

**South Riding Proprietary Board of Directors**  
**Election Rules and Guidelines**  
*Adopted June 2016*

1. Elections Committee Charter/Purpose
  - a. Bylaws for South Riding Proprietary  
Section 7.1(B) Elections Committee. The Board of Directors shall establish an Elections Committee as required in Article 5 of the Articles of Incorporation.
  - b. Articles of Incorporation for South Riding Proprietary  
Section 5.3 (c) Elections Committee. ...The Elections Committee shall develop election procedures and administer such procedures as approved by the Board providing for election so directors by ballot of the Owners at annual meetings and, where appropriate special meetings.
  - c. Elections Committee Charter:
    - i. PURPOSES:
      - A. The Elections Committee shall, for approval by the Board, develop and administer the procedures associated with each annual meeting of the Association and any other meeting at which a director or directors are to be elected, including , but not limited to , developing all of the necessary notices, forms, candidates forums, rules and administrative procedures related to such meeting.
      - B. The Elections Committee shall be responsible for counting all proxy/absentee ballots collected prior to each election, and for counting all ballots submitted at each annual meeting or other meeting at which a director or directors are elected, if applicable, and for certifying the vote taken in each such election.
      - C. The Elections Committee shall be responsible for making arrangements for each annual meeting.
      - D. The Elections Committee shall, for approval by the Board, be responsible for developing the agenda for each annual meeting and for any other meeting at which a director or directors are to be elected.
2. Annual Meeting and Director Election Schedule
  - a. Call for Candidates
  - b. Orientation for Potential Candidates/Residents
  - c. Deadline for Nominations
  - d. Announcement of Candidates/Election
  - e. Business Fair Campaigning
  - f. Voting Period
  - g. Notice of Annual Meeting
  - h. Annual Meeting
  - i. Election of Officers/First Board Meeting

3. Candidate Nominations
  - a. There will be an Orientation for Potential Candidates/Residents which will include information on:
    - Candidate qualifications
    - Nominations
    - Association Documents
    - Membership and Voting (Ownership Classes)
    - Voting Methods (proxy, online, ballot)
    - Roles and responsibilities of a Board Member
    - Candidates will be asked to attend the New Resident Orientation
4. South Riding Events
  - a. No election campaigning shall be performed from South Riding Proprietary or South Riding Proprietary Committee booths except as arranged by the Elections Committee.
  - b. Business Fair
    - Online voting will take place during the Spring Business Fair/Yard Sale for residents who are eligible to vote, and who have not yet voted.
    - There will be ballots or a computer (s) provided at the Business Expo for all of the candidate.
5. Campaigning
  - a. There will be no campaigning using Proprietary-maintained email distribution lists.
  - b. Candidates will adhere to the South Riding Design and Maintenance Standards as related to posting or distributing of campaign materials.
6. Annual Meeting
  - a. Nominations will be taken from the floor only if circumstances call for it per Articles of Incorporation for SRP, Section 5.3 Qualifications: Election Procedures.
  - b. Electronic voting will take place at the meeting.
  - c. Voting rules and procedures are detailed in the Voting Procedures document.
7. Assumption of Office
  - a. On the first Thursday of June, the new Board of Directors will meet. The first item on the agenda will be to hold elections of officers. Immediately after this vote, the newly elected Board of Directors members and any resignations from the Board of Directors become effective.
8. Replacement Ballots
  - a. Available through request to Town Hall. Specific instructions are detailed in the Voting Procedures document.

## 9. Additional Rules and Guidelines

- a. Electronic voting is the preferred method of voting.
- b. Resident name/address lists available through SRP staff with restricted usage.
- c. No sub tallies or quorum statuses will be provided to the Board of Directors, South Riding volunteers, or the candidates.
- d. The order of names for all candidate lists will be the same, and will be selected by random drawing by the Election Committee.
- e. Elections Committee members will not publicly endorse any candidate(s).
- f. The South Riding website and South Riding magazine will only publish impartial information regarding the election and the candidates.
- g. Questions, concerns, or needed clarifications should be addressed to [elections@southriding.net](mailto:elections@southriding.net) or brought to an Elections Committee meeting.

What if the Vote Results in a Tie? These rules apply only to the individuals involved in the tied result, not to the whole election result. If the vote count results in a tie, then the Elections Committee will determine the winner through a coin toss.

### What if There aren't Enough Candidates?

If there are not enough candidates for all of the vacancies, the election will still be conducted. The Board of Directors will determine if additional elections should be held.

According to the Bylaws for South Riding Proprietary, Section 4.4 Number of Directors. After the Declarant Control Period, the Board shall consist of between five and nine directors.

### What if There is an Unplanned Vacancy on the Board?

The Board of Directors will determine if the vacancy should be filled during any regularly scheduled election, or whether there should be a special election called.

According to the Articles of Incorporation for SRP, Section 5.6 Vacancies. Vacancies on the Board of Directors caused by any reason other than (1) the removal of a director by the Owners; or (2) removal or resignation of an initial director or a director elected by the Class E Owner shall be filled by a Majority Vote of the remaining directors at the meeting of the Board held for such purpose promptly after occurrence of such vacancy.