

## **Guide for Voting on Proposed Bylaws Changes**

***Guide to the Changes – Below are the votes that will be taken on the proposed bylaws changes at the Special Member Meeting on Dec 13, 2022 at 4 p.m. at the Ross Aragon Community Center Gym.***

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### **Vote 1:**

**That the stylistic, grammatical, and syntactical changes throughout the proposed bylaws be adopted.**

Explanation – Allows for the grammatical changes throughout the document to be adopted even if certain provisions in the document are not approved.

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### **Vote 2:**

**That *Article II - Definitions* in the proposed bylaws be adopted.**

Explanation – Good Standing and Part Time are added as defined terms.

**EXISTING WORDING:** NO CHANGES to other definitions.

**PROPOSED CHANGE:** ADDITIONS TO ARTICLE II.

**Section 9.** “Good Standing” shall mean a Member who is current in their payment of assessments or other costs owed to the Association and who is in compliance with the Association’s governing documents. A Member would be deemed “not in compliance” if the Board has determined that such Member has covenant violations that need to be cured after such Member has received notice and an opportunity for a hearing.

**Section 10.** “Part Time” shall mean an Owner who does not live in the community for the majority of any calendar year.

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### **Vote 3:**

**That *Article III - Meeting of Members* in the proposed bylaws be adopted.**

Explanation – Provides for email communication of Member Meetings and preserves regular postal mailing notification of a Member Meeting.

**ORIGINAL WORDING:**

**Section 3. Notice of Meetings.**

Written notice of each meeting of the members shall be given by, or at the direction of, the secretary of the Association or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

**PROPOSED CHANGE:**

**Section 3: Notice of Meetings.**

Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary of the Association or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each Member entitled to vote thereat, addressed to the Member's mailing address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. The Association shall also provide such notice of such meetings by email to all Members who so request and who have provided the Association with their email address. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

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**Vote 4:**

**That *Article IV – Board of Directors* in the proposed bylaws be adopted.**

Explanation – Allows for, but does not mandate, a larger Board. Prohibits co-owners from serving on the Board at the same time.

**ORIGINAL WORDING:**

**Section 1. Number.**

The affairs of this Association shall be managed by a Board of three (3) directors, who need be members in good standing of the Association.

**Section 2. Terms of Office.** Director's terms shall for be three years and staggered so that one Director's term will expire each year. Terms are based on Calendar Years.

**PROPOSED CHANGE:**

**Section 1. Number of Directors**

The affairs of this Association shall be managed by a Board of not less than three and not more than five Directors, elected or appointed as outlined below who are Members in Good Standing of the Association. Co-owners may not serve on the Board at the same time.

**Section 2. Terms of Office**

Directors' terms shall be for three years and staggered so no more than two Directors' terms will expire each year. Terms are based on calendar years.

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## **Vote 5:**

### **That Article V – Nomination and Elections of Directors in the proposed bylaws be adopted.**

Explanation – Section 2 provides for acceptable methods of voting as determined by the Board. Removes overly restrictive language about election voting, which will be placed in a policy and procedure, in the event that Loma Linda may at some point in the future wish to conduct elections by electronic means or by other secret methods. Clarifies duties of the Election Committee. Section 3 allows one part time resident to serve on the Board IF or WHEN there are more than 3 members on the Board.

#### **ORIGINAL WORDING:**

##### **Article V: NOMINATION AND ELECTION OF DIRECTORS**

###### Section 1. Nomination:

Nomination for election to the Board of Directors shall be made by a Nominating Committee and presented to the Membership at the Annual Meeting. Nominations may also be made from the floor at the Annual Meeting. The Nominating Committee shall consist of a Chairman and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors not less than ninety days prior to each Annual Meeting of the Members, to serve from the date of appointment until the new Board of Directors is duly elected. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. All nominees, whether nominated by the Nominating Committee or from the floor, must meet the qualification requirement of Article V, Section 3. After invitation for additional names and hearing no further nominations from the Floor, the Nominations shall be declared closed for the forthcoming Election of Directors.

###### Section 2. Election

Election to the Board of Directors shall be by secret written ballot. For uncontested elections, a secret ballot need not be used, except at the discretion of the Board or upon the request of 20% of the unit owners who are present at the meeting or represented by proxy, if a quorum has been achieved.

At each Annual Meeting of Members when Nominations are made for the office of Director, at the close of such Nominations, if the election for Director(s) is uncontested, by majority vote of the members present at the meeting or represented by proxy, if a quorum has been achieved, the Nominee may be elected as Director.

At each Annual Meeting of Members, when Nominations are made for the office of Director, at the close of such Nominations, if the election for Director(s) is contested (two or more candidates for the same Director position), a Secret Written Ballot election will be held. Ballots shall be counted by a neutral third party or by committee of volunteers, none of whom are Board Members. The person or committee to count the ballots will be selected at the Annual Meeting. To maintain the ballot secret, the Official Ballot shall be mailed to each eligible member containing a separate unmarked small envelope to return the Official Ballot that does not indicate the person voting or other similar method of maintaining secrecy. The smaller, sealed Ballot envelope will be returned in a larger envelope that contains the member's name,

lot number or address to verify the member's eligibility to vote. Other than specific instructions on how to vote, the termination date of the voting period and statements from the candidates, no other correspondence will be included with the ballot. The Nominating Committee will conduct the election. The Ballots will be returned by US Mail or hand delivery to the neutral third party or committee for counting.

Not later than November 30<sup>th</sup> of each year, the Ballots will be counted by either the neutral third party or the committee of volunteers who were selected at the Annual Meeting. The unopened larger ballots from Members not eligible to vote shall be set aside. The larger ballots for Members eligible to vote shall be opened and the smaller, sealed Ballot envelope collected. The Party(s) counting the ballots shall open the smaller ballot envelope and record the results. Candidates may be present for the opening of the ballots, at their discretion. The results of the election will be announced and recorded at the next regular Director's meeting following the counting of the ballots.

The persons receiving the largest number of votes for each vacancy shall be elected to begin serving the next January 1. Cumulative voting is not permitted.

### Section 3. Qualification

Directors of the Association and candidates for that position shall be twenty-one (21) year or older. Directors and candidates shall be members in good standing who are full time residents of Loma Linda.

## **PROPOSED CHANGES:**

### **Section 1. Nomination of Directors**

a) Nomination for election to the Board of Directors shall be made by a Nominating Committee and presented to the Membership at the Annual Meeting. Nominations may also be made from the floor at the Annual Meeting.

b) The Nominating Committee shall consist of a Chairman and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors not less than 60 days prior to each Annual Meeting of the Members, to serve from the date of appointment until the new Board of Directors is duly elected. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

c) All nominees, whether nominated by the Nominating Committee or from the floor, must meet the qualification requirement of Article V, Section 3. After invitation for additional names and hearing no further nominations from the floor, the nominations shall be declared closed for the forthcoming Election of Directors.

### **Section 2. Voting Procedures**

Acceptable methods of voting are by voice, by show of hands, by mail, by electronic means, by proxy, by written ballot, or as otherwise determined by the Board of Directors. If secret balloting is required, the means of voting must protect the secrecy of the ballot.

### **Section 2.1 – Uncontested Director Elections**

(a) At each Annual Meeting of Members, when nominations are made for the office of Director, at the close of such nominations, if the election for Director is uncontested, by majority vote of the Members in Good Standing present at the meeting or represented by proxy, if a quorum has been achieved, the Nominee may be elected as Director.

(b) If an election is uncontested, a candidate may be elected by acclamation. Notwithstanding the above, uncontested elections of Board Directors shall be by secret ballot at the discretion of the Board or upon request of 20% of Members in Good Standing who are present at the meeting or represented by proxy.

### **Section 2.2 – Contested Director Elections**

(a) Votes for contested positions on the Board of Directors shall be taken by secret ballot.

(b) An Election Committee, none of whom are Board Members, will be selected at the Annual Meeting by majority vote of those present. The Committee shall consist of three or more Members in Good Standing of the Association. This Committee will work with a neutral third party to oversee the security, neutrality, preparation, distribution, receipt, assignment of duties, verification, and counting of all ballots and will serve until the next Annual Meeting. In the event of a vacancy on the Committee, the Board may appoint a replacement.

(c) Candidates may be present for the opening or verification of the ballots.

(d) Not later than November 30 of each year, the counted ballots will be verified by the Election Committee and the results of the election may be shared with the owners via email and must be announced and recorded at the next regular Director's meeting.

(e) The persons receiving the largest number of votes for each vacancy shall be elected to begin serving the next January 1. Cumulative voting is not permitted.

### **Section 3. Qualifications**

Directors of the Association and candidates for that position shall be 21 years or older. Directors and candidates shall be Members in Good Standing. A minimum of three Directors shall be full-time residents of Loma Linda. If the Board consists of more than three Directors, only one may be a part-time resident.

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## **Vote 6:**

### ***That Article VI – Meetings of Directors in the proposed bylaws be adopted.***

Explanation – Allows the Board to set a schedule of meetings less than once a month but to call for special meetings as needed.

#### **ORIGINAL WORDING:**

##### Section 1. Regular Meetings

Regular meetings of the board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall

upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

**PROPOSED CHANGE:**

Section 1. Regular Meetings

The Board shall set a schedule of regular meetings by resolution, and no further notice is necessary to constitute regular meetings. Regular meetings of the Board of Directors shall be held at such times and places as may be determined by the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at another date and time of the Board's choosing.

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**Vote 7:**

**That Article VIII – Officers and Their Duties in the proposed bylaws be adopted.**

Explanation – Clarifies how officer positions are filled however they occur.

**ORIGINAL WORDING:**

Section 6. Vacancies

A vacancy on the Board of Directors shall be filled per Article IV, Section 3 of these Bylaws. A vacancy in any other office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

**PROPOSED CHANGE:**

Section 6. Vacancies

A vacancy of any officer position, however occurring, may be filled by an affirmative vote of a majority of the Directors to serve for the remainder of the term of the officer replaced.

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**Vote 8:**

**That Article IX – Committees in the proposed bylaws be adopted.**

Explanation – Allows for the Board to review and overrule actions by Committees within 7 days.

**ORIGINAL WORDING:**

**Article IX COMMITTEES**

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

**PROPOSED CHANGE:**

**Article IX COMMITTEES**

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose. Members serving on all Committees shall be in Good Standing. The Board may review the actions of its Committees and support or overrule such action or actions as it deems appropriate within seven days.

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**Vote 9:**

**That *Article XII – Corporate Seal* in the proposed bylaws be deleted from the document.**

Explanation – Our attorney suggests removing this since we do not use a corporate seal for any purpose.

**ORIGINAL WORDING:**

**Article XII CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: Loma Linda Subdivision Homeowners Association, Corporate Seal 1983, Colorado.

**PROPOSED CHANGE:** Completely remove the article referring to a corporate seal.

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**Vote 10:**

**That *Article XIII – Amendments* in the proposed bylaws be adopted. If Vote 9 passes, this will become Article XII.**

Explanation – Clarifies that Bylaws Changes must be made by a quorum of Members in Good Standing.

**ORIGINAL WORDING:**

**ARTICLE XIII AMENDMENTS**

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

**PROPOSED CHANGE:**

**Article XII AMENDMENTS**

Section 1. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members in Good Standing present in person or by proxy.

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**Vote 11:**

**That *Article XIV – Miscellaneous* in the proposed bylaws be adopted. If Vote 9 passes, this will become Article XIII.**

Explanation – Adds a provision for electronic communications if deemed appropriate by the Board of Directors.

**ORIGINAL WORDING:**

**Article XIV MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

**PROPOSED WORDING:**

**ARTICLE XIII: MISCELLANEOUS**

**Section 1. Fiscal Year**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

**Section 2. Electronic Communications**

Whenever the Governing Documents require that a document, record, or instrument be “written” or “in writing,” the requirement is deemed satisfied by an electronic record if the Board of Directors has affirmatively published regulations permitting an electronic record or document as a substitute for a written item.