

RESOLUTION M-06  
ELECTIONS AND REFERENDUMS PROCEDURES

1. Purpose. This Resolution establishes the procedures for the election of members to the Ocean Pines Association (Association) Board of Directors and voting on Association referendum issues.

2. Authority.

- a. Section 4.08 of the By-laws of the Association establishes the manner in which referendums are conducted.
- b. Section 5.02 of the By-laws establishes the manner in which individuals become eligible candidates for the Board of Directors and their name placed on the ballot.
- c. Section 5.03 of the By-laws establishes the manner in which elections to the Board of Directors are conducted.
- d. ARTICLE III of the By-laws establishes the voting rights of Association members.
- e. ARTICLE X of the By-laws gives the Board of Directors the authority to establish committees prescribed in the Charter and By-laws. Resolution C-08, Elections Committee, establishes additional instructions and authority for the Elections Committee.
- f. Section 11B-113.2(a) of the Maryland Homeowners Association Act (“Act”) authorizes voting by electronic transmission and provides: “Notwithstanding language contained in the governing documents of the homeowner’s association, the board of directors or other governing body of the homeowner’s association may authorize lot owners to submit a vote or proxy by electronic transmission if the electronic transmission contains information that verifies that the vote or proxy is authorized by the lot owner or the lot owner’s proxy.”
- g. Section 11B-101(g) of the Act defines “electronic transmission” as follows: “any form of communication, not directly involving the physical transmission of paper, that creates a record that: (1) May be retained, retrieved, and reviewed by a recipient of the communication; and (2) May be reproduced directly in paper form by a recipient through an automated process.

3. Definitions:

- a. Ballot. A ballot documents choices made by voters. A Ballot can be a paper Ballot or in an electronic format that allows the vote to be cast by electronic transmission.
- b. Board Liaison. A member of the Board of Directors designated by the Board to act as liaison between the Elections Committee and the Board.

c. Chance. A game of chance conducted by the Election Committee Chairperson to resolve any final tie vote for a vacancy on the Board of Directors, consistent with Section 5.03 (e) of the By-Laws.

d. Contractor. A company contracted to perform services for the election and referendum process.

e. Elections Committee. A Board Appointed Committee with the operational responsibility of administering the elections and referendum processes.

f. Eligible Candidate. An eligible candidate is an Association member who meets the By-laws requirements for election to the Board of Directors and declares himself or herself to be a candidate.

g. Eligible Member. An eligible member is an Association member who meets the Bylaws requirements for voting in Association elections or' referendums.

h. Section. In this Resolution, the term Section refers to a section in the By-laws of the Association.

i. Secretary. The Secretary is a member of the Board of Directors and officer of the Association as defined in Article VI of the By-Laws.

4. General. Elections and referendums are conducted by the Elections Committee (Committee). The Chairperson of the Committee (Chairperson), assisted by Committee members, shall be responsible for scheduling and executing the effort required for elections and referendums. A schedule of events for an election and/or referendum shall be established and revised when necessary. The schedule shall be available to Association members. This effort shall be accomplished in a manner that supports the election and referendum processes established in the By-laws. The procedures used by the Committee are contained in three attachments to this Resolution.

a. Attachment A. This attachment establishes the procedures applicable to the elections to the Board of Directors and referendums.

b. Attachment B. This attachment identifies those procedures for referendums which supplement the requirements of Attachment A.

c. Attachment C. This attachment establishes the procedures for orienting candidates for election to the Board to the election process. It also includes the procedures for Association sponsored Candidates' Forums. This attachment supplements the requirements of Attachment A.

d. Attachment D. This attachment establishes the process for voting in the Board election and on referendums by electronic transmission and supplements

Attachment A.

5. Candidate Applications. The process through which members qualify for a place on the ballot for the election of directors is contained in Section 5.02 of the By-Laws.

a. When the list of eligible candidates submitted to the Committee is less than two more than the vacancies to be filled, Section 5.02(e) of the Bylaws directs the Board to attempt to solicit additional candidates. The Board shall announce that additional candidate applications may be submitted by those members who wish to submit their name as additional candidates for election to the Board of Directors. Only those candidate applications received by the Secretary prior to the end of Association regular business hours on the third Friday of June shall be considered as an eligible additional candidate.

b. The eligible additional candidates will be included in all of the Association election publications and materials produced by the Association following the business hours on the third Friday of June. Additional candidates shall receive from the committee the same package of election information as previously accepted candidates.

6. Storage of Election Materials Records and Voting Equipment. Unless otherwise required, election materials and voting equipment shall be stored in a manner that is accessible only to the Committee as well as those Association staff personnel designated by the General Manager. The General Manager is responsible for making suitable storage space available.

7. Elections Report. The Chairperson shall submit to the Board of Directors, within thirty (30) days of any voting by ballot, a written report, which includes the following:

a. Detailed results of the voting.

b. Problems encountered with the tabulating and reporting system and any assistance required.

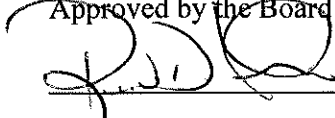

c. A summary of Committee activities during the reporting period and any recommendations for improving the election or referendum process.

d. Recommendations , if any, for the calendar of events for the next election if the balloting was for the election of directors.

e. Comments on the capabilities of the contractor used and a recommendation regarding future use of the contractor or suggested alternatives.

Effective Date: April 24, 2024

Approved by the Board of Directors on: April 24, 2024

 \_\_\_\_\_ President Attest  \_\_\_\_\_ Secretary

Review History:

General Manager: \_\_\_\_\_ Date: \_\_\_\_\_

Legal: \_\_\_\_\_ Date: \_\_\_\_\_

By-Laws & Resolutions Advisory Committee: \_\_\_\_\_

Date: \_\_\_\_\_

## ATTACHMENT A ELECTIONS AND REFERENDUMS VOTING PROCEDURES

1. Purpose. This Attachment establishes the procedures for the election of members to the Board of Directors and/or voting on referendum issues by members of the Association.

2. Voting by Mail and Electronic Transmission. The voting for directors and on issues submitted to a referendum is conducted by mail-in ballots and/or electronic transmission.

a. Only a single voting package is sent for each lot or unit eligible to vote. This applies to all joint owners of a lot or unit, including co-tenants, joint tenants, and tenants by the entireties.

b. The voting package shall be addressed to all owners of record at the billing address used for the Association annual assessment mailing or, for the purpose of voting by electronic transmission, at an email address provided by the owner of record of the Lot if authorized under Attachment D.

c. If an owner submits a vote by electronic transmission, any paper Ballot submitted by that owner will be invalidated. If an owner submits a paper Ballot and also votes online, only the first-received Ballot will be counted.

3. Voting Deadline. The deadline for returning Ballot envelopes or submission of the Ballot by electronic transmission for the election of directors, and for referendum issues being voted on at the same time as same Board election, shall be prior to the end of Association regular business hours on the Wednesday before the annual meeting of the members in August.

a. The annual meeting is held on the second Saturday in August of each year. The deadline for any other referendum vote will be established by the Committee.

4. Elections Materials. The By-laws (Section 4.04) require that the Secretary send a notice of the Annual Meeting to all Members, and Election materials to all eligible members. The Committee, with the Secretary, shall prepare elections materials. This includes, but is not limited to:

a. Establishing the information required to be on the ballot for both Board elections and/or referendums. Separate ballots shall be used for the election of directors and referendum issues when both are being voted on at the same time. Ballots shall be suitable for counting using the tabulating and reporting system.

b. Ballots for the election of directors will not make provision for write-in candidates.

c. Other materials that may be included in the voting package.

i. For a Board election, each candidate will provide a written informational/biographical statement not to exceed two hundred (200) words to be included in the voting package. To be included in the election materials, candidates must submit their statement in hard copy and electronically as a Microsoft Word format or PDF file.

ii. Proxies, when included in voting packages, shall comply with Section 3.03 of the By-Laws. Directed proxies shall be used for voting on issues included in the meeting notice. Only those proxy forms approved by vote of the Board of Directors are valid.

iii. Proxy forms for establishing a quorum, once approved by the Board of Directors, do not require re-approval for subsequent elections.

iv. The voting package shall include the ballot and instructions which indicate the marking and return of ballots including the date and time when ballots must be received.

v. The voting package shall include instructions on how to obtain a duplicate ballot.

vi. The voting package shall include an elections telephone number through which Association members may communicate with the Committee.

d. The Committee shall approve all materials for inclusion in voting packages that have been prepared by the Contractor. Copies shall be retained by the Committee for one (1) year,

5. Elections Contractor. The Association will employ an independent contractor, via a written contract, to provide services during the election and/or referendum processes. The written contract shall be approved by the Election Committee and signed by the Association General Manager or Association Board President. The Committee shall be responsible for supervising the performance of these services in a manner that supports the election or referendum process. If there are delays or events that may have an adverse effect on the election process, the Board Liaison shall be promptly notified.

#### 6. Balloting Process.

a. The Committee shall submit election materials to the Secretary no later than the first Friday in July, prior to the end of Association regular business hours (Section 5.03(b) of the By-laws).

b. The Chairperson shall be responsible for delivering to the Contractor the

information necessary to mail voting packages to eligible members. This information shall be obtained from the Association's Assessments and Membership Office. The information shall be in a form that supports the mailing of ballots to a member who owns multiple properties. The Committee shall retain a copy of the mailing information delivered to the Contractor.

c. The Secretary, assisted by the Chairperson, is responsible for ensuring that voting packages are timely mailed by the Contractor in accordance with Section 5.03(b) of the By-laws for elections of directors and referendum issues in the same election and Section 4.08(b) of the Bylaws for referendum issues only.

d. An elections telephone number shall be established through which Association members may communicate to the Committee their questions or concerns about the election or referendum process. The Committee shall maintain a log of communications received and action taken.

7. Receipt of Ballots by Contractor. The Contractor shall open all envelopes returned by the deadline and separate the ballots from the envelopes, except for those marked as duplicate (see paragraph 8 below). Ballots shall be stored in a manner that prevents identification of the ballot to the envelope in which it was returned. Envelopes marked as duplicate shall be delivered to the Committee, unopened and separate from other ballots, when ballots and opened envelopes are delivered to the Committee after the deadline for return of ballots.

a. At the time designated as the deadline for return of ballots, the Contractor shall make a final collection of ballot envelopes and prepare all ballots for counting.

b. Ballot envelopes returned after the deadline, or in envelopes other than those provided in the voting package, will not be opened or counted toward any vote. These late envelopes shall be date stamped by the Contractor, bundled separately, and delivered to the Committee.

c. The Committee may establish secure boxes at Association facilities where ballot envelopes may be deposited without the need for return mailing. These ballot envelopes shall be express mailed to the Contractor.

8. Issues Requiring a Duplicate Ballot. Reports that a voting package has not been received shall be promptly addressed by the Committee. If warranted, a duplicate voting package shall be mailed to the member by first class mail or picked up and signed for at the Association's administrative office. The return envelope shall be marked to indicate that it is a duplicate. A record of the duplicate voting packages, whether mailed or picked up by the member, shall be maintained by the Committee for one (1) year.

9. Counting Ballots. It is the responsibility of the Committee to count the ballots either by the Committee itself or the Committee may delegate this responsibility to an independent

contractor hired pursuant to Section 5 above.

a. If a hand-count is performed by the Committee, the Committee shall ensure that the ballot counting may be observed by any Association member, either in person, remotely, or both, as determined by the Committee. Although Association members may witness the ballot counting process, they will not be privy to vote totals during the counting process nor engage in any way with the ballot counting process, Election Committee, consultants, or Association staff. The ballot counting will be conducted in a room of sufficient size to accommodate the process and onsite or remote viewing of the process for Association members.

b. If ballot counting is delegated to an independent contractor, and if that contractor can and is willing to provide an observable count, provisions may be made in the Committee's discretion for remote and/or onsite observation by Association members.

c. A tabulating and reporting system shall be used to count ballots.

d. Prior to ballot counting, the Committee (or contractor) shall verify that an original ballot envelope has not been received on behalf of a property for which a duplicate ballot envelope has also been received.

If an original ballot envelope and a duplicate ballot envelope are received for the same property, the duplicate ballot envelope remains unopened and is not counted, and the original ballot is counted.

If only a duplicate ballot envelope is received for a property, the duplicate ballot is counted.

e. In the event the tabulating and reporting system fails or a re-count is required under the provisions of Section 11.c. below, a manual count shall be performed under the direction of the Chairperson. Ballots ultimately rejected by the system shall also be manually counted. When ballots are manually counted, only those on which the members' choice(s) are clearly indicated shall be included in the results.

f. Ballots shall be voided for the following reasons:

i. There are votes for more Board candidates than vacancies.

ii. The use of an improper ballot return envelope.

iii. The ballot is not marked.

iv. Extraneous or non-relevant markings on the ballot that, in the discretion of the Committee, obscure the voter's intent.

g. Two original copies of the final vote count shall be prepared, certified (signed and dated) by the Chairperson. The final vote count will be attested to by the Election Committee members present. Upon attestation of the final vote count



the results will be announced live on the OPA internet stream and/or TV, emailed to the Board of Directors, emailed to all candidates, and posted on the Ocean Pines Association website.

h. Electronic reports and paper Ballots shall be bundled and placed in a secure container with bundles of ballots not counted (clearly identified as such). Ballots and return envelopes shall be retained for one (1) year from the announcement of the election or referendum results.

10. Voting at Meetings of Members of the Association. The Committee shall tally the votes at meetings of members in accordance with Section 3.05 of the Bylaws and report the results to the Presiding Officer at the Annual Meeting.

11. Presentation of Voting Results at the Association Annual Meeting.

a. At the annual meeting of members, the Election Chairperson or designated committee member shall present in person the results for the election of directors and any referendum issue on the ballot. A copy of the certified results shall be included in the minutes of the Annual Meeting. The act of presenting the election results will accomplish the validation required by By-laws 4.02(a).

b. If the annual meeting is not held for lack of a quorum or other reasons, the results of the election of directors shall be presented in person by the Election Committee Chairperson or designee to the Board of Directors (Section 4.02(b)). The act of presenting the election results will accomplish the validation required by By-laws 4.02(a).

c. Any candidate receiving countable votes (valid ballots per M-06 and Attachments) in an election for the Board of Directors may request a recount. If a recount request is made to the Board of Directors in office on the day of the Annual Meeting, the Board will take the following action:

i. A request for a recount must be received in writing from the Board Candidate prior to the Annual Meeting of the Association. This request must be provided to the Board President and to the Elections Committee chairperson.

ii. A Director, currently completing their first term and a candidate for reelection will recuse themselves from any discussion, process and procedures related to the conduct of a recount. The Director who is a candidate for reelection may request the Board to authorize a recount.

iii. The Board will request the Elections Committee chairperson to conduct a recount of the valid ballots cast for the election.

iv. The Elections Committee chairperson will schedule an Elections Committee meeting, including the election committee members, contractor operating the scanner and Association staff as needed. This meeting will be on the day of the Annual Meeting or as soon as possible following the Annual Meeting.

v. The recount will be completed in an open session that any Association member can attend in a manner like that specified in M-06 and Attachments.

vi. The results of the recount will be communicated to the Association President and posted immediately after completion of the recount in the Administration Building of the Association.

vii. The Board will hold a Special Meeting no sooner than 3 days after the completion of the recount, but as soon as possible.

viii. The Elections Committee Chairperson or their designee will attend the Special Board Meeting and present the results of the recount for acceptance/validation by the Board on behalf of the Association.

ix. The Election results will then be final, and the winning candidates will begin the process of joining the Board.

12. Tie Votes. A tie vote for a vacancy on the Board of Directors is to be resolved by chance (Section 5.03(e) of the By-laws), The method of chance used is as follows and shall be conducted by the Chairperson of the Elections Committee:

a. One suit from a standard deck of cards, excluding jokers, shall be selected.

b. The cards in the suit shall be shuffled and displayed by the Chairperson such that the tied candidates are unable to see the face of the cards.

c. Each of the tied candidates shall select one (1) card.

d. The candidate with the high card wins. Ace is high with the remaining cards descending down through deuce.

13. If voting by electronic transmission is implemented for a Board election or a referendum, this Attachment A shall be read with Attachment D.

## ATTACHMENT B REFERENDUMS

1. Purpose. This Attachment establishes Committee procedures for voting on referendum Issues.
2. General. Section 4.08 describes the manner in which an issue proceeds to a decision in a referendum. This Attachment identifies those parts of the referendum process which are in addition to the election process in Attachment A.
3. Election Materials. It is the responsibility of the Board of Directors to provide the Committee with information for referendums as specified in Sections 4.08 a and b.
  - a. Board Initiated Referendum. The statement of the Board of the action to be voted on shall be expressed in a manner that permits a vote of YES or NO. If the statement from the Board is not expressed in this manner, it shall be returned to the Board for action.
  - b. Referendum Initiated by Petition. The proposal, from the petition, to be placed on the ballot must be expressed in a manner that permits a vote of YES or NO. If it is not expressed in this manner, the petition shall be returned to the Board for action.
4. Mailing and Return Dates. When a referendum is not included in the materials for an election of directors, the dates for mailing referendum materials and the voting deadline shall be in compliance with the By-laws provisions for establishing member eligibility (Section 3.01 (c) of the By-laws) and referendum ballot mailing (Section 4.08(b) of the By-laws). The voting deadline date and ballot counting date shall be determined by the Committee.
5. Voting Results. If there is no meeting of members or Board meeting, the agenda of which includes announcement of referendum results, the results shall be announced in accordance with direction from the Board. Prior to any announcement, the Chairperson shall certify the results in writing to the President.

ATTACHMENT C  
CANDIDATES FOR ELECTION TO THE BOARD OF  
DIRECTORS

1. Purpose. This Attachment establishes the procedures followed by the Committee in the preparation for, and conduct of, election events directly involving candidates.

2. General.

a. The Committee is responsible for scheduling Candidates' Forums to occur before the mailing of voting packages for Association members.

b. The Committee will work with designated Association staff in obtaining and publishing information about the Candidates and the Candidates' Forums.

3. Information for Candidates.

a. Upon receipt of the list of eligible candidates (Section 5.02(d)) from the Secretary, the Committee shall provide to each candidate:

i. A schedule of important dates relating to the election.

ii. A request for the following to be included in the Ocean Pines Association Board of Directors Election Edition:

1. A two hundred (200) informational/biographical statement for serving on the Association Board in a Microsoft Word electronic format or PDF format.

2. Answers to 3 questions provided to the candidates by the Elections Committee. Answers shall be limited to two hundred (200) words maximum per question and provided in a Microsoft Word format or PDF format.

3. A request that the candidates arrange to have a photograph taken by the Association staff.

iii. A copy of Resolution M-06 Election and Referendum Procedures.

iv. Excerpts from ARC Guidelines regarding sign regulations.

b. Within ten (10) days of receipt of the list of eligible candidates the Committee shall meet with the candidates or their representatives for the following purposes:

i. (1) Answer any questions the candidates may have concerning the election process and Candidates' Forums.

ii. Conduct a blind draw that determines the position of the candidates on the ballot and seating position at Candidates' Forums.

1. Candidates shall draw numbered slips. Number I (one) shall be the first position on the ballot, number 2 the next position, and so on through the full list of candidates.

2. Seating of candidates at the forum will be assigned by the elections committee and may vary if multiple forums are conducted.

iii. Each candidate shall be asked to specify how he or she wants their name to appear on the ballot, including its spelling.

iv. Each candidate shall be asked to specify a phone number and e-mail address for publication in Association media.

v. Additional Candidates (Section 5.02(e)), if any, shall be placed on the ballot below the prior list of eligible candidates (Section 5.02(d)) in the order their applications were received by the Secretary. Additional Candidates, if participating in the Candidates' Forums, shall be seated in positions following the previously identified eligible candidates in the order their applications were received by the Secretary.

4. Candidates' Forums. The Committee shall organize, conduct, and supervise the Association Sponsored Candidates' Forums. Each Forum shall be at an appropriate location, with ample seating, within Ocean Pines.

a. Chairperson. The Chairperson shall conduct the Candidates' Forums. It is the responsibility of the Chairperson to coordinate room setup and other necessary facilities and equipment with Association staff designated by the General Manager.

b. Candidate Seating. Candidates shall be seated as determined in 3.b. (2) (b) of this Attachment.

c. Opening Statement. Each candidate may make an opening statement limited to three (3) minutes, Statements shall begin with the candidate seated in the first position.

d. Candidate Questions.

i. The Committee shall develop questions to ask the candidates. The number of questions asked, including those from member attendees, shall at least

equal the number of candidates, The Chairperson may set aside a period of time in which the Candidates have equal opportunity to question each other.

ii. The Committee shall announce in Association media that questions from members are being accepted either on the elections telephone number or an email address designated in the announcement. These questions will be asked of the candidates as time permits.

iii. Question responses shall begin with the candidate seated in the first position and proceed in order through all the candidates. Subsequent question responses will start with the candidate in the next position and the rotation of the first candidate to respond shall continue in that order and from question to question.

iv. Question responses shall be limited to two (2) minutes.

e. Closing Statement. At the conclusion of questioning, each candidate may make a closing statement limited to three (3) minutes in the same order as the opening statement.

f. Timekeepers. Prior to the start of the forums, the Chairperson shall appoint one or more timekeepers to time the opening and closing statements and the question responses. The candidates will be advised of how they will be signaled when thirty (30) seconds remain in their allotted time. The candidates may not reserve or accumulate time allotted for question responses or opening and closing statements.

ATTACHMENT D  
ELECTIONS AND REFERENDUMS VOTING VIA ELECTRONIC  
TRANSMISSION PROCEDURES

1. Purpose. This Attachment establishes the procedures for the use of electronic transmission for election of members to the Board of directors and/or voting on referendum issued by members of the Association.
2. Voting by use of a web-based Contractor. The voting for directors and on issued submitted to a referendum conducted by electronic submission/online voting.
3. Except as modified in this Attachment D, procedures of M-06 and attachments A, B and C will remain the same.
4. Mailing:
  - a. All eligible voters will be provided with a random number to be used to access their personal Ballot on the Contractor's website.
  - b. Paper Ballots and return envelopes will be provided in the mailing which will include instructions for the paper Ballot or online Ballot (electronic transmission) as their choice.
  - c. Ballots returned by mail, drop-box or marked "duplicate" will be verified via the online contractor before the mail contractor separates the Ballots from the return envelopes.
  - d. If an owner submits a a paper Ballot and votes on-line, only the first-received Ballot will be counted.
  - e. The Elections Committee will have access to how many voted online, but not how they voted. The EC, after verification of no vote entered, can provide the identifier number if an eligible voter reported not receiving the voting package.
  - f. Return envelopes will be declared invalid if the section/lot/identifier numbers are obscured by the property owner and will not be opened nor counted.
5. The OPA website, [oceanpines.org](http://oceanpines.org), will post links to the online contractor instruction videos and links to the online voting website.
6. The results of the ballots returned by mail, scanned by the Elections Committee, will be provided to the online Contractor who will then provide the final results to the Elections Committee.