






# OPERATING POLICY

<b>POLICY TITLE: ANNUAL MEMBERSHIP MEETING VOTING PROCEDURES</b>					
<b>SECTION</b>	<b>The Board of Directors</b>	<b>NUMBER</b>	<b>2.1</b>	<b>DATE</b>	<b>3-15-14</b>
REPLACES POLICY NUMBER:		TITLE:			
DATE ADOPTED: 1994		ANNUAL MEMBERSHIP MEETING VOTING PROCEDURES			
DATE REVISED: 2004 and 2006					
CROSS REFERENCES:					
APPROVED:					
 GENERAL MANAGER		 DATE			
 SVRA CHAIRPERSON		 DATE			

**Section 1. DEFINITIONS - The following definitions of titles and terms will help the reader understand the procedures and regulations contained herein.**

- (a) SECRETARY - Refers to the director of the association who is serving as Secretary of the Board of Directors during the current year the Annual Membership Meeting is held.
- (b) DIRECTOR - Refers to any member of the Board of Directors of the Association.
- (c) GENERAL MANAGER - Refers to the person currently employed by the Association in the capacity of General Manager.
- (d) ELECTION COMMITTEE CHAIRPERSON - Refers to the person nominated by the Secretary and approved by the Board of Directors to serve as the authority over the election and the Election Committee.
- (e) MEMBERS ELIGIBLE TO VOTE - Members who have no outstanding assessment delinquencies, excluding interest or collection fees, or citations outstanding with the Association.
- (f) ABSENTEE MEMBERS - Those members who are not in attendance at the Meeting.

(g) PROXY - Assignment of a member's legal voting right to another member.

(h) MEETING - Refers to the Annual Membership Meeting held on the fourth Saturday in June for the purpose of conducting the business of the Association including the Annual Election of Directors, or any Special Meeting of the Members.

## **Section 2. PREPARATION FOR VOTING**

(a) To facilitate the orderly conduct of business at the Meeting, motions regarding new business will not be accepted from the floor. All motions and amendments with regard to new business must be submitted in writing to the Secretary for consideration by the Board of Directors at least ninety (90) days prior to the Meeting. The Board will then review all such motions as outlined in (b) below, prepare the agenda to consider the motions, and designate the time allowed for discussion on the motions. The motions will then be placed on an official ballot and included in the election packet.

(b) A motion, submitted for the Annual Meeting agenda, is first considered by the Board. If the Board supports the motion, then the motion will be presented to the membership at the expense of the Association. If the motion, in the opinion of the Board, is an issue that should be decided by the membership, without Board support or opposition, then the motion will be presented to the membership by the Association, but at the expense of the member submitter. A motion which, in the opinion of the Board, is not in the best interest of the membership can be dismissed by vote of the Board.

(c) On the day of the Annual Meeting no demonstrations, literature, flyers, and/or other forms of information shall be distributed on, in, or around the Silo-Barn complex which would in any way influence the voting for directorships and/or motions to be considered at the Meeting.

(d) Upon registration at the Annual Meeting, each member's voting status shall be determined by the Secretary and verified by a staff member. Each member who is qualified to vote on motions at the Meeting shall be given a printed ballot listing, in numerical order, all the motions to be voted upon. Ballots will be distributed to the members by U.S. mail along with the notice of the Annual Meeting. The Election Committee will ensure that only one ballot is marked for voting purposes. The ballots of all members who own multiple lots on the Star Valley Ranch and all agents with multiple proxies

will be marked to indicate the total number of votes to be cast by that ballot.

### **Section 3. VOTING**

(a) Each motion brought to the floor for voting by the members at the Meeting shall be presented to the members by printed ballot, and shall be voted on individually in the procedure set forth below:

The Director conducting the Meeting shall read the first motion on the ballot for consideration by the members and ask that it be moved and seconded by the membership. Upon being seconded, he/she shall then ask for discussion on the motion. Any proposed amendment to the motion being considered must have been submitted in accordance with the procedure as detailed above in preparation for voting. Upon completion of the discussion he/she shall then advise the members to vote their approval or disapproval of the motion by marking their printed ballot accordingly.

The Director shall then follow this procedure in turn for each of the motions presented. Upon completion of the discussion on all motions, the members will be reminded by the Director that they must mark their ballots and deposit them in the sealed ballot boxes for counting and tabulation by the Election Committee. The polls will be open for thirty (30) minutes following the adjournment of the Meeting for members to cast their ballots.

(b) The Director shall then introduce each nominee/candidate for election to the Board of Directors. After such introductions, the Director will then move on to any other business before the meeting.

(c) The counting and tabulation of the votes shall be done in conjunction with and in accordance with the procedures as detailed in Section 10 below.

(d) The Election Committee Chairperson shall report the results of the voting to the Corporate Secretary, who will post the same where the Meeting is held. This shall be done as soon as the results are verified by the Election Committee.

### **Section 4. ELECTION COMMITTEE**

The Election Committee Chairperson and other members of the Committee shall be approved by the Board of Directors and shall be assisted by the General Manager and SVRA administrative office staff. The Election Committee Chairperson shall appoint a Vice-Chair and Committee Secretary who, together with the Election Committee Chairperson, shall constitute an Election Executive Committee. The Board

Secretary shall be an ex-officio member of the Committee. A minimum of fifteen (15) Committee members, in addition to the Chairperson, is normally required; however, such number may be reduced or enlarged by the Board of Directors. The Attorney for the Association may be present or available by telephone, under the direction of the Secretary, at the election and ballot counting to render any legal opinions requested of the Election Committee Chairperson on the conduct of the election. The Attorney for the Association shall rule on questions raised.

#### **Section 5. ELECTION CALENDAR**

At least ninety (90) days prior to the Meeting, the Secretary and the General Manager shall provide the Board of Directors with an election calendar. The calendar shall include dates for the current year which will guide the election as required by the By-Laws.

#### **Section 6. CANDIDATE PACKET**

Each year, the Secretary shall develop a packet for all candidates that shall be distributed to them at the time they request their nomination petition or no later than 60 days prior to the meeting. The packet shall include the following information:

The current Annual Membership Meeting Voting Procedures, a Nominating Petition, an Official Proxy, a current year Election Calendar, and a letter from the Secretary outlining important dates, and what position(s) will be open for the election.

#### **Section 7. NOTICE OF MEETING**

Official notification of the Meeting for the purpose of electing Directors, voting on motions brought before the membership, and delivery of an election packet shall be made by the Star Valley Ranch Association Administrative Office under the direction of the General Manager under the direction of the Corporate Secretary. The Notice shall be dispatched to reach the membership at least twenty-five (25) days prior to the Meeting. The Notice and election packet shall include; The Association Annual Report, presentations by the candidates for Director, the candidates' recent picture if available, notice of any motions submitted by member(s), a printed Ballot, a printed Secretary Proxy Statement, instructions on voting procedures, a ballot envelope and a return envelope.

#### **Section 8. NOMINATION OF CANDIDATES FOR DIRECTOR**

Candidates for Director shall be nominated by a petition on which the signatures of at least ten (10) Star Valley Ranch Association Members in good standing shall appear. For nominations to be presented and placed on the printed ballot, the petition must have been submitted to the General Manager at least sixty (60) days prior to the Meeting. Nominations shall also be accepted from the floor by petition with the required signatures thereon at the Meeting by proper nomination, i.e., nomination petition to be supported by at least ten (10) members in good standing.

## Section 9. PRE-ELECTION DAY PROCEDURES

(a) Proxies and/or absentee Ballots that are received prior to the Meeting by the Secretary shall be verified against the Association records. The verification process shall be conducted by the Secretary and the Election Committee Chairperson assisted by the General Manager.

(b) The voter registration shall be audited against the accounting records to verify voting eligibility of all members as soon as practicable after June 15th.

(c) The number of Leisure Valley, Inc. owned lots, as of June 15th, which are to be voted at the Meeting shall be verified by lot and plat number against the Association and Lincoln County records at least three (3) days prior to the election.

(d) The Secretary shall develop a standard Member Proxy that will be **recommended** for use by all agents. **All proxies must be both signed and dated to be valid.**

(e) Absentee members may present their proxies to the Secretary by **signing** and **dating** the Secretary Proxy Statement on the outside of the return envelope provided in the voting packets distributed to the membership by U.S. mail. A **signature** and a **date** are required for the Secretary Proxy Statement to be valid. For ballots to be secret, they must be sealed in the ballot envelope(s) with no identification thereon. The basic purpose of such a procedure is to ensure that the Secretary Proxy Statement and the Ballot are physically separated when counted. Most members choose to mark and return a sealed Ballot. Please remember, no more than one Ballot per envelope.

(f) All Secretary Proxy Statements received by the Secretary are eligible for use in voting on motions presented on the Ballot providing they have been empowered by the member to do so and if they have been duly signed and dated.

(g) To have the Secretary cast the members' Ballot as the members choose, the member must correctly place their marked Ballot(s) in the ballot envelope(s), seal it, place in the return envelope, sign and date their Secretary Proxy Statement, and mail it to the Secretary. **The Secretary Proxy Statement on the return envelope must be signed and dated by the Member.** The proxy envelope shall contain notice of the requirement for signature and date.

(h) There may be a few members who will include in the return envelope a check for payment of their lot assessments. At a convenient time, soon after the election, all return envelopes must be opened and screened for checks, including those declared ineligible, and any received late, etc.

## **Section 10. ELECTION DAY PROCEDURES**

(a) The ballot box(es) will be placed by the Election Committee Chairperson near the door of the building wherein the Meeting is held. The ballot box(es) will be placed under the specific supervision of the Ballot Box Clerk, appointed by the Election Committee Chairperson. The ballot box(es) will be kept under close surveillance until the polls are declared closed. Security personnel will be asked to assist.

(b) Registration shall begin one (1) hour before the Meeting, and shall be conducted as follows:

i. A master alphabetical roster of the entire membership shall be prepared to provide the name of all property owners eligible to vote lot and plat number, whether proxy or ballot has previously been filed, and status of assessment accounts. Said roster shall be maintained and kept for ready reference by the General Manager during the registration process.

ii. Tables will be arranged near the entrance to the polls with chairs and space for five (5) Registration Clerks and one (1) Proxy Clerk being provided.

iii. Registration forms showing plat and lot number and a space for the member's signature shall be prepared for each Registration Clerk. Casting of ballots by eligible members shall be recorded on the registration form by the Clerk at the time the ballot is deposited in the ballot box. Registration Clerks attend their respective stations until election polls are closed.

iv. A Proxy Clerk shall be responsible for all proxies which will be voted, including the number of multiple votes on one (1) ballot. The list and ballot(s) will be given to the Proxy Clerk by the Election Committee Chairperson the morning of registration. A sign will designate the Proxy Clerk.

v. The Election Committee Chairperson shall calculate quorum requisites from registration records and deliver the results to the Director conducting the meeting. Attendance is construed to be the total of eligible members present in

person, present by proxy (valid proxies held by the Secretary or other designated agents), Leisure Valley-owned lots and Association-owned lots, the total of which is divided by the total number of Star Valley Ranch Association lots eligible to vote. (This includes SVRA and LVI-owned lots). The result is the percentage of members present. **Association Bylaws state that the presence in person or by proxy of thirty percent (30%) of all members eligible to vote shall be a requisite and shall constitute a quorum.**

(c) Members attending the meeting who are entitled to vote may cast their ballots (deposit sealed ballot envelope in ballot box) at the time of initial registration, but are encouraged to vote after the Meeting. The Ballot Box Clerk shall witness the actual deposit of each ballot in the ballot box and check for the registration stamp. Unstamped ballots are invalid.

(d) Agents holding valid member proxies which grant a general or limited power to vote for election of Directors and which have been verified by the Secretary shall mark one (1) ballot with the total number of authorized votes and deposit it in the ballot box prior to the close of the polls. The Agent shall also register with the Proxy Clerk at the proxy station.

The list of proxies and marked ballots will coincide with those proxies provided to the Proxy Clerk by the Election Committee Chairperson before registration begins on Election Day. The Election Committee Chairperson will personally accompany each designated Agent to the ballot box following the marking of the ballot. Proxies which authorize the Agent to vote the ballot of the member shall be restricted to the language on the Official Proxy.

(e) The following actions authorize voting:

**Persons** – Any person listed on the deed is eligible to vote, however, each lot is entitled to only one vote. The Association will count only the first voting ballot presented by a listed owner or the last proxy presented by a listed owner.

**Trusts** – If the property is owned by a trust, the Association will treat the trustees as owners of record.

**Corporations** – All voting ballots and proxies for properties owned by a corporation must be accompanied by a Corporate Resolution detailing the one person authorized to vote or sign a proxy. A Corporate Resolution may also be kept on file at the SVRA office within the property file. No vote or proxy will be counted that is not accompanied by the Resolution.

**Partnerships, LLCs, and all other entities** – A Resolution must accompany the ballot or proxy similar to that for Corporations. A Corporate Resolution may also be kept on file at the SVRA office within the property file.

(f) Votes may be cast by the Star Valley Ranch Association based on the lots owned by it, at the discretion of the Board of Directors. One (1) ballot shall be marked with the total number of authorized votes and deposited in the ballot box by the Secretary prior to the close of the polls. Casting of said ballot shall be recorded as provided in paragraph four (iv) above.

(g) Counting and tabulation of the votes will take place as follows:

i. Thirty (30) minutes following the adjournment of the Meeting, the election polls shall be declared closed by the Secretary. The registration records, ballot boxes, and absentee ballots shall then be moved by the Election Committee to a location set by the Election Committee Chairperson where votes can be counted and tabulated without interruption.

ii. The Election Committee Chairperson shall assign three (3) Election Committee members to each of three (3) teams. One team member shall open sealed ballots and read aloud the number of votes for each candidate marked on the ballot. The second team member shall record and tabulate the number of votes cast for each candidate. A ballot shall be considered counted when the third team member concurs with the actions of the other two.

iii. The Election Committee Chairperson shall unseal the ballot boxes and distribute ballot envelopes to teams and the counting process shall begin.

(h) Problem areas, discrepancies, or legal issues which arise during the Election Day procedures, shall be ruled upon by the Election Executive Committee upon obtaining advice of the Star Valley Ranch Association Attorney.

(i) Upon completion of vote counting, team records shall be correlated by the Election Committee Chairperson, final results tabulated, and a written report submitted to the Chairperson of the Board of Directors so that election results may be published.

i. In the event of a tie, the Election Executive Committee shall call a special meeting. Said meeting shall be held within thirty (30) days of the final vote count. Notice of said



meeting shall be given to the candidates and Members of the Association not less than ten (10) days and not more than twenty (20) days from the day the final vote count has been taken.

ii. At said meeting, the Election Executive Committee shall resolve the tie by placing two slips of paper within a box. One slip shall have a visible mark upon the paper; the other shall have no mark. The candidates who received the tie vote shall then draw a slip of paper from the box. The Chairperson of the Election Executive Committee shall take precautions so as to not allow the candidates to see which slip of paper they are drawing from the box. The candidate who draws the slip of paper that does not have a mark upon it shall be declared the winner of the election.

(j) Once the Election Report has been signed, which signing shall constitute a certification by the Election Executive Committee, the election results shall be deemed official and final. Any dispute or controversy relative to the validity of proxies, ballots, absentee ballots, actions of the Board, or conduct of the Election Committee during any phase of the election or voting process, including a recount or court action, must be made in writing, setting forth all claims, to the Board of Directors, or filed with the appropriate court, within thirty (30) days from the date that the Election Executive Committee signs and certifies the election results as official and final, or forever be barred.