

**SOUTH RIDING PROPRIETARY
POLICY RESOLUTION #2016-1
Board of Directors Election Rules and Guidelines**

WHEREAS, Article 4, Section 1 (4) of the Bylaws for South Riding Proprietary (“Association”) empowers the Board of Directors (“Board”) to adopt and amend reasonable rules and regulations not inconsistent with the Association Documents; and

WHEREAS, Section 7.1(b) of the Bylaws for South Riding Proprietary requires that the Board of Directors shall establish an Elections Committee as required in Article 5 of the Articles of Incorporation; and

WHEREAS Section 5.3 (c) of the Articles of Incorporation states the Elections Committee shall develop election procedures and administer such procedures as are approved by the Board providing for election so directors by ballot of the Owners at annual meetings and, where appropriate special meetings; and

WHEREAS, for the benefit and protection of all owners, the Board deems it desirable to adopt a policy resolution to define election rules and guidelines;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors, on behalf of the Association hereby adopts the following rules and guidelines governing Board of Directors elections as follows:

I. Elections Committee Role

- 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, rules and administrative procedures related to such meeting as well as candidates forums.
- b.** The Elections Committee shall be responsible for oversight of causing the counting of 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 or any other meeting at which Directors are elected.
- 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.
 - i. Annual Meeting and Director Election Schedule
 - 1. Call for Candidates
 - 2. Orientation for Potential Candidates
 - 3. Deadline for Nominations
 - 4. Announcement of Candidates/Election Schedule
 - 5. Business Fair Campaigning
 - 6. Voting Period
 - 7. Notice of Annual Meeting
 - 8. Annual Meeting
 - 9. Election of Officers/Organizational Meeting

II. Candidate Nominations

- a. An Orientation for Potential Candidates/Residents will be held and will provide information on:
 - i. Candidate qualifications
 - ii. Nominations
 - iii. Association Documents
 - iv. Membership and Voting (Ownership Classes)
 - v. Voting Methods (proxy, online, ballot)
 - vi. Roles and responsibilities of a Board Member
- b. Candidates will be asked to attend the New Resident Orientation

III. Rules Regarding 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
 - i. Online voting will be available during the Spring Business Fair/Yard Sale for residents eligible to vote, and who have not yet voted.
 - ii. Proxies or computer access may be provided at the Business Expo for all candidates.

IV. Campaigning

- a. Proprietary-maintained email distribution lists shall not be available for use in campaigning.
- b. Candidates must adhere to the South Riding Design and Maintenance Standards when posting or distributing of campaign materials.

V. Annual Meeting/Voting

- a. Nominations will be taken from the floor as provided in Section 5.3 of the Articles of Incorporation for SRP.
- b. Electronic voting will take place at the meeting.
- c. Voting rules and procedures are detailed in the Voting Procedures document.
- d. Replacement Ballots will be available prior to the Annual Meeting through request to Town Hall. Specific instructions are detailed in the Voting Procedures document.

VI. Assumption of Office

- a. On the first Thursday of June, the newly elected Board of Directors will meet. The first item on the agenda will be to elect officers.

VII. Additional Rules and Guidelines

- a. Electronic voting is the preferred method of voting.
- b. Resident name/address lists available through Proprietary staff with restricted usage.
- c. No sub tallies or quorum status reports will be provided to members of 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 shall not publicly endorse any candidate(s).

- f. Only impartial, objective information regarding the election and the candidates will be published on the South Riding Website and in the South Riding Magazine.
- g. If the vote counts results in a tie, the balloting for any office for which there is a tie is repeated until the tie is broken. These rules apply only to the individuals involved in the tied result, not to the whole election result.
- h. If there are not enough candidates for all of the vacancies, the election will still be conducted. The Board of Directors will determine whether additional balloting should be held.
- i. According to Section 4.4 of the Bylaws for South Riding Proprietary, After the Declarant Control Period, the Board shall consist of between five and nine directors.
- j. If there is a 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.
 - i. According to Section 5.6 of the Articles of Incorporation for SRP, 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, or if the directors remaining in office constitute fewer than a quorum, an affirmative vote of the majority of the Directors remaining in office even though the Directors present at such meeting constitute less than a quorum. Each person so elected shall be a Director until a successor is elected at the next Annual Meeting of the Association.
- k. Questions, concerns, or requests for clarification should be addressed to elections@southriding.net or presented in writing or during open forum at an Elections Committee meeting.

**SOUTH RIDING PROPRIETARY
RESOLUTION ACTION RECORD**


Resolution Type: Policy #2016-1
Pertaining to: Board of Directors Election Rules and Guidelines

Duly adopted at a meeting of the Board of Directors held June 2, 2016.

Board of Directors Signatures:



Mr. Turner



Mr. Fisher



Ms. LaClare



Mr. Ubelhart



Mr. Lange



Mr. Smith



Ms. Walker

ATTEST: 

Secretary

15 August 2016
Date

FILE:
Book of Minutes-2016
Book of Resolutions: 2016

Resolution effective date: August, 1 2016