

MEMO



December 13, 2017

To: Jeffrey Connors, Board President
From: Elections Committee – Bette Rohrback and Karolyn Gander
CC: Board
Subject: Proposed Revisions to the Elections Committee Charter

Message:

President Connors,

We noted on the agenda for the upcoming Board Meeting on December 16 that you will be presenting proposed revisions to the Elections Committee Charter as an Action item. We were surprised, to say the least, since we had not been advised (let alone involved in a discussion) that this proposed change was in the works.

We do not support the following addition to the Purpose statement:

To work with staff, Board and members to devise strategies to increase the number of members who vote and participate in the election process

The reasons for our opposition are as follows:

Authority for our committee is provided in Paragraph 5 (c), Section VII, of the Restated bylaws. That provision states - “Elections Committee. To assure efficient administration of the elections process, the Board shall appoint an Elections Committee which shall be responsible for certifying the good standing and eligibility of individuals to serve as candidates for election to the Board and to monitor the election process to help assure its fairness and impartiality”.

These provisions are included in the current Committee Charter, and have been the focus of the Elections Committee since its inception. We believe the addition of the ‘get out the vote’ language could present a conflict in carrying out our duty to assure fairness and impartiality. If we were to sponsor ‘new strategies’, for example, telephoning members in the days or weeks before the election, it could be perceived as the Committee trying to influence the election, which flies in the face of assuring fairness and impartiality.



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While getting participation from as many members as possible in our elections is certainly preferable, we are not having an issue with meeting quorum requirements, (See attached 8-year summary). The committee has not received any feedback or questions from the membership re: increasing voter turnout. Rather, the concerns raised to us by members, candidates and staff alike, are requests for consistent guidelines about what is allowed or not allowed when running a campaign. We continue to urge Board action to address these concerns.

We also want to offer clarification and planned changes for the upcoming election cycle that are referenced in the 5th bullet of the proposed revised charter. It states:

Participate in the annual Candidate's Night(s) as Master of Ceremonies and other such activities for full and part time members such as Candidate debates to increase voter information and encourage voter turnout in accordance with the established schedule.

Clarification - During the last 2 election cycles, the Inspector of Elections has been filling the role of Master of Ceremonies for Candidates' Night. We would recommend continuing that practice.

We have heard the feedback from candidates and members that the timing of Candidates' Night is too late in the election cycle. By the time the event is held, many members (if not the majority) have already voted. We concur that this needs to change. We have already scheduled Candidates' Night 2018 for Sunday, May 27, which is four days after the Election Materials are mailed to the membership. Space has been reserved at NWCH from 6 PM - 9 PM. The event will be live-streamed. We are in the process of revising the format for the discussion. While not a formal debate situation, the areas of discussion will be member-driven and more focused on specific areas of concern.

In addition to Candidates' Night we have scheduled two other Election Committee sponsored events to facilitate member access to and interaction with the candidates. These will be informal Meet and Greet events; the first is scheduled on Saturday, May 19 at the Lodge from 6:00 - 8:00 PM; the second is scheduled on Saturday, June 9 at NWCH from 6:00 - 8:00 PM. These events are scheduled on Saturday's to encourage participation from both full-time and part-time members.

Other additions already planned for this cycle include candidate introduction videos which will be available on the website to help members put 'a face with a name' on the ballot, and a set of Frequently Asked Questions specific to the Election process and timeframes associated with



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various critical events. In addition, the election news and updates will be included in every weekly e-mail blast and every edition of the TD NEWS during ‘election season’.

In summary, we have worked with the Marketing Department over the past several years to increase our elections related communication in an effort to keep the membership engaged with the election process. And we have done it within our existing charter without conflict of interest. If the Board has a goal to further increase member participation with additional staff or Board driven strategies, we would respectfully recommend that you create a separate task-force that reports directly to the Board for that purpose and not include it in the Elections Committee Charter.

Finally, as was recommended by the Committee on Committees at the September Board Meeting, we do not see the need to increase the size of the committee. Size of the committee is governed by the work to be accomplished. This committee functions under a very compressed timeline during the election cycle. Increasing the size would make it more unwieldy to manage. We continue to believe that three regular members and one alternate are appropriate.



ACTION ON Jan 26, 2012

TAHOE DONNER ASSOCIATION
ELECTIONS COMMITTEE CHARTER
E.A. - TDA ASSOC.

PURPOSE

Pursuant to the powers vested in the Board of Directors ("Board") by the Articles of Incorporation, the First Restated Declaration of Covenants and Restrictions, and the Restated Bylaws of TAHOE DONNER ASSOCIATION ("Association") the Board hereby establishes the ELECTIONS COMMITTEE as a Standing Committee of the Association. The purpose of the Elections Committee ("Committee") shall be:

- To assure the efficient administration of the elections process
- To certify the eligibility and good standing of candidates volunteering to run for election to the Board
- To monitor the election process to help assure its fairness and impartiality
- Participate in the annual Candidate's Night(s) as Master of Ceremonies IAW the established schedule

AUTHORITY

The Committee is established under the provisions of:

- Para 5(c), Section VII, Restated Bylaws of Tahoe Donner Association
- Section 1 and Section 2, ARTICLE X, Restated Bylaws of Tahoe Donner Association
- Article VIII, Board Meetings, Restated Bylaws of Tahoe Donner Association
- Resolution 2008-2, Committee Policy, Tahoe Donner Association, Board of Directors

The Committee shall have no authority to act on behalf of the Association, other than to formulate and present recommendations to the Board related to its stated purpose. The scope of the activities of the Committee is entirely at the discretion of the Board. The Committee shall not engage in any activities that have not been requested by the Board either specifically or via the Committee's annual agenda of issues, which will be set by the Board at each year's January regular Board Meeting.

MEMBERSHIP AND CHAIRPERSON

The Committee shall consist of 3 regular voting Members.

Any Member of the Association who is in good standing, who has a positive interest in contributing to the welfare of the Association, who is prepared to invest the necessary time, and who does not present a conflict of interest, is eligible to apply for appointment to the Committee. Applicants should possess or be willing to invest the time necessary to learn the election process and procedures used in Tahoe Donner Association's annual election. Directors and their immediate family members are ineligible for appointment.

Co-owners of a property and immediate family members are ineligible to serve simultaneously on the Committee. The Board shall make all appointments to the Committee.

Management shall appoint a Staff Member to serve as an ex-officio, non-voting staff liaison to the Committee whose function is to provide administrative and logistic support, and to facilitate communication between Management, the Committee, and the Board.

Other than when the Board finds an exception, regular and alternate members shall be appointed for a finite term of two years (subject to reappointment). Said terms shall be staggered where practicable in order to promote continuity within the Committee.

All prospective new Committee Members wishing to be appointed, and current Committee Members desiring reappointment, shall submit through the Committee Chair to the Executive Assistant their written request to be a Committee Member stating their interest and willingness to serve on the Committee; all requests shall be forwarded to the Board for approval. Initial applications shall include a brief summary of the applicant's skills, abilities and experiences which the applicant possesses that are relevant to the purpose of the Committee; a brief summary is not required for reappointment applications.

The Committee shall elect, from among its membership, the Committee's Chairperson, who will serve for a period of one year. If no other Committee member is then willing to assume the duties of the Chairperson, the incumbent Chairperson may be reappointed by the Board.

The provisions of the Association's Committee Policy, as set forth in Resolution 2005-8 or subsequent Board action, shall apply to the Committee.

COMMITTEE ADMINISTRATION

Meetings:

Committee meetings shall be at the discretion of the Committee Chairperson, unless otherwise directed by the Board. Normally, meetings shall be held monthly; however, meetings can be held as infrequently as every three months if the Committee's business does not justify more frequent meetings. Meetings are open to all property owners and will be noticed on the Northwoods Clubhouse bulletin board; notice is required by ARTICLE VIII, Restated Bylaws of Tahoe Donner Association. Committee members are expected to attend scheduled meetings on a regular basis. Summaries of the discussions, along with a record of actions and recommendations made, shall be maintained and provided to the Board. Decisions of the Committee shall be reached by the majority vote of members present and constituting a quorum.

Quorum Requirements:

A quorum of at least two (2) members shall be required to conduct business.

Reporting Requirements:

1. The Chairperson, or a duly appointed representative, shall report periodically to the Board, on the actions of the Committee as required. Reports may be written, oral, or a combination thereof.
2. November: The Committee Chairperson submits to the Executive Assistant a compilation of all requests received for either initial appointment or reappointment, along with the Committee's recommendation with regard to such requests. The Board reviews the requests and recommendations in November and will take action in December.
3. December: At the regularly scheduled December Board meeting, the Committee shall submit to the Board an agenda of issues the Committee sees as its focus for the upcoming year. This agenda is to be reasonable in scope so as to realize the effectiveness of the Committee and assure completion.
4. January: The Committee shall establish its meeting calendar and elect a Chairperson for the upcoming year. The Committee Chairperson will submit a report to the Executive Assistant indicating the Committee's meeting calendar and elected chairperson. At its regularly scheduled Board meeting in January, the Board shall approve, disapprove, or modify the Committee's agenda for that year. The Committee's agenda may be changed as circumstances require at the discretion of the Board and after consultation with the Committee.
5. Vacancies: The Committee Chairperson shall advise the Executive Assistant of any membership changes that either have occurred or are anticipated. The Executive Assistant shall communicate the current or pending vacancies to the Communications Department, which shall publish notices of the vacancies in all Association media.

Committee Support:

The Committee Chairperson will direct requests for statistical data or any other type of information needed for the work of the Committee to the Staff Liaison assigned by the General Manager.

AMENDMENTS TO AND TERM OF CHARTER

This Committee shall remain in existence until dismissed by the Board. This Committee Charter shall remain in effect as presented herein until such time as it is amended or revoked by the Board.

TAHOE DONNER ASSOCIATION ELECTIONS COMMITTEE CHARTER

PURPOSE

Pursuant to the powers vested in the Board of Directors (“Board”) by the Articles of Incorporation, the First Restated Declaration of Covenants and Restrictions, and the Restated Bylaws of TAHOE DONNER ASSOCIATION (“Association”) the Board hereby establishes the ELECTIONS COMMITTEE as a Standing Committee of the Association. The purpose of the Elections Committee (“Committee”) shall be:

- To assure the efficient administration of the elections process
- To certify the eligibility and good standing of candidates volunteering to run for **election to the Board**
- To monitor the election process to help assure its fairness and impartiality
- **To work with staff, Board and members to devise strategies to increase the number of members who vote and participate in the election process**
- Participate in the annual Candidate’s Night(s) as Master of Ceremonies **and other such activities for full and part time members such as Candidate debates to increase voter information and encourage voter turnout.** IAW the established schedule **Not clear what this last sentence refers to and thus should be deleted**

AUTHORITY

The Committee is established under the provisions of:

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- Section 1 and Section 2, ARTICLE X, Restated Bylaws of Tahoe Donner Association
- Article VIII, Board Meetings, Restated Bylaws of Tahoe Donner Association
- Resolution 2008-2, Committee Policy, Tahoe Donner Association, Board of Directors

The Committee shall have no authority to act on behalf of the Association, other than to formulate and present recommendations to the Board related to its stated purpose. The scope of the activities of the Committee is entirely at the discretion of the Board. The Committee shall not engage in any activities that have not been requested by the Board either specifically or via the Committee’s annual agenda of issues, which will be set by the Board at each year’s January regular Board Meeting.

MEMBERSHIP AND CHAIRPERSON

The Committee shall consist of 3 **four (4)** regular voting Members and 1 alternate member.

Any Member of the Association who is in good standing, who has a positive interest in contributing to the welfare of the Association, who is prepared to invest the necessary time, and who does not present a conflict of interest, is eligible to apply for appointment to the Committee. Applicants should possess or be willing to invest the time necessary to learn the election process and procedures used in Tahoe Donner Association's annual election. Directors and their immediate family members are ineligible for appointment. Co-owners of a property and immediate family members are ineligible to serve simultaneously on the Committee. The Board shall make all appointments to the Committee.

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Quorum Requirements:

A quorum of at least two (2) **three (3)** members shall be required to conduct business.

Reporting Requirements:

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