

# Elections Committee

## APP IX Policies & Procedures

### Elections Committee Policies

#### Authority

The Elections Committee's authority and jurisdiction are delegated by the Association's Board of Directors pursuant to relevant Articles in the CC&Rs and Bylaws. Policies and procedures are established in accordance with the Association's governing documents in general and with Articles II, III and V of the CC&Rs, Articles VII, X and XIII of the Articles of Incorporation, and Articles V and VI of the Bylaws. The Board of Directors can amend these policies at any open meeting – changes to take effect immediately.

#### Mission

The Elections Committee's primary mission is to encourage members and residents of Kala Point to run for the Board of Directors, with the goal of having at least two timely candidates for each open position. The Committee also certifies the outcomes of elections regarding the Board, Budget, CC&Rs, and By-laws for presentation at Member Meetings.

#### Organization and Reporting

**Committee Membership** shall include six (6) Members/Residents serving three-year terms. Nominations are made by the Elections Committee to fill the at-large positions any time a vacancy occurs. When filling an open position, the Committee shall consider age, gender, ethnicity, and KPOA Zones in pursuit of the goal of diversity. Nominations are submitted to the Board for approval; members so appointed assume office at the first committee meeting following the Board's approval.

**Board Liaisons:** one current Board Director serves as the Board Representative with voting rights. A second Board member serves as the Alternate Rep, eligible to vote on Committee business in cases when the Board Representative is absent. Board Reps and Alternates serve one-year terms for a maximum of three consecutive years.

#### Roles & Responsibilities:

- **The Committee** shall reorganize and elect its Chair annually (subject to Board approval) at first committee meeting following the Annual Meeting. Also, at the organizational meeting, the Committee will review APP IX, update objectives, and adopt timelines for the year.
- **The Chair** will develop agendas, call and preside at meetings, and perform other duties as determined by the Committee.
- **A Secretary** will be named by the Committee to keep minutes. Copies of approved minutes will be filed at the KPOA office and posted on the KPOA website.
- **The Board Rep** will write meeting summaries (cleared with the Committee Chair) for distribution to the Board and publication in the Kala Pointer.

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## **ELECTIONS COMMITTEE PROCEDURES**

### **I - Board Member Elections:**

1. By means of an insertion in the Kala Pointer at least 90 days prior to the beginning of the balloting period, the Committee shall notify all KPOA Members of Board openings that are expected to occur at the next Annual Meeting of the Membership; and shall further publicize and encourage Members to volunteer as candidates, or to nominate candidates, by arranging for publication of articles in the Kala Pointer, and by such other means as the Committee deems appropriate.
2. The Committee shall solicit candidates as necessary to achieve the goal of at least two candidates for each Board opening. This solicitation shall begin as of a date determined by the Committee and shall be conducted in the manner determined by the Committee
3. In order to be considered a nominee per Article V Section 2. of the Bylaws, a candidate must be a “timely-declared” Board candidate. A Board candidate shall be considered to be a “timely-declared” Board candidate if they submit a letter/email of intent to the GM on or before September 15 to be a candidate. This includes those volunteering without solicitation as well as those volunteering after solicitation by the Committee. All “timely-declared” candidates shall be placed on the ballot. If a person volunteers or is solicited after midnight September 15, they will be a write-in candidate and their name will not appear on the ballot. Only one owner from a joint or common ownership may be a candidate at any time.
5. The Committee shall invite all declared candidates, whether timely-declared or not, to an informal get-together of candidates, the Elections Committee and the Board of Directors, to thank each candidate for declaring his/her candidacy, and to answer questions the candidates might have. This gathering of candidates is to be held prior to the October Board meeting.
6. The Committee shall arrange for the timely-declared nominees to have pictures and brief biographies, 400 words or less, concerning their backgrounds and their views of Kala Point and its future, for publication in the November issue of the Kala Pointer. The candidate will also supply a summary version of the biography limited to 250 words to be published as part of the ballot package along with the answers to the questions supplied by the Elections Committee. Written answers to the questions are limited to 400 words.
7. If there are more than three (3) candidates, the Committee shall coordinate with the Social Plus Committee to hold a “Candidates Forum” by mid-November for the purpose of introducing the candidates to the Membership and giving the candidates the opportunity to further express their views. The “Candidates Forum” may be held as a face to face and/or virtual meeting.
8. Shortly after the election has been concluded, the Committee shall write a letter of appreciation to each of the unsuccessful candidates.
9. The Committee Secretary will maintain a list of people solicited to run for the Board, including their responses, for use by future committees. This list should include people who would consider filling a Board vacancy.

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10. For each Membership Meeting, the Committee, in conjunction with the General Manager, shall:
  - a. Determine the total eligible voting units and the quorum count required. (Quorum is 20% of eligible voters.)
  - b. Present the final credentials report to allow the meeting to proceed. (See Exhibit D)
  - c. Submit the formal election results report to the Board at the Annual Membership Meeting.

### **II - Electronic Election Procedures:**

1. The following rules shall govern the vote count and shall be administered online by a qualified contractor to assure that:
  - a. Cumulative Voting is not permitted. Each voter is eligible to cast only a single “vote” for each of the open positions or questions.
  - b. Votes cast by a single KPOA voting unit cannot be split. (See CC&Rs Article III, Section and Articles of Incorporation Article VIII, Section 2(a).)
  - c. All ballots represent one voting unit.
  - d. Ballots showing “votes” for more than the number of open positions on the Board of Directors will not be counted.
  - e. Under-votes (blank votes) on Board of Directors and resolutions will be reported only for reconciliation and reporting purposes.
  - f. Results of elections or the budget ratification meeting will be announced at the Annual Membership Meeting by the Elections Committee Chair and will be emailed by the Elections Committee Chair to all Board members, all candidates, and posted by the Kala Point office.
  - g. The Committee receives assistance in preparing, distributing or counting ballots from Election Trust in Bellevue, WA, or other such commercial service authorized by the Board.

### **III. Procedures for processing Board-generated Resolutions for amendments to the Governing Documents**

1. The Board may generate resolutions for either the Annual or any Special membership meeting called by the Board. A simple majority vote of the Board is sufficient to qualify a resolution for the ballot.
2. The Elections Committee will:
  - a. Request that, for each resolution that the Board determines to include on the agenda for the meeting, the Board present up to 250 words of argument for or against the resolution. This statement must be provided to the Elections Committee no later than FOUR Weeks prior to the mailing deadline.

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- b. Receive an argument against the Board resolution. The “against” argument is limited to 250 words, and must be received by the committee FOUR weeks prior to the mailing deadline.
- c. Use the KPOA office version of Microsoft Word in determining the word limitations to both pro and con arguments. Neither the title nor the names of authors are included in the word count.
- d. Accept rebuttal statements on both the pro and con arguments. Rebuttal statements are limited to 150 words, and shall be received no later than TWO weeks prior to the announced mailing date of the ballot materials.
- d. Ensure that the voting materials also include the unedited resolution arguments and rebuttals from both proponents and opponents, including the names of the authors.
- e. Encourage meetings (e.g., Town Hall Meetings – virtual or in-person) to allow discussion amongst the KPOA Membership of the proposed resolution(s).

#### **IV - Procedures for all Member-Submitted Resolutions to be voted on at the Annual Membership Meeting:**

1. To submit a resolution to be voted on by the membership at the next Annual Membership Meeting, a KPOA member must prepare a proper resolution, in final form, using the KPOA submission form format (Exhibit A-1), and obtain a signed second to the resolution. A dated supporting statement of up to 250 words must be submitted with the resolution along with signed endorsements of the resolution with its accompanying supporting statement from a minimum of 31 voting units, using the attached format as guidance (Exhibits A-2). The above items constitute a complete resolution submission which must be submitted to the KPOA office at least TWELVE calendar weeks prior to distribution at the next Annual Membership Meeting. The title of the proposed resolution must reflect the actual meaning and impact of the resolutions.
2. The KPOA Office will notify the President of the Board of Directors and the Chairperson(s) of the Elections Committee, that a properly prepared resolution has been received, along with the required number of member endorsements and a supporting statement.
3. The Elections Committee, in concert with the President of the Board of Directors, will review all resolution submissions to verify whether they are complete, and will notify the member submitting resolutions if the submission is not complete and what steps are needed to complete the submission. If the submitter of an incomplete resolution submission takes the steps designated by the Elections Committee to complete the submission at least TEN calendar weeks prior to the next Membership Meeting, the resolution will be considered by the Board along with all other properly submitted resolutions. If the resolution submitter does not take the

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required steps to complete the submission at least TEN calendar weeks prior to the next Annual Membership Meeting, the proposed resolution will not be considered by the Board. The definition

of an incomplete resolution is one that does not include all requirements shown in exhibit A-1 and A-2.

4. The Board will convene a special working session to hear arguments from any members submitting resolutions and supporters of the proposed resolutions, listen to recommendations from appropriate committee representatives, invite comments or questions from the membership, and discuss whether or not to include those Member-Submitted Resolutions on the upcoming agenda and ballot. The Board may also seek the opinion of KPOA's attorney as to the form and merit of the proposed resolutions. At the next Regular Board meeting, all Member-Submitted Resolutions would then be voted on by the Board to decide whether or not each resolution should or should not be included on the agenda and the ballot for the next Annual Membership Meeting.

5. The Elections Committee will:

- a. Annually set the date certain and time certain for the submission of resolutions for the Annual Membership Meeting.
- b. Request that, for each resolution that the Board determines to include on the agenda for the Annual Membership Meeting, the Board present up to 250 words of argument for or against the resolution. This statement must be provided to the Elections Committee no later than FOUR Weeks prior to the mailing deadline.
- c. Use the KPOA office version of Microsoft Word in determining the 250-word limitations to both proposers and Board. Neither the title nor the names of authors are included in the word count.
- d. Ensure that the member-proposed resolution(s) is/are included in the voting materials provided for the Annual Membership Meeting. The voting materials will also include the unedited resolution arguments from both proponents and the Board, including the names of the proponent authors.
- e. Encourage meetings (e.g., Town Hall Meetings - either virtual and/or in-person) to allow discussion amongst the KPOA Membership of the proposed resolution(s).
- f. Nothing in these procedures would preclude a member from bringing forward, at the Annual Membership Meeting, any proper business or resolution that does not require an amendment to the Governing Documents.

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**V. Procedures for all Member-Submitted Resolutions to be voted on at a special meeting of the membership:**

1. Special meetings of members may be called by members representing at least five percent (5%) of the total voting power of all members. While the members calling a special meeting need only

specify the general nature of the business to be conducted at the meeting if the business is of a type described in Article V, Section 4 of the KPOA Bylaws, resolutions can only be

placed on ballots to be mailed to members if a detailed statement of the proposed resolution is provided for the ballot and sufficient time is provided for preparation and mailing of the ballots.

2. Submission and processing of member-submitted resolutions shall follow the same procedures as set out in section IV above.

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EXHIBIT A-1

Required Format for Member-Submitted Resolutions

This Proposed Resolution Must Be Received at the KPOA Office by 1:30 p.m., 2XXX.

Resolution Title and CC&R to be amended: Title: Required Growth of Strawberries on all Developed Lots

CC&R to be Amended: Article X, Section X

Resolution Proposed by: (Printed name) (Signature)

Resolution Seconded by: (Printed name) (Signature)

Dated:

Resolution:

Whereas:

Strawberries are a healthy food,

Strawberries taste good,

Strawberries are nice to look at,

Strawberries make a good ground cover, and

Strawberries are good for the environment

Be it resolved:

Beginning with the 2XXX growing season all KPOA owners shall be required to grow strawberries on their developed lots.

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EXHIBIT A-2

**TO MEMBER-SUBMITTED RESOLUTION SUBMISSION FORM**

The following Kala Point Association members endorse the attached Resolution # \_\_\_\_\_.

Note: A minimum of 31 signatures are required and only one signature per unit will be accepted.

For additional names, please add a third sheet. I have read the member-submitted resolution entitled \_\_\_\_\_ dated \_\_\_\_\_, and the supporting statement, and I support this resolution.

PLEASE USE BLUE OR BLACK INK.

(01) Printed name	Signature	Unit #
(02) Printed name	Signature	Unit # -
(03) Printed name	Signature	Unit #
(04) Printed name	Signature	Unit #
(05) Printed name	Signature	Unit #
(06) Printed name	Signature	Unit #
(07) Printed name	Signature	Unit #
(08) Printed name	Signature	Unit #
(09) Printed name	Signature	Unit #
(10) Printed name	Signature	Unit #

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(11) Printed name	Signature	Unit #
_____	_____	_____
(12) Printed name	Signature	Unit #
_____	_____	_____
(13) Printed name	Signature	Unit #
_____	_____	_____
(14) Printed name	Signature	Unit #
_____	_____	_____
(15) Printed name	Signature	Unit #
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(16) Printed name	Signature	Unit #
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(17) Printed name	Signature	Unit #
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(18) Printed name	Signature	Unit #
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(19) Printed name	Signature	Unit #
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(20) Printed name	Signature	Unit #
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(21) Printed name	Signature	Unit #
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(22) Printed name	Signature	Unit #
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(23) Printed name	Signature	Unit #
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(24) Printed name	Signature	Unit #
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(25) Printed name	Signature	Unit #
(26) Printed name	Signature	Unit #
(27) Printed name	Signature	Unit #
(28) Printed name	Signature	Unit #
(29) Printed name	Signature	Unit #
(30) Printed name	Signature	Unit #
(31) Printed name	Signature	Unit #
(32) Printed name	Signature	Unit #
(33) Printed name	Signature	Unit #

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**EXHIBIT B**

**Date of Record**

The Date of Record is the date that established membership voting rights. It is fixed by the Board of Directors in accordance with Bylaws Article IV, Section 3 and Article V, Section 11 (see excerpt below). The Date of Record allows the KPOA administration to more accurately and timely perform the tasks associated with the mailing of membership meeting notices and ballots.

Bylaws Article V, Section 11. The Board of Directors may fix a date in the future as a record date for the determination of the Members entitled to notice of and to vote at any meeting of Members. The record date so fixed shall not be more than sixty (60) days prior to such action or meeting. When a record date is so fixed, only Members of record on that date shall be entitled to notice of and to vote at the meeting, notwithstanding any transfer of or issuance of membership certificates on the books of the Association after the record date.

If no record date is fixed in accordance with the provisions of the preceding paragraph, the record date for determining those Members entitled to receive notice of, or to vote at, a meeting of Members shall be the next business day preceding the day on which notice is given or if notice is waived, the next business day preceding the day on which the meeting is held. The record date for determining those Members entitled to vote by ballot on corporate action without a meeting, when no prior action by the Board has been taken, shall be the day on which the first written consent is given. When prior action of the Board has been taken, it shall be the day on which the Board adopts the resolution relating to that action. For purposes of this paragraph and the preceding paragraph, a person holding membership as of the close of business on the record date shall be deemed the Member of record.

Note: When a property has been sold and occupied after the date of record, the previous owner will be sent a letter, including a proxy form, asking if he/she wishes to give his proxy to the new owner.

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EXHIBIT C

Example Final Report

Elections Committee Report December xx, 20XX

Previous to the Annual Membership Meeting, the Committee had verified that 598 member units were eligible to vote (out of 601 total units). A total of 394 ballots were validated. (of which 368 were received prior to the Annual Membership Meeting). This represents a voter turnout rate of 65.9%. With only 20% of eligible voters required for quorum purposes to hold a meeting and a quorum of 50% of eligible voters to adopt a change to the CC&Rs, all requirements were easily met. No ballots were deemed invalid.

There were a total of 107 people physically present in the auditorium during the meeting. We had no guests other than the Corporate Attorney and no one from the timeshare units.

Proxies represented at the meeting were 9 held by the Corporate Secretary and 5 held by individuals, for a total of 14.

The vote count was as follows:

Candidates for Director:

(name) 307

(name) 302

(name) 332

Write-in Candidates 34

Under votes 207

The details of voting on resolutions are summarized here:

Waiver of Independent Audit for 20XX fiscal year. Passed. Vote count: 378-12 92.9%

(needed to pass: 67% of votes cast) (under-votes = 4)

IRS Ruling 70-604 Excess Income. Passed. Vote count: 330-61 83.8%

(needed to pass: majority of votes cast) (under-votes = 2)

Change CC&Rs, Article IV, Section 8, to allow Member to remove any deemed hazard trees within 20 feet of any structure on Member's residential property without approval.

Failed. Vote count 168-223 42.6%

(needed to pass: 67% of votes cast) (under-votes=3)

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