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SEAL BEACH MUTUAL NO. EIGHT

ELECTION AND VOTING RULES AND REGULATIONS

INTRODUCTION

The Board of Directors ("Board") of Seal Beach Mutual No. Eight ("Mutual") has adopted these Election and Voting Rules and Regulations ("Election Rules"), in accordance with Civil Code §5105, et seq., to establish certain procedural rules for the successful management of meetings of the Mutual's shareholders ("Shareholders") and the implementation of the relevant provisions of the Mutual's Bylaws concerning elections and voting. These Election Rules are not intended to replace or supersede the provisions of the Mutual's Bylaws. Notwithstanding the foregoing, these Election Rules were revised and adopted by the Board to comply with the changes to California Civil Code §§ 5100; 5105; 5110; 5115; 5125; and 5145 which take effect on January 1, 2020, pursuant to California Senate Bill 323. As such, any inconsistency between these Election Rules and the Bylaws shall be governed in accordance with the Civil Code.

These Election Rules shall not be amended less than ninety (90) days prior to an election.

RULES AND REGULATIONS

1. Qualifications of Candidates and Directors/Elected Positions

    a. Candidates for election to the Board shall be Shareholders of the Mutual, and the Board shall be composed of five (5) persons who shall, at all times, be Shareholders of the Mutual.

    b. In order to be a candidate for election for Director or any other elected position, such Shareholder, as of the date ballots are distributed: (a) must be current in the payment of Regular and Special assessments ; (b) must not have a joint ownership interest, either directly or indirectly, in the same separate interest as another candidate or incumbent Director; (c) must have been a Shareholder of the Mutual for not less than one (1) year; (d) must not have a past criminal conviction that, if elected, would either prevent the Mutual from purchasing the fidelity bond coverage required by Civil Code §5806, or terminate the Association's existing fidelity bond coverage. If title to a separate interest is held by a legal entity that is not a natural person, the governing authority of that legal entity shall have the power to appoint a natural person to be a Shareholder for purposes of running for and serving on the Board. Notwithstanding the foregoing, the candidate shall not be disqualified for election for Director for failure to be

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current in payment of Regular and Special assessments if either of the following circumstances is true:

i. The candidate has paid the Regular or Special assessment under protest pursuant to Civil Code §5658;
ii. The candidate has entered into a payment plan pursuant to Civil Code §5665.

Furthermore, the Mutual shall not disqualify the candidate pursuant to this Section 1(b) if he or she has not been provided the opportunity to engage in Internal Dispute Resolution pursuant to Civil Code §§5900-5920.

c. In order to remain qualified to serve on the Board, at all times during such Shareholder's term as a Director, the Shareholder must: (a) remain current in the payment of Regular and Special assessments; (b) not enter into a joint ownership interest, either directly or indirectly, in the same separate interest as another Director; (c) must remain a Shareholder of the Mutual; (d) must not be convicted of a crime that would either prevent the Mutual from purchasing the fidelity bond coverage required by Civil Code §5806 or terminate the Mutual's existing fidelity bond coverage. Notwithstanding the foregoing, the Director shall not be disqualified for failure to be current in payment of Regular and Special assessments if either of the following circumstances is true:

i. The Director has paid the Regular or Special assessment under protest pursuant to Civil Code §5658;

ii. The Director has entered into a payment plan pursuant to Civil Code §5665.

Furthermore, the Mutual shall not disqualify the Director pursuant to this Section 1(c) if he or she has not been provided the opportunity to engage in Internal Dispute Resolution pursuant to Civil Code §§5900-5920.

d. The Board may declare vacant the seat of any Director who ceases to meet the qualifications for a Director set forth in this Section upon the occurrence of the non-qualifying event, and the Director's seat shall then be deemed vacant in accordance with the Association's Bylaws and/or the Corporations Code.

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2. Nomination Procedures

a. The Association shall send to all Shareholders a request-for-candidates form, seeking nominations for candidates for the Board and providing general notice of the procedure and deadline for submitting a nomination for election to the Board at least thirty (30) days before any deadline for submitting a nomination. Individual notice shall be delivered pursuant to Civil Code §4040 if individual notice is requested by a Shareholder.

b. Nominations will be valid so long as the nominee has either nominated himself or herself or provides notice of acceptance of the nomination prior to the close of nominations.

c. If a person or entity nominated is not qualified to serve on the Board pursuant to Section 1(b) of these Election Rules, and the candidate has been provided the opportunity to engage in Internal Dispute Resolution pursuant to Civil Code §§5900-5920, that candidate's name shall not appear on the ballot and that person or entity will not be permitted to serve if elected.

d. The Inspector shall retain, as Mutual election materials, both a candidate registration list and a voter list. The voter list shall include the name, voting power, and either the physical address of the Shareholder's Unit, the parcel number, or both. The mailing address for the ballot shall be listed on the voter list if it differs from the physical address of the Shareholder's Unit or if only the parcel number is used. The Mutual shall permit Shareholders to verify the accuracy of their individual information on both lists at least thirty (30) days before the ballots are distributed. The Mutual or Shareholder shall report any errors or omissions to either list to the Inspector or Inspectors who shall make the corrections within two (2) business days.

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3. Voting Qualifications of Shareholders

a. All Shareholders shall be entitled to vote in any Shareholder vote.

b. These Election Rules expressly:

i. Prohibit the denial of a ballot to a Shareholder for any reason other than not being a Shareholder at the time when ballots are distributed;

ii. Prohibit the denial of a ballot to a person with general power of attorney for a Shareholder;

iii. Require the ballot of a person with general power of attorney for a Shareholder to be counted if returned in a timely manner; and,

iv. Require the inspector or inspectors of elections to deliver, or cause to be delivered, at least thirty (30) days before an election, to each Shareholder both of the following documents:

a. The ballot or ballots;

b. A copy of these Election Rules. Delivery of these Election Rules may be accomplished by either of the following methods:

i. Posting these Election Rules to an internet website and including the corresponding internet website address on the ballot together with the phrase, in at least 12-point font: “The rules governing this election may be found here:” https://www.lwsb.com/residents/mutual-policies/

ii. Individual delivery.

c. Each Shareholder shall have one (1) vote per stock owned. In no event shall more than one (1) vote be cast with respect to any stock. When more than one (1) person holds a stock, all such persons shall be deemed Shareholders, provided however, that the vote for such stock shall be exercised as a unit, in accordance with the provisions of the Mutual’s governing documents. If two or more ballots are

received for any one stock, the first ballot received shall be counted and the additional ballot(s) discarded.

4. Inspector of Election

   a. At an open meeting, the Board shall appoint one (1) or three (3) persons to serve as independent Inspector(s) of Election ("Inspector(s)").

   b. The Inspector must be an independent third party who is not:

      i. Currently a member of the Board or a candidate for the Board;

      ii. Related to a member of the Board or a candidate for the Board; or

      iii. A person, business entity, or subdivision of a business entity who is currently employed or under contract to the Mutual for any compensable services other than serving as an Inspector of Elections.

   c. The Board may select as the Inspector(s), Mutual Shareholder(s), a volunteer poll worker with the County registrar of voters, a licensee of the California Board of Accountancy, a notary public, or any other independent third-party authorized to serve as Inspector(s) under these Election Rules.

   d. The Board, in its discretion, may remove and replace the Inspector(s) at any time prior to the date of any election.

   e. The Board may pay reasonable compensation to a non-Shareholder third-party Inspector. If the Board determines that it will appoint and pay non-Shareholder third-party Inspector, the following terms must be fulfilled:

      i. A formal written contract for the Inspector, stating that the Inspector is an independent contractor;

      ii. The Inspector will maintain insurance with at least $1 million CGL coverage, including completed operations coverage, and $1 million D&O/E&O (naming the Mutual and GRF as additional insureds on both policies); and

      iii. The contract shall require the Inspector to indemnify the Mutual for gross negligence and willful and/or malicious misconduct.

   f. If an Inspector is unwilling, unable, or does not perform his/her duties as stated in these rules or becomes ineligible to be an Inspector at any time after appointment, the Board may remove that Inspector without notice, and may appoint another Inspector in his or her place.

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g. The Inspector shall perform his/her duties impartially, in good faith, to the best of his or her ability, and as expeditiously as is practical.

h. The Inspector shall have the duty to:

i. Determine the number of Shareholders entitled to vote and the voting power of each;

ii. Determine the authenticity, validity, and effect of proxies, if required by statute;

iii. Receive ballots;

iv. Verify the Shareholder's information and the presence of a signature on the outer envelope. For mailed ballots, the Inspector(s) may verify the Shareholder's information and presence of a signature on the outer envelope prior to the election;

v. Determine the existence of a quorum, if required by statute or the governing documents. For the purposes of determining a quorum, each ballot received by the Inspector(s) shall be treated as a Shareholder present, except in the case of duplicate ballots or multiple ballots from the same stock;

vi. Hear and determine all challenges and questions in any way arising out of or in connection with the right to vote;

vii. Count and tabulate all votes;

viii. Determine when the polls shall close, consistent with the governing documents;

ix. Determine the tabulated results of the election;

x. Report the tabulated results of the election or balloting promptly to the Board of Directors to ensure that the Board can publicize the results to the Shareholders within fifteen (15) days of the election; and

xi. Perform any acts as may be proper to conduct the election with fairness to all Shareholders in accordance with Civil Code section 5110, the Corporations Code, and all applicable rules of the Mutual.

i. The Inspector may meet and discuss election issues amongst themselves and/or with Mutual counsel.

j. If there are three (3) Inspectors, the decision or act of two (2) or more Inspectors shall be effective in all respects as the decision or act of all.

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k. The Inspector may appoint and oversee additional persons to verify Shareholders' information and signatures and to count and tabulate votes as the Inspector deems appropriate.

l. The Inspector's report of the election, once signed to certify the election, is prima facie evidence of the facts stated in the report.

5. Access to Association Media

a. No candidate or Shareholder shall be provided access to Mutual media, newsletters or internet web sites during the campaign except with the express consent of the Board, and solely for purposes that are reasonably related to that election. The Board's consent may be withheld at its sole discretion and for any reason.

b. In the event access to Mutual media, newsletter or internet web sites is granted to any candidate or Shareholder advocating a point of view, during any campaign for purposes that are reasonably related to that election, then all candidates and Shareholders advocating a point of view, including those not endorsed by the Board, shall be provided equal access for purposes reasonably related to that election.

c. In the event access to Mutual media, newsletter or internet websites is granted, the Mutual shall not censor, edit or redact any content from the communications of the candidates and Shareholders advocating a point of view, but may include a statement specifying that the candidate or Shareholder, and not the Association, is responsible for the content of the message. The following statement may be published by the Mutual:

"The views expressed are those of its author and do not reflect the view of the Mutual, its directors, managers, employees or agents. The author is solely responsible for its content. The Mutual was required by law to publish the communication as written, regardless of content."

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6. Access to Common Area Meeting Space

    a. If any Common Area meeting space exists within the Mutual, access to such meeting space shall be made available at no cost to all candidates, including those who are not incumbents, and to all Shareholders advocating a point of view, including those not endorsed by the Board, for purposes reasonably related to the election or vote, upon reasonable request.

7. Mutual Funds

    a. Mutual funds shall not be used for campaign purposes in connection with any election except to the extent necessary to comply with the duties of the Mutual imposed by law.

8. Proxies

    a. The Mutual is not required to prepare and distribute proxies. All proxies shall be in writing, dated and filed with the Secretary before the appointed time of each meeting. Each proxy shall be revocable and shall automatically cease upon conveyance by the Shareholder of his or her stock, or upon receipt of notice by the Secretary or the Board of the death or judicially declared incompetence of a Shareholder, or upon the expiration of three (3) years from the date of the proxy. The authenticity, validity and effect of proxies submitted by Shareholders shall be determined by the Inspector(s), consistent with the Mutual's Governing Documents and any statutory requirements. If a Shareholder submits both a proxy and a ballot to the Inspector(s), the ballot will supersede the proxy. Proxies may not be used in lieu of a ballot. Proxies may not be revoked once a proxyholder has submitted a ballot to the Inspector(s). Only a Shareholder may serve as a proxyholder.

9. Voting Period

    a. The Board shall generally determine the dates upon which polls will open and close, consistent with the governing documents and applicable law.

    b. The Mutual shall provide general notice of all of the following at least thirty (30) days before the ballots are distributed:

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i. The date and time by which, and the physical address where, the ballots are to be returned by mail or handed to the Inspector or Inspectors of Elections;

ii. The date, time, and location of the meeting at which ballots will be counted;

iii. The list of all candidates' names that will appear on the ballot;
iv. Individual notice of the above shall be delivered pursuant to Civil Code §4040 if individual notice is requested by a Shareholder.

c. All candidates shall have a reasonable opportunity to communicate their qualifications to Shareholders and to solicit votes.

10. Secret Balloting Procedures

a. The Mutual shall utilize a secret ballot process pursuant to Civil Code section 5115 for the following matters

i. A vote of the Shareholders regarding assessments per Civil Code section 5605;

ii. Election of members of the Board;

iii. Amendments to the governing documents;

iv. Grant of Exclusive Use Common Area pursuant to Civil Code section 4600;

v. Removal of Directors; and

vi. Any other Shareholder vote which the law requires to be conducted via the secret ballot process.

b. Notwithstanding Paragraph 10(a) herein, the Mutual may utilize a secret ballot process for any other Shareholder vote, if allowed by law or the governing documents.

c. A ballot and two pre-addressed envelopes (Envelopes # 1 and # 2) with instructions on how to return the ballot shall be mailed by first-class mail or delivered by the Mutual to every Shareholder at least thirty (30) days prior to the deadline for voting.

d. The ballot shall contain the names of any candidates known to the Mutual at the time the ballot is mailed. If no candidates are known or if there are fewer candidates than the number of Directors to be elected, the Mutual will send out a ballot which has the names of the known candidates.

e. Cumulative voting is permitted in all elections.

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f. Write-in candidates and nominations from the floor shall not be permitted.

g. A voter may not be identified by name, unit number, or address on the ballot.

h. The ballot itself is not signed by the Shareholder voting, but rather, is to be inserted into Envelope # 1 that is sealed by the Shareholder. Envelope # 1 is then inserted into Envelope # 2, which is then sealed by the Shareholder.

i. Envelope # 2 is addressed to the Inspector(s). In the upper left-hand corner of Envelope # 2, the voter shall sign his or her name, print his or her name, and indicate the address or separate interest identifier that entitles him or her to vote.

j. Envelope # 2 may be mailed or delivered by hand to a location specified by the Inspector(s). The Shareholder may request a receipt for delivery.

k. Once a ballot has been cast, it cannot be revoked.

l. Only the Mutual's ballots and envelopes which are sent out to the Shareholders by the Mutual or are provided by the Mutual at the membership meeting will be accepted by the Inspector(s).

11. Vote Tabulation

a. All votes shall be counted and tabulated by the Inspector(s), or the duly authorized persons appointed by the Inspector(s), in public at a properly noticed Shareholders meeting.

b. The ballots shall not be opened or otherwise reviewed prior to the time and place which the ballots are counted and tabulated.

c. Any candidate or Shareholder may witness the counting and tabulation of the votes. Shareholders are prohibited from speaking to the Inspector(s) of Elections or their designee(s) during the tabulation process or from interrupting the tabulation process in any way.

d. The Inspector(s), or his or her designee, may verify the Shareholder's information and signature on Envelope #2 prior to the meeting at which ballots are tabulated.

12. Election Results

a. The Inspector(s) shall promptly report the results of the election to the Board. The Board shall record the results of the election in the minutes of the next Board meeting and make them available to the Shareholders for review.

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b. Within fifteen (15) days of the election, the Board shall publicize the results of the election in a communication directed to all Shareholders.

13. Custody, Storage and Retention of Ballots

a. The sealed ballots, signed voter envelopes, voter list, proxies, and candidate registration list (collectively referred to as “election materials”) shall, at all times be in the custody of the Inspector(s), or at a location designated by the Inspector(s), until after the tabulation of the vote, and until the time allowed by Civil Code §5145 for challenging the election has expired, at which time the ballots shall be transferred to the Mutual.

b. If there is a recount or other challenge to the election process, the Inspector(s) shall, upon written request, make the ballots available for inspection and review by a Shareholder or his or her authorized representative. Any recount shall be conducted in a manner that preserves the confidentiality of the vote.

c. After the transfer of the ballots to the Mutual, the election materials shall be stored by the Mutual in a secure place for no less than three (3) years following the date of the election.

d. The Inspector shall retain, as Mutual election materials, both a candidate registration list and a voter list. The voter list shall include the name, voting power, and either the physical address of the voter’s Unit, the parcel number, or both. The mailing address for the ballot shall be listed on the voter list if it differs from the physical address of the voter’s Unit or if only the parcel number is used.

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SB 323 GENERAL REFERENCE ELECTION TIMELINE

120 Days Prior	Deadline for giving notice of any amendment to the Election Rules requiring a 28-day comment period.
110 Days Prior	Send out call for candidates and procedure for nominations by general notice* (provide 30 days to return nominations).
90 Days Prior	Cut-off for adopting amendment to Election Rules.
80 Days Prior	Cut-off for receipt of nominations.
79 Days Prior	Send out notice of disqualification to any nominees who are not qualified to run, advising that nominee has 7 days from date of notice to request IDR in writing, which, if requested, will be completed within 15 days of the date of the notice of disqualification.
64 Days Prior	Deadline for completing IDR with disqualified candidates. Candidate list finalized.
60 Days Prior	• Provide general notice* containing all of the following: o The date and time by which, and the physical address where, ballots are to be returned by mail or handed to the inspector; o The date, time and location of the meeting at which ballots will be counted; and o The list of all candidates' names that will appear on the ballot. • Deadline for members to verify the accuracy of their individual information on the candidate registration list and voter list upon request.
30 Days Prior	• Ballots and double envelopes sent to members. • Copy of election operating rules delivered to members by either of the following methods: o Posting the election operating rules to a website and including the website address on the ballot together with the phrase, in at least 12-point font: "The rules governing the election may be found here;" or o Individual delivery.
Day of Election	Inspector opens and counts ballots at open meeting.
Within 15 days After Election	Provide general notice* of election results to members.

If a member has requested individual delivery of all Association notices, the Association will have to provide individual notice to any member so requesting.

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