

**TRAILWOOD MAINTENANCE ASSOCIATION  
NOVEMBER 26, 2019  
OFFICIAL NOTICE OF PROPOSED OPERATING RULE CHANGES**

Dear Member:

This notice is provided to you in accordance with California *Civil Code* section 4360, which requires the Association to provide the Members with a minimum of twenty eight (28) days general notice of proposed rule changes. The purpose of this notice is to offer Members an opportunity to provide comments and opinions on the proposed changes.

Trailwood Maintenance Association’s Election Rules and Procedures are being entirely rewritten to ensure that they are in compliance with the most recent amendments to the Davis-Stirling Act, which become effective January 1, 2020. An explanation of the purpose and effect of each section of the proposed new rules is presented under each heading that follows the name and number of each rule.

<b>Section</b>	<b>Purpose and Effect</b>
Section 1. Application of Rules	This provision applies these election rules to all matters presented for a membership vote. The rule further provides that the election rules were intended to comply with <i>Civil Code</i> Section 5100 et seq.
Section 2. Membership Voting	This section describes the classes of voting membership as set forth in the Governing Documents.
Section 3. Record Date	This section fixes a default record date, determining member voting eligibility, to the date the ballots are mailed. Thus, unless otherwise set by the Board, members as of the date of mailing will be eligible to vote. Members must also provide updated mailing address to the Association up to five (5) days prior to the record date.
Section 4. Candidate Qualifications	Individuals who fail to meet these requirements will not qualify as an eligible candidate.
Section 5. Director Requirements	Directors who fail to meet these requirements will no longer qualify to serve on the Board and may be removed.
Section 6. Delegate Qualifications	Individuals who fail to meet these requirements will not qualify to serve as Delegate.
Section 7. Nominations	Members may nominate themselves as a candidate. Additionally, every qualified member who returns a candidacy form by the deadline shall be included in the ballot mailer.

Section 8. Delegate District Meeting Ballot Distribution	Ballots shall be distributed to each Member reflected on the membership list as of the record date. Ballots submitted by a person with general power of attorney for a Member, if valid and timely returned, will be counted by the Association.
Section 9. Ballot Materials	All candidates shall have equal access to Association mailings, newsletters, and websites, if such access is provided. Notwithstanding, the Association limits the amount of content any individual candidate may provide for publication. The intended effect is to prevent excessive mailers and to create equity in the amount of material or space available to each of the candidates.
Section 10. Proxies	This section states the Association’s rules relating to the use of proxies.
Section 11. Availability of Meeting Space	The Association shall provide access to common area meeting space for any reason reasonably related to a membership vote. Notwithstanding, the Association may fulfill this obligation by hosting a “Meet the Candidates Night.”
Section 12. Inspector(s) of Election	Persons or entities that fail to meet the requirements of this section may not serve as inspector of election. This rule also sets forth default procedures as to how the inspector(s) of election is/are selected; how election materials are sent, received, and stored.
Section 13. Meeting Conduct	This rule sets forth the rules governing conduct at any election.
Section 14. Meetings of Delegates	This rule confirms that meetings of Delegates are not subject to the proposed rules for meetings of Delegate Districts.

The Board invites your comments on these proposed Operating Rule changes. The proposed changes will be considered for adoption by the Board at its next open session meeting.

Comments may be delivered at the meeting, mailed to the Association c/o Keystone, 16775 Von Karman Avenue, Suite 100, Irvine, CA 92606, Attention: Mr. Michael Gonzalez, or may be submitted via email to [mgonzalez@keystonepacific.com](mailto:mgonzalez@keystonepacific.com).

Most Sincerely,

Board of Directors  
Trailwood Maintenance Association

## TRAILWOOD MAINTENANCE ASSOCIATION

### ELECTION RULES AND PROCEDURES

1. **Application of Rules:** These rules shall apply to any meeting of the membership in a Delegate District or solicitation of approval of the membership in a Delegate District by a ballot vote (i) regarding matters specified in California Civil Code Section 5100(a), and (ii) any other matter unless the Association's Board of Directors has elected to conduct such vote or solicit such member approval for such other matter in accordance with California Corporations Code Section 7513, in which case the provisions of (A) Corporations Code Section 7513, (B) the Association's Bylaws, and (C) other applicable provisions of the California Corporations Code will apply to the exclusion of these Election Rules and Procedures. The Election Rules contained herein are intended to be in compliance with Civil Code Section 5100 et seq., and should be interpreted as such.
2. **Membership Voting:** Pursuant to the Association's governing documents, the Association has one class of membership.
3. **Record Dates:** In the absence of a specific resolution of the Board for any given election, the record date for determining the right of a Member to receive notice and to vote at a meeting of the Members in such Member's Delegate District shall be the date that ballots are distributed, and shall include all separate interests reflected in the Association membership list as of such record date. Each Member may verify and update their individual information contained in the Association's records anytime up to the deadline set for submitting the nomination of candidates to ensure the accuracy of such information on both the voter list and on the candidate list at least thirty days before the ballots are mailed. The voter list shall include for each separate interest: (1) name; (2) voting power; (3) the separate interest address, parcel number or both; and (4) the mailing address, if different. The voting period shall start when ballots are distributed and shall close when the ballots are counted. The polls shall close for any Member vote as specified in the ballot materials or as determined by the Inspector of Election at any Delegate District meeting.
4. **Candidate Qualifications:** The Association's property, business and affairs shall be governed and managed by a Board of Directors composed of five (5) persons.

Subject to Civil Code §5105, all Candidates for the Board must meet the following qualifications:

- a. The Candidate must be an Owner. If title to a separate interest is held by a legal entity, such entity may appoint a natural person to serve or vote on such entity's behalf by delivering evidence of an appropriate written appointment to the Association.
- b. The Candidate must be current in the payment of all regular and special assessments. For the purposes of these election rules, "current" means no regular or special assessment is past due by more than thirty (30) days, or such period of time as is specifically defined in the Association's collection policy.
- c. The Candidate may not hold a joint ownership interest in the same separate interest as any other candidate or incumbent director.

Adopted \_\_\_\_\_, 2019

- d.* A Candidate is not eligible to run if the Association is aware or becomes aware of a past criminal conviction that would, if the candidate was elected, either prevent the association from purchasing the fidelity bond coverage required by Civil Code §5806 or terminate the association's existing fidelity bond coverage, the candidate shall be disqualified.
5. **Director Requirements:** To remain qualified to serve on the Board of Directors, an Owner who has been elected to the Board of Directors must be current in the payment of regular and special assessments.
6. **Delegate Qualifications:** Only Members who are either (a) officers of a Project Association, or (b) if the Delegate District does not coincide with the boundaries of a Project Association, reside in Trailwood, are eligible to serve as Delegates.
7. **Nominations:** Nomination for election to the Board may be made from any qualified Member. Any Member may nominate himself or herself as a candidate. Every qualified Member returning a candidacy form by the deadline established in any candidate solicitation shall be included on the ballot and in any associated ballot materials.
8. **Ballot Distribution:** A ballot for a Delegate District meeting shall be distributed to every Member who owns a lot or condominium in the applicable Delegate District as reflected in the Association membership list on the date that ballots are distributed. Replacement ballots will be provided upon request to anyone that was a Member as of the date when ballots were distributed. The Association shall not deny a ballot to a person with general power of attorney for a Member. A ballot submitted by a person with general power of attorney for a Member, if valid and returned by the appropriate deadline, shall be counted by the Association. At least thirty (30) days prior to any election, the Inspector(s) of Election shall deliver or cause to be delivered a ballot to each Member reflected on the voting list, along with a copy of these election rules. Delivery of these election rules may be accomplished by posting them on an internet website and including the corresponding internet website address, in at least 12 point font, the phrase: "The rules governing this election may be found here:".
9. **Ballot Materials:** Every Candidate and Member shall have equal access to the Association mailings, newsletters, and website during a campaign, if any such access is provided, for the publication of viewpoints reasonably related to any issue presented for membership vote.
- a.* **Content:** The Association does not edit or redact any content provided by a Candidate or Member. The Candidate or Member creating such content, and not the Association, is responsible for any published statement.
- b.* **Limitation on Publication Space Made Available:** So long as each Candidate and/or Member is provided the same opportunities for publication, the Association may restrict the availability of any publication by limiting the printing space made available or the number of words that will be included from each Candidate or Member included in the publication. In the absence of more restrictive limitations adopted by the Board for any particular matter, each Candidate and/or Member shall be limited to no more than 200

words for any one publication. The Board may, in its sole discretion, present a candidacy questionnaire with questions for all interested Candidates and/or Members to complete. If such a questionnaire is provided, then the Association will only print the answers to such questions and may impose a limitation upon the number of words for the response to any question presented.

- 10. Proxies:** The Association will not distribute proxies; however, every member entitled to cast a vote at a meeting of a Delegate District shall be entitled to vote either in person, or by proxy. In order to be valid, proxies must satisfy the requirements of California Civil Code Section 5130. The granting of a proxy shall not authorize the retrieval of any ballot previously cast. Ballots, once cast, are final and irrevocable.
- 11. Availability of Meeting Space:** Access to common area meeting space, shall be made equally available, at no cost, to all Candidates and/or Members desiring to use such space for any reason reasonably related to a membership vote. The Association may meet the requirements of this section by hosting a "Meet the Candidates Night", or other such special meeting, so long as every Candidate and/or Member is provided with an equal opportunity to participate in the event.
- 12. Inspector(s) of Election:** Prior to the presentation of any issue to the Members from a Delegate District for a membership vote, the Board may appoint one (1) or three (3) Inspector(s) of Election. In the absence of a specific appointment by the Board, or in the event that an appointed Inspector is unable or unwilling to serve, then the Members in attendance at any duly held meeting of the Delegate District may elect an Inspector or Inspectors to serve.

Any Inspector of Election must be an independent third party. An independent third party may not be a person, business entity, or subdivision of a business entity who is currently employed or under contract to the Association for any compensable services other than serving as an Inspector of Election. An Inspector may not be: (1) a Director; (2) a Candidate; (3) a Director's relations; or (4) a Candidate's relations.

The Inspector of Election may appoint and oversee additional persons to verify signatures and to count and tabulate votes as the Inspector of Election deems appropriate, provided that the additional persons satisfy the eligibility requirements for service as an Inspector of Election.

In the absence of a more specific determination by the Inspector(s) of Election, the Association's management company shall prepare and retain the association election materials (e.g. the candidate registration list, voter list, ballots, signed voter envelopes, and any proxies) for a period of three (3) years following any election.

An inspector of elections shall perform all duties impartially, in good faith, to the best of the Inspector of Election's ability, as expeditiously as practical, and in a manner that protects the interest of all Members of the Association.

- 13. Meeting Conduct:** Any counting of ballots shall be done at an open meeting of a Delegate District or the Board of Directors. Any Candidate or Member from the applicable Delegate District may observe the count, but shall stand at least five feet away from the Inspector(s). No person may

harass, cajole or otherwise interfere with the Inspector(s) of Election while the count is taking place. Persons not specifically authorized to do so may not touch any secret ballot or other election materials. All ballots will be made available for inspection by any Candidate or Member from the applicable Delegate District during regular business hours at the Association's management office once the meeting is concluded. Any person violating this section may be asked by the Inspector or the meeting chair to leave the meeting to prevent further disruption.

14. **Meetings of Delegates:** Voting by Delegates is not subject to the procedures for voting by Members at meetings of Delegate Districts; rather, such voting shall be conducted in accordance with the CC&Rs and Bylaws.