

Subject: Elections

Purpose: To Establish Procedures for Golden Rain Foundation Elections

The following Golden Rain Foundation Election Procedures were adopted by the Board of Directors, as amended, on December 2, 2010.

Authority: Procedure

3/28/02 Rev.

1/22/03 Rev.

12/2/10 Rev.

**GOLDEN RAIN FOUNDATION  
OF  
WALNUT CREEK**

**ELECTION PROCEDURES**

**AS AMENDED  
DECEMBER 2, 2010**

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**PROVISIONS OF GRF BYLAWS RELATED TO CONDUCTING ELECTIONS**

| <b>BALLOTS</b>  | <b>ARTICLE</b> | <b>SECTION</b> |
|---|----------------|----------------|
| Sent to voters not less than 10 nor more than 90 days prior to election date.   | IV             | 2 (h)          |
| To be counted, ballots shall be received by an independent agency designated by the Board and no later than the date and time stated in the ballot.       | IV             | 2 (h)          |
| Absentee balloting permitted.   | II             | 12             |
| Distribution, receipt and counting is the responsibility of the Secretary or Assistant Secretary of GRF (the "Secretary").                                | IV             | 2 (i)          |
| Counting shall be supervised by a certified public accountant or other competent person or persons designated by the Board of Directors.                  | IV             | 2 (i)          |
| Board of Directors prescribes procedures to assure integrity and secrecy of balloting and compliance with limit of one vote per manor.                    | IV             | 2 (i)          |
| <b>DIRECTORS</b>  |                |                |
| One to be elected from each District for a term of 3 years.   | IV             | 2 (a)          |
| Elected directors announced at Annual Meeting.  | IV             | 2 (d)          |
| Election to be by secret ballot, within each District.  | IV             | 2 (h)          |
| Candidate receiving plurality of votes in the District to be certified as elected.  | IV             | 2 (j)          |
| Director vacancy occurring more than 90 days before an Annual Meeting to be filled by special election of a successor to serve unexpired portion of term. | IV             | 3 (d)          |



**PROVISIONS OF GRF BYLAWS RELATED TO CONDUCTING ELECTIONS (Continued)**

**VOTING DISTRICTS**

|   |    |       |
|---|----|-------|
| Designated or modified at discretion of the Board of Directors. | IV | 2 (b) |
|---|----|-------|

**VOTING RIGHTS**

|  | <b>ARTICLE</b> | <b>SECTION</b> |
|--|----------------|----------------|
| One class of membership, each entitled to vote   | II             | 2              |
| Only one vote per manor allowable  | II             | 7              |
| Only members in Districts to be represented may vote for directors.  | II             | 7              |
| All members entitled to vote, subject to limitation of one vote per manor, on all matters other than elections of directors. | II             | 7              |
| Entitlement of FHA or holder of an FHA insured mortgage to vote.   | II             | 8              |

## SCHEDULING OF ELECTIONS

1. First notice of election in the second issue of the Rossmoor News published in February.
2. Nominating Petitions must be received in the Foundation office not later than 4:00 p.m. on a date established by the Board that is not less than 50 nor more than 120 days before the day directors are to be elected.
3. Notice of Annual Meeting of Members and ballots are mailed to voters not less than 10 nor more than 90 days before the date of the meeting. If notice is distributed by other than first-class mail or hand delivered, notice must be given not less than 20 days before the date of the meeting. Notice of Annual Meeting of Members is mailed only if there is a Bylaw amendment or some other issue that needs to go to all members. Otherwise, Notice of Annual Meeting of Members will be published in three successive issues of the Rossmoor News (or any successor publication), with the third publication appearing not less than five days before the meeting date.
4. Marked ballots, to be counted, must be received by an independent agency designated by the Board by the close of business on the Thursday preceding the date of election (Annual Meeting of Members).
5. Annual Meeting of Members, at which election results are announced, is held on the second Monday in May.

A minimum of four weeks is allowed for preparation and submission of Nominating Petitions, approximately two weeks for preparation and mailing of ballots (based upon mailing 30 days prior to the meeting; two weeks minimum for marking and return of ballots (based upon mailing 20 days prior to the meeting); and three days (Friday, Saturday, Sunday) for ballot counting.

A typical schedule for a year in which the second Rossmoor News publication date in February falls on the 12th would be as follows:

|                     |  |
|---------------------|--|
| January 31 (Friday) | Article announcing the Annual Meeting and describing election Districts sent to Rossmoor News for February 12 publication. This is sent about two weeks prior to publication so the News staff can provide proper space and setup. |
|---------------------|--|

- February 12 (Wednesday) Publication of announcement (second Wednesday of month).
- February 19 (Wednesday) Follow-up article in Rossmoor News regarding meeting and elections.
- February 26 (Wednesday) Second follow-up notice in Rossmoor News.
- March 12 (Wednesday) Reminder notice in Rossmoor News regarding deadline for submitting Nominating Petitions.
- March 21 (Friday) Nominating Petitions to be in Foundation office not later than 4:00 p.m.
- March 24 (Monday) The Secretary will finalize the review of the petitions for compliance with GRF Bylaws and certify those that qualify. Names of confirmed candidates (the "Candidates") will be posted at the Board Office and transmitted to the Communications Department Manager, if possible.
- March 26 (Wednesday) Names of Candidates to be published in the Rossmoor News, if possible.
- April 9 (Wednesday) Names of Candidates, their pictures and their statements of background, qualifications and views on issues to be published.
- April 12 thru April 22 Mailing of ballots. It is recommended the mailing of ballots be done 20 days prior to the Annual Meeting.
- April 30 (Wednesday) Reminder article in Rossmoor News emphasizing deadline date for returning ballots.
- May 8 (Thursday) Close of business deadline for receipt of marked ballots.
- May 11 (Sunday) Ballot counting must be complete and certification of results readied.
- May 12 (Monday) Annual Meeting of Members at which new directors are announced and installed (second Monday of month).
- May 14 (Wednesday) Publication of election results.

## NOMINATIONS

First step in nominating Foundation directors is an election announcement by the Secretary published in the second February issue of the Rossmoor News. It states date of the election, specifies the Districts from which directors are to be elected, and invites interested members to pick up blank forms for Nominating Petitions at the Foundation office.

Any member may obtain the forms and solicit signatures on them. Member must state the name and address of the nominee for whom the petition is intended. Bylaws require that each completed petition, to receive consideration, must bear signatures representing at least ten percent (10%) of manors in the District wherein the nominee resides.

A petition may bear the name of only one nominee, but members residing within a District may sign petitions for as many nominees as they wish. Each signer must reside within the same election District as the named nominee and must be either a member of a Mutual (Planned Unit Development ["PUD"], Cooperative or Condominium), or a designated occupant of a Mutual (PUD, Cooperative or Condominium).

The Bylaws require submission of signed petitions to the Secretary not later than 4:00 p.m. on a date not less than 50 nor more than 120 days before the day directors are to be elected. When submitted, each petition must be accompanied by a statement of 300 words or less, "setting forth the nominee's background and qualifications and views on issues which the nominee expects will be involved in the election".

If the time limit for return of petitions expires, with nominations still lacking for any position to be filled, the Bylaws require the Board to immediately name a three-member Nominating Committee to select one or more nominees who are willing to serve, and submit the name or names to the Secretary. The Committee thereupon ceases to exist.

The Secretary reviews each submitted Nominating Petition for compliance with the Bylaws, certifies whether it has qualified, posts the list of qualified nominees certified (the Candidates) at the Board Office, then transmits the list to the Communications Department Manager. The Secretary thereafter prepares a ballot showing names of all Candidates. In determining qualifications, the Secretary is allowed to count only one signature per membership on each petition.

A typical format for a Nominating Petition is shown in the section of the Manual entitled "Forms". This format may be changed at any time by the Board of Directors, or the Board may approve changes suggested by any member.

## **BALLOT PREPARATION**

Preparation of election ballots, voting instructions, and informational materials accompanying ballots, all in forms acceptable to the Board of Directors, is the responsibility of the Secretary.

Names of Candidates for each District are listed alphabetically on the ballot. If a Candidate is frequently known by a nickname, that nickname may be included, in parentheses.

Candidates' statements, to accompany ballots, shall be worded exactly as submitted.

The Secretary arranges for printing of each ballot, with appropriate mailing materials, in sufficient quantity for a copy to be furnished to each member eligible to vote that ballot.

Ballot preparation is subject to the provision of the Bylaws which requires election procedures to "assure integrity and secrecy of the balloting".

Typical format for a ballot to elect a director is shown in the section of this Manual entitled "Forms". The Board of Directors may prescribe a different format if and when a change is deemed appropriate, but only sufficiently before an election to permit preparation, printing and distribution.

Ballots and accompanying materials are given to an outside vendor for printing and mailing to the members.

After mailing of ballots, any copies needed for permanent records of the Foundation are marked to indicate their use only as file copies. Any remaining ballots are destroyed, after which an affidavit is signed by the employee responsible for such action, certifying that all ballots were either mailed to voting members, destroyed, or defaced to indicate their use as samples or for records. A typical form for that affidavit is included in the "Forms" section of this Manual.

## **BALLOT ISSUANCE TO VOTERS**

Balloting is done by mail. California Corporations Code requires distribution of the ballot for the election of a director to be not less than 10 nor more than 90 days prior to the election date. The Secretary is responsible for the distribution.

One ballot is sent to each membership situated within the District from which a director is to be elected. Ballots for voting on issues other than election of directors are sent to all memberships. With each ballot there is a cautionary notice that only one vote per membership will be accepted. Each ballot must clearly state the deadline date for its return in order to be counted.

With each ballot for election of a director, a copy of each Candidate's statement is to be enclosed. Approval to include any enclosure with ballots for voting on issues other than election of directors must be obtained by a majority vote of the Board of Directors of the Foundation.

An official return envelope of a distinctive color marked to identify the contents as a ballot is mailed with each ballot. The official return envelope is addressed to the auditors, with the auditors' return address and the voter's manor file number in the upper left-hand corner of the envelope. Instructions shall include directions for:

1. Inserting the marked ballot inside the official return envelope.
2. Sealing the official return envelope.
3. Returning the official return envelope containing the ballot by mail.

Instructions should emphasize that the official return envelope must be used to return the ballot.

When the member expects to be away from Rossmoor during the voting period, he or she must notify, in writing, the Secretary, who sends the ballot as instructed by the member.

Members may request a replacement ballot five (5) days or more after the initial mailing and must sign a request for and acknowledge receipt of a replacement ballot. Replacement envelopes shall be marked with an "R" for replacement preceding the voter's manor file number on the envelopes to identify it as containing a replacement ballot. The master list of members will be checked to be certain that the initial ballot has not been returned. If a replacement ballot is requested, the issuance of the replacement ballot will be noted so that the duplicate ballot, if received, can be invalidated.

**BALLOT ISSUANCE TO VOTERS (Continued)**

The Secretary shall sign a certification that Notice of Annual Meeting has been published in three (3) successive issues of the Rossmoor News. If Notice of Annual Meeting is mailed, it shall be stipulated in the certification.

If any notice of members' meeting and ballot addressed to a member at the address of such member appearing on the books of the Corporation is returned to the Corporation by the U.S. Postal Service marked to indicate that the U.S. Postal Service is unable to deliver the notice and ballot to the member at such address, notice and all future notices shall be deemed to have been duly given without further mailing if the same shall be available for the member upon written demand of the member at the principal office of the Corporation for a period of one year from the date of giving of the notice to all other members.

## **BALLOT RECEIPT AND COUNTING**

To be counted, marked ballots must be received by the close of business on the Thursday preceding the date of announcement and declaration of the election (Annual Meeting of Members).

An independent agency designated by the Board takes custody of marked ballots as they arrive, places them in a secure area, and safeguards them until they are counted.

The Bylaws require ballot counting to be "observed and certified by either a certified public accountant or by some other independent and competent person or persons designated by the Board of Directors".

Designated occupants have voting rights.

The Bylaws do not specify a retention period for marked ballots after they have been counted, but the Board may specify such a period. The minimum time the Secretary shall retain envelopes and ballots shall be at least nine (9) months after the count has been completed and certified to permit review if necessary.

The Bylaws require that the candidate for director who receives a plurality of votes from his/her District shall be certified as elected.

When some issue other than election of a director is placed on a ballot, the Bylaws require that any action taken (other than adjournment) must be approved by at least a majority of the members required to constitute a quorum.

## **ANNOUNCEMENT OF ELECTION RESULTS**

Report of election, followed by induction of any new directors, is a mandatory item of the order of business for each Annual or Special Meeting of Members.

Though not required by the Bylaws, it is customary to promptly publish the results of an election in the Rossmoor News.

Because the Bylaws specify the Annual Meeting shall be held on a Monday, and the Rossmoor News publishes on Wednesday, it may not always be possible to fully publicize election results in the first issue of the Rossmoor News after the Monday meeting. If such immediate publication is impossible, complete election results shall appear in the following week's issue of the Rossmoor News.

As soon as known, the results of an election will be posted on the bulletin boards located in the Creekside, Del Valle, Dollar, Gateway, and Hillside Clubhouses and will be published in the next issue of the Rossmoor News.

## **ELECTION PUBLICITY**

The Secretary and the Rossmoor News' staff are jointly responsible for publication of election notices required by the Bylaws. The Secretary prepares notices and delivers them to the Rossmoor News office in time for inclusion in the specified newspaper issues. Placement in the newspaper and appropriate headlines are the responsibility of the publication staff.

The Bylaws require publication in the second February issue of the Rossmoor News each year of a notice describing the election Districts in which vacancies for directors will occur and inviting submission of Nominating Petitions for nominees to fill those vacancies. Petitions, along with candidates' statements, are received up to 4:00 p.m. on a date established by the Board that is not less than 50 nor more than 120 days before the directors are to be elected. Promptly after that deadline, names of qualifying Candidates, together with their statements, are published in the Rossmoor News.

The Bylaws also require publication in three successive issues of the Rossmoor News of "a place, date, time, and purpose" of each Annual or Special Meeting of Members, with the third publication not less than five days before the meeting date.

Election results, as announced at the Annual Meeting, are promptly published in the Rossmoor News.

## VOTING DISTRICTS

As of the most recent update of this Procedure there were nine (9) voting Districts for Golden Rain Foundation Directors, with total membership of 6,678. Maximum membership in any one District was 754 and minimum was 728. Average was 742, plus.

The Bylaws empower the Board of Directors to designate additional Districts and modify existing Districts. In any Board meeting, passage of a motion by the majority voting can begin a procedure of redistricting. The President may appoint, with Board concurrence, an ad hoc committee to develop a new plan of District boundaries.

The committee is free to solicit members' comments and suggestions, but the new plan does not require approval by membership vote. A new plan takes effect when approved by the Board of Directors, or on such date as specified by the Board.

Nothing in the Bylaws requires total number of Districts to be an odd number (9, 11, etc.). However, keeping an odd-numbered total helps to avoid stalemates occurring from tie votes in the Board of Directors.

While no additional manors are being built at this time, redistricting is permissible. Some factors to be considered are:

1. Equalizing number of manors in the various Districts, insofar as practical. (Number of members in a District will always exceed number of manors due to some joint tenancies.)
2. Avoiding split Districts, consisting of two or more non-contiguous areas in each.
3. Avoidance of having manors in any one entry divided between two voting Districts.
4. Establishment and adherence to maximum and minimum number of manors in any one District.
5. Achieving conformity, insofar as practical, between voting District boundaries and the boundaries of areas served by Mutuels.
6. Prompt updating of the map of voting Districts whenever boundary changes are made, and publicizing the availability of the revised map.

**FORMS**

Significant features of standard forms currently used in nominating and election procedures are shown on the following pages on file in the Board Office.

| <b>Forms Illustrated</b>  | <b>Page</b> |
|---|-------------|
| Nominating Petition (for Directors)   | 18-19       |
| Map of Election Districts   | 20          |
| Election District Addresses   | 21-23       |
| Certification of Qualification of Nominating Petitions  | 24          |
| Oath of Auditors  | 25          |
| Certification of Ballot Materials Disposition<br>(signed by Golden Rain Foundation employees) | 26          |
| Form Letter for Members to Use to Issue Mailing<br>Instructions for Notice and Ballot         | 27          |
| Certification of Delinquent Accounts  | 28          |
| Letter to Members Regarding Delinquent Accounts   | 29          |
| Delinquent List   | 30          |
| Certification of Notice of Members Meeting  | 31          |
| Notice of Meeting of Members  | 32          |
| Sample Election Ballots   | 33-35       |
| Report of Auditors  | 36          |
| Chairman' s Declaration   | 37-38       |
| Certification of Auditors   | 39          |
| Samples of Official Envelopes   | 40          |