

HICKORY RIDGE COMMUNITY ASSOCIATION, INC.

October 25, 2021

Resolution of Board of Directors Regarding
Establishment of Special Committee on Review of Election Policies & Procedures

WHEREAS:

1. **Election Policy and Procedure Review in Best Interest of Association.**

The Board of Directors (the “**Village Board**”) of the Hickory Ridge Community Association, Inc. (the “**Association**”) has determined that it is in the best interests of the Association and the Association’s members to create a special committee to review the Association’s governing documents, policies, procedures, rules, guidelines, instructions, and other relevant materials related to election and campaign topics applicable to:

- (1) the members of the Village Board (individually, a “**Director**”); and
- (2) the Association’s representative to the Columbia Council, also known as the Columbia Association Board of Directors (“**CA Board**”). The representative will hereinafter be referred to as the “**CA Rep.**”

2. **Authorized by Bylaws.** Special committees are authorized by Section 3.01 of Article III of the Association’s Bylaws (the “**Bylaws**”), which provides that the Village Board may:

“[B]y resolution provide for such standing or special committees it deems desirable, and discontinue the same at pleasure. No person with an unresolved covenant violation that has been accepted for legal action by the Columbia Association’s Architectural Resource Committee (ARC) may be seated on any such committee or cast a vote on any issue brought before such committee. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be assigned to it by the Board of Directors.”

3. **Authorized by Articles of Incorporation.** Special committees are further authorized by the Third Article of the Association’s Articles of Incorporation (the “**Articles**”) which states the Association shall have the power to:

“[U]ndertake and prepare or cause to be prepared studies, plans, recommendations, budgets and any other similar things (for submission to any public authority, civic group or association, CPRA, or for its own use) which relate to any phase or aspect of the physical, social or cultural development of the Property, or Columbia as a whole, and to create, or cause to be created, committees and other organizations for the supervision and implementation thereof.”

4. **Background.** The members of the Association’s standing Election Committee (the “**Election Committee**”) are appointed in January or February of each year. Responsibilities

of members of the Election Committee include: confirming qualification of candidates for Village Board and CA Rep; hosting the Candidates' Night; overseeing and conducting the annual election for candidates; tabulating votes of the election; and certifying and announcing election winners.

The Election Committee's work is governed and guided by the following materials, to the extent applicable (collectively, hereinafter referred to as "**Governing Election Materials**"):

- The Articles
- The Bylaws
- The Hickory Ridge Village Covenants, Deed, Agreement and Declaration ("**Covenants**")
- The Hickory Ridge Election Procedures and Guidelines (the "**Election Guidelines**")
- The Hickory Ridge Election Rules and Ballot Instructions (the "**Election Rules and Instructions**")
- The Hickory Ridge Procedure for Handling and Recording Absentee Ballots ("**Absentee Ballot Procedures**")
- The Hickory Ridge Voting Procedures ("**Voting Procedures**")
- Election Day Sign Placement Map for Candidates ("**Permitted Election Day Electioneering Map**")
- Sign Location List Advertising Village Elections ("**Sign Placement List**")
- The Hickory Ridge Conflict of Interest and Ethics Policy ("**Conflict and Ethics Policy**")
- The Maryland Homeowners Association Act (the "HOA Act")
- General Maryland law

Following the election, the chair of the Election Committee reports to the Village Board their observations on the effectiveness and efficiency of the past concluded election, in order that the Village Board may plan for the following year's election.

5. **Issues for Consideration.** The recent elections and their aftermath presented several issues of first impression that generated discussion and concern from Association and Village Board members during several Village Board meetings. These election-related issues deserve careful consideration by the Village Board and may require changes to some of the Governing Election Materials, specifically the Election Procedures, the Bylaws, and the Conflicts and Ethics Policy.

Issues for Village Board consideration and action ("**Issues for Consideration**") include, but are not limited to, the following:

- Whether candidates for Village Board who cease to be members of the Association prior to the election should remain eligible for candidacy.

- Whether the term of a Village Board member should automatically terminate when they cease to be member of the Association.
- Whether casting of votes using online technology without a paper trail can be safe and verifiable and whether any risks associated with online voting outweigh the benefits; and whether based on the foregoing, should online voting be discontinued.
- Whether a verifiable chain of custody of paper ballots can be established and documented.
- Whether candidates should have the ability to run for office as Director and CA Rep at the same time.
- Whether steps such as those below would promote transparency in financing of Village Board elections and promote equal access to Village Board membership by any resident without regard to their economic resources to finance a campaign.
 - Whether there should be a cap or limit on the amount candidates may spend on their campaign in order to enable all residents the opportunity to serve on the Village Board or as CA Rep, regardless of their income or resources available for campaign expenditures.
 - Whether there should be campaign expenditure disclosure requirements notifying residents how much money a candidate has personally spent on their campaign.
 - Whether there should be campaign contribution (monetary or in-kind) disclosure requirements notifying residents how much money candidates have accepted from third parties for their campaigns.
 - Whether there should be disclosure requirements related to campaign activity by third parties (monetary or in-kind) where the sponsor of the activity is not disclosed and whether beneficiaries of such activity should be required to make a good faith effort to discover and disclose the source of such assistance and be recused from matters involving such donors.
 - Whether contributions from third parties should result in automatic recusal of the recipient from participation in matters involving such donor before the Village Board if elected.
 - Whether specific criteria and/or rubrics should be established for appointment of Village Board members or CA Rep from pool of multiple applicants if an election is not necessary or if there is a later vacancy.
- Whether specific election rules and procedures, including, but not limited to clear instructions to candidates regarding placement of signs at the polling location, requirement of renter-candidates supplying a copy of their rental agreement, and other currently undisclosed but enforced election-related requirements should be memorialized and advertised as part of the election process.
- Whether the Election Committee should be required to report to the Village Board each year within a specific time period, whether there was an election or not.
- Whether notice of second meeting for quorum purposes should continue to be automatically be published with first notice of election.
- Whether specific protocols should be established for the announcement and advertising of election results.

- Whether a comprehensive Election Handbook addressing all election policies, procedures, rules, guidelines, forms, timelines, maps, etc. should be produced and updated annually.
- Whether the Conflict and Ethics Policy should be revised to include disclosure of campaign expenditures; disclosure of campaign donors (monetary and/or in-kind) and amounts; certification of good faith attempt to identify sources and amounts of any third-party contributions (monetary and/or in-kind) from unknown sources; pledge of recusal from matters before the Village Board involving any corporate or substantial donor, and any other matters pertaining to campaign finance; and establish enforcement mechanisms of removal of office under Conflict and Ethics Policy for failure to comply with expenditure/disclosure/certification/recusal provisions of Conflict and Ethics Policy
- Whether a timeline for proposed candidates to prove their eligibility for candidacy should be established.
- The committee will recommend to the Village Board how the word “recusal” will be defined as part of their recommendations, consistent with the Conflicts of Interest policy.

NOW, THEREFORE, BE IT RESOLVED THAT:

A. **Establishment of Special Committee; Goals and Responsibilities**

The Village Board does hereby resolve to establish a special committee to:

- (i) Review the Governing Election Materials, practices, procedures, and customs currently applicable to Association elections and elected officers, and
- (ii) Advise the Village Board on the Issues for Consideration and any and all other changes, improvements, suggestions, innovations, additions, and recommendations regarding Association elections, election-related matters that committee members may deem necessary or desirable for the free, fair, transparent, efficient, and equitable administration of campaigns and elections in the Association.

The committee will be called the Special Committee on Election Procedures and Policy Review (the “**Special Committee**”).

The Special Committee may be suspended at the discretion of the Village Board.

- B. **Membership**. The Special Committee will consist of either 3 or 5 members, at the discretion of the Village Board. The Special Committee shall be chaired by a member of the Special Committee elected by a majority of Special Committee members.

The Village Board shall appoint members to the Special Committee from among members of the Association who have expressed interest in serving on the Special Committee. Appointment to the Special Committee shall be by majority vote of the Village Board.

Members of the Association who are eligible voters in good standing, are not members of the Village Board or members of the Election Committee are eligible to serve on the Special Committee.

The Village Manager shall begin advertising for Special Committee volunteers immediately after adoption of this resolution. The advertisement shall be posted on the Association's website, Facebook page, and Twitter account. The advertisement will ask applicants for their name, email address, telephone number, and a statement of how long they have been a member of the Association, and any experience or interests of the member they wish the Village Board to consider in evaluating their application." Applications will be accepted until November 7 at 12:00 noon, whereupon the Village Manager will distribute the applications to Village Board members for their consideration at the next Village Board Meeting.

The Village Board shall appoint Special Committee members from available applicants presented at the November 8, 2021, Village Board meeting.

- C. **Responsibilities and Limitations.** The Special Committee shall not assume any responsibility that is specifically delegated to the Election Committee or to the Village Board, however, the Special Committee may advise and make recommendations on matters under the purview of either the Election Committee or the Village Board.

The Special Committee may seek the advice of counsel retained by the Association in order to determine legal compliance of current or proposed election procedures only with the approval of the Village Board. Any request for legal review shall first be presented to the Village Manager, who will then present it to the Village Board.

- D. **Meetings.** Meetings of the Special Committee are subject to the Maryland Homeowners' Association Act open meetings requirement, shall be held by Zoom, and members of the public shall be permitted to attend and comment as required by law. The Special Committee is urged to immediately begin its work and diligently pursue its purpose to meet its January 10, 2021 report due date.

- E. **Report.** The Special Committee will present its first report of advice and recommendations to the Village Board at the January 10, 2022 Village Board Meeting, with a preliminary report at the December 13th Village Board meeting

Duly adopted at a meeting of the Board of Directors held: October 25, 2021

Motion by: Lisa Dean Seconded by: Debra McPherson

| | VOTE: | | | |
|-----------------------------|-------------------|-------------------|-------------------|----------|
| | YES | NO | ABSTAIN | ABSENT |
| <u>Chair-Dean</u> | <u>X</u> | <u> </u> | <u> </u> | |
| <u>Vice Chair-McPherson</u> | <u>X</u> | <u> </u> | <u> </u> | |
| <u>Director-Amari</u> | <u>X</u> | <u> </u> | <u> </u> | |
| <u>Director-Anderson</u> | <u> </u> | <u>X</u> | <u> </u> | |
| <u>Director-Evelyn</u> | <u> </u> | <u> </u> | <u> </u> | <u>X</u> |

ATTEST:

Laura Parrish
Secretary

Resolution effective date: October 24, 2021