

## MEMORANDUM



TO: Tahoe Donner Association 2024 Director Election Candidates  
FROM: Elections Committee  
DATE: March 14, 2024  
RE: **Director Candidate Documents and Information**

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### MESSAGE:

Thank you for your interest in serving on the Tahoe Donner Board of Directors. One board vacancy will be filled in this election.

Serving as a director is an opportunity to make an impact on your association and help guide the direction of our mountain community. Being a board member is a valuable and rewarding experience that should be undertaken by those who see it as an opportunity and have the time to serve their fellow neighbors while protecting and enhancing the assets of the community. It is serious business, but also a responsibility worth doing well to safeguard the investments of every owner.

For more information about what serving on the board involves, timeline and procedures and frequently asked questions please visit the Member Section/Board Elections on the Tahoe Donner website at [www.tahoedonner.com/boardelections](http://www.tahoedonner.com/boardelections).

In this packet please find:

**Candidate Application Packet** Items due April 15, 2024 10AM in PDF to [electionscommittee@tahoedonner.com](mailto:electionscommittee@tahoedonner.com)

1. Application for Candidacy
2. Certificate of Ownership and Disclosure of Conflicts of Interest Form (with copy of deed attached)

**Information about Candidate Submissions** that are due April 25, 2024 12:00PM to [electionscommittee@tahoedonner.com](mailto:electionscommittee@tahoedonner.com)

1. Requirements for Director Election Statement
2. Personal website, candidate's email address and headshot

### Other Important Election Information

- 2024 Election Schedule
- TDA Election and Voting Rules
- Election Campaign Guidelines
- Board of Directors Code of Conduct
- Sample Candidate Bulk Email with Unsubscribe Link



Please review all documents carefully, particularly the 2024 Election Schedule. There are many key dates and deadlines identified that will require a significant time commitment of the candidates during the very compressed election time schedule. If you have any questions, please contact the Elections Committee at [electionscommittee@tahoedonner.com](mailto:electionscommittee@tahoedonner.com).



**TAHOE DONNER ASSOCIATION  
2024 DIRECTOR ELECTION**

**APPLICATION FOR CANDIDACY**  
11509 Northwoods Blvd., Truckee, CA 96161

Name: \_\_\_\_\_ Date: \_\_\_\_\_

I submit my name as a candidate for the 2024 Tahoe Donner Association Board of Directors Election.

Years of TDA ownership: \_\_\_\_\_


Unit/Lot #: \_\_\_\_\_

Mailing address: \_\_\_\_\_

Home Phone: (\_\_\_\_) \_\_\_\_\_ Mobile Phone: (\_\_\_\_) \_\_\_\_\_

Email address: \_\_\_\_\_

Signature: \_\_\_\_\_

*Click the Sign icon  in the toolbar to sign electronically. For help, visit [adobe.ly/3d5bz4J](https://adobe.ly/3d5bz4J).  
Alternatively, you may print this document, sign it and scan it in order to submit it electronically via email.*

Print Name: \_\_\_\_\_

**NOTE:** This **FORM**, along with a copy of the **CERTIFICATE OF OWNERSHIP - RECORDED GRANT DEED** – (which can be obtained through the Architectural Standards Office or Member Services), and **CONFLICT OF INTEREST STATEMENT** must be received electronically in PDF format to [electionscommittee@tahoedonner.com](mailto:electionscommittee@tahoedonner.com) no later than 10AM, Monday, April 15, 2024.

*It is recommended that you not wait until the last minute to transmit your documents electronically. Internet slowness, server problems at your ISP or elsewhere could result in the deadline passing without your documents being received in time.*

## TAHOE DONNER ASSOCIATION – 2024 DIRECTOR ELECTION

### CANDIDATE'S CERTIFICATION OF OWNERSHIP AND DISCLOSURE OF CONFLICTS OF INTEREST FOR ELECTION AS A DIRECTOR OF TAHOE DONNER ASSOCIATION

I, the undersigned, do hereby certify that I am an owner or co-owner of **Lot** \_\_\_\_, **Unit** \_\_\_\_, and a member of the Tahoe Donner Association. A true and current copy of the recorded deed or other instrument through which I derive ownership of that property is attached to this certification.

**(Initial the following, as appropriate)**

\_\_\_\_ I have reviewed the applicable Candidate Qualifications<sup>1</sup> and confirm that I am qualified to be a Candidate for the Board. If my Lot is in the name of an entity, I understand the governing authority of that entity must authorize me to serve as a Member and a Candidate for the Board, and I attach hereto that authorization.

\_\_\_\_ Neither I nor my immediate family members or co-owners are now engaged in, or have a financial interest in, any trade or business that does business with the Association now or which I anticipate may do business with the Association in the future.

**OR**

\_\_\_\_ I or an immediate family member or co-owner are now engaged in, or have a financial interest in \_\_\_\_\_, which is a trade or business that does business with the Association now or which I anticipate may do business with the Association in the future.


I certify that, other than the matters referenced above, I am not aware of any matters in which my personal or financial interests may conflict with or impact my ability to serve as a director of the Tahoe Donner Association<sup>2</sup> and I further certify that, in the event I am elected, and any matters stated in this certification change, I will notify the board of directors in writing or at an open meeting of the board of directors within five (5) days thereafter.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed at \_\_\_\_\_, \_\_\_\_\_, on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.  
City State

Signature

Print Name

Click the Sign icon  in the toolbar to sign electronically. For help, visit [adobe.ly/3d5bz4J](https://adobe.ly/3d5bz4J).

Alternatively, you may print this document, sign it and scan it in order to submit it electronically via email.

<sup>1</sup> Note: Candidate Qualifications are set forth in Civil Code Section 5105 and the Election Rules. A candidate must be a natural person and a Member of the Association. If title is held by a Trust, only one of the Trustees named on title is eligible. A candidate must also not be a co-owner of a Lot with a concurrently serving director, cannot have a criminal conviction that prevents the Association from obtaining a fidelity bond, and cannot be delinquent in assessment payments unless the member has either paid under protest or agreed to a payment plan.

<sup>2</sup> Note: Article IX, Section 3 of Tahoe Donner Association's Restated Bylaws outline the rules relating to Board member conflicts of interest.



**TAHOE DONNER ASSOCIATION  
2024 BOARD OF DIRECTORS ELECTION  
DIRECTOR ELECTION STATEMENT REQUIREMENTS**

Each candidate may submit a Director Election Statement that is reasonably related to the election. The statement must be in PDF format and must be sent to [electionscommittee@tahoedonner.com](mailto:electionscommittee@tahoedonner.com). The due date is Thursday, April 25, 2024 at 12:00 p.m.

**Specifications:** Director Election Statements shall not, when printed, exceed two 8½" x 11" pages. If the PDF statement exceeds two printed pages the Director Election Statement will be deemed to be only the first two printed pages.

The Director Election Statements will be included in the voter packet mailed to members containing the election ballot and will be posted to the Tahoe Donner Elections website. The printed copies that go in the voter packet will be in black and white.

When provided to members in the voter packet and on the Elections website a disclaimer will be presented separately by the Association that "pursuant to California law, the Association is not permitted to edit or redact any content from the Director Election Statements.

The author of each Director Election Statement, and not the Association, is responsible for the content of his or her Director Election Statement.

By submitting a Director Election Statement, all candidates accept full responsibility for its content and agree to indemnify the Association and its agents and representatives for any and all damage arising from or related to any such content. It is each candidate's responsibility to confirm that his or her Director Election Statement was received by the Association.



## **TAHOE DONNER ASSOCIATION 2024 BOARD OF DIRECTORS ELECTION**

### **CANDIDATE INFORMATION FOR WEBSITE**

Candidates,

The Tahoe Donner Association Communications Department will post the following items to the elections website, if provided by the candidate. The due date for all of the items is Thursday, April 25, 2024 12:00 p.m. and all items should be submitted to [electionscommittee@tahoedonner.com](mailto:electionscommittee@tahoedonner.com):

- Candidate's Director Election Statement (see separate document in packet for requirements and specifications).
- Website link to candidate's personal election website, if provided by the candidate.
- Candidate's email address, if provided by the candidate.
- A picture of the candidate, if provided by the candidate. If a picture is provided it should be in JPG or PNG format no smaller than 200KB.

Below, you will find helpful hints to create a perfect headshot. If you have questions regarding the production of your photo, please email [comdep@tahoedonner.com](mailto:comdep@tahoedonner.com).

### **HEADSHOTS**

#### **HEADSHOT REQUIREMENTS:**

- Headshot frame from the chest up
- Look directly into the camera
- Ensure good lighting
- Showcase your personality with body language, hairstyles or clothing
- Stand in front of a solid-color backdrop or a non-distracting space
- Please keep your headshot professional; no action shots, group photos or recreation pictures

#### **TIPS TO TAKE A HEADSHOT:**

- If possible, enlist a friend or family member to frame your shot correctly. Otherwise, set a timer and fix your frame before taking the shot.
- Headshots look best away from direct sunlight. A solid-color backdrop is best, and backdrops should not be a distraction to your appearance.
- Style your hair and clothing the way you want to portray yourself professionally. Clothing too bright, busy or with a logo can be distracting.
- Whether you use a phone or camera, stand two to three feet away and hold the device at about the height of your chin. Look at the lens, laugh, talk to yourself or play music to feel natural.
- Take more than one photo to narrow down your favorite shot.
- Touch up the photo with editing software or apps if you'd like.



## Tahoe Donner Association

### 2024 Board of Directors Election Timeline and Procedures:

**Monday  
April 1**

Nomination Reminder Notice sent to the membership by US mail. The notice (required by Civil Code section 5103) contains the same information about the nomination process as in the earlier communications and contains the names of eligible candidates who have submitted applications up to the date of the Reminder Notice.

**Thursday  
March 14-  
Monday  
April 15**

#### Candidate Application Packets

Candidate packets will be available on [tahoedonner.com/elections](https://tahoedonner.com/elections) starting on March 14. The Elections Committee will receive applications to [electionscommittee@tahoedonner.com](mailto:electionscommittee@tahoedonner.com). Applications must be submitted electronically in PDF format. The close of nominations is at **10:00 a.m. on April 15, 2024.**

Nominations will be evaluated by the Elections Committee consistent with the Association Election and Voting Rules Sec. 2.1.2. The Elections Committee will confirm with Association Accounting Department that the ownership documentation provided by the candidate is consistent with Accounting's ownership records.

Responses will be communicated to the candidates by email within seven days of application submission acknowledging receipt and confirming whether or not the candidate is eligible to run for the board. If a candidate is determined to be not eligible the candidate will be provided with Internal Dispute Resolution procedures.

#### Members Advocating a Point of View: Verification Form

Non candidate members may advocate a point of view related to the 2024 Director Election via any of the following means:

- Submit a Director Election Statement that will go on [tahoedonner.com/boardelections](https://tahoedonner.com/boardelections) and in the ballot packet mailed to members
- Provide a 2024 Director election-related personal website link that will go on the Tahoe Donner Elections website



- Speak at the June 4<sup>th</sup> Director Election Forum following the candidates

In order to be eligible to participate in this manner non candidate members must complete a Member Advocating a Point of View Verification Form which will be available on [tahoedonner.com/elections](http://tahoedonner.com/elections) starting on March 14. The Elections Committee will receive forms at [electionscommittee@tahoedonner.com](mailto:electionscommittee@tahoedonner.com). Forms must be submitted electronically in PDF format. The close of submitting forms is at **10:00 a.m. on April 15, 2024.**

Members advocating a point of view verification forms will be evaluated by the Elections Committee consistent with the Bylaws Article III, Section 4. The Elections Committee will confirm with Association Accounting Department that the ownership documentation provided by the member advocating a point of view is consistent with Accounting's ownership records.

Responses will be communicated to the member advocating a point of view by email within seven days of verification form submission acknowledging receipt and confirming whether or not the member advocating a point of view satisfies the eligibility requirements. If a member advocating a point of view is determined to be not eligible, the member advocating a point of view will be provided with Internal Dispute Resolution procedures.

**Tuesday  
April 16**

Pursuant to the Association bylaws and Election and Voting Rules (5.8), if the acclamation requirements are met (same number of candidates or less as open positions) a Board Meeting /agenda item listing the candidate's name will be scheduled to consider the candidate elected by acclamation. A notice will be sent to members communicating that this meeting/agenda item is scheduled.

If acclamation requirements are not met the Elections Committee meets to finalize the list of eligible candidates and oversees a blind drawing of candidates' names which will determine the placement of candidates' names on the ballot, candidate statements in the election packet, on all other communications, and at any campaign event.

Pre-ballot notice will be sent to members by general notice and will contain:

- Final list of eligible candidates
- Voter list verification/update procedures and deadline
- Date that ballots will be mailed and the address to return ballots
- Election meeting date, time and location

Note- if the finalization of the candidate list is delayed beyond April 16 because of the need for Internal Dispute Resolution regarding candidate qualifications the pre-ballot notice will be shifted until after resolution.





The Elections Committee Chair notifies the Board of the list of candidates for election.

**Wednesday  
April 17**

**Candidate Informational Forum (Closed to Members)**

Wednesday, April 17, 2024

1:00 – 3:00 p.m. via ZOOM or in person at the Mezzanine

Tahoe Donner staff, Board members and Committee Chairs are present at this meeting to provide information to the candidates and answer any questions candidates have about serving on the Board, Association governance and management, Committee structure and functions, etc. This informational Forum is conducted by the Inspector of Elections.

After the Candidate Information Forum, if the candidate(s) has questions for Staff, the question should be forwarded to the Elections Committee mailbox at [electionscommittee@tahoedonner.com](mailto:electionscommittee@tahoedonner.com). The Elections Committee, in conjunction with Senior Staff, will identify the appropriate staff member to answer the question and respond to the candidate(s). Responses will be shared with all candidates. This process will ensure that all questions asked are answered correctly, factually and shared with all the other candidates.

**Thursday  
April 25**

**12:00 p.m.**

- Each candidate and each member advocating a point of view may, but are not required to, submit a Director Election Statement that is reasonably related to the election. The statements must be in PDF format and sent to [electionscommittee@tahoedonner.com](mailto:electionscommittee@tahoedonner.com). The Director Election Statements will be included in the voter packet mailed to members containing the election ballot and will be posted to the Tahoe Donner Elections website. The printed copies that go in the voter packet will be in black and white.
  - Specifications: Director Election Statements shall not, when printed, exceed two 8½" x 11" pages. If the PDF statement exceeds two printed pages the Director Election Statement will be deemed to be only the first two printed pages.
  - When provided to members in the voter packet and on the Elections website a disclaimer will be presented separately by the Association that “pursuant to California law, the Association is not permitted to edit or redact any content from the Director Election Statements. The author of each Director Election Statement, and not the Association, is responsible for the content of his or her Director Election Statement”.
  - By submitting a Director Election Statement, all candidates and members advocating a point of view accept full responsibility for its



content and agree to indemnify the Association and its agents and representatives for any and all damage arising from or related to any such content. It is each Member's responsibility to confirm that his or her Director Election Statement was received by the Association.

**12:00 p.m.**

- Each candidate and each member advocating a point of view may, but are not required to, provide a URL to a personal website reasonably related to the election and his or her name and email address. Email this to [electionscommittee@tahoedonner.com](mailto:electionscommittee@tahoedonner.com). If provided, the URL, name and email address will be posted to the Tahoe Donner Elections website.

**12:00 p.m.**

- Any verified non candidate member who wishes to speak at the June 4<sup>th</sup> Director Election Forum must so notify the Elections Committee along with his or her name and contact information by email to [electionscommittee@tahoedonner.com](mailto:electionscommittee@tahoedonner.com).

**12:00 p.m.**

- Any candidate who wishes to withdraw is asked to notify the Elections Committee by this date.

**Wednesday  
May 1**

Director Election Statements posted to Tahoe Donner Elections website. Links to election related personal websites and names and email addresses provided by candidates and members advocating a point of view posted to the Tahoe Donner Elections website.

**Thursday  
May 9**

The Elections Committee works with Comdep to verify the accuracy of the finalized Election Packet to be sent to the membership. The Inspector of Elections reviews and approves the materials.

**Wednesday  
May 22**

**5:00 p.m.**

Deadline for members to submit topics of interest for the Director Election Forum. Topic submission will be via an online form coordinated by Comdep and will have a word count limit and Comdep will summarize the topic responses for the Committee.

**Thursday  
May 23**

Elections Committee meets to finalize topics for the Director Election Forum and sends to participants by May 28.



**Tuesday  
May 28**

Voter List finalized, date of record for the election.

Election materials are mailed to members and include:

- notice of Annual Membership Meeting
- the ballot and instructions for mailing and returning ballots
- Director Election Statements
- website address that contains Election Rules

**Tuesday  
June 4**

**Director Election Forum**

Tuesday, June 4, 2024

6:00 p.m. – 9:00 p.m. (subject to change) via ZOOM

The event will be moderated by the Inspector of Election and will focus on topics submitted by members by the May 22 due date.

**Monday  
June 17**

Targeted email to members who have not yet voted. The list is provided by the Accountancy Firm.

**Tuesday  
June 25**

Locked ballot box made available in Member Services office at Northwoods Clubhouse for ballot drop off Tuesday through Saturday, from 8:00 a.m. – 5:00 p.m. The only keys to the ballot box will be in the possession of the Accountancy Firm.

**Friday  
June 28**

**Election Ballot Meeting & Regular Board Meeting**

Friday, June 28, 2024

Northwoods Clubhouse – Meadow Room / Mezzanine Room

9:00 a.m. – 5:00 p.m.

The Board of Directors convenes an Open Board Meeting for the Accountancy Firm to commence tabulation of ballots. Ballots delivered in person will be accepted and replacement ballots will be available during this meeting until its adjournment at 5:00 p.m. The Inspector of Election will attend this meeting to oversee the ballot counting process. At least one Elections Committee member will be in attendance.

The deadline for receipt of Director Election ballots mailed or personally delivered directly to the Accountancy Firm is 5:00 p.m.



**Sunday  
June 30**

**Annual Meeting of Members  
Northwoods Clubhouse**

Sunday, June 30, 2024

10:00 a.m. – 12:00 p.m.

Voting from 10:00 a.m. – 11:30 a.m.

The Annual Membership meeting will be held from 10:00 a.m. to 12:00 p.m. Personally delivered ballots are accepted at the Annual Membership meeting from 10:00 a.m. to 11:30 a.m., at which time voting in the Director Election will conclude. Replacement ballots will be available until the conclusion of voting. The Inspector of Election or his appointed assistant will attend to oversee the voting process. At least one member of the Elections Committee will be in attendance.

Prior to the conclusion of the meeting, if a 25 percent quorum is achieved and the election results are certified by the Inspector of Elections or his appointed assistant, results (including vote count) are announced at the meeting and communicated to the membership via e-mail blast, Tahoe Donner media boards, and Tahoe Donner News.

If less than 25 percent of the voting power of the Association, the quorum requirement, has submitted valid ballots, the failure to achieve a quorum will be announced (but not the vote tally), and the meeting, along with the culmination of the Election, will be adjourned to the following morning.

**Monday  
July 1**

If there is a failure to achieve the 25 percent quorum requirement, the Annual Membership meeting is reconvened on July 1st at 10:00 a.m. at the Northwoods Clubhouse for the purpose of concluding the annual Election of Directors in accordance with a reduced 15 percent quorum requirement.

As soon as the Election results are certified by the Inspector of Election, the results (including vote tally) are announced and posted at the Northwoods Clubhouse, distributed via member email blast and published in the next Tahoe Donner News.





# TAHOE DONNER ASSOCIATION ELECTION AND VOTING RULES

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## **TAHOE DONNER ASSOCIATION ELECTION AND VOTING RULES**

The Tahoe Donner Association is a California Community Association and is governed by the Davis-Stirling Common Interest Development Act, as well as the Corporations Code, and the Association's Governing Documents. California law mandates certain procedures that must be followed in an association election and other member votes that may be required. These statutory provisions supersede any conflicting provisions of the Governing Documents and must be followed during the election and voting process. The purpose of these Election and Voting Rules ("Election Rules") is therefore to set forth the rules that must be followed to comply with applicable authorities and ensure a fair election and voting process.

### **1. MEMBER VOTING GENERALLY**

1.1 **One Ballot per Lot.** On each matter submitted to a vote of the Members, each Member shall be entitled to cast one ballot for each Lot owned by such Member. The term Member is the same as the term Owner. When more than one (1) person owns an interest in a single Lot, any ballot cast by a single Member shall be deemed the authorized ballot for that Lot. If more than one ballot is received for a Lot, the first ballot received shall be counted and no subsequently received ballot shall be recognized. If a Member owns more than one Lot in the Association, the Member should submit a separate ballot for each such property owned.

#### **1.2 Who Votes.**

- Individual Owners (Members)
- Trustee Owners: Only one of the Trustees of a Trust that owns a Lot may vote.
- Corporate Owners: Entities (such as corporations or partnerships) must appoint and identify in writing an authorized individual to cast a vote.
- Proxy-Holders: Proxy voting is not permitted except for quorum purposes. See Bylaws, Article IV, Section 4(c)).
- Power of Attorney ("POA"): After confirmation of the POA authority and ballot, the appointed POA may vote on behalf of the Member. The POA authority stops upon death of the Member.
- Deceased Owner(s): Counsel may be consulted to address circumstances related to Estates, Executors, etc.

1.3 **No Cumulative Voting.** There shall be no cumulative voting. (See Bylaws, Article IV, Section 4(d)).

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1.4 **Voter List.** The Association shall generate and update a Voter List separate from

the general Membership list. The Voter List shall be updated prior to each election and include the following information:

- Member's name.
- Voting power, such as Powers of Attorney or Entity/Owner Representatives (if any).
- Physical address of the voter's separate interest and/or the unit and lot number.
- The mailing address for the ballot if different from the physical address of the separate interest or if only the unit and lot number is used.

1.5 **Ballots and Meetings.** When a question is put to a vote of the Members, if required by law, direct ballots by mail shall be used. The four subjects that require double envelope (i.e., "secret") mail in balloting are: Election or Recall of Directors, Assessment decisions legally requiring a member vote, Governing Document amendments, and grants of exclusive use of Common Area (see Civil Code §5100(a)(1)). For the Election of Directors ballots shall be mailed no less than 30 and no more than 35 days prior to the date upon which the ballots will be counted. For all other matters requiring a member vote by mail in secret balloting, ballots shall be mailed no less than 45 days prior to the date upon which the ballots shall be counted. (See Bylaws, Article IV, Section 6 (d)(i) and (d)(ii)). The ballots should be accompanied by information about the matter, as well as notice of a meeting at which time ballots will be counted. The voting period may be extended by subsequent notice if necessary, to ensure member participation. As to voting subjects not covered by law (or these Election Rules), the Board may use these or other reasonable procedures that best fit the circumstances of that particular vote, but must require written ballots for matters where required as set out in Article IX, section 2(a) of the Bylaws.

1.6 **Quorums.** The Governing Documents, the Davis-Stirling Act, or other provisions of law may specify a quorum for Member approvals.

## **2. COMMON TYPES OF VOTES GOVERNED BY THESE RULES**

2.1 **Election of Directors.** The Association shall hold an election for a seat on the Board of Directors at the end of the corresponding Director's term. The quorum for the election of Directors pursuant to the By-Laws, Article V, Section 5.2(a)(ii), is initially 25% of the voting power of the members. If that quorum percentage is not obtained, the meeting to count the ballots may be adjourned to another time and and/or place within 30 days from the initial meeting date, at which reconvened meeting the quorum percentage shall be reduced to 15% of the voting power of the Members. Thereafter, the candidates receiving the largest number of votes will be elected. See also Section 5.1 below regarding uncontested elections and acclamation.

2.1.1 **Nominations.** At least 30 days before the close of nominations, the Association and/or the Elections Committee shall provide Individual Notice of the upcoming Election and the procedure for nominating candidates. A Member may self-nominate. Nominations will close as announced by the Board. Shortly after the close of nominations, ballots with all qualified candidates' names included will be prepared and delivered to Members. There shall be no write-in candidates.

2.1.2 **Candidate Qualifications.** A Member may be a candidate for the Board as long as:

- The Candidate is a natural person and a Member of the Association for at least one year.
- In the case of ownership by a Trust, the Candidate is the single Trustee identified on title, or in the case of multiple Trustees named on title, only one of the named Trustees.
- If title is held by an entity that is not a natural person, Civil Code Section 5105(b)(2) provides that the governing authority of that legal entity shall have the power to appoint a natural person to be a member for purposes of this article. If title is held by an entity with a single owner, such as a single member Limited Liability Company, that single owner may be a candidate for the Board. For other entities that may wish to appoint a representative to serve on the Board, counsel should be consulted.
- The Candidate is not a co-owner of a Lot with a concurrently serving director or with another candidate.
- The Candidate does not have a criminal conviction that prevents the Association from obtaining a fidelity bond and cannot be delinquent in assessment payments unless the member has either paid under protest or agreed to a payment plan.

2.2 **Recall of Directors.** The recall of one or more Directors is addressed in the Corporations Code §7222, the Bylaws, and/or Civil Code §§5100-5130.

2.3 **Assessment Decisions.** The approval of a majority of a quorum of Members is required for the Board to raise regular Assessments or impose a Special Assessment above certain prescribed amounts, as set forth in Civil Code §5605, which provides that the approval of a majority of a quorum of the voting power of the Association must approve (i) a regular assessment that is more than 20 percent greater than the regular assessment for the association's preceding fiscal year, and/or (ii) impose special assessments which in the aggregate exceed 5 percent of the budgeted gross expenses of the association for that fiscal year. For purposes of this section, a quorum is specifically defined as more than fifty percent (50%+) of the Voting Power of the Association.

2.4 **Governing Document Amendments.** Should the Association desire to amend its Articles of Incorporation, Bylaws and/or the Declaration of Covenants and Restrictions ("Declaration"), the text of the proposed amendment(s) shall be delivered to the Members with the ballot. Quorum participation and/or the number of votes necessary to pass will be indicated on the ballot and/or in the ballot material.

2.5 **Grant of Common Area Exclusive Use.** Tahoe Donner subdivision maps and Governing Documents identify areas of ownership and control. If approval of Members is required for the Association to grant exclusive use of an area that would otherwise be Common Area, then the voting process in these rules shall be used.



2.6 **Other Issues.** At the discretion of the Board, any issue presented to the Members for a vote may be conducted using the secret double-envelope process described in these Rules. If the vote does not involve election or recall of Directors, amendment of Governing Documents, Assessment approval, or grant of exclusive use of Common Area, then the Board may describe alternate voting procedures with the voting material that comply with Article IX, section 2 of the By-Laws, which include a requirement of a written ballot for the matters specified. For all matters requiring a vote, the quorum and voting requirements are set out in the Governing Documents and/or in Davis-Stirling Act, and those requirements will be included in the voting materials sent to members.

### 3. **CAMPAIGNING**

3.1 **Association Media.** In the context of an election or other vote, if Association media or Common Area access is provided to candidates or Members advocating a point of view, all are to be treated equally with respect to such opportunities to communicate with Members. This would apply to campaign related information that is delivered through Association channels, such as via the website, the magazine, or emails or mailers. Where equal access is required, the Association shall not edit or redact content from these communications but may include a statement specifying that the candidate or Member, and not the Association, is responsible for that content. The Association is not required to offer communication opportunities to candidates or Members advocating a point of view; however, if such a benefit is offered to one candidate or Member, the same opportunity must then be offered to all. If the Association does permit Association Media to be used to distribute candidate statements or information, or other advocacy material related to a vote or election, reasonable restrictions on the size, weight and format established by the Association must be followed. For example, a standardized form with a one or two page limit may be required for information about a candidate running for a position on the Board of Directors. Paid advertising in the Tahoe Donner News by candidates or others supporting a candidate or advocating a position shall not be permitted.

3.2. **Campaign Signage.** Signage, flyers, and other campaign related material shall not be posted in or on Association owned or controlled common area or common facilities or property unless expressly authorized by the Association. Campaign signs are permitted on private property (lots owned by a member) within Tahoe Donner with the owner's express permission. Any election related signage must comply with the Town of Truckee regulations that exist at the time of the Election.

3.3 **Tahoe Donner Member Contact Lists.** Members are entitled to request the official Membership List for communications reasonably related to the requestor's interests as a member, including elections or votes of the membership. The Membership List may not be used for purposes excluded by Corp. Code Section 8388. A member may opt-out of sharing that member's information by notifying the Association, and the Association will notify members of that right. Additionally, while the Association maintains other member contact lists for a variety of purposes, those lists are not available to the members and shall not be shared or harvested and used for campaign purposes.

3.4 **Common Areas.** In accordance with Civil Code §4515, as it may be amended from time to time, members and residents may peacefully assemble and freely communicate with one another and with others with respect to common interest development living or for social, political, or educational purposes, including an election or vote governed by these Election Rules. This right includes the right to use the common area, including the clubhouse, for such assembly when the facilities are not otherwise in use. The Association shall not require payment of a fee or a deposit, or require that liability insurance be provided by the member, as a condition of such use.

#### 4. **INSPECTOR OF ELECTION**

4.1 To oversee and monitor the logistics of balloting and other voting matters, the Board is required to appoint one or three individuals to serve as Inspectors of Election. The role of an Inspector of Election is to process and count ballots, monitor the tabulation to assure confidentiality for voters, and to resolve any uncertainties during the process. Because the most common practice at Tahoe Donner is to use a single Inspector of Elections, the singular is used herein.

4.2 The Inspector of Elections must be an independent third party. Those not qualifying as independent include a member of the Board or a candidate, or an immediate family member or co-owner of a Board member or candidate. Also not qualifying are any persons employed or retained by the Association for any work except for the specific task of serving as an Inspector of Elections. The Inspector may appoint and supervise additional persons to assist with the count and tabulation of ballots, including members of the Elections Committee, provided they too are Independent Third Parties.

4.3 The Inspector of Elections shall perform their duties impartially, in good faith, to the best of their ability, as expeditiously as is practical, and in a manner that protects the interest of all Members of the Association. If there are three Inspectors of Election, the decision or act of a majority shall be effective in all respects as the decision or act of all. Any report made by the Inspector of Elections (such as the tabulation of ballots) is prima facie evidence of the facts stated in the report.

4.4 The Inspector of Election is responsible for assuring that the sealed ballots are received and processed properly. Once a ballot is received, it is irrevocable. The Inspector of Elections, or the individual or firm (e.g., independent accountancy firm) designated by the Inspector, shall verify the Member information on the outer envelope prior to or at the meeting at which ballots are tabulated. The validated sealed envelopes shall not be opened until the meeting at which the tabulation is to occur. After publication of the tabulated results of the election, the Inspector shall direct and control the storage of the Election Materials for a period of 12 months. Thereafter, custody shifts to the Association.

4.5 The Inspector of Elections shall do all of the following:

- Determine the number of memberships entitled to vote and the voting power of each.
- Determine the authenticity, validity, and effect of proxies, if any.
- Receive ballots.
- Hear and determine all challenges and questions in any way arising out of or in connection with the right to vote, consistent with the Rules and applicable law, including the discretion to determine that a challenge is not within the Inspector's duties, and therefore will not be heard.
- Determine when the polls shall close, consistent with the governing documents.
- Take such other actions that are consistent with law and these Rules to ensure fairness in the election process.

## 5. VOTING PROCEDURES

5.1 **Timing.** The Association, assisted by the Elections Committee, shall establish a timeline for the election of Directors or other vote of the members. Keep in mind, however, that these Voting Rules cannot be amended within 90 days of an election or vote.

5.2 **Appointment of Inspector(s) of Election.** At least 60 days prior to an Election, the Board should appoint the Inspector of Elections.

5.3 **Nominations.** At least 30 days before any deadline for submitting a nomination, the Association shall provide Individual Notice of the procedure and deadline for submitting a nomination.

5.4 **Verification of Voter Information.** At least 30 days before the ballots are distributed, the Association shall permit Members to verify the accuracy of their individual information on a Voter List. The Association or Member shall report any errors or omissions on the List to the Inspector of Elections and/or designated individual assistant, typically staff, who shall make corrections to the Voter List. If there are any Powers of Attorney or Entity/Owner Representatives who will be casting ballots, these must be identified on the Voter List and appropriate documentation provided to the Association in this time frame.

5.5 **Voter List Solicitations.** Annually, the Association must solicit Member contact information to keep the Membership List updated. In addition to the Membership List the Association must maintain a Voter List, and verify the accuracy of the Voter List at least 30 days prior to the distribution of ballots. While there may be overlap between the Membership List and the Voter List, they are two distinctly different lists, and an accurate Voter List is critical for each election or vote.

5.6 **Balloting Information.** At least 30 days before ballots are distributed, the Association shall provide General Notice of the following:

- The date and time by which ballots are to be returned (by mail or hand delivery) to the Inspector of Elections and/or designated individual or firm (e.g., independent accountancy firm);
- The address where ballots are to be returned; and
- The list of all candidate names that will appear on the ballot.

Individual Notice shall be used for any Member who has requested Individual Notice. The Inspector of Elections shall coordinate with the Elections Committee regarding these details.

5.7 **Mail-in Ballots.** Not less than 30 days ahead of the Election, the Association shall deliver (by first class mail or hand delivery) secret ballot voting material, including ballots, voting instructions, explanatory material, candidates statements, etc., to every Member. Prior to opening the received ballots, the Board may reasonably extend the voting period to achieve greater Member participation in reaching quorum requirements (if applicable) or to amend the Declaration or take other actions which may require approval of a significant percentage of Members. Only the Official Ballot form generated by the Association will be counted. The Association Bylaws do not permit Proxy Voting except for quorum purposes. The Association shall use as a model those procedures used by California counties for ensuring confidentiality of voter absentee ballots, including all of the following:

- The Association shall provide Members with ballot(s) and two pre-printed envelopes along with instructions. The instructions shall specify how ballots are to be returned. Typically, ballots will be returned by first class mail. However, ballots may also be hand-delivered to a secure ballot box.
- The ballot itself is not signed by the voter and the voter may not be identified by name, address, or unit and lot number on the ballot itself.
- After marking the ballot, it is to be inserted into the smaller of the two preprinted envelopes and the envelope is sealed. This envelope is inserted into a second envelope that is also then sealed. In the upper left hand corner of the second, outer envelope, the voter prints and signs his or her name, and verifies the accuracy or otherwise indicates the address and the unit and Lot number that entitles the Member to vote. Note that an outer envelope received without a Member signature will not be counted (unless a signature is added prior to the tally of the ballots).
- The second outer envelope is addressed to the Association to a location to be designated by the Inspector of Elections. The envelope may be mailed and/or delivered by hand to a location specified by the Inspector of Elections. The Member may request a receipt of delivery.
- Once a ballot is received, it is irrevocable. If a ballot is properly cast and received within the balloting period, and a sale occurs, the new Member does not cast a second ballot. If no ballot has been cast / received for that property prior to the final voting deadline, the new Member may cast the ballot.

5.8 **Uncontested Election / Acclamation.** If, at the close of nominations, the number of qualified nominees is equal to or less than the number of Directors to be elected, pursuant to the Association Bylaws, the Association should consult with counsel as to the ability to declare the nominated candidates elected without the need for mail in voting.

## **6. BALLOT TABULATIONS & ANNOUNCEMENT OF RESULTS**

6.1 The Inspector of Elections or designated individual or firm (e.g., independent accountancy firm) may verify the Member information on the outer envelope prior to or at the meeting at which the ballots are counted. No one is permitted to open the inner envelope containing the ballot prior to the meeting at which the ballots are to be counted and tabulated.

6.2 The Inspector of Elections shall supervise the counting and tabulating of the ballots at a properly noticed open meeting of the Board or Members. Any candidate or other Member of the Association may witness, but not participate in or interrupt, the counting and tabulation of the ballots.

6.3 The tabulated results of the election shall be promptly reported to the Board and shall be recorded in the minutes of the next meeting of the Board. Members have a right to review the results. Within 15 days of the election tally, the Board shall publish by General Notice the tabulated results of

the election in a communication directed to all Members.

## 7. RETENTION OF ELECTION MATERIALS

7.1 For a period of 12 months following publication of the tallied results of the election, the Inspector of Elections is responsible for custody of the Election Materials, and shall determine where the Election Materials shall be stored. After 12 months, the custody of the Election Materials shifts to the Association.

7.2 Upon written request, the Association will coordinate with the Inspector of Elections and/or designated staff to make the ballots available for inspection and review by Members or their authorized representatives. Any such review shall be conducted in a manner that preserves the confidentiality of the members' vote.

## 8. DEFINED TERMS

8.1 **"Election"** means the date on which the ballots are scheduled to be opened and counted.

8.2 **"Election Materials"** means and includes returned ballots, signed voter envelopes, the Voter List of names, physical addresses and/or unit and lot number, and voters to whom ballots were to be sent, Inspector(s) of Election Worksheets, and the list of candidates.

8.3 **"General Notice"** means delivery of documents and/or information to a Member by Individual Notice, inclusion in a billing statement or newsletter, or posting the printed document in a prominent place at the Property designated for such notices.

8.4 **"Individual Notice"** means and includes any of the following: first class mail, postage prepaid, registered or certified mail, express mail, or overnight delivery by an express service carrier; or electronic mail (if the Member has consented to electronic delivery).

8.5 **"Voter List"** means the list of membership information generated by the Association, and verified by the Members prior to each election, which includes the following information: Member's name and voting power, physical address of the voter's separate interest and/or unit and lot number, the mailing address for the ballot if different from the physical address, and identification of Powers of Attorney or Entity/Owner Representatives (if any).

8.6 **"Member List"** or **"Membership List"** includes a member's name, property address, mailing address and email address, but not including information for members who have opted out pursuant to Civil Code §5220.

## 9. AMENDMENT OF VOTING RULES

These Rules shall not be amended less than 90 days prior to the scheduled meeting at which the ballot tally is to be conducted.

**END**

# TAHOE DONNER CAMPAIGN GUIDELINES



Tahoe Donner is a community, first and foremost. In order to ensure that campaigns, membership votes, and elections serve positively to build and sustain the Tahoe Donner community consistent with its neighborly character, the following guidelines and best practices are recommended:

## CAMPAIGN CONDUCT

1. **Speak Respectfully.** Candidates and advocates have the right to express their views. However, to build and sustain our community's neighborly character, while exercising this right, candidates and advocates are expected to speak and act with decency, consideration, and respect.
2. **Show Courtesy.** The right of candidates and advocates to engage in campaign activities must be balanced by the members' right to privacy and the peaceful enjoyment of all Tahoe Donner Association property and facilities. Thus, candidates and advocates are expected to be respectful of members and to honor their privacy.
3. **Bring A Positive Message.** Candidates and advocates are encouraged to campaign for something or someone, not against something or someone. Negative personal attacks distract from the issues and disaffect the voters.
4. **Be Inclusive.** Campaigns are won the same way communities are built: by addition, not by division and subtraction. Candidates and advocates are encouraged to practice the politics of inclusion, not exclusion.
5. **Focus On Your Own Message.** It is recommended that candidates and advocates focus on defining and presenting their own views and their own positions to the members.
6. **Practice Civility.** Candidates and advocates should refrain from attacking, berating, bullying, belittling, insulting, harassing, threatening, or otherwise disparaging candidates or other community members.
7. **Be Factual.** Candidates and advocates should take care to avoid distributing or disseminating information to the members which is inaccurate or which may be false or materially misleading. This includes refraining from making statements known to be false about the backgrounds, affiliations, or positions of candidates or other community members.

## **ELECTRONIC CAMPAIGNING**

1. Social Media. When using social media, candidates and advocates should follow the campaign conduct guidelines outlined above and abide by the rules of the social media site.

2. Bulk/Mass Communication. The use of the Membership List, personal bulk email or contact lists, and/or other publicly available member contact information cannot be controlled by the Tahoe Donner Association. So members are not overwhelmed by bulk/mass communications, it is recommended that candidates and advocates prioritize communication quality over quantity. Features that automatically resend emails to non-openers should not be used.

3. Bulk/Mass Communication Unsubscribe Links. Candidate and advocate communications delivered via any bulk/mass email or text marketing service shall display a prominent, automated unsubscribe link. If the recipient chooses to unsubscribe using the link, the recipient will be permanently removed from the sender's distribution list. Candidates and advocates should clearly identify themselves on their unsubscribe link, e.g.:

*Click this link to unsubscribe from the "X" campaign email list.*

4. Membership List. Association members, including candidates and advocates, may request the official Membership List for communications reasonably related to the requester's interest as a member, including for communications related to elections and other membership votes. Requests for the list must be made in writing using the Tahoe Donner Association Membership List Request Form available at the administrative office.

To ensure that the most accurate and up-to-date information is used, candidates and advocates should request the current membership list. To promote legal compliance and member privacy, candidates and advocates should not share the Membership List with anyone outside the campaign's organizational structure.

5. Membership List Opt-Out Right Notice. Tahoe Donner members may opt-out of sharing their personal contact information that is included in the Membership List with other members by notifying the Association in writing, or by submitting their request via the opt-out form on Tahoe Donner's website. This opt-out remains in effect until changed by the member, and will not affect a member's ability to receive official communications sent directly by the Tahoe Donner Association.

Candidates and advocates sending bulk emails or texts to members should also remind members about their right to opt-out of sharing their personal contact information with other members by adding the following sample language beneath their unsubscribe link:

*Tahoe Donner members are legally entitled to obtain copies of the Membership List to communicate with other members about issues relating to our community. To exercise your legal right to opt-out of sharing your contact information with other members, please visit [TahoeDonner.com/optout](https://TahoeDonner.com/optout).*

## **OTHER CAMPAIGN PRACTICES**

1. Campaign Signage. Campaign signage shall not be posted in or on Association owned or controlled common area or common facilities or property unless expressly authorized by the Association.

Campaign signs are permitted on private property (lots owned by a member) within Tahoe Donner with the owner's express permission. Any election related signage must comply with the Town of Truckee regulations that exist at the time of the Election. As of 2021, the regulations provide that temporary political signs may be posted 60 days preceding the election and must be removed within 14 days following the election and may be located within the Town of Truckee right of way as long as they do not create sight distance conflicts or other safety hazards. ([See Town of Truckee website for more information](#).)

2. Door Hangers, Pamphlets, and Other Handouts. When distributing handouts in Tahoe Donner, please abide by the spirit of Tahoe Donner's Common Courtesy Guidelines by taking care to respect the privacy and property of others, and by being careful not to contribute to a litter problem. Because door hangers or other materials visibly left on vacant homes for weeks or months present a safety and security issue, this campaign practice is strongly discouraged.

## **CAMPAIGN SPENDING**

1. Campaign Economically. Escalating campaign spending can reduce confidence in the fairness of our elections, undermine the political equality of our members, and present financial barriers of entry to those considering running for the board of directors. To de-escalate campaign spending, candidates and advocates are encouraged to run economical campaigns, employing cost-effective campaign outreach techniques. Many electronic and grassroots campaigning techniques can be used effectively in Tahoe Donner for little to no cost.

## **COMMUNITY LEADERS**

1. Conduct of Community Leaders. Community leaders, such as board members, committee or task force members, club officers and Tahoe Donner employees, are expected to conduct themselves during elections and membership votes with a level of decorum that is both becoming and worthy of



community leaders. By policy, Tahoe Donner may establish additional specific standards of decorum for different types of community leaders.

2. Endorsements. Personal written endorsements made by individual community leaders, as defined above, should prominently display a disclaimer dissociating their private endorsement from any official Tahoe Donner groups or bodies with which they are affiliated. The following language is provided as a model:

*This endorsement does not represent the views or opinions of Tahoe Donner or any official Tahoe Donner groups or bodies.*

3. Board Members. A director is obligated to act and speak in all matters pertaining to Tahoe Donner in accordance with his or her fiduciary duties and the Director Code of Conduct, including during elections and other membership votes. Specific guidance for directors, including any conditions or restrictions related to endorsements and other campaign activities, is contained in the Board of Director Code of Conduct.

## **CONCLUSION**

By following these guidelines and best practices, candidates and advocates can present their views and illuminate the issues while conducting neighborly campaigns with the respect and courtesy that members want and deserve.



**TAHOE DONNER ASSOCIATION  
BOARD OF DIRECTORS  
CODE OF CONDUCT  
CORPORATE RESOLUTION 2021 – 4**

To increase member confidence in the governance of the Tahoe Donner Association, and to encourage high standards of behavior collectively and individually, the Board of Directors has adopted the following Code of Conduct for its board members.

**A. ACTING AS A FIDUCIARY**

Members of the Board of Directors have a fiduciary duty to the Association, requiring them to act in the best interest of the Association. This fiduciary duty includes the duty of care, the duty to act within the scope of the Board’s authority under the law and the Association’s governing documents, and the duty of loyalty. Board members should at all times make decisions that are in the best interests of the Association as a whole, regardless of their personal interests.

**B. BOARD AND DIRECTOR RESPONSIBILITIES**

A Board of Directors is most efficient when it acts as a policy making body. Therefore, the primary role and obligation of Directors is to understand and support the Association’s mission and priorities by developing the broad policies (e.g., long term vision, overall financial philosophy, etc.) that will guide the implementation of Tahoe Donner plans and purposes, and not to direct or control the implementation of those policies by staff and/or committees.

To that end, Directors must review and abide by the established protocols governing interactions with staff, committees, and vendors. See: “Resolution Regarding Board of Directors Authority, Meetings of the Board, And Governance Guidelines,” Corporate Resolution 2020-3, and any subsequently adopted modifications thereto.

Each Director is also required to:

- Regularly attend Board meetings;
- Diligently prepare for Board meetings and review material provided in advance, including all financial reports and minutes.
- Support efforts to enforce the Association’s governing documents, collect and preserve the Association’s financial resources, insure the Association’s assets against loss, and keep the common areas and facilities in a state of good repair.
- Make reasonable inquiry before making decisions, employing the support of staff and

professionals where necessary.

- Correct or question any inaccurate or improperly prepared association data, records and/or reports that the Director becomes aware of while serving on the Board.

### **C. PROFESSIONALISM, CIVILITY, AND DECORUM**

Because they are expected to set an example and promote the shared goal of maintaining and enhancing the reputation of Tahoe Donner as a valuable, vibrant, and thriving community, Board members are obligated to maintain a high standard of professionalism, civility, and decorum. Directors are expected to understand that they are accountable for their actions and words.

To fulfill this end, directors are obliged to:

- Work in a cooperative and productive manner to ensure that decisions are made in a respectful and collaborative process.
- Encourage all members to become involved in the community and to educate themselves on important matters and understand the importance of civility and decorum in all interactions.
- Interact with fellow Directors, members, staff, vendors, and the community with civility and courtesy at all times.
- Be respectful of all points of view and provide a reasonable opportunity for all to express their views. Seek common ground where possible.
- Refrain from knowingly misrepresenting facts or otherwise disseminating misinformation about Association matters.
- Focus on issues not personalities, and conduct themselves with courtesy toward their fellow Directors, staff, vendors, and members and residents of the Association.
- Act with respect and dignity without making derogatory comments or personal attacks, including when disagreements arise.

It is vital to the function of the Board of Directors, as well as member confidence in the Board, that decisions are based on complete and accurate information and that Directors remain open to all points of view while deliberating. Directors should therefore endeavor not to promote or advocate for a particular decision or outcome before the matter has been fully vetted and addressed at a duly noticed Board meeting.

No Director shall undermine the Board, impugn Board decisions or deliberations, or take other actions that will negatively impact member confidence in the Board. Once a decision is made by the Board, each Director shall act in accordance with that decision, even if they voted against it.

Directors are prohibited from harassing or threatening employees, vendors, Directors, committee members, or Association members, whether verbally, physically, or otherwise.

#### **D. EMPLOYEE INTERACTION**

To ensure efficient management operations, avoid conflicting instructions from the board to management and avoid potential liability, directors shall follow Corporate Resolution 2020-3 (referenced above) and observe the following guidelines in interactions with staff:

- Directors shall not attempt to direct Tahoe Donner staff; that is the responsibility of the General Manager.
- Directors may not contact management after hours unless there is an emergency representing a threat of harm to persons or property.
- If directors are contacted by employees with complaints, the employees shall be instructed to contact management or the board, as a whole.
- No director may threaten or retaliate against an employee who brings information to the board regarding improper actions of a director or committee member.

#### **E. CONFIDENTIAL INFORMATION**

Directors must be diligent in protecting the Association's confidential information and may not use confidential information for the benefit of themselves or others. Except when disclosure is duly authorized or legally mandated, no director may disclose confidential information.

Confidential information includes, without limitation:

- Private and personal information about fellow Directors.
- Confidential information about the Association's employees.
- Disciplinary actions involving members of the Association.
- Assessment collection and delinquency matters.
- Confidential and privileged information (including attorney client communications) and such information received as part of a dispute resolution process or litigation in which the association is or may be involved.
- Information which is the subject of an executive session.

Additionally, Directors must refrain from using non-public information or documents obtained as a result of his or her position as a Director to advance personal interest or gain.

## **F. SELF-DEALING AND CONFLICTS OF INTEREST**

As a fiduciary each Director has a duty of loyalty. This duty requires them to act in good faith and in the best interests of the Association, rather than for their personal interest or gain.

Directors must be alert to and at all times avoid conflicts between their personal interests and the best interests of the Association.

Directors are obliged to read, understand, and abide by Article IX, Section 3 of Tahoe Donner's Bylaws, which among other things, preclude a Director from participating in any discussions or Board action concerning, or in any way attempt to use his or her Board position to influence, a Board decision in which the Director knows or has reason to know that he or she has a material financial interest. A Board member shall be deemed to have a material financial interest in a decision if it is reasonably foreseeable that the decision will have a material financial effect on the Board member distinguishable from its effect on the members generally. On or before July 1 of each year, Directors are required to endeavor in good faith to disclose to the Board of Directors any pending transactions involving the Association in which they have a material financial interest, and investments, businesses or relationships which may reasonably lead to or become a material financial interest during their term of office.

Directors must also avoid "self-dealing" or the perception of self-dealing. In general, self-dealing occurs when Directors make decisions that materially benefit themselves or their relatives at the expense of the Association. "Relatives" include a person's spouse, parents, siblings, children, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone who shares the person's residence. "Benefits" include money, privileges, special benefits, gifts, or other items of value.

To avoid self-dealing or the perception of self-dealing, no Director may, for themselves, their co-owners, relatives, or affiliated businesses:

- Solicit or receive any compensation from the Association for serving on the Board.
- Make promises to vendors without Board approval.
- Solicit or receive any gift, gratuity, favor, entertainment, loan, or any other thing of value from a person or company who is seeking or who has a business or financial relationship with the Association.
- Seek preferential treatment from the Association, or vendors doing business with the Association.
- Use the Association property, services, equipment or business for their personal gain or benefit, except as may be provided for all members of the association.

Potential conflicts of interest may arise that are not expressly covered by this code or where the proper course of action is unclear. Directors should immediately raise such situations with the Board. If appropriate, the Board will seek guidance from the Association's legal counsel.

## **G. MEMBERSHIP VOTES AND RELATED OBLIGATIONS**

A Director is obligated to act and speak in all matters pertaining to Tahoe Donner in accordance with his or her fiduciary duties and this Code of Conduct, including during elections and other membership votes.

A Director may not use his or her position as a Director to benefit or harm the campaign of any candidate that is on an Association election ballot. Directors may not interfere with the fairness and impartiality of Association elections.

Unless advocating for his or her own reelection, to ensure member confidence in a fair and impartial election process, and to promote an amicable and productive working relationship within the Board, it is the best practice and strongly recommended for Directors to refrain from advocating for the election or defeat of any candidate on an Association ballot.

If a Director chooses to advocate for the election or defeat of any candidate on an Association ballot, or is a candidate for reelection, that Director might not be considered impartial regarding election related matters that may reach the Board, and may be obligated to recuse him or herself from participating in any Board discussions or decisions related to such matters.

## **H. VIOLATIONS OF THIS CODE OF CONDUCT**

Directors who violate the Association's code of conduct are deemed to be acting improperly outside the course and scope of their authority. Any Director in violation of this policy may be subject to, among other things:

- Censure by the Board,
- limitations on involvement with committees,
- exclusion from discussions or deliberations on issues which the Board has determined create or involve a conflict of interest;
- removal as an officer of the Board,
- request for resignation from the Board,
- a Board or member initiated recall process,
- loss of the qualified immunity Directors normally enjoy,
- legal proceedings.

Prior to taking any action against the Director for violation of this Code of Conduct, the Board shall, in executive session, review the evidence of violation, meet with the involved Director to

provide an opportunity for the Director to respond, and confer with the Association's legal counsel.

In its sole discretion, the Board may retain a third-party investigator, and/or appoint an ad-hoc advisory committee, to investigate and review the purported violation and to present its findings and recommendations to the Board for appropriate action.

**ACCEPTED AND DATED: March 26, 2021**

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Don Koenes, President

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Jim Roth, Vice President

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Stephen Mahoney, Treasurer

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Courtney Murrell, Secretary

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Charles C. Wu, Director

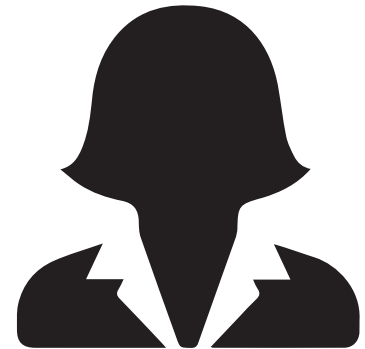
## Bulk / Mass Communication Sample Email with Unsubscribe link

Below is an example of a Bulk / Mass Communication email from a candidate containing an unsubscribe link as referenced in Tahoe Donner Campaign Guidelines *Electronic Campaigning (item #3)*

**From:** canddiateemail@email.com  
**TO:** youremail@email.com  
**Subject:** Tahoe Donner Election, Vote For Me

### VOTE FOR ME

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