

# 2021 TAHOE DONNER ELECTION DOCUMENTS

January 8, 2020





# RECOMMENDED ACTION

- By Motion:
  - Approve the New Election Rules to go for 45-day member notice and comment period
- By Resolution:
  - Approve the Revised Fair Campaign Guidelines
- By Motion
  - The Board of Directors by resolution adopts the Revised Elections Committee Charter



# ELECTIONS DOCUMENTS

## ELECTION RULES

\* Requires 45-day  
notice and Member  
comment period

\* Must be adopted at  
least 90 days before  
Election per DSA

## FAIR CAMPAIGN GUIDELINES

## ELECTIONS COMMITTEE CHARTER

## DIRECTOR CODE OF CONDUCT

## ELECTIONS COMMITTEE 2021 ELECTION TIMELINE (and process)

Reviewed at January  
22 Board Meeting

**DAVIS-STIRLING ACT (DSA)  
CIVIL CODE 5100, ET SEQ.**

**TDA GOVERNING DOCS  
Declaration (C&Rs), Bylaws,  
Articles**

**ELECTION RULES**

- Required by the DSA and must include mandatory provisions intended to ensure fair elections are administered by the Association
- Proposed Draft meets the minimum statutory requirements and must be followed by TDA
- Once adopted, Election Rules are enforceable operating rules

**FAIR CAMPAIGN GUIDELINES**

- Intended to set forth best practices and expectations regarding advocacy and campaigning, as well as clarify that it is not the Association's role to investigate and determine what is proper decorum or what is true or untrue in campaign advocacy.
- Not enforceable as operating rules, but useful if widely accepted and adopted or endorsed by candidates and their supporters.
- Includes guidelines as to email advocacy, disclaimers for any persons holding positions with TDA, civility, use of social media, and other best practices.

**ELECTION COMMITTEE CHARTER**

- The Bylaws provide that the Elections Committee's role is to "... monitor the election process to help assure its fairness and impartiality."
- This mandate properly relates to the election process administered by TDA, and not the content of campaign advocacy.
- Proposed revised Charter outlines what the Elections Committee does and does not do.
- Board may determine whether EC should or should not be subject to strict open meeting act notice and reporting requirements.
- Outlines timeline for EC to set expectations for an election.

**ELECTION COMMITTEE ANNUAL  
ELECTION TIMELINE (+  
PROCESS)**

- Developed annually by the Elections Committee and approved by the Board.
- Sets annual timeline for the election process and procedures.
- Provides for Candidate forums, and other outreach opportunities for candidates.

# ELECTIONS DOCUMENT ROADMAP

RULES | FAIR CAMPAIGN GUIDELINES | CODE OF CONDUCT | TIMELINE + PROCEDURES

	NOV	DEC	JAN	FEB	MARCH	
FAIR CAMPAIGN GUIDELINES		DEC 18: REVIEW FAIR CAMPAIGN GUIDELINES	JAN 8 SPECIAL MEETING: REVIEW FC GUIDELINES + POTENTIALLY APPROVE	JAN 22 REVIEW FC GUIDELINES + POTENTIALLY APPROVE	FEB 26 MEETING: REVIEW FC GUIDELINES + POTENTIALLY APPROVE	MARCH 26: DEADLINE TO FAIR CAMPAIGN GUIDELINES FOR 2021 ELECTION
RULES	NOV 20: REVIEW TMELINE + COMMENT ON RULES	REVIEW UPDATED RULES DRAFT + POTENTIALLY APPROVE FOR 45-DAY NOTICE	APPROVE RULES 45-DAY NOTICE	45-DAY NOTICE  DISCUSSION NO ACTION	FEB 26 MEETING: 45-DAY OPTION TO APPROVE RULE	MARCH 27: DEADLINE TO ADOPT ELECTION RULES BEFORE 2021 ELECTION
			45-DAY COMMENT PERIOD OPTION 2 (JAN 15- MARCH 2)			
CODE OF CONDUCT			REVIEW CODE OF CONDUCT + POTENTIALLY APPROVE	REVIEW CODE OF CONDUCT + POTENTIALLY APPROVE	REVIEW CODE OF CONDUCT + POTENTIALLY APPROVE	MARCH 26: DEADLINE TO ADOPT DIRECTOR CODE OF CONDUCT FOR 2021 ELECTION
TIMELINE + PROCEDURES				JAN 22 MEETING: APPROVE TIMELINE + PROCEDURES	FEB 10: DEADLINE TO ADOPT TIMELINE + PROCEDURES FOR 2021 ELECTION	



# ELECTION RULES: WHY CHANGE IS NEEDED?

- Comply with the Davis-Stirling Act, which mandates that the Association adopt very specific operating rules to guide elections.
  - Requirements significantly amended with the passage of SB 323
  - Civil Code Section 5100, et seq.
- The current documents that guide elections also do not clearly distinguish between what is a required and enforceable operating rule, and what is a guideline or best practice as it relates to an election.
  - 2020 election: claims were made that under the existing election rules and fair campaign guidelines the Board and/or the Elections Committee had a duty to investigate and take action relating to campaign advocacy that occurred outside of Association channels



# HOW HAVE THE REVISED ELECTION RULES AND FAIR CAMPAIGN GUIDELINES BEEN DEVELOPED?

- **2020 Election:** Work began as a response to the claims that arose during the election. The Elections Committee, the Inspector of Elections, legal counsel, and the Board have been actively working on needed reforms since that time.
- **July 2020:** post-election member survey to gather member feedback
- **August 2020:** the Board directed staff and the Elections Committee to work with counsel to revise and update the election related documents.
- Over the last several months the Elections Committee, legal, staff and interested stake holders and members have weighed in

# WHAT IS THE PRIMARY DIFFERENCE BETWEEN THE RECOMMENDED FINAL DRAFT ELECTION RULES AND FAIR CAMPAIGN GUIDELINES?

- It is important to distinguish between what is a required and enforceable operating rule, and what is a guideline or best practice as it relates to campaign advocacy that occurs outside of Association channels.
- Example
  - Election Rules reflect that Voter Lists must be updated and ballots must be delivered in a certain manner and on a defined timeline, and that equal access must be provided to Association Media.
  - Fair Campaign Guidelines set forth best practices for campaign advocacy that highlight civility and good faith, but are not enforceable operating rules because the Association must remain neutral during the election process, and should not be the arbiter of what is good faith, or civil discourse, when it comes to campaign advocacy by members or candidates.



# KEY COMPONENTS OF ELECTION RULES

## Part of the required Election Rules

1. Member Voting Generally
  - Who votes, Voter List, Ballots and Meetings, Quorum
2. Common Types of Votes Governed by Rules
  - Election of Directors, Assessment Decisions, Governing Document Amendments, Common Area Use, etc.
3. Campaigning
  - Equal Access to Association Media, Rules on Signage, Access to membership list, and access to Common Area for campaign related events.
4. Inspector of Election
  - Updates IOE selection and role to comply with DSA.



# KEY COMPONENTS OF ELECTION RULES CONTINUED

## 5. Voting Procedures

- Timing, Appointment of Inspector, Nominations, Verification, Solicitations, Ballot Information, Mail-in Secret Ballots and Uncontested Elections

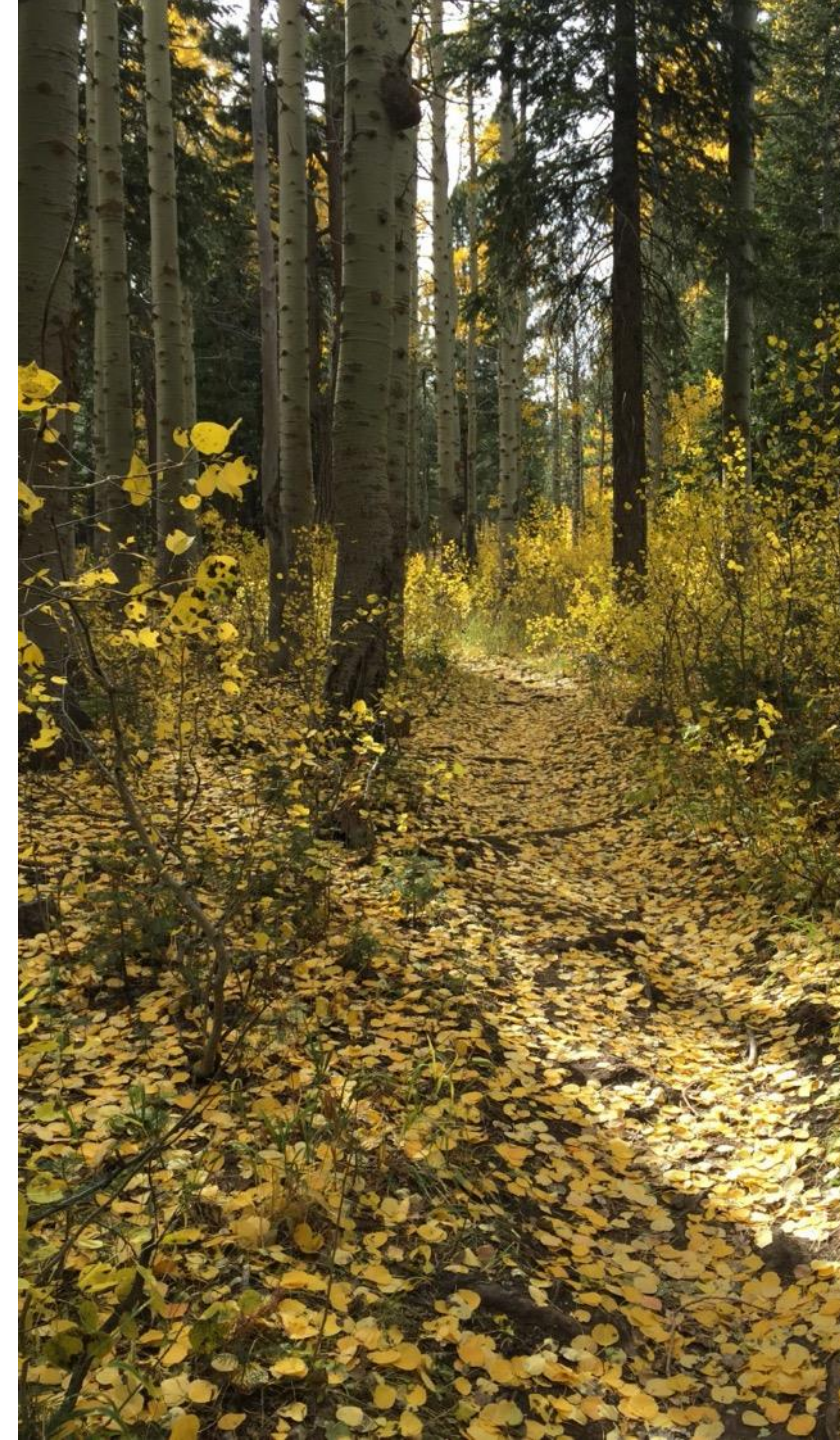
## 6. Ballot Tabulation & Announcement of Results

- Verification, supervision of counting, counting, and announcing results

## 7. Retention of Election Materials

- Who keeps records and how to request for inspection/review

## 8. Defined Terms Section





## KEY COMPONENTS MOVED TO GUIDELINES

- (i) requiring TDA volunteers and Board Members to include in any campaign advocacy a disclaimer that they do not speak for the Association
- (ii) best practices for use of the membership list for election related communications, and
- (iii) the inclusion of an “Opt Out” option for recipients of election related electronic communications.

While there was discussion of including these in the Election Rules, the final consensus was to keep these provisions as advisory guidelines.

# FAIR CAMPAIGN GUIDELINES

## Intent of the document

- Provide guidance regarding actions that are encouraged while running an election campaign for the Tahoe Donner Association Board of Directors' Election.
- Applicable to members, candidates and candidate supporters.
- Clarified to make clear that the Association cannot control or regulate free speech outside of Association channels.





# FAIR CAMPAIGN GUIDELINES

## Includes

- Participants are encouraged to exercise common sense and good judgment, refrain from knowingly distributing or disseminating information false information, and follow the rules of social media platforms
- Volunteers for TDA to state clearly they only speak as a member or candidate, not on behalf of TDA.
- Use of Electronic campaigning and bulk email lists
- Adopts in part the “Speak Your Peace Campaign”, which is intended to promote civility in public discourse.
- Clarifies the Association’s role in the election process.



# ELECTIONS COMMITTEE CHARTER

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## Changes

- Clarify the role of the Elections Committee in facilitating and monitoring the Association's election process.
- The fundamental purpose of the Elections Committee is to monitor the election process administered by the Association, to ensure it follows the law and its own policies and remains neutral as an organization
- The revisions make it clear that the Elections Committee's role is not to respond to complaints and investigate the content of campaign advocacy outside of Association channels.
- Clarify that the Elections Committee, given the nature of its work, does not need to comply with the strict rules of the Davis Stirling Open Meeting Act (Notice to members of meetings, publishing of Agenda, member attendance at meetings, etc.). EC may provide notice to members and an opportunity to attend its meetings on an ad hoc basis, as may be warranted.



# ELECTIONS COMMITTEE CHARTER

## Includes:

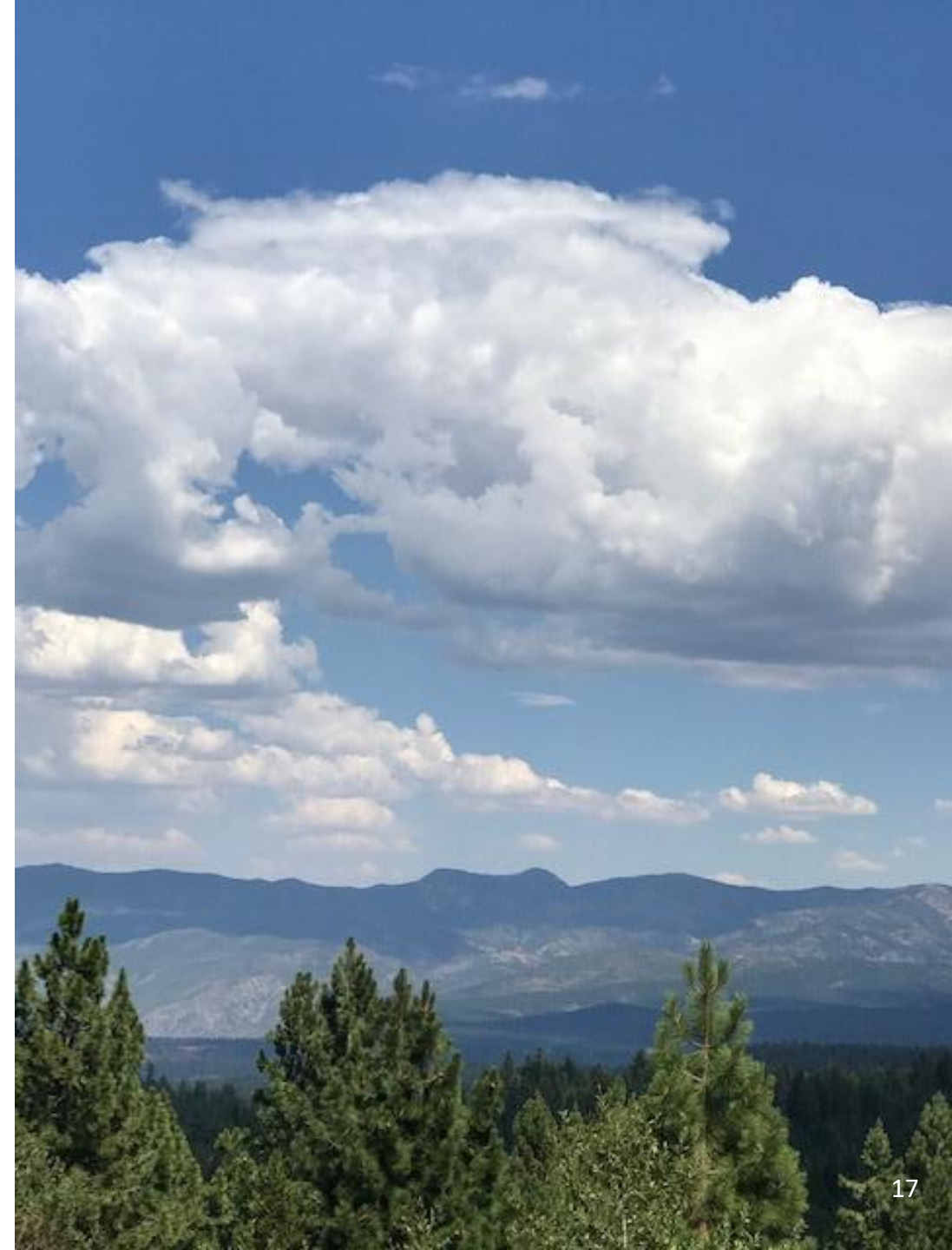
- Purpose
- Authority
- Membership and Chairperson
- Committee Administration
  - Meetings
  - Quorum Requirements
  - Reporting Requirements
  - Committee Support





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# DIRECTOR CODE OF CONDUCT



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Goal: Review and provide feedback for future discussion. No action

## Reason for Revision

- The existing Code of Conduct and Ethics adopted by TDA Corporate Resolution 2018-1 is a generic Code of Conduct
- Revisions Needed to
  - Integrate the Corporate Resolution 2020-3, which addresses Governance Guidelines
  - Clarify expected ethical conduct of TDA Directors
  - Provide for practical enforcement mechanisms
- The revisions are also intended to address issues that arose during the 2020 election when sitting directors became involved with endorsing or advocating points of view during the election.

# DIRECTOR CODE OF CONDUCT

## What is Included in the draft

- Board and Director Responsibilities
- Civility and Decorum
- Self-Dealing and Conflicts of Interest
- Confidential Information
- Violations of this Code of Conduct
- Elections

## Timeline:

- Today: initial feedback and comments
- Future meeting: Updated draft and potential adoption or additional feedback

