

**ELECTION RULES
VILLA TIERRASANTA 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 of Members.** The first annual meeting of members shall be held within six (6) months after the conveyance of the first Condominium by Declarant to an Owner, or within forty-five (45) days after close of escrow for the sale by Declarant of fifty-one percent (51%) of the Condominiums, whichever shall first occur. Subsequent annual meetings of members shall be held during the month of the annual anniversary of the first annual meeting of members.

2. **Special Meetings.** Special meetings of members, for any purpose or purposes whatsoever, may be called at any time by the president or by a majority of a quorum of the Board, or by the written request of twenty-five percent (25%) or more of the voting power of the members, or by members representing not less than fifteen percent (15%) of the voting power of the members, exclusive the vote of the Declarant, or as required by law. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings or members.

3. **Place of Meeting.** All meetings of members shall be held at the Condominium Property or at such other location in San Diego County, California, in reasonable proximity to the Condominium Property, as may be designated in the notice of meeting.

B. Notice of Membership Meetings.

1. **Notice of Annual Meetings.** Written notice of each such annual meeting shall be given to each member and, upon written request therefor, to all first Mortgages either personally or by sending a copy of the notice through the mail or by telegraph, charges prepaid, to its address appearing on the books of the Corporation or supplied by it to the Corporation for the purpose of notice. If no address is supplied, notice shall be deemed to have been given him if mailed to the address of the Condominium owned by such member or encumbered by the first Mortgagee, or published at least once in some newspaper of general circulation in the county of said principal office. All such notices shall be sent not less than ten (10) days (except in emergency situations in which case as much advance notice shall be given as in reasonably possible) and not more than sixty (60) days before each annual meeting, and shall specify the place, day and hour of such meeting.

2. **Notice of Special Meetings.** Except in special cases where other express provision is made by statute, notice of special meetings shall be given in the same manner as for annual meetings or members. Notices of any special meeting shall specify in addition to the place, day and hour of such, the general nature of the business to be transacted.

II. NOMINATIONS

- A. Number and Qualifications of Directors. The Board shall consist of five (5) directors until changed by amendment to Article VII, Section 2 of the Bylaws.
- B. Election and Term of Office. At the first annual meeting of members, three (3) directors shall be elected for a term of one (1) year and two (2) directors for a term of two (2) years. Thereafter, directors shall be elected at each annual meeting of members to fill the vacancies of those directors whose term then expires and the term of each such director so elected shall be two (2) years. If any annual meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of members held for that purpose. All directors shall hold office until their successors are elected.
- C. Self Nominations. Any qualified person 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 person nominating himself or herself. The association shall set a cut-off date for the receipt of self-nomination statements, which date shall be publicized in advance to the members.
- D. Nominating Committee. The directors shall appoint a nominating committee composed of at least one (1) member of the Board and not less than two (2) members who are not directors. Such committee shall nominate and place on the ballot at least as many candidates as there are directors to be elected, and write-in candidates shall be permitted.
- E. Floor Nomination. In the event the election of directors is held at any meeting of members, each member shall have the right to nominate from the floor candidates for the office of director.

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 to the fullest extent provided by law.

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 (2) hours on any particular date. In addition, each candidate and each member shall only be allowed to make one (1) 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) Inspector(s) 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. **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,
- f. **Person or Entity Under Contract to the Association.** A person, business entity, or subdivision of a business entity who is currently employed or under contract to the association for any compensable services,
- g. **Management Company Representative.** Representatives of any management company, including the representative of any management company under contract to the association.

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.

C. Removal.

The Board shall have the power to remove an Inspector(s) 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(s) of Election in his/her place.

V. BALLOTS AND PROXIES

A. Voting Rights.

1. **Number of Votes.** Regular members shall be all Owners with the exception of the Declarant, and each shall be entitled to one (1) vote for each Condominium owned; provided, however, co-owners of a condominium shall not be entitled to divide their vote and not more than one (1) vote may be cast with respect to any Condominium.

Subject to applicable law, voting of the Members and the Charter Member may be via voice or by ballot provided that subject to the power of the Board to conduct such election by mail as provided herein, all elections for directors shall be by secret written ballot.

2. **Proof of Membership.** The transfer of title to any Condominium shall automatically transfer the membership appurtenant to such Condominium to the transferee.

3. **Cumulative Voting.** Any such member at any election for directors shall have the right to cumulate votes and give one (1) 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 to distribute his or her votes on the same principle among as many candidates as he or she shall think fit. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected.

4. **Voting for Candidates Properly Nominated.** Members must vote only for those candidate(s) who have been properly nominated prior to the close of nominations.

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 Holder.** 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. **Official Ballots/Non Revocable.** Only those ballots printed by the association or the Inspector of Elections shall be considered official secret ballots. Official secret ballots shall be delivered by the association to every member. As with municipal, state, and federal elections, voters cannot substitute their own ballots for official secret ballots. Once an official 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. **Signature.** The official secret ballot should be filled out, but not signed by the voter.

b. **Inner Envelope.** After the official secret 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.** Official secret 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 ballot which contains any of the following symbols shall be counted and tabulated as if said symbol was the number "1": an "x", a checkmark, or any non-numerical symbolic designation indicating the voter's intent to vote for any particular candidate, issue or ballot measure. A ballot shall not be invalidated solely due to the inclusion of a signature thereon.

VI. MEETING PROCEDURES

A. Chair of Meeting.

The president shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, have general supervision, direction and control of the business and officers of the Corporation. He shall preside at all meetings of the members and at all meetings of the Board.

B. Quorum. The presence in person or by proxy of a majority of the voting power entitled to vote at any meeting shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough voting power to leave less than a quorum. In the event any meeting of members cannot be held because a quorum is not present, the members present, either in person or by proxy, may adjourn the meeting to a time not less than five (5) days nor more than thirty (30) days from the time the original meeting was called, at which meeting the quorum requirement shall be twenty-five percent (25%) of the voting power of the membership of the Corporation.

C. Adjourned Meetings and Notice Thereof. Any membership meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the voting power present in person or represented by proxy, but in the absence of a quorum no other business may be transacted at any such meeting. When any membership meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. otherwise, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting other than by an announcement at the meeting at which such adjournment is taken.

D. Counting Ballots.

The Inspectors of Election, or his or her designee, shall count and tabulate all official 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 tabulated results of the election shall be announced immediately after all the ballots have been counted. The tabulated results of the election shall be promptly reported to the board of directors of the association and 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. Within fifteen (15) days of the election, the board shall publicize the tabulated 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 FILING FORM
For the 200__ Election of Directors

I hereby nominate myself as a candidate for the board of directors. *(Please legibly print or type the information below.)*

Name _____

Mailing address _____

City _____ State _____ Zip _____

Home telephone _____ Work _____

E-mail address _____

Signature _____ Date _____

.....OFFICE USE ONLY.....

Date received _____ Received by _____

Comments _____

<Sample>
BALLOT

Cumulative voting is authorized. You may cast up to ____ votes in any manner you choose (for example, all ____ votes for one candidate and 0 for the other candidates; or up to a total of ____ votes in any other combination you choose). **DO NOT** cast more than ____ votes on this ballot, otherwise the ballot cannot be counted. If you place a single X or a single 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	_____