

**BERNARDO VISTA DEL LAGO MASTER ASSOCIATION
ELECTION RULES**

1. Equal Access. If any candidate or member advocating a point of view is provided access to Association Media, newsletters, or Internet Web sites during a campaign, for purposes that are reasonably related to that election, the Association shall provide equal access to all candidates and members advocating a point of view, including those not endorsed by the board, for purposes that are reasonably related to the election. The Association shall not edit or redact any contact from these communications, but may include a statement specifying that the candidate or member, and not the Association, is responsible for that content.

2. Common Area. The Association shall ensure access to the common area meeting space during a campaign, at no cost, to all candidates, including those who are not incumbents, and to all members advocating a point of view, including those not endorsed by the board, for purposes reasonably related to the election, (CA Civil Code 1363.03(a)(2).) Said access is to be provided during regularly noticed Board meetings at the time set aside for “open forum.”

3. Inspectors of Election. Within a reasonable time before the annual meeting the Board will appoint an Inspector of Election to oversee and certify the results of the voting. The Inspector of Election may not be a Board member or a candidate for election or related to or reside with Board members or the candidates for election. The Inspector of Election may be an employee of the Association’s management company. The Inspector of Election may be an employee of the Association retained law firm. Any other qualified person or persons may also be appointed. Unless only an outside consultant is engaged to serve as the Inspector, the Inspector of Election may be a member of the Association if so appointed by the Board of Directors. If not a member of the Association, the Inspector of Election may be compensated for services rendered. Members of the Association shall not be compensated for serving as an Inspector of Election.

The Inspector of Election shall be responsible for:

- a. Determining the number of memberships entitled to vote and the voting power of each;
- b. Determining the authenticity, validity and effect of proxies;
- c. Receiving the ballots and determining the location to which all ballots are to be returned;
- d. Hearing and determining all challenges and questions to the balloting or election.
- e. Counting and tabulating all ballots;
- f. Determining when the polls shall close;
- g. Determining the results of the election or balloting;
- h. Reporting the results of the election or balloting to the Board of Directors;
- i. Performing such other acts as may be necessary to conduct the election or balloting in fairness to all members and in accordance with all rules of the Association.

The Inspector of Election may appoint additional persons to assist in performing any of the above duties. Any such persons shall meet the qualifications for appointment as an Inspector of Election.

4. Proxies. Proxies are governed by Article VI, Section 6.6 of the Bylaws.
 - 4.1 Every Member entitled to vote shall have the right to do so either in person or by agent or agents authorized by a written proxy executed by such Member and filed with the Secretary of the Master Association.
 - 4.2 The Association shall have no obligation to provide proxies.
 - 4.3 A validly, executed proxy which does not state that it is irrevocable shall continue in full force and effect unless:
 - 4.3.1 Revoked by the Member executing it, prior to the vote pursuant thereto, by a writing delivered to the Master Association stating that the proxy is revoked or by a subsequent proxy executed by, or attendance at the meeting and voting in person by, the Member executing the proxy; or
 - 4.3.2 Written notice of the death or incapacity of the maker of the proxy is received by the Master Association before the vote pursuant thereto is counted; or
 - 4.3.3 The Member executing the proxy conveys his or her Condominium or Rental Condominium Project, in which even such proxy shall automatically terminate upon such conveyance; provided, however, that no such proxy shall be valid after the expiration of eleven months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of any proxy shall not exceed three years from the date of execution.
 - 4.4 A proxy that states on its face that it is irrevocable shall nonetheless automatically terminate when the Member who executed such proxy conveys his or her Condominium or Rental Condominium Project and, in addition, the revocability of such a proxy shall otherwise be governed by the provisions of the California Nonprofit Mutual Benefit Corporation Law. Every proxy shall identify the person or persons authorized to exercise the proxy.
 - 4.5 Anything to the contrary notwithstanding, and revocable proxy covering matters requiring a vote of the Members pursuant to Sections 7222, 7224, 7233, 7613(f)(1), 7812, 7911(a)(2), 8012, 8015(a), 8610, or 8719(a) of the Corporations Code is not valid as to such matters unless it sets forth the general nature of the matter to be voted upon.

- 4.6 Any form of proxy distributed to ten or more Members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited (except that it shall not be mandatory that a candidate for election to the Board be named in the proxy), and shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith.
- 4.7 In any election of directors, any form of proxy in which the directors to be voted upon are named therein are candidates and which is marked by a Member “withhold” or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.
- 4.8 Failure to comply with this paragraph shall not invalidate any Master Association action taken, but may be the basis for challenging any proxy at a meeting and the superior court may compel compliance therewith at the suit of any Member.
- 4.9 The proxy holder shall cast the member’s vote by secret ballot.
- 4.10 Any vote cast by a proxy that conforms to the Governing Documents and not otherwise objected to by the Inspectors of Elections shall be as valid as if such vote was cast in person.
5. Qualifications of Candidates. Qualifications for candidates for the Board of Directors are found in Article VII, Section 7.1 and 7.2 of the Bylaws.
- 5.1 The authorized number of directors of the Master Association shall be five.
- 5.2 Directors need not be Members of the Association or Representatives of Declarant.
- 5.3 Under no event shall a Director be any of the following:
- 5.3.1 A convicted felon.
- 5.3.2 A person convicted of a crime of moral turpitude.
- 5.3.3 A Member not in good standing.
6. Nominations for Candidacy. Rules for nomination for election to the Board of Directors are found in the Bylaws at Article VIII.
- 6.1 Nominating Committee. Nomination for election to the Board of Directors may be made by a Nominating Committee.

- 6.1.1 The Nominating Committee shall consist of a Chairman, who shall be a member of the Board, and two or more Members of the Master Association.
 - 6.1.2 The Nominating Committee shall be appointed by the Board prior to each annual meeting to serve until the close of such annual meeting.
 - 6.1.3 The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.
 - 6.1.4 Such nominations may be made from among Members or non-Members.
 - 6.2 All candidates shall have reasonable opportunity to communicate their qualifications to Members and to solicit votes.
 - 6.3 Nominations may not be made from the floor at the annual meeting.
 - 6.4 Nothing shall prevent a Member in good standing from nominating himself or herself for candidacy.
7. Qualifications for Voting. The qualifications for voting are found in the Declaration at Article III, Section 3.3.
- 7.1 Class A. Class A Members shall be all those Owners entitled to membership with the exception if the Declarant. Class A Members who are Condominium Owners shall be entitled to one voted for each Condominium in which they hold the interest required for membership. Class A Members who are Rental Condominium Project Owners shall be entitled to one-half vote for each Rental Condominium in each Rental Condominium Project in which they hold the interest required for membership. When more than one Person holds such interest in any Condominium or Rental Condominium Project, all such Persons shall be Members and the vote for such Condominium or Rental Condominium Project shall be exercised as they determine among themselves; provided, however, (i) not more than one vote shall be cast with respect to any Condominium and (ii) not more than one-half vote times the number of Rental Condominiums in a Rental Condominium Project shall be cast with respect to any Rental Condominium Project. Any votes cast with regard to any Condominium or Rental Condominium Project in violation of this provision shall be null and void.
8. Quorum. Rules regarding quorums are found in the Bylaws at Article VI, Section 6.5.
- 8.1 The presence at any meeting in person or by proxy of Members entitled to cast at least a majority of the total votes of all Members shall constitute a quorum.
 - 8.2 Any adjournment for lack of a quorum shall be to a date not less than five (5) and not more than thirty (30) days from the original meeting date.

- 8.3 The quorum for such reconvened meeting shall be reduced to twenty-five percent (25%) of the voting power of the Master Association; provided, however, if less than thirty-three percent (33%) of the total voting power of the Master Association is present or represented at any such subsequent meeting, the only matters which may be voted upon thereat are matters, notice of the general nature of which was given pursuant to Section 6.4 of the Bylaws.
9. Vesting. No voting rights shall accrue to any Owner until Regular Assessments have first commenced for such Owner's Condominium.
10. Cumulative Voting. Rules regarding cumulative voting are found in the Bylaws at Article VI, Section 6.7. Election to the Board shall be by cumulative voting whenever more than one board position is to be filled.
11. Election Procedures. The following election procedures shall be observed for all elections.
- 11.1 Ballots and two preaddressed envelopes with instructions on how to return ballots shall be mailed by first-class mail or delivered by the Association to every Member not less than 30 days prior to the deadline for voting. In order to preserve confidentiality, a voter may not be identified by name, address, lot, parcel, or unit number on the ballot. 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:
- 11.1.1 The ballot itself is not signed by the voter, but is inserted into the Ballot is sealed. In the upper left hand corner of the second envelope, the voter prints and signs his or her name, address, and lot, or parcel, or unit number that entitles him or her to vote.
- 11.1.2 The second envelope is addressed to the Inspectors of Election., The envelope may be mailed or delivered by hand to the Inspectors of Election.
- 11.2 All votes shall be counted and tabulated by Inspectors of Election in public at a properly noticed open meeting of the Board or Members.
- 11.3 Any candidate or other Member may witness the counting and tabulation of the votes.
- 11.4 No person, including a Member or an employee of the management company, shall open or otherwise review any ballot prior to the time and place at which the ballots are counted and tabulated.
- 11.5 The 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 and shall be available for review by Members.

11.6 Within 15 days of the election, the Board shall publicize the results of the election in a communication directed to all Members.

12. Polls. The times polls open and close is as follows.

12.1 Polls open when ballots are mailed or otherwise delivered to the Members.

12.2 Polls closed upon approval by the Members present at a meeting to close the balloting. If no meeting is held, polls close at the cut-off date established by the Board.

13. If there is a conflict in any portion of these Election Rules and Regulations with the existing law of Declaration, the existing law or Declaration shall prevail over these Rules.

These election rules are promulgated in accordance with California Civil Code 1363.03, the Bernardo Vista Del Lago Master Association adopts Election Rules with respect to membership votes regarding assessments, election of Directors, amending the Governing Documents and the grant of exclusive use of the common area. References are also made to the "Master Declaration of Covenants, Conditions and Restrictions for Bernardo Vista Del Lago." (the "Declaration") recorded as Document No. 1995-0117523 in the San Diego County Recorder's Office on March 14, 1995 and the "Bylaws of Bernardo Vista Del Lago Master Association" (the "Bylaws"). All references to the representative of the Association's management company shall be as "managing agent."