

**[PROPOSED] ELECTION AND VOTING PROCEDURES FOR
LOS FELIZ ESTATES OWNERS ASSOCIATION**

I. All Elections and Membership Votes

(a) Voting

1. All membership votes regarding assessments legally requiring a vote, election and removal of members of the Association Board of Directors, amendments to the governing documents, or the grant of exclusive use of common area property pursuant to Section 1363.07 shall be by secret ballot.
2. The Members of the Corporation shall be the Owners of record of lots in the real property described in the Articles of Incorporation of the Association and in such additional property as may become subject to the Declaration of restrictive covenants referred to in Article II (b) of the Articles of Incorporation. Such ownership of a lot shall be the sole qualification for membership in this corporation. No person or Corporation taking title to a lot as security for payment of money or performance of other obligations shall thereby qualify for membership or become a member. Acceptance by grantee of a conveyance of a lot within the Association shall constitute the grantee as a member of this Corporation subject to the CC&R's and By-laws of Los Feliz Estates Owners Association without further action on his part, and certification by the Secretary that a person is a member of this Corporation shall be conclusive evidence in favor of all third persons as to the facts recited therein.
3. Each Member shall be entitled to one vote (1) for each lot of which the member of this Corporation is the owner of record twenty (20) days prior to the original meeting or voting cut-off date, whether such date is adjourned or not.
4. When more than one (1) person holds an interest in any lot, all such persons shall be Members. The vote for such lot shall be exercised as they determine among themselves, but in no event shall more than one (1) vote be cast with respect to any lot.

(b) Membership Votes Without a Meeting:

1. Except for the meeting to count the votes required in Section III (a) of the Los Feliz Estates Owners Association Election and Voting Procedures, an election may be conducted entirely by mail.
2. Ballots and two pre-addressed 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 30 days prior to the deadline for voting. In order to preserve confidentiality, a voter may not be identified by name, address, or lot, parcel, or unit number on the ballot. The Association shall use as a model those procedures used by California counties for ensuring confidentiality of voter absentee ballots, including all of the following:
 - i. The ballot itself is not signed by the voter, but is inserted into an envelope that is sealed. This envelope is inserted into a second envelope that is sealed. In the upper left hand corner of the second envelope, the voter prints and signs his or her name and provides his or her address within the Los Feliz Estates Community that entitles him or her to vote.

ii. The second envelope is addressed to the inspector of elections (c/o the LFEOA management), who will be tallying the votes. The envelope may be mailed or delivered by hand to the specified location. The Member may request a receipt for delivery.

3. When there is a membership vote without a meeting, receipt of ballots from seventy-five (75) Members of this Corporation on or before the cut-off date specified in the voting instructions included with the mailed ballot shall constitute a quorum. Except in elections regarding assessments where receipt of ballots from ninety-eight (98) Members of the Corporation shall constitute a quorum, or elections regarding amendments to governing documents where ninety-eight (98) votes in favor of the amendment are required for passage on or before the cut-off date specified in the voting instructions included with the mailed ballot. The cut-off date shall be determined by the inspectors of election, consistent with the governing documents.

(c) Membership Votes at a Meeting; Proxies; Absentee Ballots:

1. Membership votes cast at a meeting regarding assessments legally requiring a vote, election and removal of members of the Association Board of Directors, amendments to the governing documents, or the grant of exclusive use of common area property pursuant to Section 1363.07 shall be by secret ballot.
2. Votes may be cast in person or by proxy. A “proxy” is a written authorization signed by a Member or the authorized representative of the Member that gives another Member or Members the power to vote on behalf of that Member. Proxies must be filed with the Secretary before the appointed time for each meeting. No proxy shall be valid after the expiration of eleven (11) months from the date of execution, unless the member executing it specifies therein the length of time for which such proxy is to continue in force, which in no case shall exceed seven (7) years from the date of its execution.
3. For the purposes of the Los Feliz Estates Owners Association Election and Voting Procedures, “signed” means the placing of the member’s name on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the Member or authorized representative of the Member.
4. 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. Said separate page shall in no way indicate the identity of the proxy giver. The proxy holder shall cast the Member’s vote by secret ballot. The proxy may be revoked by the Member prior to the receipt of the ballot by the inspectors of election as described in Section 7613 of the Corporations Code.
5. Proxies shall not be construed or used in lieu of a ballot.
6. When a membership vote is set to take place at a meeting, the Association shall mail an absentee ballot to all Members. The procedure used for Absentee Ballots shall be the same two envelope procedure described in Section I(b)(2) of these Los Feliz Estates Owners Association Election and Voting Procedures. Absentee Ballots must be received on or before the cut-off date specified in the voting instructions included with the mailed absentee ballot. The cut-off date shall be determined by the inspector(s) of elections, consistent with the governing documents.

7. When there is a membership vote with a meeting, the presence in person or by proxy or absentee ballot at the meeting of seventy-five Members of this Corporation shall constitute a quorum. Except in elections regarding assessments where presence in person or by proxy or absentee ballot at the meeting of ninety-eight (98) Members of the Corporation shall constitute a quorum, or elections regarding amendments to governing documents where ninety-eight (98) votes in favor of the amendment are required for passage. Each ballot received by the inspectors of election shall be treated as a member present for purposes of establishing a quorum. 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 Members to leave less than a quorum, if any action (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum. Action may be taken at any meeting at which a quorum is present by a majority of the voting power present in person or by proxy or by absentee ballot.
8. When there is a membership vote at a meeting, the polls shall open and close at the times specified in the agenda sent with the notice of the meeting. The Inspectors of Election may within their sole discretion extend the closing time of the polls as is necessary so as not to disenfranchise Members of the Association who wish to vote. Under no circumstances may the polls close later than 10:00 p.m.

(d) Inspectors of Election

1. The Board of Directors shall annually appoint three (3) inspectors of election. An inspector of election may be a volunteer poll worker with the County Registrar of Voters, a certified public accountant, a notary public, a Member of the Association not currently a member of the Board of Directors or a candidate for the Board of Directors or related to a member of the Board of Directors or a candidate for the Board of Directors. The duties of the inspectors shall be as follows:
 - i. Determine the number of members entitled to vote and the voting power of each.
 - ii. Determine the authenticity, validity, and effect of proxies, if any.
 - iii. Receive ballots.
 - iv. Hear and determine all challenges and questions in any way arising out of or in connection with the right to vote.
 - v. Count and tabulate all votes.
 - vi. Determine when the polls shall close, consistent with the governing documents.
 - vii. Determine the tabulated results of the election.
 - viii. Perform any acts as may be proper to conduct the election with fairness to all members in accordance with this section and all applicable rules of the Association regarding the conduct of the election that are not in conflict with this section.

2. The inspectors of elections may appoint and oversee additional persons to verify signatures and to count and tabulate votes as the inspectors deem appropriate, provided that the persons are independent third parties. The inspectors of election may appoint a volunteer poll worker with the county registrar of voters, a licensee of the California Board of Accountancy, or a notary public. The inspectors may also appoint an independent third party member of the Los Feliz Estates Owners Association, but may not appoint a member of the Board of Directors or a candidate for the Board of Directors, or related to a member of the Board of Directors or a candidate for the Board of Directors.

II. Election of Directors:

(a) Nomination Procedure

1. Nomination: Nominations shall be made by a Nominating Committee, consisting of not less than three (3) Members appointed by the Board of Directors for that purpose. The Nominating Committee will obtain nominees as specifically outlined in the Los Feliz Estates Owners Association Bylaws.
2. The nomination forms must be received by the Nominating Committee at least 30 days prior to the date of the annual meeting.
3. A Member may nominate himself or any other member of the Association. Nominations must be accepted by the Nominating Committee.
4. ARTICLE V, Section 4 of the Association's Bylaws states, "At the time of his election, each of the Directors of this Corporation shall be a voting Member of this corporation, entitled to vote at the Annual Membership Meeting and Election in Accordance with Article II, Section, 1, 2, and 3 of [the Los Feliz Estates Owners Association Bylaws]". The nomination form will so state.
5. ARTICLE V, Section 2 of the Association's Bylaws states, "The elected directors shall serve one year terms." The nomination form will so state.
6. All individuals whose names have been placed in nomination pursuant to the foregoing will have their name printed on the ballot and any proxy mailed by the Association.

(b) Campaign:

1. All candidates and Members advocating a point of view shall be provided access to any existing Association media, newsletters or internet websites during the campaign for purposes reasonably related to that election.
2. Equal access to the Association media referenced in paragraph 1 shall be provided to all candidates and Members advocating a point of view, including those not endorsed by the Board, for purposes reasonably related to the election. The Association shall not edit or redact any content from these communications but shall include a statement specifying that the candidate or Member, and not the Association, is responsible for the content.
3. Any Member or candidate shall have access to the common area meeting space, if any exists, during a campaign at no cost for purposes reasonably related to the election.

(c) Election of Officers:

1. The election of officers shall take place at the organization meeting of each new Board of Directors. The Officers of this Corporation shall be a President, Vice President, Secretary, and Treasurer and such other officers as the Board of Directors may appoint. When the duties do not conflict, one (1) person other than the President may hold more than one of these offices.
2. Each Officer shall hold his or her office at the pleasure of the Board of Directors, until he or she resigns, is removed, or otherwise disqualified to serve, or his or her successor shall be elected and qualified to serve.
3. Upon an affirmative vote of a majority of the entire Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose. Any officer may resign at any time by giving written notice to the Board or to the President or Secretary of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and unless otherwise specified in said notice, acceptance of such resignation by the Board shall not be necessary to make it effective.

III. Tabulation and Record Retention

- (a) All votes shall be counted and tabulated by the inspector(s) of elections in public at the membership meeting, or in the case of a vote by mail, 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. The LFEOA management will retain possession of the ballots until delivery to the inspector(s) of elections at said meeting. No person, including a Member of the Association or an employee of the LFEOA management shall open or otherwise review any ballot prior to the time and place at which the ballots are counted and tabulated. When ballots are received by mail, the inspector(s) of elections, 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. Once a secret ballot is received by the inspector of elections, it shall be irrevocable.
- (b) The 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 15 days of the election, the Board shall publicize the results of the election in a communication directed to all Members.
- (c) The sealed ballots at all times shall be in the custody of the inspector(s) of elections c/o the LFEOA management 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. If there is a recount or other challenge to the process, the inspector of elections shall, upon written request, make the ballots available for inspection and review by an Association Member or his or her authorized representative. Any recount shall be done in a manner that preserves the confidentiality of the vote.
- (d) 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 year after the date of election.

IV. Miscellaneous

- (a) Association funds shall not be used for campaign purposes in connection with any Association board election. Funds of the Association shall 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.
- (b) For the purposes of this section “campaign purposes” include, but are not limited to, the following:

 - 1. Expressly advocating the election or defeat or any candidate that is on the Association election ballot.
 - 2. Including the photograph or prominently featuring the name of any candidate on a communication from the Association or its board, excepting the ballot and ballot materials, within 30 days of an election.