

# Lake Holiday

## POLICIES, RULES, AND PROCEDURES PRP NO. 16

### **Elections and Voting**

Revised and

Approved by the Board of Directors

August 23, 2022

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# PRP NO. 16 ELECTIONS AND VOTING

## SECTION A. PURPOSE

The purpose of this PRP is to establish the election and voting process to be followed by Members, LHCC Administrative Office Staff and the Independent Vote Administrator, ensuring that all aspects of it are in compliance with the Virginia Non-Stock Corporation Act, the Virginia Property Owners' Association Act and LHCC Governing Documents. Also included are the related topics of voting for propositions to change the Articles of Incorporation and/or Bylaws, vote tabulation, tie-vote resolution, election vote challenges, the Board Organizational Meeting, and the filling of open Board of Director positions that may occur between annual elections.

## SECTION B. INITIAL ACTIVITIES

Each March, the LHCC Administrative Office establishes the current year's specific key election activity dates, as defined by the Standardized Schedule contained in Section D of this document. The Office then updates the Election Activities Timeline, subsequently scheduling applicable activities and events on the Community Online Calendar. The Board of Directors identifies an Eligible Member who is willing to form the Nominating Committee. The Nominating Committee and its Chair are subsequently approved by the Board of Directors at the April meeting.

## SECTION C. KEY DEFINITIONS

**Eligible Member:** Eligible and in Good Standing Members shall mean and refer to those Members who have paid all dues, assessments, and other charges owed to the Association, and such Members must also be in material compliance with all restrictions, rules, regulations and covenants of the Association. In order to vote, a Member must be eligible as of the Record Date.

**Record Date:** A date to determine Eligible Members. The date is set twenty-one calendar days after the announcement of the date for any meeting of the Membership. Any announcement of a meeting of the Membership shall be given at least thirty calendar days prior to the date of the meeting.

**Board of Director Open Positions:** Each year, three Directors shall be elected to fill expiring terms. Additional positions may be open if a Director leaves the Board during the preceding year.

**Candidates for Election to the Board of Directors:** Biographies/Position Statements must be submitted by the specified date and each candidate must be certified as an Eligible Member. Other candidates may be nominated from the floor of the Annual Meeting of Members, where they must be certified as Eligible Members as of the Record Date, as well as provide evidence of their willingness to serve on the Board. All candidates must have been Members of the Association for at least one year, as of the date of the Annual Meeting of Members, and must be Eligible Members. Furthermore, candidates must agree to abide by the latest version of the LHCC Board of Directors Code of Conduct as well as the Rules of Order for Association Boards by Jeffery A. Goldberg, version 1.1 and be able to fulfil a full three-year term complying with the Bylaws Article IV, as amended.

**Election:** Election to the Board of Directors shall be by secret ballot either by using paper or electronic means. At each such election, the Members present in person or by absentee ballot may cast, with respect to each vacancy, as many votes as they are entitled to cast under the provisions of the Articles of Incorporation. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

**Absentee Ballot:** A ballot submitted by paper or by electronic means.

Independent Vote Administrator: An Independent Vote Administrator will be appointed to consolidate electronic voting results with paper ballots and certify the results of the annual election.

## **SECTION D. STANDARDIZED SCHEDULE**

The basis for establishing each year's specific key election activity dates is the Annual Meeting of Members, which is held on the fourth Saturday of October. Additionally, notice of this meeting must be given not less than fourteen days or more than sixty days before the date of the meeting.

Using the current year's calendar date for the fourth Saturday in October as the baseline, other key election activity dates may then be established, based on the number of calendar days prior to that day, as follows:

1. 180+ calendar days prior – Board of Directors appoints the Nominating Committee at its regular April Meeting.
2. 92 calendar days prior (13 weeks plus 1 day), on Friday – Letter from the Nominating Committee mailed to all Members, soliciting candidates for the Board and outlining resume submittal guidelines.
3. 77 calendar days prior (11 weeks), on Saturday – 1<sup>st</sup> Candidate Briefing Session.
4. 59 calendar days prior (8 weeks plus 3 days), on Wednesday – 2<sup>nd</sup> Candidate Briefing Session.
5. 45 calendar days prior (6 weeks plus 3 days), on Wednesday – Candidate biographies/position statements are due by 5 p.m. at the LHCC Administrative Office. Each candidate shall also submit a signed statement, provided by the LHCC Management Office, indicating their intent to comply with the most recent version of the LHCC Code of Conduct and Goldberg's Rules of Order. (If submitted electronically, the communication must have an electronic record showing submission by this deadline.)
6. 36 days prior (5 weeks plus 1 day), on Friday – Mailing of Official Notice of Annual Meeting of Members. .
7. 28 days prior (4 weeks), on Saturday – Candidates Forum.
8. 15 days prior (2 weeks plus 1 day), on Friday – Official Record Date.
9. 2 days prior, on Thursday – Absentee Ballots due by 5 p.m. at the LHCC Office.
10. 1 day prior, on Friday – Meeting between the Independent Vote Administrator, Office Staff and Nominating Committee representatives.

## **SECTION E. VOTING**

Each individual lot that a Member owns shall be represented by one ballot. Voting for more candidates than there are open positions on the Board will result in disqualification of the ballot.

There are two ways that a Member may cast his/her ballot, including:

1. In-Person Voting: After proper check-in and determination of eligibility, a Member will receive a ballot, which must be cast by 10:30 a.m. to be counted.

2. Absentee Ballot: Each Member may vote by absentee ballot. . Once submitted, an absentee ballot may not be retracted or changed unless it is withdrawn by the Member in-person at the Annual Meeting of Members. Absentee ballots must be received at the LHCC Office by the date and time specified in the official Notice of Annual Meeting of Members. Absentee ballots received by mail shall be placed into the absentee ballot box in their unopened mail-in envelope. The absentee ballot box shall be conspicuously placed in the LHCC Office so that members who hand-deliver their absentee ballots to the office may place them directly therein. Members submitting an absentee ballot by electronic means will be provided details in the Official Notice of Annual Meeting of Members, Measures shall be taken to control ballot security and access only by the Independent Voting Administrator.

## **SECTION F. CHECK-IN AT THE ANNUAL MEETING OF MEMBERS**

Two check-in stations will be utilized, both with check-in sheets. Check-in sheets will note the eligibility of the Member to vote, as of the Record Date, and additionally reflect whether the Member has already voted by absentee ballot for that Section and Lot.

1. Check-In Station One is for those Members who have either cast an absentee ballot or are ineligible or do not wish to cast an in-person ballot. Check-in will involve noting the property's Section(s), Lot Number(s) and signing their name to officially signify attendance.
2. Check-In Station Two, organized alphabetically by last name, is for those who will cast a ballot at the meeting (Eligible Members who have not voted by absentee ballot). Check-in will include showing a government-issued photo ID and signing their name on the check-in sheet.
  - a. It will then be verified that the individual is an Eligible Member. The Independent Vote Administrator will oversee this activity, and upon satisfactory completion of the process, will provide a ballot and ballot envelope, unless Association records reflect that an absentee ballot has been previously received. The Independent Vote Administrator will note the applicable Section and Lot Number of the Member on the ballot envelope. Note: only the Independent Vote Administrator shall provide ballots and envelopes. The Independent Vote Administrator or a designated assistant will mark the check-in sheet for each ballot given out, to provide an accurate count and record of the ballots distributed at the meeting.
  - b. If available records indicate that a Member is not eligible to vote, but the Member contests that record, the Independent Vote Administrator will provide a ballot and ballot envelope (noting the Section and Lot Number thereon) with "Contested" printed on the envelope. "Contested" shall also be noted on the check-in sheet. To the extent possible as time permits at the meeting, LHCC Staff will research the matter of eligibility or ineligibility of the Member in order to advise the Independent Vote Administrator, assuming that the contested ballot envelope is returned.

## **SECTION G. DETERMINATION OF MEETING QUORUM**

In determining whether a quorum is present "...the presence at a meeting of the Eligible Members (in person or by absentee ballot) entitled to cast at least ten per cent (10%) of the total eligible votes of the membership shall constitute a quorum."

Prior to the commencement of the Annual Meeting of Members, the General Manager will provide the Independent Vote Administrator, in writing, the total number of Eligible Member votes as of the Record Date.

## **SECTION H. PREPARATION FOR RESOLVING A TIE VOTE**

Prior to the actual tallying of ballots (votes), a set of consecutively numbered papers shall be prepared and folded so that the numbers are not visible. The number of papers shall equal the number of valid candidates including any candidates from the floor that arise during the annual meeting of members. Every valid candidate present shall select one of the folded papers, and the number chosen by each shall be recorded. Valid candidates not present shall have a paper selected on their behalf by the Independent Vote Administrator.

In the event of a tie, the candidate with the higher number shall prevail. As an example, if there is a tie for a Director position between three candidates whose selected numbers are 11, 6 and 4 the candidate with the number 11 shall be elected.

The Independent Vote Administrator shall be responsible for preparing the papers, explaining the tie vote process to all candidates, conducting the drawing of numbers and recording the candidates' numbers before the actual tallying of ballots.

## **SECTION I. TABULATION OF VOTES**

1. With check-in, distribution and collection of ballots complete, the last phase of the election process commences to determine the election's outcome. Although the goal is to facilitate the announcement of voting results of the election at the Annual Meeting of Members, the overall guiding factor in the completion of the vote tabulation is total accuracy. Therefore, it is not subject to a time or schedule constraint.
2. The Independent Vote Administrator is in charge of this activity, with assistance from the General Manager and office staff, as required. Absentee ballots are to be accessed only by the Independent Voting Administrator and no earlier than 24 hours prior to the Annual Meeting of Members.
3. Eligible Absentee Ballots cannot be withdrawn, changed or superseded by another document unless the voting Member requests to withdraw his or her ballot while in-person at the Annual Meeting of Members.
4. Eligible Meeting Distributed Ballots (in-person), including Contested Ballots determined to be Eligible, are superseded by an Eligible Absentee Ballot unless withdrawn in-person at the Annual Meeting of Members.

The Independent Vote Administrator shall:

1. Reconcile election records, consolidate electronic ballots with paper ballots, tally the total results, and certify the election (see the Vote Tabulation Summary Form following in Section J, Steps 1 – 25). A similar form that provides the same information may be utilized.
2. Tabulate any proposition(s) proposing amendments to the Bylaws (Step 22).
  - a. When there are ballot propositions concerning amendments to the Bylaws (as specified in the Bylaws, Article XIV), each proposition must receive a vote of a majority of the eligible voting power of the Association present in person or represented by absentee ballots, as described above in Sections C and E.2, in order to be approved.

- b. The total eligible voting power of the Association present or represented by absentee ballot is reflected in Step 21). In Step 22, in order to be approved, the total affirmative votes for each proposition must be greater than fifty percent (50%) of the number in Step 21.
3. Tabulate any propositions proposing Amendments to the Articles of Incorporation (Step 23)
  - a. When there are ballot propositions concerning amendments to the Articles of Incorporation (as specified in the Articles of Incorporation, Section XII), each proposition must receive more than sixty-seven percent (67%) of the total eligible voting power of the membership of the Association, present or represented, in order to be approved.
  - b. The total eligible voting power of the Association present or represented by absentee ballot is reflected in Step 21. In Step 23, in order to be approved, the total affirmative votes for each proposition must be greater than sixty-seven percent (67%) of the number in Step 21.
4. Tabulate any proposition(s) proposing Amendments to a Declaration (Step 25).
  - a. When there are ballot propositions concerning amendments to a Declaration or Declarations, each proposition must receive a vote of two-thirds (66.7%) of the Owners (of the applicable Section or Sections) in order to be approved.
  - b. Prior to the commencement of the Annual Meeting of Members, the General Manager will provide the Independent Vote Administrator, in writing, with the total number of Owners for each applicable Section or Sections (Step 24). In order to be approved, the total affirmative votes for each proposition must equal two-thirds (66.7%) or greater of the number in Step 24.

NOTE: If an Independent Vote Administrator is not available, the General Manager shall appoint three Eligible Members who are not candidates or incumbent Directors of the Board to tally the votes and report back to the Board of Directors when completed.

## SECTION J. VOTE TABULATION SUMMARY FORM

Vote Tabulation Process	Step	+/-	Count	Action	Total
<b>Absentee Ballots Received</b>					
Paper Ballots	1a				
Electronic Ballots	1b	+			
Total Absentee Ballots Received (Steps 1a + 1b)	2	=			
Ineligible or withdrawn	3	-		Void	
Total Eligible Absentee Envelopes (Step 1c-2)	4	=			
<b>Eligible Member Envelopes at Meeting</b>					
Distributed at Meeting	5				
Not Returned	6	-		Verify	
Received Eligible Member Envelopes (Step 4-5)	7	=			
<b>Contested Envelopes</b>					
Distributed at Meeting	8				
Not Returned	9	-		Verify	
Received (Step 8-9)	10	=			
Ineligible	11	-			
Eligible Contested Envelopes (Step 10-11)	12	=			
<b>ALL Eligible Member Ballots</b>					
Eligible Member Ballots (Steps 4 + 7)	13				
Eligible Contested Ballots (Step 12)	14	+			
Eligible Member and Contested Ballots (Step 13+14)	15	=			
Matched to Eligible Absentee Ballots	16	-		Void	
Total ALL Eligible Member Ballots (Steps 15-16)	17	=			
<b>Tabulation of Eligible Absentee Ballots, Member Ballots, and any Proposition Questions</b>					
Eligible Voting Total (Step 17)	17	=			
Open Absentee Envelopes, Count & Document Ballots	18a			Tabulate	
Tally Absentee Electronic Votes	18b			Tabulate	
Open Member Envelopes, Count & Document Ballots	19			Tabulate	
Prepare Candidate Vote Results	20			Tabulate	
Total Eligible Voting Power Present (Step 17)	21	=			
Bylaw Amendment Vote Result to Pass	22			> 50% of Step 21	
Article of Incorporation Amendment Result to Pass	23			> 67% of Step 21	
Total Owners (for Each Applicable Section or Sections)	24			From GM	
Declaration(s) Amendment Vote Result to Pass	25			66.7% of Step 24	



## **SECTION K. CUSTODY OF ELECTION RECORDS**

Subsequent to the counting of ballots and certifying the results of the election, the Independent Vote Administrator shall retain custody of all voting records for one year from the date of the election.

## **SECTION L. ELECTION CHALLENGES**

Candidates and electors both have a right to challenge the eligibility of candidates or the election voting results. The challenger shall file a written notice of the challenge to the election with the General Manager within 48 hours of the election. The notice shall present in detail the specific facts of the challenge and the desired remedy.

Upon receipt of a challenge to the election, the General Manager shall immediately notify the Independent Vote Administrator, the members of the Nominating Committee, all members of the Board of Directors at the time of the election, the Association's legal counsel, and all the candidates and provide a written copy of the election challenge notice.

Any member(s) of the Board of Directors whose name(s) is on the ballot at the time of the election challenged shall not be involved in any part of the challenge process unless that director is submitting the challenge.

Upon notification of the challenge, the Nominating Committee (excluding any candidates that are on the Committee) shall call a meeting of Committee members, the Independent Vote Administrator and the General Manager. They shall meet the next business day or as soon as possible, but not later than three business days after notification, and shall serve as a temporarily constituted Election Challenge Review Panel ("Panel"). The General Manager and Independent Vote Administrator shall be advisors to protect the Association's interests, but will not be voting members of the Panel. The Panel shall determine if the challenge is legitimate.

If the challenge is determined to be legitimate, the Nominating Committee shall make a recommendation to the Board of Directors for remedial action. The Association's legal counsel shall be consulted for advice if deemed necessary. The decision made by the Board of Directors shall be final.

The desired objective shall be to resolve the challenge within 48 hours of the first meeting of the Panel.

Once there is a resolution to the challenge, whether it is found to be legitimate or not legitimate, the Board of Directors shall present the findings in written form to the General Manager for publication on the Association web site and for posting at all official Association posting locations.

Until the election challenge is resolved and despite the expiration of the Director's term and the Officer's term, the Director(s) and Officer(s) in office at the time of the election challenge shall continue to serve. The Board Organizational Meeting may have to be adjourned to be continued after the election challenge is resolved.

## **SECTION M. BOARD ORGANIZATIONAL MEETING**

"Newly elected Directors shall be installed at the first meeting of the Board of Directors, following each Annual Meeting of Members. This meeting, considered an organizational meeting, shall be held within seven (7) working days after the Annual Meeting when Directors are elected. Outgoing Directors shall continue to serve until this organizational meeting is held unless they were appointed by the Board to fill a vacancy. Election of Officers at this meeting shall be by secret ballot, regardless of the number of candidates nominated to fill each Officer position.

## **SECTION N. OPEN BOARD OF DIRECTOR POSITIONS BETWEEN ELECTIONS**

Upon receipt of a Board Member's resignation, the Association shall solicit the membership for an interim Director by mailing a solicitation for candidates to all Association Members and publishing announcements in the Lake Holiday Community Newsletter and on the Association's website. A minimum of two weeks following the mailing to Members shall be available for qualified candidates to apply, by submitting their biography/position statement, which must be received at least (7) seven calendar days before the designated regularly scheduled Board meeting. Once a candidate has submitted his/her biography/position statement, the LHCC Office will verify eligibility.

Candidates shall meet the same requirements as established for annual elections.

If there are one or more vacancies, each will be voted on separately, using the following process:

1. The open position to be filled is announced, as well as the candidates for it. Each candidate shall be voted for separately in an order determined by random drawing of names.
2. In keeping with the Virginia Property Owner's Association Act, a vote is taken for the candidate by a show of hands of those Directors present, or by voice via telephone.
3. The General Manager tallies and announces the results.
  - a. If a candidate receives a majority affirmative vote, he/she immediately joins the Board.
  - b. If there are no additional open positions, voting is complete.
  - c. If there are any additional open positions, the process returns to Step No. 1, above, for the next position.
  - d. If no candidate receives a majority affirmative vote, then the topic is included on the next Board of Directors Regular Meeting Agenda to determine whether to solicit further candidates to fill the vacancy or vote to leave the position open.

## **SECTION O. FILLING OPEN DIRECTOR POSITIONS AT ANNUAL MEETING**

Positions of less than three years may be open if a Director left the Board during the preceding year. After all votes have been tallied and verified by the Vote Administrator at the Annual Meeting, the open three-year terms are filled first, then any additional open positions. Total votes (highest to lowest) determine the order of election. No candidate may run for an open Director position that exceeds the maximum term limit as defined in the Bylaws.

In the event that after the Annual Meeting the number of vacant Board positions has not been filled, those positions will remain vacant until the Board decides to either:

1. Fill the position(s) by the Board voting for an interim Director (refer to Section N), or
2. Leave the position(s) vacant until the next Annual Meeting.

## REVISION HISTORY

Revision	Approval Date	Subject	Revised Sections	Initialed for LHCC Records Entry:
V1	6/22/2010	Original		
V2	9/28/2010	Prepare for resolving potential tie vote, annual review and approval	C.7	
V3	5/24/2011	Annual review and approval, typos, dates, election challenges	All, D (for election challenges)	
V4	6/26/2012	Complete revision, incorporate resolutions 2006-04, 2008-01, 2008-05, 2010-07	All	
V5	5/27/2014	Correct process for open board seat & Bylaws reference	N	
V6	7/22/2014	Board vote to fill vacancy, determine who fills open positions at the annual meeting	N, O	
V7	9/22/2015	Vacant board positions after annual meeting	O.1, O.2	
V8	7/25/2017	Eliminate Election Committee; proxy notary, clarifications	Numerous	
V9	10/24/2017	Clearly define requirements for election challenges for clarification.	L	ALM
V10	09/11/2018	Remove requirements for proxy voting as passed at 2017 annual meeting via Bylaws - elimination of proxy voting; add provision for when a Vote Administrator is unable to be retrained.	E, F, I, J	ALM
V11	08/27/2019	Correct errors, provide clarifications, allow withdrawal of absentee ballot	D, E, F, G, I, J, L, N, O	ALM
V12	07/27/2021	Reflect option of voting electronically	C,E,F,I,J	
V13	7/26/2022	Reflect Bylaw Amendment; clarify language regarding role of Independent Voting Administrator, Ensure officers are elected by secret ballot even if there is only one nominee.	C, M	
V14	8/23/2022	Established requirement for candidates to submit a certification regarding the Code of Conduct and Goldberg's Rules of Order.	C, D	