

COUNTRYSIDE PROPRIETARY

RESOLUTION NO. 128

ELECTION OF BOARD OF DIRECTORS

WHEREAS, Article IV, Section 4 of the CountrySide Proprietary ("Bylaws") assigns the Board of Directors responsibility for determining the method of voting for Directors; and

WHEREAS, the Board of Directors has appointed an Elections Committee pursuant to Article VIII, Section 1 to provide for the supervision of the nomination and election of Directors; and

WHEREAS, the Board of Directors wishes to provide fair and adequate procedures by which all Members will have the opportunity to elect Directors;

NOW, THEREFORE, BE IT RESOLVED THAT the Elections Committee shall conduct and enforce the election practices and procedures set forth below:

I. COMPOSITION AND TERM

A. Elected Directors

1. Elected Seats...Establishment of

Pursuant to Article VI, Section 2 of the Bylaws, Elected Directors must be Owners and, as such, a Class "A" and/or Class "D" Member as defined in the Covenants and Restrictions.

Director seats shall be established by the Board of Directors in accordance with the formula provisions outlined in Article VI, Section 2(a) of the Bylaws, and further in accordance with the Bylaw provision which requires such establishment of seats to occur no later than sixty (60) days prior to each Annual Meeting.

2. Elected Directors...Manner of Election and Term

Elected Directors shall be elected from and by Class "A" and Class "D" Members in conjunction with the Annual Meeting of the General Membership held in December of each calendar year. Elected Directors shall serve one (1) year terms, commencing on January 1st.

II. DIRECTORS SEATS

In accordance with Article VI of the Bylaws, the following seats are established for the Board of Directors.

*Elected Seats: 7 Directors
Total Seats: 7 Directors

*As defined in Article VI, Section 2 of the Bylaws, Elected Seats shall be apportioned into the seven (7) Neighborhood Districts ("Neighborhoods") and Elected Directors shall

be elected from and by the Class "A" and Class "D" Members of the Neighborhood which they represent.

III. **METHOD OF NOMINATION FOR ELECTED SEATS**

A. Eligibility

1. An eligible candidate must be an Owner, and as such, a Class "A" and/or Class "D" Member.
2. An eligible candidate must be an Owner who resides in the Neighborhood District in which he/she seeks election.
3. An eligible candidate cannot be a Member of the Elections Committee.
4. An eligible candidate must be in good standing as a Proprietary Member. Good standing shall mean the absence of any lien, assessment delinquency, architectural violation, privilege penalty, or legal action enacted by the Proprietary upon the candidate in question.
5. An eligible candidate must complete a petition of candidacy.

B. Petition of Candidacy

1. Information on the election and an invitation to the Membership to file a petition of candidacy shall be sent to all Members. The petition of candidacy must be signed by at least ten (10) Members from the candidate's Neighborhood and must be filed with the Elections Committee no later than (60) days prior to the election.
2. If any Neighborhood does not have at least one eligible candidate, the Elections Committee shall solicit additional candidates either personally or through public appeals to ensure that each Neighborhood has at least one eligible candidate. If no candidate is elected from a Neighborhood, the position will be unfilled until the first meeting of the Board of Directors, at which time it will be considered a vacancy and may be filled by the Board with a resident of the affected Neighborhood.
3. After petitions of candidacy have been received, candidates may request a meeting with the Elections Committee or the current Members of the Board of Directors to become informed about the duties of the office.

C. Ballots

1. The Elections Committee shall prepare or cause to be prepared the official ballot. Ballots shall be color-coded by Neighborhood with only those candidates running for the respective Neighborhood appearing on the ballot.

2. Respective Neighborhood ballots shall be mailed to respective Neighborhood Owners with the notice of the Annual Meeting, which is distributed to the Membership at least thirty (30) days and no more than fifty (50) days prior to such meeting.
3. Only one (1) ballot may be cast per unit by Class "A" Members. Hence, if two (2) Owners own one lot, one (1) ballot may be cast.

IV. **METHOD OF ELECTION**

Pursuant to Article VI, Section 4 of the Bylaws, election of Directors shall be conducted by secret written ballot at the Annual Meeting of the General Membership or delivered to the Chairperson of the Elections Committee or his/her designee prior to the start of the Annual Meeting.

A. Ballots Delivered Prior to the Annual Meeting

1. Marked ballots must be delivered to the Chairperson of the Elections Committee and/or his/her designee prior to the start of the Annual Meeting.
2. Ballots must be delivered in a sealed envelope with the signature of the lot owner written across the sealed flap and last name, address, and Neighborhood printed on the back of the envelope.

B. Ballots at Annual Meeting

1. Ballots may be cast in person at the Annual Meeting. Ballot boxes for each Neighborhood shall be located at the place of the Annual Meeting as needed.
2. Prior to casting a ballot, each voter shall be verified as an Owner in good standing of the respective Neighborhood corresponding with the color of his/her ballot(s). Good standing shall mean the absence of any lien, privilege penalty, assessment delinquency, architectural violation, or legal action enacted by the Proprietary.

C. Uncontested Neighborhood District Election

In the event there is only one (1) candidate seeking election in a respective Neighborhood the Elections Committee shall waive the requirement for ballot distribution and ballot vote, as outlined above, and the election shall be by acclamation of the respective Neighborhood Owners at the Annual Meeting, as called by the Elections Committee Chairperson.

D. Tabulation

1. The Elections Committee shall open ballots and verify Ownership, eligibility and Neighborhood in accordance with instructions of the Chairperson.

2. The Elections Committee shall count and tabulate all votes, including proxies, in accordance with instructions of the Chairperson.
3. In the event of a tie vote, the Committee will recount the ballots before results are announced. If the tie vote persists, another vote will be taken at the Annual Meeting. Upon the second polling, if a tie still persists then the Committee will break it by drawing lots (when more than two (2) candidates are tied) or by flipping a coin (when only two (2) candidates are tied).
4. Results of the election will be announced by the Elections Committee Chairperson and included in the Minutes of the meeting, along with all voting records. If time does not permit and the count cannot be completed before the end of the meeting, the results shall be distributed in writing to the entire Membership within seven (7) days following the Annual Meeting.
5. An Inspector of Elections shall be appointed by the Committee and execute the attached "Affidavit of Voting Inspector".

V. **RESIGNATION AND REMOVAL**

Pursuant to Article VI, Section 5 of the Bylaws, any Elected Director who fails to attend three (3) consecutive regular Board of Directors meetings through unexcused absence shall be deemed to have resigned. Additionally, any Elected Director may by majority vote of Proprietary Members, be removed from the Board with or without cause.

VI. **VACANCIES**

Pursuant to Article VI, Section 6 of the Bylaws, in the event of resignation, removal or death of an Elected Director, his successor shall be seated by the remaining Elected Directors to serve for the unexpired term of his predecessor. The selection of a new Elected Director must be an Owner in good standing who should reside in the Neighborhood in which the vacancy occurs.

ATTEST:

PRESIDENT: David Barrie

DATE:

SECRETARY: Rob Heckman

DATE: