

Redline(Current Draft of EC 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: Charter
-12.30..2020

Board Action Only, no Member Notice Required)

Tahoe Donner Association

Elections Committee Charter

Recitals

A. The Tahoe Donner Association Restated Bylaws provide, at Article VII (titled "Director Elections"), Section 5(c), as follows:

- ~~—(c) Elections Committee. To assure the efficient administration of the elections process~~
- ~~— To certify the eligibility and, the Board shall appoint an Elections Committee which shall be responsible for certifying the good standing of and eligibility of individuals to serve as candidates volunteering to run for election to the Board~~
- ~~— To and to monitor the election process to help, assure its fairness and impartiality.~~
- ~~— Participate in the annual Candidate's Night(s) IAW the established schedule~~

AUTHORITY

~~The Committee is established under the provisions of:~~

~~Para 5(c), Section VII, Restated Bylaws of B.~~ The Board of Directors hereby affirms the appointment of said Committee, as a Standing Committee of the Association, and adopts this revised Charter to guide the Committee in performing its important function.

~~C.~~ As provided in the Bylaws, the ~~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~~

Association administers the election process for open seats on the Board of Directors but must remain neutral in that process. The role of the committee is therefore to monitor and facilitate the election process administered by the Association for compliance with applicable election laws and adopted policies. In addition to an election, in the event that there is a matter that is put to the members for a formal vote, such as the approval of a special assessment, the Committee may be asked by the Board to monitor that voting process.

D. The Committee shall have no authority to act on behalf of the Association, other than to formulate and present ~~recommendations~~ recommendations to the Board related to its stated purpose. ~~The scope of the activities of the This Committee is entirely at the discretion of the Board. The Committee Charter shall not engage remain in any activities that have not been requested effect as presented herein until such time as it is amended or revoked 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

Charter of the Elections Committee

1. Membership and Chair Person

1.1 Committee Members. The Committee shall consist of 3 regular voting Members and 1 alternate member.

1.2 Eligible Members. Any Member of the Association who ~~is in good standing, who~~ has a positive interest in contributing to the welfare of the Association, and 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.

is eligible to apply for appointment to the Committee. The only exception is that a sitting Director or candidate for the Board of Directors ~~and, or~~ their immediate family members ~~are ineligible for appointment~~

~~or~~ co-owners of a property and immediate family members are ineligible ~~TDA Lot, shall not be eligible to serve. Only one individual member per lot may serve.~~ 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. ~~simultaneously on the Committee.~~ The Board shall make all appointments to the Committee.

~~Management shall appoint a Staff Member to serve as 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.~~

1.3 Term. 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.

1.4 Application. 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.

~~1.5 Chair. As soon as practical each year, 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.

1.6 Staff Liaison. ~~Management shall appoint a Staff Member to serve as 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.~~

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

COMMITTEE ADMINISTRATION

2. Committee Administration

2.1 Meetings:

2.1.1 Notice of Meetings and Minutes. The Board of Directors has determined that the formal record keeping and procedural requirements otherwise applicable by virtue of Article VIII, Section 2, of the Bylaws are not necessary given the mission and charter of the Elections Committee. Therefore, pursuant to said Article, the Elections Committee shall not be required, but may in its discretion on an as needed basis or as directed by the Board, provide notice and an opportunity for members to attend its meetings as may be warranted. The Committee shall follow the general procedures set forth below in its activities.

2.1.2 Meeting Schedule. Committee meetings shall be at the discretion of the Committee Chairperson, unless otherwise directed by the Board. Normally, meetings shall be held monthly or more frequently as needed; however, meetings can be held as infrequently as every three to four 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,~~

2.1.3 Quorum Requirements. A quorum of at least two (2) members shall be ~~maintained and provided required to the Board~~ conduct business. 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.~~

2 Reporting Requirements

. The Committee shall maintain records of its activities and actions. 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. The Committee shall provide reports or information to the Board as it deems necessary to fulfill its functions, and shall provide a final report after the conclusion of the election to report any issues and to make any recommendations for follow up.

2.3 Timeline of Activities. The Committee shall prepare and provide to the Board a proposed timeline and calendar ("Election Timeline") for the director election cycle each year, which will be reviewed and approved by the Board at each year's January regular Board Meeting. In general, the following timeline of Committee activities will be followed leading up to the Board's approval of the Election Timeline:

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.

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.

January: The Committee shall establish ~~its meeting calendar~~ and ~~elect a Chairperson for the upcoming year.~~ The Committee Chairperson will submit a report the Election Timeline 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~~ recommended Election Timeline for that year. The ~~Committee's agenda~~ Election Timeline may be ~~changed~~ revised as circumstances require at the discretion of the Board ~~and after, in~~ consultation with the Committee.

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~~1. Vacancies: 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.~~

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3. Committee Support:

The Committee Chairperson will direct requests for statistical data or any other type of information or support needed for the work of the Committee to the Executive Assistant or 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.~~ 4. Role of Committee.

4.1 Impartiality. The Committee shall at all times remain impartial in the election process. The Committee shall work with and coordinate its activities with staff and the duly appointed Inspector(s) of Election, and will monitor and facilitate the election process administered by the Association for compliance with applicable election laws and adopted Rules.

4.2 Inquiries and Education. The Committee may receive inquiries about the election process from members, candidates, or other interested parties and is encouraged to respond and educate interested parties about the process, consistent with this charter and Association Election Rules and process.

4.3 Complaints. Inquiries may take the form of a complaint and a demand for investigation or action by the Committee. Most often those complaints will relate to the content or substance of election related advocacy that is sent or received outside of Association channels, such as by email, posts on social media, or mailers. As a general rule the Committee should advise the inquiring individual that (i) interested parties have certain fundamental free speech rights during an election and a right to express their views and that (ii) the Association and the Committee must remain neutral in the election process, and (iii) it is not the Association or Committee's role to undertake an investigation as to the content of advocacy that occurs outside of Association channels. If the Committee believes that any such campaign advocacy represents a potential threat to persons or property, or is of such an extreme nature so as to adversely impact the fair and impartial election process, it shall seek guidance from

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the General Manager and designated staff initially, and thereafter as needed from the Board of Directors. In the event that the Committee is uncertain as to how the laws or adopted policies and rules may apply in a particular situation, the Committee shall also seek guidance as set forth above.

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