

EASTBLUFF HOMEOWNERS COMMUNITY ASSOCIATION

ELECTION RULES AND PROCEDURES FOR ELECTIONS IDENTIFIED IN CIVIL CODE SECTION 5100(a)

1. All candidates or members advocating a point of view shall have equal access to Association media, newsletters, and websites during a campaign for purposes reasonably related to that election. The Association will not edit or redact any content from these communications; however, the Association may include a statement specifying that the candidate or member, as applicable, and not the Association, is solely responsible for the content of the communication, and that the Association was required by law to publish the communication verbatim, regardless of content.
2. All candidates or members advocating a point of view will have equal access, at no cost, to any common area meeting space during a campaign for purposes reasonably related to the election.
3. In order to be a candidate for election to the Association's Board of Directors, you need not be the owner of a residence in Eastbluff.
4. A person may become a candidate by either (a) submitting a "Declaration of Candidacy" form (available from the management company) at least sixty (60) days prior to the date of the annual meeting, or (b) being nominated from the floor at the annual meeting (self-nominations from the floor are permitted).
5. Record dates for determining members entitled to receive notice of the meeting and for determining members entitled to vote at the meeting shall be established in accordance with Corporations Code Section 7611.
6. Each member of record whose voting rights have not been suspended by the Board of Directors is entitled to vote. Each membership is entitled to one (1) vote on each issue being voted on (except election of directors, in which case each membership is entitled to one (1) vote for each position on the board to be filled at the election).
7. The Association will not distribute proxies for elections subject to Civil Code Section 5100 *et seq.* For those elections in which proxies are used, in order to be counted the proxy must (a) identify a proxyholder (who must physically attend the meeting for which the proxy is being exercised), (b) contain voting instructions, and (c) be signed by the member giving the proxy. A proxy that does not satisfy these requirements will not be counted. Any instruction given in a proxy issued for an election that directs the manner in which the proxyholder is to cast the vote must be set forth on a separate page of the proxy that can be detached and given to the proxyholder to retain. The proxyholder must cast the member's vote by secret ballot.

8. The voting period for member elections subject to Civil Code 5100 *et seq.* shall commence when the first ballot is mailed or delivered to a member of the Association, and shall end at such time as the inspector(s) of election determine the polls close, in accordance with Civil Code Section 5110(c)(6). The voting period for member elections not subject to Civil Code Section 5100 *et seq.* shall commence at the meeting at such time as the person presiding over the meeting declares the voting period commences, and shall end at such time as the inspector(s) of election determine the polls close. For those elections conducted by written ballot without a meeting in accordance with Corporations Code Section 7513, the voting period shall commence when the first ballot is mailed or delivered to a member of the Association, and shall end at such time as is specified in the ballot.

9. At least sixty (60) days prior to any meeting of members (or, in the instance of elections conducted without a meeting pursuant to Corporations Code Section 7513, at least sixty (60) days prior to the deadline by which ballots must be received in order to be counted), the Association's board of directors shall select either one (1) or three (3) independent third parties, in its discretion, to serve as inspector(s) of election. An "independent third party" who serves as inspector of election may include, but is not limited to, (a) a volunteer poll worker with the county registrar of voters, (b) a licensee of the California Board of Accountancy, (c) a notary public, (d) a member of the Association who is neither a director, a candidate for election as director, nor related to a director or candidate for election as director, (e) a person, business entity, or subdivision of a business entity who is currently employed by or under contract to the Association for compensable services, including but not limited to the Association's management agent, accountant, or counsel. 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 persons are independent third parties.

10. The inspector(s) of election shall perform the following duties:

- (a) Determine the number of memberships entitled to vote and the voting power of each;
- (b) Determine the authenticity, validity, and effect of proxies, if any;
- (c) Receive ballots;
- (d) Hear and determine all challenges and questions in any way arising out of or in connection with the right to vote;
- (e) Count and tabulate all votes;
- (f) Determine when the polls shall close;
- (g) Determine the tabulated results of the election; and
- (h) Perform any acts as may be proper to conduct the election with fairness to all members in accordance with Civil Code Section 5100 *et seq.*, the California Corporations Code, and all applicable Association rules regarding the conduct of the election that do not conflict with Civil Code Section 5100 *et seq.*

11. An inspector of election shall perform his or her duties impartially, in good faith, to the best of his or her ability, and as expeditiously as is practical. If there are three (3) inspectors of election, then the decision or act of a majority shall be effective in all respects as the decision or act of all. Any report made by the inspector(s) of election is prima facie evidence of the facts stated in the report.

12. Elections subject to Civil Code Section 5100 *et seq.* shall be conducted in accordance with the following procedures:

(a) Ballots and two preaddressed envelopes with instructions on how to return ballots substantially in the form of Exhibit "A" attached hereto and incorporated herein by this reference shall be delivered or mailed by first-class mail to every member not less than thirty (30) days prior to the deadline for voting (a member may not be identified by name, address, lot, parcel, or unit number on the ballot);

(b) Ballots are *not* to be signed by the voter;

(c) Completed ballots must be placed into an inner envelope that has no identifying information (*e.g.*, no member name, no property address, no signature, etc.) on it, and the inner envelope is then sealed by the member;

(d) The inner envelope is then inserted into the outer envelope that is preaddressed to the inspector(s) of election and then sealed by the member;

(e) In the upper left hand corner of the outer envelope, the member shall indicate his name and the address of the property in the community that entitles the member to vote in the Association's election, and then the member *must* sign his or her name in the upper left hand corner of the outer envelope. Ballots received in improperly completed envelopes (*e.g.*, not signed) will *not* be counted;

(f) The envelope may be mailed or delivered by hand to the inspector(s) of election, and the member may request a receipt for delivery; once received, ballots may not be revoked;

(g) All properly returned votes shall be counted and tabulated by the inspector(s) of election (or the designee of the inspector(s) of election) in public at a properly noticed open meeting of the Association's board of directors or members;

(h) Once a ballot is received by the inspector(s) of election, it is irrevocable;

(i) Any candidate or other Association member may witness the counting and tabulation of the votes;

(j) No person, including any Association member or management company employee, may open or otherwise review any ballot prior to the time and place at which the ballots are counted and tabulated;

(k) The inspector(s) of election shall promptly report the tabulated election results to the Association's board of directors, and such tabulated results shall be (i) recorded in the minutes of the next meeting of the board of directors, (ii) available for review by the Association's members, and (iii) publicized within fifteen (15) days of the election in a communication directed to all members;

(l) The sealed ballots shall at all times be in the custody of the inspector(s) of election or at a location designated by the inspector(s) of election until after tabulation of the vote, and until the time allowed by Civil Code Section 5145 for challenging the election has expired, at which time custody shall be transferred to the Association;

(m) In the event of a recount or other challenge to the election process, the inspector(s) of election 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 preserves the confidentiality of the vote.

13. Association funds may not be used for campaign purposes in connection with any Association election except to the extent necessary to comply with duties of the Association imposed by law. As used in this paragraph, "campaign purposes" includes, but is not limited to, (a) expressly advocating the election or defeat of any candidate on an Association ballot, and (b) including the photograph or prominently featuring the name of any candidate on a communication from the Association or its board of directors (other than the ballot and ballot materials) within thirty (30) days of an election. "Campaign purposes" does not include communication for which equal access is required to be provided pursuant to Paragraphs 1 and 2 above.