

Elections Committee Charter Comparison Chart

Draft Charter	Existing Charter
<p>I. INTRODUCTION A. Authority</p>	
<p>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.</p>	<p>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.</p>
<p>The EC is established and operates under the provision of:</p> <ul style="list-style-type: none"> <li>● Section 1, Article X, Restated Bylaws of Tahoe Donner Association</li> <li>● Section 5(c), Article VII, Restated Bylaws of Tahoe Donner Association</li> <li>● Resolution 2021-5, Committee Policy, Tahoe Donner Association Board of Directors, July 23, 2021</li> <li>● Article VIII, Board Meetings, Restated Bylaws of Tahoe Donner Association</li> </ul>	
<p>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.</p>	<p>This Committee Charter shall remain in effect as presented herein until such time as it is amended or revoked by the Board.</p>
<p>The EC shall remain in existence until dismissed by the Board.</p>	
<p>The EC shall have no authority to act on behalf of the Association, other than to formulate and present</p>	<p>The Committee shall have no authority to act on behalf of the Association, other than to formulate and present</p>

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recommendations to the Board related to its stated purposes.	recommendations to the Board related to its stated purpose.
<p>II. PURPOSES AND PRINCIPLES</p> <p>A. Purpose</p>	
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.	As provided in the Bylaws, the Association administers the election process for open seats on the Board of Directors but must remain fair and impartial in that process.
<p>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).</p>	<p>To assure efficient administration of the elections process ... (Bylaws)</p> <p>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.</p> <p>... and will monitor and facilitate the election process administered by the Association for compliance with applicable election laws and adopted Rules</p> <p>... the Board shall appoint an Elections Committee which shall be responsible for certifying the good standing and eligibility of individuals to serve as candidates for election to the Board and to monitor the election process to help assure its fairness and impartiality. (Bylaws)</p>
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.	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.

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The EC shall work with and coordinate its activities with Staff and the duly appointed Inspector(s) of Elections.	The Committee shall work with and coordinate its activities with staff and the duly appointed Inspector(s) of Election ...
B. Principles	
1. Impartiality. The EC shall always remain fair and impartial in the election process.	Impartiality. The Committee shall at all times remain impartial in the election process.
2. Member Outreach	
<p>a) Compliance: Notifications to members per legal requirements.</p> <p>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.</p> <p>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.</p>	
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.	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.
2. Member Complaints: Inquiries may take the form of a complaint and a demand for investigation or action by the EC.	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	Most often those complaints will relate to the content or

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substance of election related advocacy that is sent or received outside of Association channels, such as by email, posts on social media, or mailers.	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:	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.	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 EC must remain fair and impartial in the election process.	the Association and the Committee must remain fair and impartial in the election process, and
(iii) It is not the EC's role to undertake an investigation as to the content of advocacy that occurs outside of Association channels.	it is not the Committee'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 Committee receives complaints, the substance of which the Committee 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.	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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<p>III. COMMITTEE ADMINISTRATION</p>	
<p>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.</p>	<p>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.</p>
<p>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.</p>	<p>The Committee shall consist of at least 3 regular voting Members but may consist of up to 5 regular voting members.</p>
<p>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.</p>	<p>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.</p>
<p>D. No Board Liaison. To better ensure the EC's independence, the Board shall not appoint a Board Liaison to the EC.</p>	
<p>E. Appointment Qualifications and Process</p>	
<p>The EC shall endeavor to draw members representing a diversity of Association experiences and to include a broad demographic spectrum of Association members.</p>	
<p>1. Only one individual member per Separate Interest may serve.</p>	<p>Only one individual member per lot may serve.</p>
<p>2. A candidate for the Board of Directors, or their immediate family members or co-owners of a candidate's TDA</p>	<p>A sitting Director or candidate for the Board of Directors, or their immediate family members or co-owners of a TDA Lot,</p>

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<p>Separate Interest, shall not be eligible to serve.</p>	<p>shall not be eligible to serve.</p>
<p>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.</p>	
<p>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.</p>	
<p>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.</p>	<p>Chair. As soon as practical each year, the Committee shall elect, from among its membership, a Committee's Chairperson and a Vice Chair at the discretion of the Committee, 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.</p>
<p>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.</p>	<p>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.</p>

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<p>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.</p>	<p>That said, the Committee shall provide notice and an opportunity for members to attend meetings unless the Committee determines that it is not practical to provide such notice and opportunity to attend in light of the tasks to be completed and the time constraints for completing those tasks.</p>
<p>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.</p>	<p>Quorum Requirements. A quorum of at least two (2) members shall be required to conduct business.</p>
<p>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.</p>	
<p>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</p>	

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<p>third calendar year.</p> <p>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.</p>	
<p>END</p>	

Existing Charter	Notes
<p>DELETED LANGUAGE</p>	
<p>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.</p>	<p>Moot. Covered by committee policy.</p>
<p>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</p>	<p>Moot. Covered by committee policy. This updated charter transitions the EC to standard three-year terms. See Section V above.</p>



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<p>staggered where practicable in order to promote continuity within the Committee.</p>	
<p>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.</p>	<p>Moot. Covered by committee policy.</p>
<p>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 to follow those formal record keeping and procedural requirements.</p>	<p>The Board does not have the power to exempt a committee from legal record keeping and notice requirements. The EC will follow those legal requirements, as specified in the committee policy.</p>
<p>The Board may also direct the Committee to provide notice and an opportunity for members to attend meetings as may be warranted.</p>	<p>The EC will follow those legal requirements, as specified in the committee policy.</p>
<p>The Committee shall follow the general procedures set forth below in its activities.</p>	<p>Moot. Covered in the committee policy.</p>
<p>Reporting Requirements. The Committee shall maintain records of its activities and actions. The Chairperson, or a duly</p>	<p>Moot. Covered in the committee policy.</p>

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<p>appointed representative, shall report to the Board at least quarterly, and more often as needed during the election cycle, on the actions of the Committee and any inquiries or complaints received. 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.</p>	
<p>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 ... [quotation abbreviated]</p>	<p>Moot. Covered in the committee policy.</p>
<p>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.</p>	<p>Sufficiently covered in the Staff Liaison section above.</p>
<p>The Board shall make all appointments to the Committee.</p>	<p>Moot. Covered in the committee policy.</p>
<p>Eligible Members. Any Member of the Association who has a positive interest in contributing to the welfare of the Association, is prepared to invest the necessary time to learn the election process and procedures used in Tahoe Donner Association's annual election, and can and will be fair and impartial in performing their duties, is eligible to apply for appointment to the Committee.</p>	<p>Moot. Covered in the committee policy.</p>

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Committee members are expected to attend scheduled meetings on a regular basis.	Moot. Covered in the committee policy.
Decisions of the Committee shall be reached by the majority vote of members present and constituting a quorum.	Moot. Covered in the committee policy.