

Wexford Conservancy Resolution 2012-01

Elections Committee Procedures

Whereas the Wexford By-Laws, Article VIII, Election Committee indicates that the Wexford Conservancy Board of Trustees should adopt procedures for Elections Committees to follow in order to carry out its duties to provide supervision of the nomination and election of Trustees, the Wexford Board of Trustees adopts the following resolution, and;

Whereas Article VIII, Election Committee states, *“The Board of Trustees shall appoint an Elections committee no later than two months prior to the annual meeting date. The committee shall consist of a chairman who may not be a Trustee, and at least four Members, none of whom shall be candidates for office. It shall be the duty of the Committee to provide supervision of the nomination and election of Trustees in accordance with procedures adopted by the Board and placed in the Book of Resolutions.”* and;

Whereas Article VI, Board of Trustees states:

Section 3. Method of Nomination. Candidates for election shall file a petition of candidacy, signed by not less than ten (10) Members, with the Elections Committee at least six (6) weeks before the annual meeting. The Elections committee shall provide all Members with a ballot containing the names of all bona fide candidates with the notice of the annual meeting. There shall be no "write-in" candidates or votes.

Section 4. Method of Election. The Members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation. Cumulative voting is not permitted. Those persons receiving the largest number of votes shall be elected.” and;

Whereas the Articles of Incorporation Article V, Membership and Voting states in section 5.1:

“1. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Living Unit which is subject to the Declaration, including contract sellers, shall be Members of the Conservancy. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

Class A. Class A Members shall be all owners of Lots or Living Units, except the Class B Member. Class A Members shall be entitled to one vote for each Lot or Living Unit owned.”

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of the Wexford Conservancy does hereby adopt the following procedures to aid the Elections Committee in performing and carrying out its duties.

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Whereby the role of the Elections Committee's is to provide supervision of the nomination and election of candidates to the Board of Trustees, its role must remain neutral and non-partisan to avoid any real or perceived conflict of interest through participation in and/or influence over the nomination and election of candidates. Therefore to avoid potential litigation, no member of the Elections Committee may engage in any campaigning activities—real or perceived for any candidate to the Board of Trustees. Solicitation for proxies by Election Committee members may only be done for the purposes of a Quorum and/or for consideration of any question(s) that is(are) presented to the membership for a vote. Committee members holding proxies that will allow them to cast votes for candidates on behalf of the granting member will not be counted for reasons previously stated.

Providing that the Conservancy is not self managed, Bio forms and Petitions of Candidacy shall be mailed, faxed, or delivered through other electronic means to the Managing Company's office for receipt, documentation, and holding if the Elections Committee has not been appointed. Once the committee has been appointed or upon receipt the Chair will be notified and the Bio forms and Petitions of Candidacy shall be delivered to the Elections Committee through whatever means is agreed upon. Certified copies will be retained on file to prevent loss or destruction through any accidental or intentional action.

If the Conservancy is self managed, Bio forms and Petitions of Candidacy shall be mailed, faxed, or delivered through other electronic means to the Board of Trustees in the event that the Elections Committee has not been appointed. Once appointed, Bio forms and Petitions of Candidacy shall be delivered to the Elections Committee. Certified copies will be retained on file to prevent loss or destruction through any accidental or intentional action.

Once appointed, the Elections Committee shall work with Management and the Board of Trustees to provide supervision of the nomination and election of candidates to the Board of Trustees. The Committee will accomplish this by doing the following:

1. Ensure that a timeline of actions and dates required by the Wexford Conservancy's Articles of Incorporation and By-Laws has been developed.
2. Review the timeline of dates and events and ensure that;
 - a) a date has been set for the Annual Meeting by the first week of February
 - b) the BoT sets the date that "notice" for the Annual Meeting needs to go out
 - c) a "Record Date" has been set
 - d) a Proxy for the upcoming election is being developed and is ready one week prior to when notice of the Annual Meeting is due to be sent out

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- e) a Ballot is being developed and is ready in as much as possible one week prior to when notice of the Annual Meeting is due to be sent out
- 3. Take possession of Bio forms and Petitions of Candidacy once received by Management or the Office of the Conservancy for filing ensuring that certified copies have been made to prevent accidental or intentional loss or destruction.
- 4. Assist Management in determining if signatures on Petitions of Candidacy, Proxies, and Ballots received in advance of the Annual meeting are those of bona fide home owners by comparing names against a list of owners.
- 5. At the Annual Meeting the Elections Committee is to supervise the;
 - a) checking in of members
 - b) verification of voting status
 - c) checking for the existence of previously received Proxies and Ballots
 - d) acceptance and verification of Proxies and Ballots carried by members
 - e) tabulation of Proxy votes for designees to cast
 - f) counting of votes for and the announcement of votes received per candidate
- 6. Once the election process has been completed and certified;
 - a) All election materials will be packaged and filed.
 - b) Any General Proxies filed that do not expire upon their use at the Annual Meeting will be held separately for future use if required.
 - c) A summary of the election along with voting results will be announced to the membership by publishing on the Wexford website, in a newsletter, or letter sent to the membership.
 - d) Within two months of the annual meeting the Elections Committee will conduct a review of the election and provide suggestions and recommendations for improvement of the process to Management and the Board of Trustees.
 - e) Within three months of the annual meeting the Board of Trustees will review any suggestions and recommendations made by the Elections Committee and consider revising the Elections Committee Procedures.
 - f) If a revision is necessary they will be revised, published, and adopted within six months of the election.

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Declaration of Confidentiality

1. It is my responsibility to be familiar with and abide by all the applicable rules and regulations for the election process.
2. I understand that any oral communication regarding sensitive information such as candidate status, vote counts, or personal information must be conducted discreetly. I will avoid discussions involving sensitive information in areas where individuals not directly involved may overhear the conversation.
3. Except in the case of emergency I will not leave the voting location unattended during the voting process.
4. I understand that any violation by me, of this Declaration is cause for removal by the Board from the Election Committee.
5. I understand that all records associated with the election process are available upon request by any Association member in good standing.
 - a. I understand that such requests must come through Management or the Board.
 - b. If I fulfill the request, I understand that I am responsible to maintain the integrity and security of those records.

I understand that if I am aware of information that suggests a violation of the election process and procedures, I am responsible to report that information immediately to Management or member of the Board.

I have read, and understand the above guidelines and agree to comply with them.

Printed Name: _____

Signature: _____ Date: _____

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I hereby certify that this Policy Resolution 2012-01 was duly adopted by the Board of Trustees at a regular meeting on 19 January 2012.

The rules and regulations set forth in this policy resolution are effective as of 19 January 2012.

WEXFORD CONSERVANCY

By: _____

Jon Williams, President

Wexford Conservancy