

CRADLEROCK MEWS HOMEOWNERS ASSOCIATION ELECTION PROTOCOLS

These Protocols for the election of Directors and Officers of the Association summarize relevant portions of the By-Laws and add practical details that the By-Laws do not provide. They are adopted by the Board of Directors in order to define clear election procedures that are to be followed in all future elections. If any provision of these Protocols is found to conflict with any provision of a governing document (the Bylaws, Articles, Declarations and Covenants, state law, or other applicable statute), then the conflicting provision of the Protocols will be null and void. All other provisions will remain in force.

I. Election of Board of Directors. All nine seats on the Board of Directors of the Association are to be filled by election at the Annual Meeting of the Members.

A. Nominating Committee. (By-Laws, Article VI, Section 1)

1. Prior to each Annual Meeting of the Members, the Board of Directors shall appoint a Nominating Committee, whose members shall be announced at that Annual Meeting. The committee shall serve from the end of that Annual Meeting until the end of the next Annual Meeting.
2. The Nominating Committee shall consist of a chair (who must be a member of the Board) and two or more additional persons (who must be Members of the Association, but not necessarily members of the Board).
3. The duty of the Nominating Committee is to nominate a slate of at least ~~nine~~ seven candidates for the Board of Directors. These candidates do not necessarily have to be Members of the Association.
4. The Nominating Committee shall prepare an information sheet about the nominees to be distributed to Members along with the annual meeting announcement and ballot. The information about each nominee shall include: address; basis for interest in Cradlerock Mews (for example, homeowner or member of homeowner's family/household; renter); brief statement provided by the nominee.

B. Election Committee.

1. No later than July 1 of each year, the Board of Directors shall appoint an Election Committee to serve until the conclusion of the Annual Meeting.
2. The Election Committee shall consist of a chair (who must be the Secretary) and two or more additional persons (who must be Members of the Association, but not necessarily members of the Board).
3. The duties of the Election Committee shall be:
 - a. to coordinate with the Nominating Committee and the Board in preparing all ballots, proxy forms, envelopes, and other documents required by these Protocols (see III for descriptions and prototypes)
 - b. to review the roster of Members and update it as needed
 - c. to mail the official notices of the Annual Meeting to all members, using the updated roster
 - d. to determine which Members are in good standing as of the day of the Annual Meeting (for the purposes of these Protocols, a Member whose voting rights have not been suspended in accordance with the By-Laws, Article III, Section 3, is in good standing)
 - e. to plan and prepare the ballot box, checklists, sign-in sheets, tally forms, and all other materials and procedures that will be required to ensure a proper and orderly election (see III for descriptions and prototypes).

C. Ballot. All voting for Directors shall be by secret ballot. (By-Laws, Article VI, Section 2)

1. The ballot shall list the names of all persons nominated by the Nominating Committee.
2. The ballot shall also include space for nine write-in candidates.

3. Each voter may vote for up to ~~nine~~ seven candidates. Cumulative voting is not permitted. (By-Laws, Article VI, Section 2)
4. A more detailed specification of the ballot is given in III.A.

D. Proxy Voting. Any Member may vote by proxy (By-Laws, Article VI, Section 2), with the following stipulations

1. Proxy voting shall be done with the same secret ballot described in (I.C). A member voting by proxy shall indicate on the ballot which candidates he or she wishes to vote for (directed proxy).
2. A member voting by proxy must enclose his or her ballot in a special proxy envelope provided for this purpose. The outside front of the envelope shall contain a statement assigning a revocable directed proxy, valid only for the specified Annual Meeting, to the Secretary of the Association, along with the name, signature, address, and phone number of the person voting by proxy.
3. This special envelope must be sealed and enclosed in a larger return envelope, also provided for this purpose, with first-class postage affixed, addressed to the Secretary of the Association. The return address on this envelope shall be the same as the Secretary's address. There shall be no marks on this envelope that would identify the person voting by proxy.
4. This return envelope must then be mailed to the Secretary.
5. The Secretary shall collect all such return envelopes and keep them in a secure place, but shall not open them or allow anyone else to open them before the Annual Meeting.
6. No proxy votes collected or delivered in any manner other than that described above shall be accepted or counted.

E. Annual Meeting of Members. The election of the Board of Directors shall take place at the Annual Meeting of Members, which shall be open to all Members of the Association.

1. The Annual Meeting shall take place on October 30, or as close to that date as possible.

2. Official notices of the Annual Meeting shall be mailed to the Members in a 9 X 12 envelope no less than 15 days and no more than 30 days prior to the actual scheduled date of the meeting. Advance notices of the date, time, and place of the Meeting may be sent out at any time prior to the official notices.
3. The official notice of the Annual Meeting shall include the following items that are necessary for the election, plus any other materials that the Board decides to include:
 - a. A cover letter announcing the Meeting and its purpose(s), and the time, date, and location of the meeting. This letter shall clearly describe the procedure for voting by proxy. The letter may also include statements intended to motivate Members to vote by proxy or attend and vote in person. The cover letter shall be composed at the direction of, and approved by, the Board of Directors, and shall not include the name or signature of any Director, Officer, or other individual.
 - b. A copy of the ballot, described in (I.C).
 - c. A copy of the nominee information sheet, described in (I.A.4).
 - d. The envelopes described in (I.D.2 - 3).

F. Election Procedures at the Annual Meeting. The Secretary of the Association shall oversee all procedures involved in the election of the Board of Directors at the Annual Meeting.

1. Just before the Meeting, the Secretary shall open the mailing envelopes containing the proxies and check the proxy envelopes against a list of Members in good standing. Proxy envelopes from persons who are not Members in good standing shall be marked as "INELIGIBLE," set aside, and not included in the vote count.
2. As Members enter the Meeting, they must present satisfactory identification to the Secretary, who shall then verify that they are Members in good standing. Those who are shall be given ballots but instructed not to mark them until invited to do so. Everyone who receives a ballot must sign a roster sheet.

3. Any proxies received from Members who are physically present at the Meeting shall be considered to have been revoked; they shall be marked as “REVOKE~~D~~,” set aside, and not included in the vote count.
4. Before the election of Directors, the Nominating Committee shall formally announce the slate of candidates listed on the ballot, and there shall then be a call for nominations from the floor. If any candidates are nominated from the floor, the Members shall be advised that they may vote for these candidates by using the write-in spaces on the ballot. From this point on, no additional ballots shall be issued and no business other than the election itself shall be conducted until the results of the election have been declared.
5. When the voting begins, the remaining valid proxy envelopes shall be opened by the Secretary in full view of the Members. The ballots shall be removed but not unfolded or examined; they shall be placed immediately in the ballot box. The empty proxy envelopes shall be set aside and retained.
6. Members who are present and voting in person shall then be instructed to mark their ballots, fold them in the same way as the proxy ballots, and place them in the ballot box.
7. The Secretary, assisted by one Director and one Member who is not a Director, shall open the ballot box and tally the votes. This shall be done audibly and in full view of the Members. Ballots with more than nine names marked shall be marked as “INVALID” and set aside without being tallied, except that votes on other matters (for example, By-Law amendments) shall not be invalidated by an overvote for Director.
8. Each tallier shall have his or her own tally sheet. As the ballots are opened and the votes called out, each tallier shall mark his or her sheet. After all the votes have been counted, the tally sheets shall be compared, and if there are discrepancies, they shall be investigated and corrected.
9. The ~~nine~~ seven candidates receiving the most votes shall be declared officially elected to the Board of Directors. This concludes the election process, and at this point the Meeting may take up any other business that may be on the agenda.

10. All ballots, proxy envelopes, roster sheets, and tally sheets shall be retained by the Secretary, pending possible challenges, for at least one year, after which the Board of Directors may order them destroyed.

G. Filling Vacancies on the Board. If at any time the number of Directors falls below ~~nine~~ seven, the vacancy or vacancies shall be filled by election at the earliest possible opportunity. As the By-Laws allow, this may be done by the Board of Directors, at a regular Board meeting or at a special Board meeting called for this purpose; or it may be done by the Members at a special meeting called for this purpose. If vacancies on the Board are filled by a vote of the Members, these same Protocols shall be followed, except that the number of Directors to be elected will depend on the number of vacancies.

H. Term of Office. The terms of office of all Directors begin as soon as they are elected, and expire when new Directors are elected at the next Annual Meeting. Directors may be re-elected for any number of terms.

- II. Election of Officers. The Officers of the Association shall be elected by the Board of Directors. No Member who is not a Director shall have a vote in the election of officers.
 - A. Required Officers. At all times, these four offices must be filled: President, Vice-President, Secretary, and Treasurer. The Board may also create other offices as it wishes.
 - B. Qualifications for Office. The President and Vice-President must be members of the Board of Directors. Other officers need not be members of the Board of Directors.
 - C. Annual Election of New Officers. New officers shall be elected at the first meeting of the new Board of Directors.
 - D. Filling Vacant Offices. If at any time the office of President, Vice-President, Secretary, or Treasurer becomes vacant, the Board of Directors shall fill the vacancy at the earliest opportunity.
 - E. Notification to Other Entities. Whenever the roster of Officers changes, an official letter listing the current Officers shall be written and sent to all individuals, businesses, law firms, and other entities that may need this information.
 - F. Term of Office. The terms of office of all Officers begin as soon as they are elected, and expire when new Officers are elected following the next Annual Meeting. Officers may be re-elected for any number of terms.

III. Descriptions and Prototypes of Election Forms and Materials

A. Ballot. The ballot shall list all nominees for the Board of Directors as determined by the Nominating Committee. It shall also provide as many spaces for write-in candidates as there are Director seats being filled. The ballot may also include items that are to be voted on by the Members, such as By-Law amendments. There shall be no place on the ballot for the Member voting to identify him/herself.

Below is a prototype ballot approved at the July 2008 Board meeting.

Cradlerock Mews Homeowners Association
BALLOT
October 27, 2008 **Members Meeting**

All voting for the Board of Directors and other matters presented here must be by this official ballot. In order to be valid, this ballot must be EITHER cast in person at the Members meeting, OR enclosed in the proxy envelope provided for this purpose and mailed to the Secretary.

1. Election of Board of Directors. Vote for nine (9) candidates. Check the boxes in front of the names of the candidates you wish to vote for. If you wish to vote for someone whose name is not listed on the ballot, use the blanks provided.

Ballots with more than nine names checked will be invalid.

Name Name _____

2. Should the By-Laws be amended to.....? Yes No

3. Should the By-Laws be amended to.....? Yes No

B. **Nominee Information Sheet.** The Nominee Information Sheet shall contain the following information for each nominee: Name; Address; Status (Homeowner, Renter, Other); 100-word statement.

Below is a prototype entry for a nominee:

Name, Address, Status	Statement
Jane Doe 1234 Quiet Morning Homeowner	I have owned my house for 5 years and have come to appreciate the benefits of the HOA. Now I feel it is time for me to contribute by serving on the Board. I am a retired CPA and would be happy to put my knowledge and experience to work by serving as Treasurer or in any other capacity that would be useful. I have also served on the Board of Directors of a small corporation, so I have a good idea of what is involved.

C. **Proxy Envelope.** Below is a prototype of the material to be printed on the front of the proxy envelope, as approved at the July 2008 Board meeting. A Number 9 envelope shall be used for this purpose.

PROXY ENVELOPE

TO VOTE BY PROXY: (1) Fill in the required information on this envelope. (2) Mark your choices on the Ballot. (3) Fold the Ballot and place it in this envelope. (4) Seal this envelope. (5) Place this envelope in the enclosed stamped addressed envelope and mail it.

TO: Secretary, Cradlerock Mews Homeowners Association, P.O. Box 6092, Columbia, Maryland 21045

The undersigned hereby appoints the Secretary of the Association to vote as proxy at the membership meeting of the Association, to be held at the Owen Brown Center, October 27, 2008, at 7:00 pm, and at any adjournment thereof, according to the number of votes that the undersigned would be entitled to vote if then present, in accordance with the specifications made on the ballot that is enclosed in this envelope. If the undersigned attends the meeting in person, this proxy is automatically revoked.

Property Address: _____

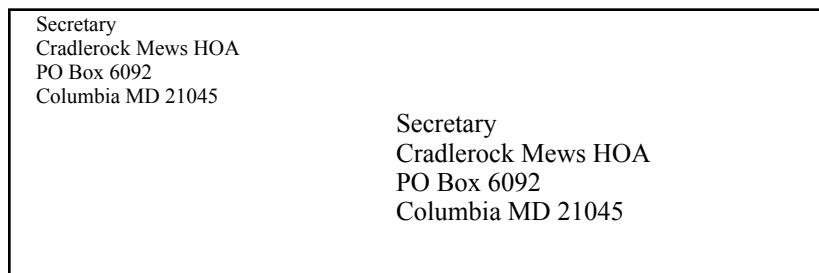
Member's Name (printed): _____

Phone: _____

Member's Signature: _____

Date: _____

D. Return Envelope. The return envelope (for returning proxies to the Secretary) shall be a Number 10 envelope pre-addressed as shown below and bearing sufficient postage for the combined weight of the return envelope, the proxy envelope, and the ballot.



E. 9 X 12 Envelope. The entire packet to be mailed to Members in advance of the Annual Meeting shall be contained in a 9X12 envelope. The packet shall include the cover letter, the ballot, the nominee information sheet, the proxy envelope, the return envelope, and any other necessary materials such as explanations of proposed By-Law amendments.

F. Roster Sheet. The Roster Sheet shall be updated and prepared before the Annual Meeting by the Election Committee (I.B.3.b.) and used by the Secretary during the Meeting to keep the official record of Members voting by proxy or in person (I.F.2.). Below is a prototype Roster Sheet.

NAME	PROPERTY ADDRESS	CERTIFIED IN GOOD STANDING	PROXY RECEIVED	SIGNATURE IF VOTING IN PERSON
John Doe	1234 Quiet Morning			
.....			
.....			

G. **Tally Sheet.** The tally sheet used by each tallier shall have a space for the tallier's signature; a line for each nominee for Director listed on the ballot (printed in advance on the sheet), with additional lines for any write-in nominee or person nominated from the floor; and a line for any By-Law amendments or other matter being voted on. Below is a suggested prototype for the Tally Sheet.

Signature of person filling out this Tally Sheet: _____

Board of Directors	Running Tally	Total Votes
John Doe		8
Jane Doe		4
<i>John Smith (write-in)</i>	/	1
<i>Mary Smith (floor nominee)</i>	//	2

Amendment	Running Tally		Total Votes	
	YES	NO	YES	NO
Amendment to			8	4
Amendment to	//		2	10