

**PACIFIC PANORAMA OWNERS ASSOCIATION  
ELECTION OPERATING RULES [Proposed]  
[Cal. Civ. Code §§ 5105, *et seq.*, 4340, *et seq.*]**

Pursuant to California Civil Code §§ 5105, *et seq.*, and 4340, *et seq.*, the Board of Directors (the “Board”) of Pacific Panorama Owners Association (the “Association”) hereby adopts the following Election Operating Rules. In adopting these rules, the Board finds that: (1) they are within its authority as conferred by law, the Declaration of Covenants, Conditions, and Restrictions, the Articles of Incorporation, and the Bylaws; (2) they are not in conflict with governing law, the Declaration of Covenants, Conditions, and Restrictions, the Articles of Incorporation, or Bylaws of the Association; (3) they are adopted in good faith and in substantial compliance with Article 5 of the California Civil Code, §§ 4340, *et seq.*; and (4) they are reasonable.

1. Any candidate or member advocating a point of view shall be provided with access to Association media, newsletters, or internet websites during a campaign for purposes that are reasonably related to the election. Equal access shall be provided to all candidates and members advocating a point of view, including those not endorsed by the Board, for purposes that are reasonably related to the election. The Association shall not edit or redact any content from these communications, but may include a statement specifying that the candidate or member, and not the Association, is responsible for that content.

2. The Association shall ensure access to the common area meeting space, if any, during a campaign, at no cost, to all candidates, including those who are not incumbents, and to all members advocating a point of view, including those not endorsed by the Board, for purposes reasonably related to the election.

3. Any nominee for election to the Board, as well any incumbent Board member, shall be disqualified for any of the following reasons:

a. Any and all nominees shall be a member of the Association. If title to the separate interest is held by a legal entity that is not a natural person, the governing authority of that legal entity shall have the power to appoint a natural person to a member for purposes of these rules.

b. Failure to be current in the payment of regular and/or special assessments (not including fines, fines renamed as assessments, collection charges, late charges, or costs levied by a third party). Disqualification shall not apply for non-payment of regular and/or special assessments, if payment has been under protest pursuant to Cal. Civ. Code § 5658, and/or if the member has entered into a payment plan pursuant to Cal. Civ. Code § 5665.

c. The nominee, if elected, would be serving on the Board at the same time as another person who holds a joint ownership interest in the same separate interest parcel as the nominee, and the other nominee is either properly nominated for the current election or is an incumbent director.

d. The nominee has a past criminal conviction which would, if the nominee is elected, either prevent the Association from purchasing the fidelity bond coverage required by law, or result in the termination of the Association's existing fidelity bond coverage.

e. No nominee shall be disqualified if that nominee has not been provided the opportunity to engage in internal dispute resolution pursuant to Cal. Civ. Code §§ 5900, *et seq.*

4. The voting power of each membership shall be as follows:

a. Pursuant to Article II, Section 5, of the Declaration of Covenants, Conditions, and Restrictions, all Class A members, defined as all owners other than the declarant, shall be entitled to one (1) vote for each residence in which they hold an interest. Pursuant to Article VII, Section 1, of the Bylaws, the record date for the determination of the members entitled to notice of and to vote at any annual or special meeting shall be fifteen (15) days preceding the date of such annual or special meeting.

b. Pursuant to Article V, Section 3(b) of the Bylaws, every member entitled to vote shall have the right to cumulate his or her votes and give one candidate a number of votes equal to the number of directors to be elected, multiplied by the number of votes to which he or she is entitled, or to distribute his or her votes on the same principle among as many candidates as he or she sees fit.

c. Pursuant to Article VI, Section 7 of the Bylaws, every member entitled to vote or execute consents shall have the right to do so either in person, or by an agent or agents authorized by a written proxy executed by such member or his or her duly authorized agent and filed with the Secretary of the Association, provided that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution.

d. Polls will open following the conduct of any preliminary business, and close when the votes of all members present in person or by proxy have been received by the inspector of elections.

5. The inspector of elections shall be appointed by the Board.

6. The inspector of elections shall have the authority to appoint and oversee additional persons to verify signatures, and to count and tabulate votes as the inspector shall deem appropriate, provided that such persons are independent third parties. All votes shall be counted and tabulated by the inspector, or designee, in public. Any

candidate or other member of the Association may witness the counting and tabulation of votes. No person, including a member of the Association or any employee of the management company, shall open or otherwise review any ballot prior to the time and place at which the ballots are counted and tabulated. The inspector, or designee, may verify the member's information and signature on the outer envelope prior to the meeting at which ballots are tabulated. Once a ballot is received by the inspector, it shall be irrevocable. The tabulated results of the election shall be promptly reported to the Board and shall be recorded in the minutes of the next meeting of the Board and shall be available for review by members of the Association. Within fifteen (15) days of the election, the Board shall give general notice pursuant to Cal. Civ. Code § 4045 of the tabulated results of the election.

7. The Association shall retain, as election materials, both a candidate registration list and a voter list. The voter list shall include the name, voting power, and either physical address of the voter's separate interest, the parcel number, or both. The mailing address for the ballot shall be listed on the voter list if it differs from the physical address of the voter's separate interest, or if only the parcel number is used. The Association shall permit members to verify the accuracy of their individual information on both lists at least thirty (30) days before ballots are distributed. The Association or member shall report any errors or omissions to either list to the inspector of elections who shall make the corrections within two (2) business days. The sealed ballots, signed voter envelopes, voter list, proxies and candidate registration list shall at all times be in the custody of the inspector of elections or at a location designated by the inspector until after the tabulation of the vote, and until the time allowed by Cal. Civ. Code § 5145 for challenging the election has expired, at which time custody shall be transferred to the Association. If there is a recount or other challenge to the election process, the inspector of elections shall, upon written request, make the ballots available for inspection and review by an Association member or the member's authorized representative. Any recount shall be conducted in a manner that preserves the confidentiality of the vote.

8. The Association shall be prohibited from denying a ballot to a member for any reason other than not being a member at the time ballots are distributed.

9. The Association shall be prohibited from denying a ballot to any person with general power of attorney for a member.

10. The ballot of a person with general power of attorney for a member shall be counted if returned in a timely manner.

11. The inspector of elections shall deliver, or cause to be delivered, to each member at least thirty (30) days before an election, (a) a ballot or ballots, and (b) a copy of these rules.

12. Delivery of the election rules pursuant to the preceding rule, may be accomplished either by (a) posting them to an internet website and including the corresponding internet website address on the ballot together with the phrase, in at last

12-point font: “The rules governing this election may be found here: Associations Website,” or (b) individual delivery.

Dated: May 14, 2021

*Michael Riley*  
Secretary