

Charlestown Owners Association

Section I - Board Responsibilities and Limitations

ADMINISTRATIVE RESOLUTION NO. 2004-02 (Policies and Procedures for Elections and Safeguarding of Ballots)

WHEREAS, Articles XIII – Meetings of Members and XIV – Voting, of the Bylaws of Charlestown Owner’s Association (“Association”) provide general guidelines for the annual meeting of members of the Association and prescribes the general form of such meetings and the basic policies and procedures for voting for election of members of the board of directors and for special elections; and,

WHEREAS, the Board of Directors believes that it is necessary to proscribe in greater detail policies and the procedures for voting; and,

WHEREAS, the Board of Directors believes that it is necessary to proscribe in greater detail the policies and the procedures to safeguard voter privacy to the degree consistent with ensuring validity of both absentee/proxy and in-person votes cast; and, to safeguard ballots, to ensure an accurate count and preclude any unauthorized use of the ballots.

NOW, THEREFORE, BE IT RESOLVED THAT the following policies and procedures shall govern elections/voting conducted during Meetings of Members:

1. The Association holds two types of Meetings of Members:
 - a. Annual Meetings of membership
 - b. Special Meetings as called by the President, resolution of the Board of Directors, or upon receipt by the Secretary of a written petition signed by $\frac{1}{4}$ of the Members who are entitled to vote. (e.g. -for by-law changes, or assessment increases in excess of the annual increase in the Consumer Price Index etc).
2. Unit Owners in good standing may vote in person (by ballot provided at the annual or special meetings) or by directed proxy. That is, owners may complete an absentee/proxy ballot that instructs the Secretary of the Board to record their specific individual ballots/votes as recorded on the completed ballot. This is an “instructed proxy/absentee” vote.
3. “Uninstructed proxies” (where owner #1 assigns his/her right to vote to another owner #2 and allows owner #2 to make the decision as to how to cast owner #1’s vote) are authorized in the by-laws but have not been used in the recent past. The Board believes that each owner can and should make their own decision and cast their own ballot. Therefore COA will not issue uninstructed proxies for any membership meeting following the effective date of this resolution.

4. Annual Meeting Elections/voting:

- a. Both “instructed proxies” and absentee and in-person ballots will be used. Instructed proxies will be received and the fact that a particular owner has sent in a ballot will be recorded by management on a COA master roster. Lists of votes cast or lists of owners who have voted will not be compiled or disseminated to any person. Instructed proxies will be safeguarded by the management company in a locked filing cabinet (not accessible to owners) and will be taken to the annual meeting along with the master roster.
- b. Owner’s attending the annual meeting in person will sign in. If they have previously voted by instructed proxy - they may choose to withdraw that ballot and receive a new in-person ballot. If so, their instructed proxy will be returned to them and they will be free to vote at the meeting.
- c. All ballots (by instructed proxy and by meeting attendees) will be counted by a team of two management firm employees and two owners (any owners in good standing who are not candidates for election as selected by the chair of the meeting). The vote tally generated by such parties will constitute an “informal” election result – which will be announced before the close of the annual meeting.
- d. Within a week of the annual meeting the Secretary of the Board (or other officer if the Secretary was a candidate) and one other non-candidate board member will meet at the management office with one or more employees of the management firm to review the ballots cast and formally certify the election results.
 - (1) Lists or notes will not be made
 - (2) Ballots will not be removed from the control of the management firm or from the management office.
- e. In accordance with Guidelines for Association File Review Administrative Resolution 2004-01 – ballots will be destroyed 90 days after the election results are certified – provided that no challenge to the election results has been raised in the 90 days following the certification of the election.

5. Special Meeting Elections/voting:

- a. Both “instructed proxy” and in-person ballots will be used. Instructed proxies will be received and the fact that a particular owner has sent in a ballot will be recorded by management on a COA master roster.
- b. Special elections generally have very high requirements for owner participation to achieve “quorum” – that is a very high number of owners must vote in order for the special election to be valid. Accordingly, significant effort is generally required in an attempt to inform owners of the issues and to encourage them to vote. As an example, door to door solicitation and distribution of additional material was required to generate enough owner interest and participation to establish “quorum” for the special vote on the assessment increase in 2003.
- c. In the case of special elections, the management firm will periodically provide a current list of those owners who have voted (but not how they voted) to the board member who has been charged to manage the special election campaign. This board member may further provide this

information to volunteers who are conducting any door-to-door campaign. This information will be used to avoid contacting owners who have already voted.

- d. In the event that other owners wish to see the list of who has voted – they may make arrangements with the management company, in accordance with Guidelines for Association File Review Administrative Resolution 2004-01 to examine the list of owners who have voted – but not how they voted. Owners who desire a copy may purchase one – at cost from management.
- e. Instructed proxies will be safeguarded by the management company in a locked filing cabinet and will be taken to the special meeting along with the master roster.
- f. Owner's attending the special meeting in person will sign in. If they have previously voted by instructed proxy - they may choose to withdraw that proxy and receive a new in-person ballot. If so, their instructed proxy will be returned to them and they will be free to vote at the meeting.
- g. All ballots (cast by proxy and by meeting attendees) will be counted by a team of two management firm employees and two owners (any owners in good standing) selected by the Chair of the meeting. This will constitute an "informal" result – which will be announced before the close of the special meeting.
- h. Within a week of the special meeting the Secretary of the Board and one other board member will meet at the management office with one or more employees of the management firm to review the ballots cast and to formally certify the election results.
 - (1) Lists or notes will not be made
 - (2) Ballots will not be removed from the control of the management firm or from the management office.
- i. In accordance with Guidelines for Association File Review Administrative Resolution 2004-01. – ballots will be destroyed 90 days after the election results are certified – provided that the election results have not been challenged in the 90 days following certification of the election results.

6. Ballots:

- a. A sample board election instructed proxy is attached
- b. A sample board election in-person ballot is attached
- c. Ballots for elections at special meetings will be in the same general form and have the same general content as the board election ballots but will of course be tailored to reflect the specific special election subject.

This Policy Resolution shall be filed in Section I, Board Responsibilities and Limitations, of the Book of Resolutions.

The effective date of this Resolution shall be May 31, 2004.

This Resolution was approved and adopted by the Board on April 21, 2004.