

Membership Meetings Checklist

Nomination and Election Procedures

Associations must adopt election rules [CC §5105(a)], but the requirements of §5100-5145 do not apply if the governing documents provide that one member from each separate interest is a director. [§5100(f)] Every corporation must have reasonable nomination and election procedures given the nature, size and operations of the corporation. Certain specific requirements apply in corporations with 500 or more members and in corporations with 5000 or more members. [Corp. Code §7520-7525] Consult the statutes for details. There are a multitude of additional requirements on election rules, requirements for independent inspectors of election and other detailed requirements that are stricter or different from the requirements in the Corporations Code. Association funds may not be used for campaign purposes in board elections or in other membership votes. Consult the relevant statutes for requirements. [CC §§5100-5145]

Parliamentary Procedure Adoption

Adopt a recognized system of parliamentary procedure, and/or other parliamentary rules for conducting membership meetings. It's a good idea, but not mandatory for board meetings. [CC §5000] Some governing documents require use of a specific system of parliamentary procedure (like *Robert's Rules of Order*) for member meetings, but most do not specify the system of procedure. Even if *Robert's Rules* is specified, there are numerous books entitled *Robert's Rules of Order*, so if *Robert's Rules* is specified, it is best to identify which title, publisher and date you are using.

Election Rules.

Associations must adopt election rules [CC 3.§5105(a)], but the requirements of CC §§5100-5145 do not apply if the governing documents provide that one member from each separate interest is a director. [CC §5100(f)]

Election Inspectors

Appoint 1 or 3 election inspectors, preferably in advance of the annual meeting and any membership vote by secret ballot to perform the duties specified in the statute. Civil Code controls over Corporations Code. [CC §5110; Corp. Code §7614] Bylaws or election rules may set the number of inspectors at 1 or 3 and specify the qualifications

for the inspector(s). The association's manager may only be an inspector if allowed by the election rules.

IRS Revenue Ruling Needed?

Consult with the association's accountant regarding the appropriate resolution, if needed, to adopt at the annual meeting for the treatment of any surplus income over expenses from the current fiscal year. [IRS Revenue Rulings]

Secret Ballots-Double Envelopes

Use a secret ballot and a double envelope system mailed to all owners at least 30 days in advance for all elections and removal of the board, membership votes regarding assessments, votes on amending the governing documents or the grant of exclusive of common area under CC §4600. There are a multitude of additional requirements on election rules, requirements for independent inspectors of election and other detailed requirements that are stricter or different from the requirements in the Corporations Code. Association funds may not be used for campaign purposes in board elections or in other membership votes. Consult the relevant statutes for requirements. [CC §§5100-5145] There is a maximum of one year to file an action for a violation of the article on elections. [CC §5145; Compare with Corp. Code §7527.]

Written Ballots in Lieu of Meeting (not Secret Ballots)

Written ballots to members (used in place of a meeting) must meet many specific requirements to be valid. [Corp. Code §7513] Written Ballots are signed and dated by the voter and cannot be used when the Davis-Stirling Act requires a secret ballot.

Timing of Member Meeting Notices

Give written notice of membership meetings at least 10 and not more than 90 days before the meeting date. If notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, notice must be given at least 20 days before the meeting. Notice of meetings at which directors are to be elected must include the names of all those who are nominees at the time notice is given to members. [Corp. Code §7511] Corporations with more than 5000 members must have articles or bylaws that set a date for the close of nominations for the board. The date must be no less than 50 and no greater than 120 days before the election, and no nominations are permitted after that date. [Corp. Code §7522]

Topics Specified in Notice

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Specify matters intended to be presented at the meeting in the notice of the meeting. [Corp. Code §7511(a)]

Special Meeting Petition

When a special meeting is called by a petition signed by the specified percentage of the members [Corp. Code §7510(e)], the Board must set the date, time and place of the meeting between 35 and 90 days after receipt of the petition and send notice within 20 days after receipt of the petition, or the persons signing the petition may give the notice. [Corp. Code §7511(c)]

Maximum Adjournment

No membership meeting may be adjourned for more than 45 days. [Corp. Code §7511]

Proxies

Any proxy distributed to 10 or more members in a corporation with 100 or more members must include the chance to specify a choice between approval or disapproval of each matter or group of related matters intended to be presented at the meeting. [Corp. Code §7514] Proxies may not be used in lieu of a secret ballot. Any proxy holder must complete a secret ballot. Any instruction in a proxy that directs the manner of voting must be set forth on a separate page of the proxy that can be detached.

Proxy Validity

Consult the statute for details on proxy validity. [Corp. Code §§7517 and 7613]. IMPORTANT: Under Corp. Code §7613(g) a proxy cannot be used for certain types of votes, including recalls, unless it generally mentions the nature of the transaction for which it will be used. Many associations do not use proxies any longer after the secret ballot, double envelope system took effect. Under Corp. Code §7613(f), proxies can be prohibited only if the members amend the Bylaws or Articles to do so.

Cumulative Voting

Cumulative voting is authorized in all new associations and many older associations. The Corporations Code and many bylaws state that no one may vote cumulatively unless the candidate's name was placed in nomination before the voting, and someone gives notice prior to the voting of the intention to cumulate votes. As such, we recommend that the board give such notice before sending or with the any proxies used for the election that provide for cumulative voting. [Corp. Code §7615]

Election Results

The results of any election (not just for the board), must be reported to the board, recorded in the minutes and publish within 15 days to all members. [CC §5120(b)]
Election materials must be kept for a minimum of one year. [CC §§5125 & 5145(a)]
There is a maximum of one year to file an action for a violation of the article on elections. [CC §5145; Compare with Corp. Code §7527.]