

MEMORANDUM (2013-1-M)

FROM: THE BOARD OF DIRECTORS

FRESHWATER ESTATES PROPERTY OWNERS ASSOCIATION

DATE: September 14, 2013

SUBJECT: BOARD ADMINISTRATIVE RESOLUTION 01-2013  
Processes for Annual Elections and Use of Applicable Forms

The Bylaws, dated April 19, 2008, address in a limited capacity, the matter of membership elections to for vacancies concerning the Freshwater Estates Property Owners Association (FEPOA) Board of Directors (Board):

Article III, Section 2(b) conveys, in part, a plurality of the votes cast shall elect. Section 2(f) conveys, in part, the Board will appoint one or more inspectors to act in any meeting where a vote by the Association members is taken. The inspectors shall determine the number of members at the meeting and the existence of a quorum, and the validity of absentee ballots. The inspectors shall receive votes and absentee ballots, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes and absentee ballots, determine the result and do such as are proper to conduct the election or vote of all members. The inspectors shall make a report in writing of all matters determined by them with respect to such meeting.

Article IV, Section 2, “the membership shall elect directors to hold office for three-year terms. Each director shall hold office until the expiration of the term for which he was elected, and until his successor has been duly elected and qualified, or until his prior resignation or removal as hereinafter provided.”

The Declaration of Covenants, Conditions and Restrictions (June 2000) Section 8, asserts, in part, “Every lot owner is entitled to one vote for each lot in which they are a record owner.”

The FEPOA bylaws (April 2008), are absent a process for conducting elections of members to the Board of Directors. A process will at minimum insure every effort is made to engage a broad participation in a fair and open election process. The following will provide guidance to assist the FEPOA membership in conducting the election process for those members interested in representing the community as a member of the FEPOA Board of Directors.

Ad Hoc Election Committee

- An Ad Hoc Election Committee of three FEPOA members in good standing will be appointed by the President to preserve the secrecy and integrity of the vote. Committee members shall be unaffiliated with any potential candidate. The Board President shall appoint one of the committee members as its Chair.
- The election committee shall conduct activities such as scheduling deadlines for nominations and other related matters, receive sealed mailings pertaining to nominations, proxies and/or ballots, speak before the members at the annual meeting to explain the purpose and criteria for how the election will be conducted, provide oversight of the voting procedures and, formally announce the election results. Voting procedures will maximize participation and shall be adhered to by the committee.

Call for Nominations for Board of Director vacancies

- No later than the first week of April in any given year, a solicitation for nominations shall be sent to all eligible FEPOA members by the Board Secretary at the request of the Election Committee chair for members to nominate themselves or others to available Board vacancies. The message will be disseminated electronically and/or via US Mail with instructions for completing a Candidate Statement and returning it via US Mail to the Election Committee chair, PO Box 73, Mineral, VA 23117. The Candidate Statement must be received no later than April 30<sup>th</sup> of any given year.
- The Election Committee shall verify nominees as eligible members as reported by the FEPOA Board Treasurer to ensure members are in good standing. At the Annual Meeting, the Board Treasurer will notify the Committee Chair of any changes to the listing of members not in good standing.
- Nominations for all offices conclude the last week of April in any given year.

Proxy or Absentee Ballot Form

- A proxy is a power of attorney that allows a member to act on behalf of another member who will not be present at the annual meeting.
- An absentee ballot shall allow a member to vote from a listing of eligible nominees for Board vacancies. The ballot shall also allow for a member to write-in a candidate of his/her choosing. Write-in names must be legible and the candidate must be a member in good standing.
- A Proxy or Absentee Ballot Form will have imprinted at the top of the form a member's name and lot number. The form shall be mailed to every eligible lot owner no later than the second week of May in any given year.

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- Sufficient time should be afforded to eligible members to cast their proxy or absentee ballot for return to the Ad Hoc committee via US Mail.
- One owner per lot, and in good standing, is allowed one vote per FEPOA Board vacancy
- One owner per lot shall receive a Proxy or Absentee Ballot Form via US Mail for use if attendance is not anticipated at the Annual meeting. The committee chair will request the Board Secretary post to the website and distribute electronically an announcement when the Proxy or Absentee Ballot Form is distributed to the members.
- Members shall be provided with a self-addressed stamped envelope for returning a completed and signed Proxy or Absentee Ballot Form for return via US Mail to the Ad Hoc Elections Committee Chair, Box 73 in Mineral, VA. The member shall provide a return address on the envelope. Mailings retrieved from the FEPOA mailbox shall be delivered unopened to the committee chair who shall initial the outer envelope as being received sealed. All envelopes shall remain sealed and unopened until instructed by the Board President at the Annual Meeting to proceed with opening the envelopes.
- All Proxy or Absentee Ballot Forms must be postmarked no later than the day of the Annual Meeting in any given year.

### Results

- Before proceeding to the elections at the Annual Meeting, the Board President will solicit from the floor nominees to available Board vacancies. Names of nominees will be reported to the Election Committee Chair.
- The Board President shall then recognize the Election Committee Chair to speak before the members to explain the purpose and criteria for how the election will be conducted, provide oversight of the voting procedures and, formally announce the election results. While the Chair has the floor, the Committee members shall open all envelopes, identify and ensure all named proxies and absentee ballots are members in good standing and only one proxy or absentee ballot per lot.
  - Blank ballots are treated as scrap paper and discounted
  - Unintelligible ballots are discounted
  - Ballots cast for an ineligible candidate are discounted
  - Voting for more choices than positions are discounted
  - Unsigned Proxy or Absentee Ballot Forms unsigned are discounted
- The verified proxies shall then be surrendered to the Committee Chair for distribution to the meeting attendees. The Chair will also distribute ballots to all meeting attendees.

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- Upon conclusion of voting, the Chair shall collect all proxies and ballots from meeting attendees. The committee will ensure all voters are in good standing and one vote is cast per lot.
- The Committee shall use a Teller's Report to tabulate all votes and to report results of the election to the meeting attendees. The Board President shall determine from a plurality of votes if necessary the winner of the elected seats.
- The Board President shall instruct the Committee Chair to retain all Proxy or Absentee Ballot Forms and Ballot Forms used by meeting attendees for a period of seven (7) days at which time the materials shall be destroyed unless a recount or challenge is submitted in writing to the Board President and Committee Chair.
- The Committee Chair shall ensure the Teller's Report contains the signatures of the Chair and Committee members as witnesses. The Teller's Report is then surrendered to the Board Secretary for inclusion to the meeting minutes.

Attachments (4)

Candidate Statement

Instructions for the Proxy or Absentee Ballot Form

Proxy or Absentee Ballot Form

Teller's Report

//s//

Date

Paula J Staub, President

Attest:

Myrna Bass, Treasurer  
William Blanchard, Infrastructure  
Duane C. Sergent, Web Manager

I hereby certify a vote was taken and the Resolution above was adopted by a vote of two-thirds of the Board of Directors at the meeting of the Board of Directors on the 14<sup>th</sup> day of September 2013.

//s//

Terri Reynolds, Secretary

Minutes dated 9/14/13