association entitled to vote. Such written Ballot shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposed action.

16. Ballots shall state the time by which the Ballot must be received by the Inspector of Election in order to be counted. The deadline for return of the Ballots shall be at least thirty days after the date the Association mails the Ballots to the Members, but the Board may authorize a longer time period for Ballot return.

17. The Ballot shall not on its face provide any method for identifying the Member who is voting. Instead, a double envelope system shall be used in which the marked Ballot is placed in a sealed envelope, which is then placed in another sealed envelope. In the upper left hand corner of the outer envelope containing the Ballot, the Member must print and sign their name, and indicate the mailing address of their Lot, or Lot number.

### ***Distribution of Ballots***

18. The Board may determine a record date for each election conducted pursuant to these Rules and the Owner of record on such record date shall be entitled to receive a Ballot. If no record date is established by the Board, the record date shall be the date the Ballots are mailed to the Members.

19. Ballots shall be mailed by first-class mail to each Member Entitled to Vote at the address for the Member indicated in the Association records. If a Member wishes to have a Ballot sent to an address different than the address indicated in the Association's records, such member must notify the Association in writing of the address to which the Ballot is to be sent prior to distribution of the Ballots.

20. One Ballot will be provided for each Lot. In the event there are multiple Owners of Lot, the Owners must jointly decide how the Ballot is to be completed. If a Ballot is misplaced, a duplicate Ballot will be provided upon written request of the Owner.

## ***Proxies***

21. Any instruction given in a proxy issued for an election that directs the manner in which the proxy holder is to cast the 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 shall cast the Member's vote by secret Ballot, unless the proxy is revoked by the Member prior to the receipt of the Ballot by the Inspectors of Elections. Unless the Governing Documents require otherwise, the Association shall not mail to Members proxies which designate a vote. As long as permissible by the Governing Documents, the Association may mail proxies, including a proxy on an outside envelope containing Ballots, allowing a Member to attend a meeting by proxy for quorum purposes only. Proxies shall not be used in lieu of Ballots.

## ***Inspectors of Election***

22. For all elections conducted under these Rules, the Board shall appoint either one or three persons to act as Inspectors of Election at least thirty days before sending Ballots to the Members. Inspectors may be members of the Association but shall not be a member of the Board or a candidate for the Board or related to a Director or candidate for the Board. The Association's manager, counsel, accountant, or any other person not expressly disqualified under this Rule may serve as an Inspector of Election. Inspectors of Election may to appoint and oversee additional persons to count and tabulate votes, if allowed by law.

23. The duties of the Inspectors of Election shall be as follows: determine the number of Members Entitled to Vote and the voting power of each; determine the authenticity, validity, and effect of proxies; receive Ballots and determine their validity; count and tabulate all votes; determine when the Balloting period closes; determine the results of the election; hear and determine all challenges and questions in any way arising out of or in connection with the right to vote; and perform any other acts necessary to assure the fairness of the election. The Inspectors of Election may consult with others, including the Board and the Association's manager, with respect to performing their duties.

24. The Inspectors of Election shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as possible. If there are three Inspectors of Election, the decision or act of a majority of the inspectors shall be deemed to be the decision of all.

25. The Inspectors of Election may be compensated for their services as inspectors as deemed appropriate by the Board.

### ***Completion, Collection, and Tabulation of Ballots***

26. Each Member casting a Ballot must complete the Ballot pursuant to the instructions accompanying the Ballot, place the unsigned Ballot in an unmarked envelope and seal it, and place the unmarked envelope in another envelope addressed to the Inspectors of Election. The two envelopes will be provided to each Member with the Ballot. No more than one Ballot shall be placed in the two envelopes. Persons owning multiple Lots must use a separate double envelope for each Lot owned.

27. In the upper left hand corner of the outer envelope containing the Ballot, the Member must print and sign their name, and indicate the mailing address of their Lot or Lot number. Failure to include this information on the outer envelope may render the Ballot invalid. The outer envelope shall be sealed and mailed or delivered to the Inspectors of Election at the address provided. A Ballot is irrevocable once it is received by the Inspectors of Election. Unless the Inspectors designate otherwise, the location for the Members to mail and deliver Ballots shall be the Association's manager's office. The Inspectors of Election may verify the Member's information and signature on the outside envelope prior to the election.

28. The Inspectors of Election shall keep the unopened Ballot envelopes in a safe and secure location until the Ballots are opened and tabulated and the final results of the election announced to the Members.

29. Only the Inspectors of Election or their assistants may receive or handle the sealed Ballot envelopes and Ballots until the envelopes are opened, the Ballots are counted, and the results announced to the Members. Unless the Inspectors of Election designate a location otherwise, the Ballots shall remain at the Association's manager's office in a location where the Ballot envelopes may be placed in a Ballot box, the Inspectors shall have the only access to the Ballots in the box until the election is completed.

30. The Ballots shall be counted and tabulated by the Inspectors of Election in public at a properly noticed meeting of the Board or of the Members. The Inspectors shall promptly report the vote outcome to the Board and the outcome shall be recorded in the minutes of the next meeting of the Board and shall be available for review by the Members. Upon tabulation of the Ballots, the Board shall notify the Members of the outcome of the vote within fifteen days following the close of the Balloting process and tabulation of the Ballots. If the number of Ballots cast is insufficient to satisfy the minimum quorum requirements for valid action, the Board may extend the deadline for return of the Ballots by a reasonable time. There is no minimum quorum to elect Directors.

31. The Board may, at its discretion, at a regular or special meeting open to the Members, request and allow the Inspectors of Election to tabulate the votes received to

date on a matter for which a Ballot has been distributed to the Members even though the deadline for return of the Ballots has not yet passed. The Board may extend the deadline for return of the Ballots by a reasonable time.

32. Following tabulation of the votes, the Ballots shall be kept by the Inspectors of Election for nine months, then transferred to the Association, which shall keep the Ballots in a secure location for at least one year after the date of the election.

33. In the event of a recount or other challenge to the election process, the Association shall, upon written request, make the Ballots available for inspection and review by Members or their authorized representatives. Any recount shall be conducted in a manner that shall preserve the confidentiality of the vote.

### ***Election Campaigns***

34. All candidates for the position of Director and any Member advocating a point of view relating to a particular election shall have equal access to Association media (such as newsletters and Internet Web sites) during a campaign for purposes that are reasonably related to that election.

35. All candidates for the position of Director and any Member advocating a point of view relating to a particular election shall have equal access to Association common area facilities without cost for holding meetings or gatherings for purposes reasonably related to the election.

36. Association funds shall not be used for campaign purposes in connection with any association board election. 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.