

Point Aquarius Property Owners Association
Annual Meeting of Members - April 25th 2015
ELECTION PROCESS 2015

ANNUAL ELECTIONS FOR OPEN BOARD POSITIONS

Elections for open Board positions will be held at the **Annual Meeting, April 25, 2015.**

The Open Board positions are:

- At Large Position – expiring 2016
- At Large Position - expiring 2018
- At Large Position - expiring 2018
- At Large Position - expiring 2018
- ACC Position – expiring 2018

NOMINATING COMMITTEE

By-Laws state:

Nominations for election to the Board of Directors shall be made by a Nominating Committee appointed by the Board or from the floor at the Annual Meeting of Members. The Nominating Committee will consist of a Chairman, who must be a member of the Board of Directors, and two or more Members of the Association. The Nominating Committee can make as many nominations for election to the Board of Directors as it shall, in its discretion determine, but not less than one for each vacancy to be filled. All nominees shall be Members in good standing of the Association as defined in Article II, Section 8 of these Bylaws.

NOMINATIONS FOR THE BOARD

The Nominating Committee (N/C) meeting the qualifications above, will be appointed via motion placed before the Board at the March Board meeting (**March 12th**).

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|-------------------|---------------|
| Chairperson: | Brenda Davis |
| Committee Member: | Janet Tuxhorn |
| Committee Member: | Carol Shannon |
| Committee Member: | |

The President will announce the open positions at the March Meeting and post the call for nominations on both the website and at the POA office. Applications must be received by the Committee **not later than March 23, 2015.** Posting of the open positions will be made on the website and by notice at the POA office.

Qualified POA members may submit an application for nomination for the open position, providing they meet the primary qualifications of lot ownership.

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NOMINATING COMMITTEE'S CHARTER

Per the By-Laws, the Nominating Committee (N/C) should "in its discretion determine" candidates, and not simply act as conduit for members to run for the Board. The N/C shall exercise due diligence in nominations and may interview candidates prior to their being placed on the ballot. As Board positions have recently been subject to high rates of resignation, due to a variety of reasons, the Committee should question candidates regarding their awareness and intent for being on the Board.

Therefore, candidates for Board positions should:

- Demonstrate a commitment to the general welfare of Point Aquarius;
- Be aware of and agree with the election process detailed here; and
- Understand and accept the personal time commitment, if elected.

Similarly, any member involved in litigation against the POA would be deemed to be in a conflict of interest with respect to the POA governance. The Secretary shall verify a list of property owners in these categories and make it available to the N/C.

Unless exceptional circumstances prevail, the N/C should seek to nominate other candidates.

Persons submitting applications who fail to meet the Nominating Committee's approval shall be notified and advised of their alternatives. (Floor nomination and write-in candidates)

On or before **March 25, 2015** the Nominating Committee shall forward to the Secretary the names of all candidates for inclusion on the respective Absentee Ballots.

NOMINATIONS

All members, as verified by the Secretary prior to April 25, 2015, have the right to be nominated from the floor at the Annual Meeting. Write-ins shall be treated as floor nominations, subject to the same qualifications. (See below)

PROCEDURES FOR COUNTING, TABULATING AND REPORTING ELECTION RESULTS

ELECTION CHAIRPERSON

The By-Laws state:

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“The Secretary, or an appointee working under the Secretary’s direction, will... establish procedures for the counting of votes cast, conduct of elections, tabulating and reporting election results, and determining if a quorum is present at any Meeting of Members;”

The Election Committee Chair has the right to make decisions with respect to exceptional circumstances not considered in these procedures.

VOTING RULES

The By-Laws state:

Each member may cast one vote per position in person or by absentee ballot for each assessed lot (per legal description), regardless of multiple or joint ownership of said property. A property owner(s) paying multiple assessments is entitled to one vote per assessment paid, regardless of multiple or joint ownership of said property.

ELIGIBLE VOTERS

Only property owners may vote for and/or run for Board positions.

Point Aquarius Property Owners Association By-laws Article II, Definitions, Section 8:

ABSENTEE BALLOTS COMMUNICATION

In accordance with the POA By-Laws not less than ten (10) days (April 15, 2015) nor more than sixty (60) days (February 24, 2015) before the election, along with the written Notice of the Meeting.

The target date for this mailing is on or before **March 30, 2015**. Multiple assessment payers will be issued a ballot for each assessment paid. Official ballots will be marked to identify them.

Absentee ballots must be executed in writing by the Members duly authorized attorney in fact. Members need to be informed that once cast, absentee ballots cannot be withdrawn. Should they wish to hold their ballot until floor nominations have been made, then they should attend the Annual meeting and obtain a ballot there.

Members will be instructed to return the absentee ballots to the attention of Investment Management Company, Point Aquarius Election, 13189 Point Aquarius Boulevard, Willis TX, 77318 **before April 22, 2015**, (3) days prior to the Meeting.

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Property owners can:

- a) **HAND DELIVER TO THE OFFICE** - Return their ballot in an envelope included in the annual packet that is marked with the POA office address, along with the word "Ballot", to an election box located in the POA office. Any Absentee Ballot received after 5:00 PM on Wednesday, April 22, 2015, will not be counted.
- b) **MAIL TO POA** - Return their ballot by U.S. Mail by applying a postage stamp to the envelope provided in the annual packet that is marked with the word 'Ballot'. Upon receipt, property manager will place envelopes into ballot box in the POA office. Any Absentee Ballot received after Wednesday, April 22, 2015, will not be counted.

Absentee ballots must be received before April 23, 2015.

Before counting the Absentee Ballots, an Accounts Receivable subsidiary ledger will be printed in entirety close on Wednesday, April 22, 2015. A representative of Investment Management Company and Election Committee Chair will review the ledger to determine voting eligibility. Each page of the form will be marked and signed by the Election Chair. The original will remain in the possession of the Election Chair and a copy will be kept secured in the POA Office until the Annual Meeting.

The Official Detailed Tabulation Forms will also be used at the Annual Meeting.

LOST BALLOT(s)

In the instance of a **lost ballot**, the property owner may contact Investment Management Company (IMC) for a replacement ballot that will be initialed by both the Election Committee Chair and IMC or submit a notarized copy. Copies of ballots that are not initialed by said individuals or notarized will be deemed invalid. Election Committee Chair can also delegate the responsibility to initial replacement ballots as needed.

ABSENTEE BALLOT TABULATION

Absentee Ballots received will be counted and tabulated as follows:

- 1) An Election Committee member or IMC representative will initial ballots received in sealed envelopes as an indication that the ballot was received unopened. Any erasures, strike outs, or other corrections on a ballot will be verified and initialed by two (2) Election Committee members; these initials will indicate that the ballot was assumed to have been corrected by the voting Member and is, therefore, a legitimately cast ballot.

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- 2) An IMC representative or an Election Committee member will record the vote on the **Official Detailed Tabulation Form**.
- 3) Ballots received that are not in a sealed envelope (except for unsigned ballots), will be accepted as legitimately cast provided that there are no alterations or evidence of corrections, or unless such alterations or corrections are initialed by the voting Member, or can otherwise be reasonably ascertained by the Election Committee as changed by the voting Member; otherwise, the ballot will be deemed invalid.
- 4) Unsigned Official Ballots will be accepted providing they have a mailing label attached which indicates the property owner, or if the property description is completed so that the Election Committee can verify the accuracy of the votes cast; otherwise, the ballot will be deemed invalid.
- 5) A list of all absentee voters will be maintained so that such Members may not vote a second time at the Annual Meeting. (See "Ballots Cast at the Annual Meeting".)
- 6) Ballots will be counted and recounted. Write-in will be tabulated and added to the form.
- 7) Ballots will be placed in a sealed envelope after counting has been completed. Ballots will be retained in PA permanent records for at least three (3) years.

QUORUM AT THE ANNUAL MEETING

The By-Laws state:

"Quorum" of Members shall mean the presence of Members representing at least seventy-five (75) eligible votes.

AND

***Members' Action by Written Consent.** Any action required to be, or which may be, taken at a Meeting of the Members may be taken without a Meeting by a consent in writing per the process defined in each Section's Deed Restrictions and Covenants, setting forth the action so taken. Such consent in writing shall have the same force and effect as a vote of the Members held at a duly convened Meeting and shall be filed with the minutes of Meetings.*

Per Robert's Rules of Order, the Chair should not call the meeting to order until the Secretary has determined a Quorum is present. The only floor (non-election) business that can be transacted in the absence of a quorum is:

- a) The taking of measures to obtain a quorum,
- b) Fixing the time to which to adjourn, and
- c) To adjourn, or to take a recess.

However, for the purposes of the Board of Directors Election only, a quorum shall be determined by the sum of absentee ballots and ballots issued at the Annual Meeting. Other issues brought to the floor of the Annual Meeting shall require a

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quorum determined by the sum of the properties represented (not persons) and proxies held by members of the Board.

BALLOTS CAST AT THE ANNUAL MEETING

All Members attending the Annual Meeting will sign in as attendees. The Election Committee and IMC will verify each Member's voting status at sign-in.

A Member wishing to vote in person, who has not voted by Absentee Ballot, will be given a Ballot, referencing the Official Detailed Tabulation Forms. Election Committee members and IMC will verify the voting eligibility of the Member. Any member who voted by Absentee Ballot will not be issued a ballot. Any Absentee Ballots turned in at the Annual Meeting will be considered invalid; only ballots handed out by the Election Committee and IMC will be considered as valid ballots.

VOTING AT THE ANNUAL MEETING

Ballots cast in person will be counted and recorded as follows:

- 1) IMC and the Election Committee will distribute ballots to eligible voters based on the Official Detailed Tabulation records. Persons whose absentee ballot has already been cast will not be allowed to withdraw their ballot.
- 2) After the Meeting has been called to order, nominations from the floor will be opened, to be made and seconded.
- 3) All confirmed candidates so requesting will be afforded the opportunity to speak on their own behalf, limited to 5 minutes each.
- 4) Voting will be by ballot, only.
- 5) The Election Committee and IMC personnel will collect and tally the ballots. The Election Committee and IMC representatives will retire to a private, secure location to count the ballots.
- 6) The Official Detailed Tabulation Form will then be marked appropriately as each vote is counted.
 - a. Votes cast for more than one person, or those that it is unclear which person received the vote, will be reviewed and only tabulated if confirmed by the Election Chairperson.
 - b. Any erasures, strike outs, or other corrections on a ballot will be verified and initialed by the Election Committee; these initials will indicate that the ballot was assumed to have been corrected by the voting Member and is, therefore, a legitimately cast ballot.
- 7) Ballots cast at the meeting will be counted.
- 8) Ballots will then be recounted by another member of the Election Committee and any discrepancies resolved. The Election Committee Chair is the final authority on these matters.
- 9) The Election Committee will then sum results of Absentee ballots and Annual Meeting ballots to produce the final election results. A

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Certification of Election Results will be completed and signed by the Election Committee Chair

- 10) The Election Committee Chair will deliver the results to the POA. At the appropriate time the Chair will report the Election results.
- 11) All Ballots will be placed in a sealed envelope after counting has been completed. Ballots will be retained in PA permanent records for at least three (3) years.

Brenda Davis
Secretary, Point Aquarius Board of Directors