

## **ARTICLE IX. ELECTIONS COMMITTEE**

**Approved December 13, 2016**

**Amended May 9, 2017, Amended April 10, 2018**

**Amended March 10, 2020**

### **A. Authority and Jurisdiction**

The Committee's authority and jurisdiction are derived by delegation from the Association's Board of Directors pursuant to Art. V, Sec. 1(g) of the CC&Rs and Art. VI, Sec. 15 of the Bylaws. The policies and procedures under which the Committee acts are established in accordance with the Association's governing documents in general and with Articles II, III and V of the CC&Rs, Articles VII, X and XIII of the Articles of Incorporation and Articles V and VI of the Bylaws in particular.

### **B. Committee Mission**

The Committee shall identify, recruit, and nominate candidates for open positions on the KPOA Board of Directors, utilizing the Committee's best efforts to achieve the goal of having at least two candidates for each open position on the Board. Further, to list on the ballot all timely-declared candidates.

The Committee shall also serve as impartial election commissioners in the conduct of all elections, including the annual July Membership Meeting and the December Board Budget Ratification Meeting, that require the electronic vote of the Membership and shall ensure the integrity of the balloting process.

### **C. Committee Organization and Reporting**

The Committee shall be composed of six Members of the Association selected at large, plus one current Board Director who will serve as Board Liaison with full voting rights as a Committee member and one current Board member who will serve as Board Representative who will only vote if the Board Liaison is absent. When selecting Committee members, every effort should be made to ensure widespread geographical and diverse gender representation. The Committee will attempt to maintain a balance in its membership commensurate with the KPOA membership. When filling an open member position, the Committee will give preference to members who will satisfy the above-preferred balance.

Membership on the Committee is subject to approval by the Board of Directors and shall be for a three-year term. Terms shall commence in August and shall be staggered so as to provide for replacement of three Committee members each year. Except as stated herein, Committee members, including Board Liaison and Representative Members, shall serve only one year term (three consecutive years) and may not serve again without an intervening period of at least three years. In the event of resignation or other retirement of a Committee member from the Committee, the vacancy left shall be filled for the balance of the remaining term. In such event, the replacement member may serve an additional term provided the combined length of service shall not exceed three consecutive years.

The Committee shall reorganize and elect its Chair annually (subject to approval of the Board of Directors) following the Association's Annual Meeting in July. The Chair will call and preside at meetings and perform other duties as determined by the Committee. A majority of the Committee (four) shall constitute a quorum thereof. The Committee secretary shall keep minutes of its meetings and report directly to the Board of Directors. Copies of the Committee's minutes shall be distributed to the Board and a copy shall be kept on file in the KPOA office.

**D. Committee Objectives and Action Plan**

To accomplish its mission, the Committee shall be responsible for reviewing and updating its objectives and submitting the same to the Board for approval each September. (See APP IX-1 Committee Objectives.)

**E. Voting Unit Statistics:**

Bluffs Condo Assoc.	51
Kala Point Condo Assoc.	37
Kala Heights Condo Assoc.	12
Lots/Homes/Timeshare office	463
Timeshare units	<u>38</u>
Total voting units	601

**F. Policies and Procedures**

See APP IX-2, Elections Procedures. The Committee’s governing documents are divided between Administrative Policies and Administrative Procedures. Any changes in Policies must be reviewed and approved by the Board in order to take effect. Any changes in Procedures may take place at any time, but the current Procedures shall be presented to the Board annually between Sept. 1<sup>st</sup> and Dec. 31<sup>st</sup> for approval as per Board Resolution 09-10-7.

**APP IX-1**  
**ELECTIONS COMMITTEE**  
**OBJECTIVES**  
Approved December 13, 2016

**Objectives**

To carry out the Committee mission and to review and re-state APP IX and Committee procedures.

**Meetings**

Meetings are to be held at the discretion of the Chair, but must be held at least quarterly.

**APP IX-2  
ELECTIONS COMMITTEE  
PROCEDURES**

Amended January 13, 2017  
Amended April 10, 2018, Amended March 10, 2020

1. By means of an insertion in the October Kala Pointer, the Committee shall notify all KPOA Members of Board openings that are expected to occur at the next Annual Meeting of the Membership; and shall further publicize and encourage Members to volunteer as candidates, or to nominate candidates, by arranging for publication of articles in the Kala Pointer, and by such other means as the Committee deems appropriate.
2. The Committee shall solicit candidates as necessary to try to meet the goal of at least two candidates for each Board opening. This solicitation shall begin as of a date determined by the Committee and shall be conducted in the manner determined by the Committee
3. In order to be considered a nominee per Article V Section 2. of the Bylaws, a candidate must be a “timely-declared” Board candidate. (*See Item 4, APP IX-2*).
4. A board candidate shall be considered to be a “timely-declared” Board candidate if he/she agrees on or before April 15 to be a candidate. This includes those volunteering without solicitation as well as those volunteering after solicitation by the committee. All “timely-declared” candidates shall be placed on the ballot. If a person volunteers or is solicited after midnight April 15, he/she will be a write-in candidate and his/her name will not appear on the ballot. Only one owner from a joint or common ownership may be a candidate at any time.
5. The Committee shall invite all declared candidates, whether timely-declared or not, to an informal get-together of candidates, the Elections committee, and the Board Directors, to thank each candidate for declaring his/her candidacy, and to answer questions the candidates might have. This gathering of candidates is to be held in May prior to the Board meeting.
6. The Committee shall arrange for the timely-declared nominees to have pictures and brief biographies (250 words or less) concerning their backgrounds and their views of Kala Point and its future published in the June issue of the Kala Pointer.
7. The Committee shall coordinate with the Social Plus Committee to hold a “Candidates Forum” by mid-June for the purpose of introducing the candidates to the Membership and giving the candidates the opportunity to further express their views.
8. Shortly after the election has been concluded, the Committee shall write a letter of appreciation to each of the unsuccessful candidates.
9. The Committee Secretary will maintain a list of people solicited to run for the Board, including their responses, for use by future committees. This list should include people who would consider filling a Board vacancy.
10. For each Membership Meeting, the Committee shall:

- a. Determine the total eligible voting units and the quorum count required. (Quorum is 20% of eligible voters.)
- b. Present the final credentials report to allow the meeting to proceed. (See Exhibit D)
- c. Submit the formal election results report, to the Board at the annual membership meeting.

11. The following rules shall govern the vote count:

- a. Cumulative Voting is not permitted. (See Bylaws Article II, Section 3) Where the election involves two or more positions to be filled on the Board of Directors and each voter is eligible to cast a “vote” for each of the open positions, (that is, each voter has the same number of “votes” as there are open positions), Cumulative Voting refers to marking the ballot so as to cast more than one “vote” for a single candidate and not a single “vote” for each of the two or more offices to be filled.
- b. Votes cast by a single KPOA voting unit cannot be split. (See CC&Rs Article III, Section and Articles of Incorporation Article VIII, Section 2(a).)
- c. All ballots represent one voting unit.
- d. Ballots showing “votes” for more than the number of open positions on the Board of Directors will not be counted.
- e. Proxy forms without the signature of the assignor are not valid.
- f. Under-votes (blank votes) on Board of Directors and resolutions will be counted for reconciliation and reporting purposes.
- g. Results of elections or the budget ratification meeting, once determined with reasonable certainty, will be announced at the Annual Membership Meeting by the Elections Committee Chair and will be emailed by the Elections Committee Chair to all Board members, all candidates, and posted by the Kala Point office.
- h. The Committee may receive assistance in preparing, distributing or counting ballots from Election Trust in Bellevue, WA, or other such commercial service authorized by the Board. (See Exhibit F, Election Trust contract.)

12. Procedures for all Member-Submitted Resolutions to be voted on at the Annual Membership Meeting:

- a. To submit a resolution to be voted on by the membership at the next Annual Membership Meeting, a KPOA member must prepare a proper resolution, in final form, using the KPOA submission form format (Exhibit A-1), and obtain a signed second to the resolution. A dated supporting statement of up to 150 words must be submitted with the resolution along with signed endorsements of the resolution with its accompanying supporting statement from a minimum of 30 voting units, using the attached format as guidance (Exhibits A-2). The above items constitute a complete resolution submission, which must be submitted to the KPOA office at least TWENTY calendar weeks prior to the next Annual Membership Meeting. The title of the proposed resolution must reflect the actual meaning and impact of the resolutions.

- b. The KPOA Office will notify the President of the Board of Directors and the Chairperson(s) of the Elections Committee, that a properly prepared resolution has been received, along with the required number of member endorsements and a supporting statement.
- c. The Elections Committee and/or the President of the Board of Directors will review all resolution submissions to verify whether they are complete, and will notify the member submitting resolutions if the submission is not complete and what steps are needed to complete the submission. If the submitter of an incomplete resolution submission takes the steps designated by the Elections Committee and/or the President of the Board of Directors to complete the submission at least eighteen calendar weeks prior to the next Membership Meeting, the resolution will be considered by the Board along with all other properly submitted resolutions. If the resolution submitted does not take, the required steps to complete the submission at least EIGHTEEN calendar weeks prior to the next Annual Membership Meeting, the proposed resolution will not be considered by the Board. The definition of an incomplete resolution is one that does not include all requirements shown in exhibit A-1 and A-2.
- d. The Board will convene a special working session to hear arguments from any members submitting resolutions and supporters of the proposed resolutions, listen to recommendations from appropriate committee representatives, invite comments or questions from the membership, and discuss whether or not to include those Member Submitted Resolutions on the upcoming agenda and ballot. The Board may also seek the opinion of KPOA's attorney as to the form and merit of the proposed resolutions. At the next Regular Board meeting, all Member Submitted Resolutions would then be voted on by the Board to decide whether or not each resolution should or should not be included on the agenda and the ballot for the next annual meeting.
- e. The Elections Committee will:
  - i. annually set the date certain and time certain for the submission of resolutions for the Annual Membership Meeting.
  - ii. request that, for each resolution that the Board determines to include on the agenda for the annual meeting, the Board present up to 150 words of argument for or against the resolution. This statement must be provided to the Elections Committee no later than Four Weeks prior to the mailing deadline.
  - iii. use the KPOA office version of Microsoft Word in determining the 150 word limitations to both proposers and Board. Neither the title nor the names of authors are included in the word count.
  - iv. ensure that the member-proposed resolution(s) is/are included in the voting materials provided for the Annual Membership Meeting. The voting materials will also include the unedited resolution arguments from both proponents and the Board, including the names of the proponent authors.
  - v. encourage meetings (such as Town Hall Meetings) to allow discussion amongst the KPOA Membership of the proposed resolution(s).
- f. Nothing in these procedures would preclude a member from bringing forward, at the Annual Membership Meeting, any proper business or resolution that does not require an amendment to the Governing Documents.

13. Procedures for all Member-Submitted Resolutions to be voted on at a special meeting:

- a. Special meetings of members may be called by members representing at least five percent (5%) of the total voting power of all members. While the members calling a special meeting need only specify the general nature of the business to be conducted at the meeting if the business is of a type described in Article V, Section 4 of the KPOA Bylaws, resolutions can only be placed on ballots to be mailed to members if a detailed statement of the proposed resolution is provided for the ballot and sufficient time is provided for preparation and mailing of the ballots.

Therefore, if members calling a special meeting want a resolution to be placed on a ballot to be mailed to members, the submitting members must prepare a proper resolution, in final form, using the KPOA submission form format (Exhibit A-1), and submit the resolution to the KPOA Office at least TWENTY calendar weeks prior to the date set for the special meeting. A supporting statement may be submitted with the resolution for inclusion on the ballot. The title of the proposed resolution must reflect the actual meaning and impact of the resolution.

- b. If the members calling a duly called special meeting timely submit a proper resolution as described above, the KPOA Office will notify the President of the Board of Directors and the Chairperson(s) of the Elections Committee, that a properly prepared resolution has been received, along with the required number of member endorsements and a supporting statement.
- c. The Elections Committee and/or the President of the Board of Directors will review all resolution submissions to verify whether they are complete, and will notify the members submitting a resolution if the submission is not complete and what steps are needed to complete the submission so that the resolution can be placed on the ballot. If the submitters of an incomplete resolution take the steps designated by the Elections Committee and/or the President of the Board of Directors to complete the submission at least TWENTY calendar weeks prior to the special meeting, the resolution will be placed on the ballot mailed to members prior to the meeting. If the resolution submitted does not take the required steps to complete the submission at least EIGHTEEN calendar weeks prior to the special meeting, the proposed resolution will not be placed on a ballot to be mailed to the members prior to the meeting.

d. The Elections Committee will:

- i. request that, for each resolution to be placed on a ballot to be mailed to members, the Board present an argument for or against the resolution. This statement must be provided to the Elections Committee no later than Eight weeks prior to the mailing deadline.
- ii. ensure that the member-proposed resolution(s) is/are included in the voting materials provided for the special meeting. The voting materials will also include the unedited resolution arguments from both proponents and the Board, including the names of the proponent authors.

iii. encourage the Board and Proposers to conduct meetings (such as Town Hall Meetings) to allow discussion amongst the KPOA Membership on the proposed resolution(s).

**EXHIBIT A-1**  
Amended May 9, 2017

Required Format for Member-Submitted Resolutions

This Proposed Resolution Must Be Received at the KPOA Office by 1:30 p.m. on \_\_\_\_\_, 2XXX.

Resolution Title and CC&R to be amended:

Title: Required Growth of Strawberries on all Developed Lots

CC&R to be Amended: Article X, Section X

Resolution Proposed by: (Printed name) \_\_\_\_\_ (Signature) \_\_\_\_\_

Resolution Seconded by: (Printed name) \_\_\_\_\_ (Signature) \_\_\_\_\_

Dated: \_\_\_\_\_

Resolution:

Whereas:

Strawberries are a healthy food,  
Strawberries taste good,  
Strawberries are nice to look at,  
Strawberries make a good ground cover, and  
Strawberries are good for the environment

Be it resolved:

Beginning with the 2XXX growing season all KPOA owners shall be required to grow strawberries on their developed lots.

**EXHIBIT A-2**  
**Amended May 9, 2017**

**TO MEMBER-SUBMITTED RESOLUTION SUBMISSION FORM**

The following Kala Point Association members endorse the attached Resolution # \_\_\_\_\_.

Note: A minimum of 30 signatures is required and only one signature per unit will be accepted.  
For additional names, please add a third sheet.

*I have read the member-submitted resolution entitled \_\_\_\_\_  
dated \_\_\_\_\_, and the supporting statement, and I support this resolution.*

PLEASE USE BLUE OR BLACK INK.

_____ (01) Printed name	_____ Signature	_____ Unit #
_____ (02) Printed name	_____ Signature	_____ Unit #
_____ (03) Printed name	_____ Signature	_____ Unit #
_____ (04) Printed name	_____ Signature	_____ Unit #
_____ (05) Printed name	_____ Signature	_____ Unit #
_____ (06) Printed name	_____ Signature	_____ Unit #
_____ (07) Printed name	_____ Signature	_____ Unit #
_____ (08) Printed name	_____ Signature	_____ Unit #
_____ (09) Printed name	_____ Signature	_____ Unit #
_____ (10) Printed name	_____ Signature	_____ Unit #
_____ (11) Printed name	_____ Signature	_____ Unit #
_____ (12) Printed name	_____ Signature	_____ Unit #
_____ (13) Printed name	_____ Signature	_____ Unit #
_____ (14) Printed name	_____ Signature	_____ Unit #

(15) Printed name	Signature	Unit #
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(36) Printed name	Signature	Unit #
(37) Printed name	Signature	Unit #
(38) Printed name	Signature	Unit #
(39) Printed name	Signature	Unit #
(40) Printed name	Signature	Unit #
(41) Printed name	Signature	Unit #
(42) Printed name	Signature	Unit #
(43) Printed name	Signature	Unit #
(44) Printed name	Signature	Unit #
(45) Printed name	Signature	Unit #

EXHIBITS C, D, G, I, J and L from the Elections are deleted (NO LONGER NEEDED)

**EXHIBIT B**  
Amended May 9, 2017

**Date of Record**

The Date of Record is the date that established membership voting rights. It is fixed by the Board of Directors in accordance with Bylaws Article IV, Section 3 and Article V, Section 11 (see excerpt below). The Date of Record allows the KPOA administration to more accurately and timely perform the tasks associated with the mailing of membership meeting notices and ballots.

Bylaws Article V, Section 11. The Board of Directors may fix a date in the future as a record date for the determination of the Members entitled to notice of and to vote at any meeting of Members. The record date so fixed shall not be more than sixty (60) days prior to such action or meeting. When a record date is so fixed, only Members of record on that date shall be entitled to notice of and to vote at the meeting, notwithstanding any transfer of or issuance of membership certificates on the books of the Association after the record date.

If no record date is fixed in accordance with the provisions of the preceding paragraph, the record date for determining those Members entitled to receive notice of, or to vote at, a meeting of Members shall be the next business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting is held. The record date for determining those Members entitled to vote by ballot on corporate action without a meeting, when no prior action by the Board has been taken, shall be the day on which the first written consent is given. When prior action of the Board has been taken, it shall be the day on which the Board adopts the resolution relating to that action. For purposes of this paragraph and the preceding paragraph, a person holding membership as of the close of business on the record date shall be deemed the Member of record.

Note: When a property has been sold and occupied after the date of record, the previous owner will be sent a letter, including a proxy form, asking if he/she wishes to give his proxy to the new owner.

**EXHIBIT E**  
Amended May 9, 2017  
Amended April 10, 2018

**Example Final Report**

Elections Committee Report

July 12, 20XX

Previous to the Annual Meeting, the committee had verified that 598 member units were eligible to vote (out of 601 total units). A total of 394 ballots were validated. (, of which 368 were received prior to the Annual Meeting). This represents a voter turnout rate of 65.9%. With only 20% of eligible voters required for quorum purposes to hold a meeting and a quorum of 50% of eligible voters to adopt a change to the CC&Rs, all requirements were easily met. No ballots were deemed invalid.

There were a total of 107 people physically present in the auditorium during the meeting. We had no guests other than the Corporate Attorney and no one from the timeshare units.

Proxies represented at the meeting were 9 held by the Corporate Secretary and 5 held by individuals for a total of 14.

**The vote count was as follows:**

Candidates for Director:	
(name)	307
(name)	302
(name)	332
Write-in Candidates	34
Under votes	207

The details of voting on resolutions are summarized here:

Waiver of Independent Audit for 20XX fiscal year. Passed. Vote count: 378-12 92.9%  
(needed to pass: 67% of votes cast) (undervotes = 4)

IRS Ruling 70-604 Excess Income. Passed. Vote count: 330-61 83.8%  
(needed to pass: majority of votes cast) (undervotes = 2)

Change CC&Rs, Article IV, Section 8, to allow Member to remove any deemed hazard trees within 20 feet of any structure on Member's residential property without approval.  
Failed. Vote count 168-223 42.6%  
(needed to pass: 67% of votes cast) (undervotes=3)

**EXHIBIT F**  
Amended April 10, 2018

**Election Trust**

**Date:** 08.10.16

**RFP:** Kala Point Owners Association

**Contact:** William W. Conklin / 360.385.3176 / wwconklin@gmail.com

**ET Contact:** John Bodin / General Manager / 425.462.2704 / john.bodin@electiontrust.com

**Introduction**

Election Trust (ET) is pleased to submit this **Statement of Work** in support of the **Kala Point Owners**

**Association** (KPOA) regarding Third Party Authority Hybrid (Online) management services associated with its **Budget Approval** and **Annual Meeting** balloting (Elections).

**Hybrid Elections Scope of Work**

1. Each Election will enfranchise approximately **600** KPOA voters over a **20-day** period prior to the KPOA Budget Approval balloting (December '16) and Annual Meeting balloting (June '17).
2. No later than forty (40) days prior to the close of each Election KPOA will:
  - a. Establish a *Single-Point-of-Contact* (Contact) to work with ET on all Election administration, including ballot content proofing, voter eligibility issues, replacement ballots, etc.
  - b. Provide ET with a list (Comma-delimited) of Eligible Voters by full name and postal address as well as all Election Ballot and Candidate Statement content (WORD files).
3. No later than thirty (30) days prior to the close of each Election ET will - in coordination with the Contact - design, print and mail to each eligible KPOA voter a *Ballot Packet* inside a windowed Outgoing **Ballot Delivery Envelope** (2-color). Included in that packet will be:
  - a. **Scantron® Paper Ballot** (1 style/1-color/1-Side) - featuring a **USER NAME** and **PIN** (See *Sample Ballot on page 4*).
  - b. (December) **Budget Information Sheet** - allow two (2) 8.5 x 11 Page Sides/1-style/1-color).
  - c. (June) **Candidate Voter Guide** - allow eight (8) 8.5 x 11 Page Sides/1-style/1-color).
4. Also, no later than thirty (30) days prior to the close of each Election, ET will - in coordination with the Contact – design, test and host a secure PIN-access secure (Pnyx™ v12.7 platform) Election eVoting site.
5. At the close of balloting (See Above) ET will merge all voting databases to purge duplicate ballots for final tabulation and issue a **Certified Election Result Report** by email or facsimile to the KPOA Contact.

6. ET will staff a **Voter Help Desk** (toll-free phone/email) between 9am-6pm (PT) Monday through Friday. ET will also archive all Election data and collateral for a period of six months.

## Election Management Statement of Work & Terms

### Election Trust

#### Election Services Pricing & Terms

**Estimated Cost / DECEMBER 2016 = \$ 2,876.00**

*(INCLUDES EST. OF 1ST CLASS POSTAGE & VARIABLE FEES)*

**Estimated Cost / JUNE 2017 = \$ 3,064.00**

*(INCLUDES EST. OF 1ST CLASS POSTAGE & VARIABLE FEES)*

#### SET FEES (BOTH)

☞ **General Election Administration/Seattle = \$ 1,000.00**

- *Full-Time Election Manager (Monday-Saturday/9am-6pm ET)*
- *Voter Help Desk Services (Monday- Saturday/9am-6pm ET)*
- *Secure List Management (incl. 'Undeliverable Ballot' USPS follow up)*
- *Hybrid Ballot Design, Proofing, & Reporting (1 Style)*
- *24-Hour Replacement Ballot Fulfillment*
- *Twice Weekly 'Ballot Traffic' Reporting*
- *Hybrid Ballot & Election Data Archiving (6 mos.)*
- *24/7 Data Center Monitoring*

☞ **\*Data Center/Markham, Ont. = \$ 900.00 (Minimum)**

- *Scytl Pnyx™ v12.7 Remote Electronic Voting Platform*

#### VARIABLE FEES (ESTIMATES ONLY AS COSTS WILL VARY BY ACTUAL PIECE COUNTS)

☞ (DEC) **Outgoing Print/Mail Services & Management = \$ 549.00** (Variable Fee @ \$ 0.915 ea.)

☞ (JUN) **Outgoing Print/Mail Services & Management = \$ 597.00** (Variable Fee @ \$ 0.995 ea.)

☞ (DEC) **Estimated Outgoing Pre-Sort 1st Class Postage = \$ 260.00\*\*** (*weight estimated @ < 1 oz.*)

☞ (JUN) **Estimated Outgoing Pre-Sort 1st Class Postage = \$ 400.00\*\*** (*weight estimated @ > 1 oz.*)

- **\*\* Subject to USPS Rate Schedule Changes**
- **\*\* Replacement Ballot Postage & Mailing @ \$ 10.75 each (not included above)**
- **\*\* International Postage not included above**

**Election Trust** will require an initial payment of 50% of the *Set Costs plus outgoing postage* for the desired Scope of Work no later than **20 business days** prior to ballot mailing. The balance of payment(Variable Costs TBD) will be billed (Net 15) on delivery of Certified Election Results.

Confidential Page 2 8/10/2016

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