

**ELECTION RULES
WESTFORD HOMEOWNERS ASSOCIATION**

The following election rules are adopted to comply with the requirements of the Davis-Stirling Act and to provide for fair elections, subject to all applicable and enforceable: (a) provisions of law, and (b) Articles of Incorporation, CC&Rs, and Bylaws.

I. MEMBERSHIP MEETINGS

A. Meetings of the Membership.

1. **Annual Meetings.** There shall be an annual meeting each year for the purpose of electing or announcing the election of directors and conducting any other business of the association. The board shall fix the date and hour for holding such meetings as provided for in the bylaws.

2. **Special Meetings.** Special meetings may be called by any of the following: (i) president of the board, (ii) majority of the quorum of the governing body, or (iii) members representing at least five percent (5%) of the total voting power of the association. If a special meeting is called by members of the association, the request shall: (i) be submitted to the board in writing, (ii) be signed by the members, (iii) specify the nature of the business to be transacted, and (iv) be delivered personally, sent by registered mail, or sent by telegraphic or other facsimile transmission. The director or officer receiving the request shall promptly deliver the request to the members entitled to vote. The meeting shall be held not less than thirty-five (35) days or more than ninety (90) days following receipt of the request.

3. **Location of Meetings.** Annual and special meetings of the membership shall be held within the project or at a meeting place as close thereto as possible.

B. Notice of Membership Meetings.

1. **Notice by Board.** Notice of all meetings of the members shall be given by the board. If the board fails to give notice, the persons calling the special meeting may give notice consistent with the governing documents and applicable law.

2. **Notice Period.** All notices shall be sent not less than ten (10) days or more than ninety (90) days before the date of the meeting. Notices of special meetings called by the members shall be given within twenty (20) days after receipt of the request.

3. **Notice Contents.** The notice shall specify the place, date, and hour of the meeting and (i) in the case of a special meeting, the nature of the business to be transacted as specified by those persons calling the meeting (and that no other business may be transacted except as specified in the notice), or (ii) in the case of the annual meeting, those matters which the board intends to present for action by the members. Unless contained in the notice, member action on the following matters shall be invalid:

(i) removing a director without cause, (ii) amending the articles of incorporation, or (iii) approving a contract or transaction in which a director has a material financial interest.

4. **Delivery.** Notice of any membership meeting shall be given either personally or by first-class mail, charges prepaid, and addressed, or by telegraphic or other written communication, to each member: (i) at the address appearing on the books of the association, (ii) at the address given by the member for the purpose of notice, or (iii) at the address of the association's principal office, if no address appears on the association's books and no other address has been given. Notice may also be published at least once in a newspaper of general circulation in the county of the association's principal office if no other address has been given. Notice shall be deemed to have been given at the time when delivered personally, deposited in the mail, or sent by telegram or other means of written communication.

II. NOMINATIONS

A. Number and Qualifications of Directors.

The board shall consist of five (5) directors, who shall be members of the association. The term of office served by directors shall be one (1) year or until their respective successors have been elected. The terms of all directors shall run concurrently.

B. Nominations.

Nominations for election to the board of directors may be made by any of the following methods:

1. **Nominating Committee.** A nominating committee may be appointed by the board after each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting. The nominating committee shall make as many nominations for election according to its discretion, but not less than the number of vacancies to be filled. Nominations may be made from members only.

2. **Self-Nomination.** Any qualified member of the association may nominate himself or herself for election to the board of directors by submitting to the association a written statement signed and dated by the member nominating himself or herself.

3. **Floor Nominations.** Nominations may also be made from the floor at each annual meeting.

III. CAMPAIGNING

A. Access to Media.

1. **No Use of Association Resources.** The association's newsletter, website, bulletin board, or other association media may not be used for campaign purposes.

2. **Exception.** If any candidate or member is provided access to association newsletters, website, bulletin board or other association media during an election, for purposes that are reasonably related to that election, equal access shall be provided to all candidates and members. The access shall be limited to information relating to that election, and shall include those candidates and members not endorsed by the board. The association shall not edit or redact any content from these communications, but may include a statement specifying that the candidate or member, and not the association, is responsible for that content. The association and its directors, officers, and agents, shall be immune from liability for the content of those communications.

B. Use of Common Area During Election Campaign.

1. **No Cost for Use.** During an election campaign, each candidate and each member advocating a point of view reasonably related to the election shall be allowed to use, if available, the association's common area at no cost to the member or candidate.

2. **Reservation.** Each candidate or member who wants to use the common area pursuant to this rule must make a reservation in advance of the date and time requested. Candidates' and members' requests to use the common area shall be granted on a first-come, first-served basis, provided that the area is not already reserved. In order to assure fairness, each candidate may not reserve or use the common area for more than two hours on any particular date. In addition, each candidate and each member shall only be allowed to make one reservation per day to use the common area.

C. No Use of Association Funds for Campaign Purposes.

Association funds may not be used for campaign purposes in connection with any board election and may 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. The association shall not include the photograph or prominently feature the name of any candidate on a communication from the association or its board, excepting the ballot and ballot materials, within thirty (30) days of an election. This restriction does not preclude directors from advocating the election or defeat of any issue or candidate on the ballot. However, they may not use association funds to do so.

IV. INSPECTORS OF ELECTION

A. Selection.

1. **Process.** Prior to the date ballots are first sent out, the board of directors shall, at an open meeting of the board, select either one (1) or three (3) persons as Inspectors of Election.

2. **Eligible Inspectors.** The board shall select an Independent Third Party or Parties as Inspectors of Election. An Independent Third Party includes, but is not limited to:

- a. **Poll Worker.** A volunteer poll worker with the County Registrar of Voters,
- b. **Accountant.** A licensee of the California Board of Accountancy, including any such licensee under contract to the association,
- c. **Notary.** A notary public,
- d. **Recording Secretary.** A recording secretary, including any such recording secretary under contract to the association,
- e. **Management Company Representative.** Representatives of any management company, including any such management company under contract to the association,
- f. **Association Members.** Members of the association, but not: (i) members of the board, (ii) candidates for the board, (iii) persons related to a member of the board, or (iv) persons related to a candidate for the board,
- g. **Person or Entity Under Contract to the Association.** An Independent Third Party may be a person, business entity, or subdivision of a business entity who is currently employed or under contract to the association for any compensable services.

B. Duties.

Duties of Inspectors of Election shall include the following:

1. **Membership.** Determine the number of memberships entitled to vote and the voting power of each.
2. **Validity.** Determine the authenticity, validity and effect of proxies, if any.
3. **Closing of Polls.** Determine when the polls shall close consistent with the governing documents.
4. **Receive Ballots.** Receive all ballots. Once a secret ballot has been received by an Inspector of Election, it shall be irrevocable.
5. **Custody.** Maintain custody of the sealed ballots at all times. The sealed ballots at all times shall be in the custody of the inspector or inspectors of election or at a location designated by the inspector or inspectors until after the tabulation of the vote and

until the time allowed by Section 7527 of the Corporations Code for challenging the election has expired, at which time custody shall be transferred to the association. No person, including a member of the association or an employee of the management company, shall open or otherwise review any ballot prior to the time and place at which the ballots are counted and tabulated. The inspector of election, 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. **Challenges.** Hear and determine all challenges and questions in any way arising out of or in connection with the right to vote. If there is a recount or other challenge to the election process, the inspector or inspectors of election shall make the ballots available for inspection and review upon written request. An association member may authorize a representative to review the ballots on his or her behalf. Any recount shall be conducted in a manner that preserves the confidentiality of the vote.

7. **Counting.** Count and tabulate all votes. All votes shall be counted and tabulated by an Inspector of Election or his or her designee in public at a properly noticed open meeting of the board of directors or members. Any candidate or other member of the association may witness the counting and tabulation of the votes.

8. **Appoint Assistants.** Appoint and oversee additional independent third parties to verify signatures, and to count and tabulate votes as the inspectors of election deem appropriate provided that such persons are independent third parties.

9. **Results.** Determine the tabulated results of the election.

10. **Impartiality.** Perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical. Any report made by the Inspectors of Election is prima facie evidence of the facts stated in the report.

11. **Miscellaneous.** Perform any acts as may be proper to conduct the election with fairness to all members in accordance with Civil Code section 1363.03, the Corporations Code, the association's governing documents, and all applicable rules of the association regarding the conduct of the election that are not in conflict with Civil Code section 1363.03.

V. BALLOTS AND PROXIES

A. Voting Rights.

1. **Number of Votes.** Each member shall be entitled to one (1) vote per unit on all matters presented to the members for a vote.

2. **Proof of Membership.** The board of directors may fix a record date for determining members entitled to vote not less than ten (10) days or more than sixty (60) days in advance of any meeting. If no date is established by the board, the date shall be

the next business day preceding the day which notice is given. No person or entity may exercise the rights of membership without an ownership interest in a unit in the association, notwithstanding any transfer of any membership on the books after the record date. If the board should request proof of ownership, such proof shall be in the form of a recorded deed or a completed escrow closing statement for purchasing a unit.

3. **Cumulative Voting.** Cumulative voting shall be used for the election or removal of directors. At each election of the board, the members may cast, in person or by proxy, as many votes as they are entitled to exercise. Each member entitled to vote may give one candidate the number of votes equal to the number of directors to be elected or removed, multiplied by the number of votes to which the member is entitled. Each member may distribute such number of votes among as many candidates as he or she shall decide.

4. **Co-Owners.** Where there is more than one record owner of a unit (“co-owners”), any or all such co-owners shall be members and may attend any meeting of the association, but only one co-owner shall be entitled to exercise the vote to which the unit is entitled.

5. **Presumption of Consent.** Unless the board receives a written objection in advance from a co-owner, it shall be conclusively presumed that the voting owner is acting with the consent of his or her co-owners.

B. Proxies.

1. **Proxies.** The association may use and accept proxies as permitted by law and the association’s governing documents, provided that the association shall not be required to prepare or distribute proxies. Proxies shall not be construed or used in lieu of a ballot at a meeting.

2. **Proxy Form.** 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. Proxies must meet all requirements of Chapter 4 of Article 2 of the Davis-Stirling Act, other laws, and the association’s governing documents.

3. **Vote by Proxy.** 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 an inspector of election as described in Section 7613 of the Corporations Code.

C. Ballots.

1. **Non Revocable.** Once a secret ballot has been received by an Inspector of Election, it shall be irrevocable.

2. **Secret Ballot.** All items legally requiring a vote of the membership shall be held by secret ballot, including but not limited to assessments, selection and removal of members of the association's board of directors, amendments to the governing documents, or the grant of exclusive use of common area property.

a. **No Signature.** The ballot should be filled out, but not signed by the voter.

b. **Inner Envelope.** After the unsigned ballot is filled out, it must be inserted into an inner envelope which is then sealed. This sealed inner envelope must be inserted into a second envelope, which is also sealed.

c. **Second Envelope.** In the upper left hand corner of this second envelope, the voter must sign his or her name, indicate his or her name, and indicate the address or separate interest identifier that entitles him or her to vote. The second envelope must be addressed to the Inspector of Election who will be tallying the votes.

d. **Delivery.** The envelope may be mailed to the address on the envelope or delivered by hand to a location specified by the Inspectors of Election. The member may request a receipt for delivery.

3. **Quorum by Ballot.** Each ballot received by an Inspector of Election shall be treated as a member present at a meeting for purposes of establishing a quorum.

4. **Ballot Delivery to Members.** Ballots and two (2) preaddressed envelopes with instructions on how to return ballots shall be mailed by first-class mail or delivered by the association to every member not less than thirty (30) days prior to the deadline for voting. In order to preserve voter confidentiality, a voter may not be identified by name, address, or lot, parcel or unit number on the ballot.

5. **Ballot Markings.**

a. **Symbols.** A ballot which contains an unspecified number of votes shall be counted and tabulated as if it was the number "1" if any of the following appear: an "x", a checkmark, or any symbolic designation indicating the voter's intent to vote for any particular candidate, issue or ballot measure.

b. **Signatures.** A ballot shall not be invalidated solely due to the inclusion of a signature thereon.

VI. MEETING PROCEDURES

1. **Chair of Meeting.** The president of the board shall call the membership meeting to order and shall chair the meeting unless a majority of the board selects another person to chair the meeting.

2. **Quorum.** The quorum requirement for membership meetings is thirty-three and one-third percent (33 -1/3%) of the members, excluding those members whose voting rights have been suspended. The members may be represented in person or by proxy. When a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members.

3. **Loss of Quorum.** The members present at a duly called meeting at which a quorum is present may continue to transact business until the loss of a quorum. The business must be approved by enough members to constitute at least a majority of a quorum had a quorum been present.

4. **Lack of Quorum.** In the absence of a quorum, no business may be transacted except to adjourn the meeting to another date and time. A majority of the members present and entitled to vote may adjourn the meeting, if at any meeting of the association a quorum is not present. An adjournment for lack of a quorum shall be to a date not less than five (5) days nor more than thirty (30) days from the date the original meeting was called. If a new date for the adjourned meeting is announced prior to adjournment, no further notice need be given to the membership. If a new date is not announced prior to adjournment, notice of the adjourned meeting shall be given to members as prescribed for in the notice requirements for regular meetings. At the subsequent meeting, twenty-five percent (25%) of the members in person or by proxy shall constitute a quorum.

5. **Counting Ballots.** The Inspectors of Election, or his or her designee, shall count and tabulate all ballots in public at a properly noticed open meeting of the board of directors or members. No person, including a member of the association or an employee of the management company, shall open or otherwise review any ballot prior to the time and place at which the ballots are counted and tabulated. Any candidate or other member of the association may witness the counting and tabulation of the votes.

VII. POST-ELECTION RESULTS

A. Results of the Election.

The results of the election shall be announced immediately after all the ballots have been counted. Within fifteen (15) days of the election, the board shall publicize the results of the election in a communication directed to all members.

B. Status of the Ballots after Election.

The sealed ballots at all times shall be in the custody of the inspector or inspectors of election or at a location designated by the inspector or inspectors until after the tabulation of the vote and until the time allowed by Section 7527 of the Corporations Code for challenging the election has expired, at which time custody shall be transferred to the association. After the transfer of the ballots to the association, the ballots shall be

stored by the association in a secure place for no less than one (1) year after the date of the election.

<Sample>
CANDIDATE SELF-NOMINATION

INSTRUCTIONS: Members may nominate themselves as candidates for the upcoming election of directors. All nominees are subject to meeting the qualifications set forth in the governing documents.

To be on the ballot, nominations must be received by no later than:

_____.

NOMINATION: For the upcoming election of directors, I nominate myself to run for the Board of Directors.

Signed: _____

Print Name: _____

Address: _____

Date: _____

<Sample>
BALLOT

Cumulative voting is authorized. You may cast ____ votes in any manner you choose (all for one candidate and 0 for the other candidates or in any combination you choose). DO NOT cast more than ____ votes, otherwise the ballot cannot be counted. If you place a single X or check mark next to a name, it will be counted as one vote for that candidate.

	# of votes
Candidate #1	_____
Candidate #2 (incumbent)	_____
Candidate #3	_____
Candidate #4	_____
Candidate #5 (incumbent)	_____
Candidate #6	_____
write in: _____	_____
write in: _____	_____
write in: _____	_____