

Tahoe Donner Association Elections Committee Charter

I. INTRODUCTION

A. Authority

Pursuant to the powers vested in the Board of Directors (“Board”) by the Articles of Incorporation, the Bylaws and the Covenants and Restrictions of the Tahoe Donner Association (“Association”), the Board hereby establishes the Election Committee (“EC”) as a standing committee of the Association.

The EC is established and operates under the provision of:

- Section 1, Article X, Restated Bylaws of Tahoe Donner Association
- Section 5(c), Article VII, Restated Bylaws of Tahoe Donner Association
- Resolution 2021-5, Committee Policy, Tahoe Donner Association Board of Directors, July 23, 2021
- Article VIII, Board Meetings, Restated Bylaws of Tahoe Donner Association

The EC Charter shall remain in effect as presented herein until such time as it is amended or revoked by the Board. Any changes, amendments or modifications hereafter may only be accomplished at a properly noticed meeting of the Tahoe Donner Association Board of Directors.

The EC shall remain in existence until dismissed by the Board.

The EC shall have no authority to act on behalf of the Association, other than to formulate and present recommendations to the Board related to its stated purposes.

II. PURPOSES AND PRINCIPLES

A. Purpose

As provided in the Bylaws, the Association administers the election process for open seat(s) on the Board of Directors but must remain fair and impartial in that process.

To assure efficient administration of the elections process, the EC shall be responsible for certifying the good standing and eligibility of individuals to serve as candidates for election to the Board and to monitor the election process to help assure its fairness and impartiality. It will oversee the election process, including

compliance with applicable election related laws, the Association governing documents, and Association policies. The EC shall also be responsible for certifying the eligibility of individuals who wish to advocate a point of view under Civil Code §5105(a).

In addition to administering an election for open seat(s) on the Board of Directors, the EC may be asked by the Board to administer and monitor voting process on matters that are put to the members for a formal vote, such as the approval of a special assessment.

The EC shall work with and coordinate its activities with Staff and the duly appointed Inspector(s) of Elections.

B. Principles

1. Impartiality. The EC shall always remain fair and impartial in the election process.
2. Member Outreach
 - a) **Compliance**: Notifications to members per legal requirements.
 - b) **Member education**: Update election FAQs and announce deadlines set by the governing election documents. Direct members to the TD website where they can learn about the candidates.
 - c) **Equal access** (Civil Code §5105): Any member advocating a point of view shall have the same access as candidates to Association media, newsletters, internet websites, and common area meeting space.

C. Inquiries, Education and Member Complaints

1. Inquiries and Education: The EC may receive inquiries about the election process from members, candidates, or other interested parties and it may respond to these inquiries and educate interested parties, consistent with this charter and Association Election and Voting Rules and processes.
2. Member Complaints: Inquiries may take the form of a complaint and a demand for investigation or action by the EC. 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 EC should advise the inquiring individual the following:
 - (i) Interested parties have certain fundamental free speech rights during an election and a right to express their views.

- (ii) The Association and the EC must remain fair and impartial in the election process.
- (iii) It is not the EC's role to undertake an investigation as to the content of advocacy that occurs outside of Association channels.
- (iv) The candidates and members are solely responsible for their election campaign content, and it is not the EC's role to be the arbiter of truth in any election communications.

If the EC receives complaints, the substance of which the EC believes 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 the General Manager and designated staff initially, and thereafter as needed from the Board of Directors. If the EC is uncertain as to how the laws or adopted policies and rules may apply in a particular situation, the EC shall also seek guidance as set forth above.

III. COMMITTEE ADMINISTRATION

- A. **Resolution 2021-5, Committee Policy.** Except as exempted and specified below, the EC shall operate according to policies established in Resolution 2021-5, Committee Policy.
- B. **Committee Size.** The EC shall consist of at least 3 and not more than 5 regular voting members and one non-voting Staff Liaison.
- C. **Staff Support.** The EC will not have a Staff Lead but will have a non-voting Staff Liaison who will provide administrative and logistic support, and facilitate communication between Management, the EC, and the Board.
- D. **No Board Liaison.** To better ensure the EC's independence, the Board shall not appoint a Board Liaison to the EC.
- E. **Appointment Qualifications and Process**

The EC shall endeavor to draw members representing a diversity of Association experiences and to include a broad demographic spectrum of Association members.

- 1. Only one individual member per Separate Interest may serve.

2. A candidate for the Board of Directors, or their immediate family members or co-owners of a candidate's TDA Separate Interest, shall not be eligible to serve.
3. A member advocating a point of view under Civil Code §5105(a), or their immediate family members or co-owners of a member advocating a point of view's TDA Separate Interest, shall not be eligible to serve.
4. Prior to appointment, prospective EC members should also complete the following qualification prerequisites:
 - a) Initiate potential onboarding by notifying the Chair of their interest in applying.
 - b) Introduce themselves to the EC at an EC meeting.
 - c) Attend at least two EC meetings.
 - d) Read the Committee Policy 2021-5, Election and Voting Rules, Campaign Guidelines, Orientation Manual, recent EC meeting minutes, and EC Charter.

F. Officer Qualifications

Officers include a Chair and Vice Chair. To better ensure that Chairs are fully familiar with the EC operations, it is preferable for EC members who have served on the EC for one year or more, either in their current term or in a previous term, to stand for election as Chair. To encourage succession planning, it is preferable for EC members with 2 or more years remaining in their term to stand for election as Vice Chair.

G. Meeting Schedule

EC meetings shall be at the discretion of the EC Chair, unless otherwise directed by the Board, but will be at least quarterly. Normally, meetings shall be held monthly or more frequently as needed. EC members are expected to attend scheduled meetings on a regular basis.

H. Emergency Meetings

The EC is expected to conduct emergency meetings if there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the EC, and which of necessity make it impracticable to provide standard meeting notice. Emergency meetings may be called, in consultation with the staff, by the EC Chair or any 2 other EC members.

I. Quorum Requirements

Other than for emergency meetings, a quorum of at least a majority (i.e. more than 50%) of EC members shall be required to conduct business. For emergency meetings, a quorum of at least two (2) EC members shall be required to conduct business. If a meeting fails to achieve quorum, the meeting is canceled but may be rescheduled.

IV. Timeline of Activities

The EC shall annually prepare and provide to the Board a proposed timeline (“Election Timeline”) for the director election cycle, which will be reviewed and approved by the Board in the month prior to when the first election related notice must be sent to members.

V. COMMITTEE APPOINTMENT CLASS FORMATION

At the first meeting following the approval of this EC charter, the EC shall divide itself into three equal classes (A, B, and C), each having at least one member. The seats of Class A shall be vacated at the expiration of the first full calendar year following the year the revised charter is approved. The seats of Class B shall be vacated at the expiration of the second calendar year, and the seats of Class C at the expiration of the third calendar year.

Any resulting partial terms completed by Classes A and B shall not be counted toward any limitation on consecutive full terms. Any EC members whose existing terms would otherwise expire before these specified dates are extended to these dates without reapplying. For Board notification, the Chair will provide staff with a written report naming the members of each class and the expiration of their term.

- END