

**HIDDENBROOKE PROPERTY OWNERS ASSOCIATION
ELECTION RULES**

These Election Rules apply to all Member votes undertaken by Hiddenbrooke Property Owners Association ("Association") and shall be effective on the date of adoption by the Board of Directors ("Board"), shall supersede any other rules of the Association affecting voting or elections, and shall remain in effect until modified by the Board.

ARTICLE 1 EQUAL ACCESS TO ASSOCIATION MEDIA AND FACILITIES

- 1.1 Association Media. The Board may, but is not required to, make Association media (e.g., newsletter, website, or other notices provided to the Members) available to qualified candidates running for election to the Board for purposes that are reasonably related to the election in which that candidate is running. If the Board allows any candidate access to Association media, then all qualified candidates shall be allowed equal access to the same media.
- 1.2 Equal Access. For purposes of this Article 2, "equal access" shall mean publication of written statements not to exceed a predetermined length as determined by the Board. The Board shall not edit or redact any statement but shall not be required to publish any statement that exceeds the predetermined length restrictions. Modifications to formatting may be made to allow for space and/or media restrictions. If any 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.
- 1.3 Responsibility for Content. All statements published in Association media pursuant to the "equal access" rules must identify the author or proponent. No anonymous statements will be permitted. The author and/or proponent of any statement shall be solely responsible and liable for the content of their statements. The Association and its directors, officers and agents shall not be responsible or liable for the content of any statement published pursuant to the "equal access" rules.

ARTICLE 2 CANDIDATES FOR THE BOARD

- 2.1 Qualifications of Candidates. Candidates for the Board of Directors must meet the qualifications set forth in the Bylaws. The Association shall disqualify a nominee for the Board for any of the following reasons:
- The nominee is not a Member in Good Standing;
 - The nominee has been declared of unsound mind by a final order of court;
 - If the nominee discloses, or if the Association is aware or becomes aware that the nominee has been convicted of a felony; and/or
 - The nominee, if elected, would be serving on the Board at the same time as a co-owner of one (1) or more Lots and the other person is either properly nominated for the current election or is an incumbent director.
- 2.2 Member in Good Standing. "Member in Good Standing" shall mean a Member of the Association who: is current in the payment of all Assessments, fines, penalties, and other charges imposed in accordance with the Governing Documents; is otherwise free from sanctions imposed by the Association; and is in compliance with all provisions of the Governing Documents.

**HIDDENBROOKE PROPERTY OWNERS ASSOCIATION
ELECTION RULES**

- 2.3 Entity Members. In the case of a Member in Good Standing that is not a natural person (such as a corporation or other entity), the entity Member shall have the power to appoint a natural person as the “Member” for purposes of director elections and that person shall meet the qualifications to run for and serve on the Board.

ARTICLE 3 NOMINATION PROCEDURES

- 3.1 Method of Nomination. Nominations of candidates to the Board may be made by a Nominating Committee or by self-nomination. In addition, the Board may recruit qualified candidates.
- 3.2 Nominating Committee. The Nominating Committee, if one is appointed by the Board, shall consist of a chairperson, who shall be a Director, and two or more Members of the Association. The Nominating Committee may make as many nominations for election to the Board as it deems appropriate.
- 3.3 Solicitation of Candidates. At least fifteen (15) days before the deadline for submitting a nomination, the Association shall provide notice (by mail or electronic transmission) of the procedure and deadline for submitting a nomination for the Board. Any Member who satisfies the qualifications and is not otherwise prohibited from running for the Board may place their name in nomination for the Board.
- 3.4 Nomination Deadline. All nominations, whether submitted by the Nominating Committee or by self-nomination, shall be received by the Board or the Association’s managing agent prior to the published deadline for nominations. No “write-in” candidates shall be permitted on the ballots in the election of directors and nominations shall not be made from the floor at any meeting.
- 3.5 Election by Acclamation. 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 of Election, in which case written notice of the election results shall be given to the Members.
- 3.6 Notice of Known Candidates. The names of all qualified candidates properly nominated shall be set forth on the ballot except in the case where the candidates will be elected by acclamation.

ARTICLE 4 INSPECTOR OF ELECTION

- 4.1 Appointment. The Board shall appoint an Inspector of Election whose powers and duties shall be as set herein. The Inspector of Elections may be any persons the Board reasonably believes to be independent with respect to the matter or matters being voted on and may include Members of the Association, but may not be a member of the Board or a candidate for election to the Board or be related to a current member of the Board or a candidate for election to the Board. Unless the Board specifically authorizes otherwise, the Inspector of Election shall be the Association’s managing agent at the time of the election or membership vote.

**HIDDENBROOKE PROPERTY OWNERS ASSOCIATION
ELECTION RULES**

- 4.2 Powers and Duties of the Inspector of Election. The Inspector of Elections shall be responsible to perform the following powers and duties:
- 4.2.1 Determine the number of members entitled to vote and the voting power of each;
 - 4.2.2 Determine the authenticity, validity and effect of proxies, if any;
 - 4.2.3 Receive and be the custodian of ballots, and direct the location to which ballots shall be sent and held until tabulated by the Inspector of Election;
 - 4.2.4 Determine whether to issue a replacement ballot to a Member if requested by the Member who has not yet returned a completed ballot;
 - 4.2.5 Hear and determine all challenges and questions in any way arising out of or in connection with the right to vote;
 - 4.2.6 5.1.5. Count and tabulate all votes;
 - 4.2.7 Appoint and oversee additional persons to verify signatures and to count and tabulate votes as the deemed appropriate, provided that the appointed persons would themselves be eligible to serve as the Inspector of Election;
 - 4.2.8 Determine the results of the election; and
 - 4.2.9 Report the results of the election to the Board of Directors.
- 4.3 Payment to Inspector of Elections. The Board may authorize payment of Association funds to any third party appointed to serve as Inspector of Elections; however, no payment may be authorized for any Member appointed to serve as the Inspector of Elections.
- 4.4 Indemnification of Inspector of Elections; Liability Insurance. The Association may, at the Board's sole discretion, indemnify the Inspector of Elections to the fullest extent provided by law. The Association shall have the power to purchase and maintain insurance to protect it and/or the Inspector of Elections against any liability asserted against the Association and/or against the Inspector of Elections arising out of the Inspector of Elections' acts and/or omissions relating to any Association vote or election.

ARTICLE 5 MEMBER VOTING RIGHTS

- 5.1 Voting Power of Each Membership. Members in Good Standing shall be entitled to cast one (1) vote for each Lot owned or, in the event of a vote to elect Directors, one (1) vote for each open position on the Board, but not more than one (1) vote for each candidate. In the event more than one (1) person owns a given Lot, the vote for such Lot shall be exercised as the Owners among themselves shall determine, but in no event shall more than one (1) ballot be returned with respect to any Lot.
- 5.2 No Rescission of Ballot. Once a ballot is received by the Inspector of Election, it may not be rescinded.

**HIDDENBROOKE PROPERTY OWNERS ASSOCIATION
ELECTION RULES**

- 5.3 Manner of Casting Votes. The vote at any meeting of Members may be by a show of hands or by written ballot; provided, however, that any election of directors shall be conducted only by written ballot in accordance with the Bylaws and Corporations Code section 7513. The ballot and any related material may be sent by electronic transmission by the Association and responses may be returned to the Association by electronic transmission to the Association in accordance with Corporations Code section 7513.
- 5.4 Proxies. The use of proxies in connection with the election of directors is expressly prohibited. In all other votes of the Members and/or meetings of the Members, each Member may vote in person, by ballot, or by proxy and the Association shall have the option, but shall not be obligated, to distribute proxies. In order to be valid, a proxy shall be consistent in content with the established guidelines set forth in the Corporations Code. Any proxy which does not comply with may be deemed invalid and rejected by the Inspector of Election.

ARTICLE 6 VOTING PROCEDURES

- 6.1 Appointment of Inspector of Elections. Whenever there is a membership vote or election, the Board shall appoint an Inspector of Election whose powers and duties shall be as set forth herein. The Board shall have the power to remove an Inspector of Election who ceases to meet the required qualifications, is unable or unwilling to perform their duties, or for other good reason, and to appoint a new Inspector of Election in their place.
- 6.2 Election of Directors. In any election of directors where written ballots are used (i.e., where election by acclamation may not be used), the Association shall provide Members in Good Standing with a voting packet. Each packet shall contain an official ballot, instructions on how to cast the vote(s), and in the case of a director election, a copy of all candidates' statements properly and timely received by the Inspector of Election as specified herein. Use of proxies in director elections shall be prohibited.
- 6.2.1 Ballots by Mail. If any voting packets are mailed to the Members in Good Standing via USPS or other courier, they shall be mailed at least twenty (20) days prior to the deadline for voting and shall contain instructions for how to return the ballot.
- 6.2.2 Electronic Ballots. If the Board opts to conduct an election electronically, ballot packets may be sent to those Members in Good Standing who have opted in to receive electronic transmissions from the Association, and a reasonable deadline for voting shall be provided. If the election is being conducted both electronically and by mail, the deadlines for voting by either manner shall be the same. Any Member in Good Standing who has not opted in to receive electronic transmissions from the Association shall receive a ballot by mail in accordance with the procedure described above.
- 6.3 Other Membership Votes. Voting shall be conducted in accordance with these rules. If such vote is conducted by written ballot, the procedures described in Section 3.1 above shall be used except that no candidate statement need be included with the voting packet and use of proxies is not prohibited.

**HIDDENBROOKE PROPERTY OWNERS ASSOCIATION
ELECTION RULES**

6.4 Ballot Content. Each ballot shall contain the following:

- 6.4.1 In an election of Directors, each candidate's name listed alphabetically;
- 6.4.2 A line for the Hiddenbrooke address and owner's name to be filled in by the Member in Good Standing
- 6.4.3 The identification of any other matter that is the subject of a pending member vote and a place where the Member may specify approval or disapproval of the matter;
- 6.4.4 The ballot solicitation shall identify both the number of responses needed to meet the quorum requirement and the percentage and/or number of approvals necessary to pass the measure submitted and shall specify the time by which the ballot must be received by the Association to be counted.

6.5 Receipt of Ballots/Deadline for Casting Votes.

- 6.5.1 Except in the case of electronic voting, all ballots shall be received by the Inspector of Election at physical the location(s) specified in the voting packet.
- 6.5.2 Once a ballot has been received by the Inspector of Election, it may not be revoked. A ballot shall be considered received when the Inspector of Election receives the ballot at the physical location indicated for delivery of ballots or, if voting electronically, when the email or other electronic transmission of the Member's vote is received by the Inspector of Election.
- 6.5.3 The Board shall be entitled to extend the deadline for the return of ballots one or more times due to the lack of a quorum or for such other reason(s) as the Board deems reasonable and prudent.
- 6.5.4 Quorum. With respect to the election of directors, the number of written ballots received by the deadline set forth in the ballot voting packet shall constitute the quorum for such election. With respect to the vote of the Members regarding excess income pursuant to IRS Revenue Ruling 70-604 (or any successor Ruling), the number of ballots received by the deadline set forth in the ballot and/or the voting materials or the number of Members in attendance at the meeting at which the vote is conducted shall constitute the quorum for such vote. All other quorum requirements affecting written ballot voting shall be as set forth in Section 4.8 of the Bylaws.

ARTICLE 7 TABULATION OF BALLOTS

- 7.1 In the case of a director election, all votes shall be tabulated by the Inspector of Election after the deadline for voting has passed. The Inspector of Election, or their designees, may verify the member information prior to the deadline for voting.
- 7.2 In the event there is a tie between candidates for the last open position on the Board, a runoff election shall be conducted via written ballot in accordance with these Rules. Under these circumstances, the procedures set forth above regarding the nomination of candidates shall not apply and no additional written statements from the runoff candidates will be included with the runoff ballot.

**HIDDENBROOKE PROPERTY OWNERS ASSOCIATION
ELECTION RULES**

7.3 The results of the election shall be promptly reported to the Board of Directors, and shall be recorded in the minutes of the annual membership meeting in the case of a director election or, in the case of a special membership meeting vote, in the minutes of that meeting. In the case of any vote that is conducted entirely by written ballot without a membership meeting, the results of that election may be recorded in the minutes of the next meeting of the Board of Directors.

ARTICLE 8 POST-ELECTION PROCEDURES

8.1 The Board of Directors shall promptly provide the Members notice of the tabulated results of the election.


8.2 Any written ballots shall be retained by the Association for one (1) year.

8.3 In the event of a re-count or challenge, the Inspector of Election shall, upon written request, make the ballots available for inspection by the challenging Association member or the Member's authorized representative.

ARTICLE 9 AMENDMENTS

The Board may amend these Election Rules from time to time.

I, Jagdip Singh, the Secretary of the Hiddenbrooke Property Owners Association, certify that these Election Rules were duly adopted by the Board of Directors of the Association and came into effect on the 2nd day of June, 2021.



Secretary

07 / 22 / 2021, 2021

Date