

# RIDGESTONE HOMEOWNERS ASSOCIATION

## POLICY #3:

### HOA BOARD MEMBER ELECTION POLICY

The Board of Directors of the **RIDGESTONE HOMEOWNERS ASSOCIATION** has adopted the following HOA Board Member Election note to guide and explain the election process. This note is intended to provide simplified guidance to the policies found in the Association Bylaws (primarily Section 3.2 and section 5), and should any conflict arise between this note and any of the Governing Documents, the Governing Documents shall be considered authoritative, if applicable. References to existing Bylaws sections are in [ ].

1. **Composition of the Board.** Ridgestone HOA is managed by three Directors, each of whom fills a Board position which has a three-year term. The terms are staggered so that one Director is elected for a three-year term each year. The three current Directors comprise the HOA Board of Directors, also called Board members or Directors.
2. **Determination of open Board positions.** Typically, when all current Board positions have been filled through the election process, one Board member term will expire each year, and the election will be for a Board member to serve the new three-year term in that position. However, when a Board position has been vacated prior to the expiration of the term, the remaining Board members may appoint an interim Board member to fill that position until the next election. A Board member may be elected for that position at the next Annual Meeting to finish the remainder of that term provided there is a quorum present, if the term has not expired.
3. **Determination of Candidates.** Ridgestone has traditionally solicited volunteers prior to the Annual Meeting to run for open Board positions. Although the Bylaws section 3.2.2 specify a nominating committee, the process followed by Ridgestone is to include on the ballot any qualified volunteers, as well as any qualified nominations made from the floor at the meeting. Thus, all qualified candidates are considered to be nominated by the Board. Qualified candidates are limited to current Ridgestone homeowners. If there are no volunteer candidates, the Board is responsible for nominating enough candidates to fill the open positions [see Bylaws section 3.2.2]
4. **Timing of Election.** The election for Board member positions is intended to occur at the Annual Meeting. If the election cannot be held at the Annual Meeting for any reason, a Special Meeting may be called for the purpose of the election. The quorum requirement for the Special Meeting is as specified in the Bylaws section 2.2.4.
5. **Failure to meet quorum.** If a quorum is not achieved through meeting attendees and proxies, and there are one or more open Board positions to fill, no election is held. Open positions are filled by appointment by the current Board members and those positions come up for election at the next Annual Meeting (or Special Meeting) to fill out their term, as described in the previous section. Officers are then determined as described in **Selection of Association Officers** below.

6. **Election Process.** The following paragraphs describe the election process.

- a. **Voters.** Each unit in Ridgestone has one vote in the election. Units with multiple owners at the meeting will be considered a single voter for the purposes of this process. Voters that are in attendance at the meeting are “present voters”. Owners not in attendance may choose in advance to assign their vote to another Ridgestone homeowner or a resident of their choosing who is present at the meeting. The owner assigning their vote to another person must fill out and submit a proxy form identifying themselves and indicating who is assigned to vote for them (see also **Validation of Proxies** below).
- b. **Conduct of the election process.** Under normal circumstances the Property Manager, as a non-voting third party, shall conduct the election by following the procedures in this document under the observation of the current board. If the Property Manager is not available for the election, the election may be conducted by two present non-candidate voters, upon approval of a majority of the voters including proxies at the meeting, and if the necessary information is available to them for candidate and proxy validation (ie. If proxy validation is not available no election can take place). The person(s) with this responsibility will be referred to as the Election Conductor.
- c. **Call for Nominations.** There shall be an announcement of declared candidates and a call for any nominations from the floor for candidates for open positions. Candidates may be self-nominated. Candidates need not be present to be nominated but if possible their willingness to serve should be ascertained. Any candidates nominated from the floor must be validated as qualified (see **Determination of Candidates** section above). Candidates nominated from the floor may decline the nomination if they are present. If more than one position is being voted on, the candidates must declare which position they are running for. A candidate may run for only one position at a time.
- d. **Announcement of Candidates.** Following the Call for Nominations, and prior to any voting, the slate of candidates shall be announced. These should be either printed on the ballots, or in the case of in-meeting nominations, all candidate names shall be displayed and visible to all voters present, until the voting is completed. No candidates may be added for any position once voting has begun.
- e. **Validation of Proxies.** Proxies must be received by the Election Conductor by the deadline stated on the proxy form, or produced at the meeting. No proxies may be submitted once the voting has begun. Prior to any voting, the property manager and the board shall validate each proxy as follows:
  - Confirm that the information matches that of a voting owner. If the proxy does not match a voting owner, it is discarded. Discarded proxies do not count toward quorum.
  - Confirm that multiple proxies from the same owner have not been received. If there are multiple proxies from the same owner, the most recent one (if that can be determined) will be used for voting. If the most recent one cannot be determined, and the assigned voter is different, then the proxy is not valid for voting. In either case, the proxy is still valid for quorum purposes.
  - Confirm that the owner represented on the proxy is not in fact in attendance at the meeting. If the owner is present at the time of voting, the proxy is discarded.

- Confirm that the designated proxy (if specified) is present at the meeting. If the designated proxy holder is not present, the proxy will still be valid for quorum purposes. No proxies may be submitted once the voting has begun.
- f. **Announcement of Proxy votes.** When the proxies have been validated, and prior to any voting, the Election Conductor announces the number of votes allocated to each voter present named on the proxies.
  - g. **Ballot preparation.** Ballots should be pieces of paper, all similar in appearance, all with the exact same identifying markings indicating that these are “official” ballots, but no other markings to distinguish one ballot from another. The vote is by secret ballot on a non-cumulative basis [see Bylaws section 3.2.3].
  - h. **Announcement of Position being voted.** Voting is performed separately for each open position (because the positions may have different terms remaining and different candidates). When there are multiple positions to be elected, The Election Conductor announces prior to the vote which position is being voted on, and announces the candidate list for that position. The positions may be voted on in any order. No existing board member may run for election unless their term is expiring.
  - i. **Voting process.** Ballots are distributed to present voting members as follows: one ballot for each lot or unit represented, and in addition, one ballot to designated proxy voters for each validated proxy designating them. Voters write the name of one candidate from the announced candidate list on each ballot. Voters who are representing proxies need not vote their proxy ballots the same as their own. Completed ballots are turned in to the Election Conductor.
  - j. **Vote Counting.** Votes are counted by the Election Conductor, and the entire counting process is monitored by two present non-candidate voters. Upon request, any candidate or voter present may observe the ballot counting process on a non-interference basis. Any candidate or voter present may request the counting of the ballots to take place publically in front of all members present. In the case where all three board openings are up for election the ballot counting shall take place in front of all members present. Ballots which are unreadable, or blank, or contain more than one name are discarded. The current board shall have final say on whether a ballot is invalid and thus to be discarded. Names on the ballot that are not on the candidate list (write-ins) are also counted.
  - k. **Announcement of Results.** Upon completion of the vote counting, and after the count overseers are satisfied with the accuracy of the counting, the results shall be presented to the existing board before being announced. The existing board is responsible for certifying the results. In the case of a dispute the outgoing board will have sole authority to adjudicate the dispute. The results are announced to those present at the meeting. The announced results must include the vote totals for each candidate that receives a vote, including write-ins. The candidate receiving the majority (50% plus one of the valid votes cast) is to be declared the winner for that position. If no candidate receives a majority the top two candidates will face off in a second round of voting. In the event of a tie in the second round of voting a coin toss, to be conducted by the Election Coordinator, will decide the winner unless resolution by a third vote is seen as likely by the Election Coordinator. The run-off vote is held according to the same rules above. The candidate in the run-off receiving the majority of votes is the winner. If the winner is a write-in

candidate (not on the candidate list), they must be confirmed by the Election Conductor as a qualified candidate and that they desire to serve on the board before the results can be announced.

- I. **Certification of Results.** The outgoing Board shall certify the results of the vote. Certification means that the Board agrees that:
- The election has been properly conducted according to this policy and all other governing documents,
  - The ballots have been properly validated, counted, and the results reported,
  - There are no outstanding objections from the voters or candidate(s) regarding any aspect of the conduct of the election.

The certification activity must occur before the adjournment of the meeting, in the presence of all attendees. If the Board is not satisfied that the election has been conducted according to the procedure in this document, or if there are any disputes of the vote that cannot be immediately resolved to the unanimous satisfaction of the outgoing board, then the vote must be held again.

7. **Documenting the vote results.** The results should be documented by the outgoing board in the meeting minutes, including the list of candidates and votes received with the winning candidates noted. All material associated with the election (including candidate list, ballots, proxies, and vote counts) should be retained by the Property Manager as Association Records until the next election with a quorum present.
8. **Selection of Association Officers.** The officers of the Association consist of a President, a Vice President/Treasurer, and a Secretary. The offices may be filled by Board members, but it is not required (officers may be appointed by the Board). Multiple offices may be held by the same person, except the President and the Secretary cannot be the same person [see Bylaws section 5.2]. Ridgestone Association offices are traditionally filled by Board members, and they traditionally combine the Vice President and Treasurer offices, to be held by a single Board member. The holder of each Association office is determined annually by an organizational Board meeting which follows the election [see Bylaws section 5.2]. Most importantly, no particular office is attached to a Board position, or a Board member, or for the entire term of the position – the officers are determined each year by the Board.

EFFECTIVE as of **January 2019\_**

**RIDGESTONE HOMEOWNERS ASSOCIATION**  
Board of Directors

By \_\_\_\_\_  
Ridgestone HOA Board Secretary