

RULES FOR THE ELECTION OF BOARD MEMBERS AT THE ANNUAL HOMEOWNERS' MEETING

1. In accordance with the Article II of Bylaws of the Talcott Glen Homeowners' Association ("the Association"), membership in the Association consists of the Owners of each lot in Talcott Glen ("member" or "members"). Only members may vote in elections, either in person or by proxy, and service on the Association's Board of Directors ("Board") is limited to those who qualify under Article III, Section 1, Paragraph 3 of the Bylaws. 25% of the membership (a representative from at least 13 homes) must be present, or voting by proxy, in order for there to be a quorum to conduct a valid election.

2. For purposes of electing members to serve on the Board, each member shall have one vote for each seat that is up for election. If the Owner of a lot consists of more than one person, the voting rights of such Owner shall not be divided, but shall be exercised as if the Owner consisted of one person.

3. Board members are elected at the Annual Homeowners' Meeting, held on the first Monday in October. There are seven Board members, and each serves a term of two years. Their elections are staggered. Four seats are up for election in even-numbered years, and three seats are up for election in odd-numbered years. A Board member's term begins on January 1, following the election, and ends on December 31. By majority vote, the Board may alter its size, but no reduction in the size of the Board shall take effect until the next term expirations, or until Board members voluntarily resign.

4. Voting may be done either in person, by attending the Annual Meeting, or by signed proxy, authorizing another member to cast the Owner's votes for the seats that are up for election. A vote by proxy differs from an absentee ballot in that a proxy authorizes a member to cast votes for another member at the Annual meeting, whereas an absentee ballot is voted by the voter in advance of the election, sealed and turned over to the election authorities in advance of the election, and then counted at the election. The Association's rules make no provision for absentee balloting. A proxy may authorize the member to whom it is given either to vote the grantor's specific choices (a limited proxy), or to vote as the grantee sees fit (a general proxy), but this is a matter between the grantor and the grantee. The Association and the Board will not take measures to enforce a limited proxy, and proxy votes will be counted at face value.

5. Members may become candidates for seats on the Board by notifying any member of the Board at any time prior to the election. Advance notice is preferred, so that ballots can be prepared in advance of the Annual Meeting and the election.

6. Elections shall be conducted by two election proctors, who shall consist of two Board members whose seats are not up for election. Additional election proctors who are members in attendance and not sitting Board members or candidates for seats on the Board is desirable, but not required for a valid election. A request for volunteers from

among the membership in attendance at the Annual Meeting to serve as additional election proctors will be made prior to the election.

7. Board members who shall serve as election proctors shall be chosen by majority vote of the board at a Board meeting preceding the Annual Meeting. They shall be responsible for preparing ballots listing the names of candidates who have given advance notice of their candidacy. Documented costs incurred in fulfilling this responsibility shall be reimbursed by the Association. The election proctors shall also, along with any additional election proctors who volunteer their services, add to the ballots the names of any additional candidates who announce their candidacy after the ballots were prepared.

8. Ballots shall be on paper. Each ballot shall state the number of seats up for election, and that members can vote for one candidate for each seat. The ballot shall also state that multiple votes for a single candidate (*i.e.*, where four seats are up for election and a member attempts to cast three votes for one candidate and one for another), or more votes than are allowed (*i.e.*, voting for five candidates when there are only four seats up for election) shall cause the ballot to be invalidated in its entirety. The ballot shall also state that under-votes (*i.e.*, voting for three candidates when four seats are up for election) are valid. The ballot shall also state that members shall cast their votes by circling the names of the candidates they wish to elect, and that a single circle around multiple candidates shall count as one vote for each of them, so long as the circle does not enclose more candidates than there are seats up for election. Below this, the ballot shall list the candidates who gave advance notice of their candidacy in alphabetical order, followed by the candidates who gave subsequent notice of their candidacy, also in alphabetical order.

9. The election proctors should concur that each ballot conforms to these requirements, and properly lists the names of all candidates, before any ballots are distributed to the members. If any election proctor objects to the form of the ballots, a majority vote among them shall suffice to permit either distribution or correction. The election proctors shall initial the ballots prior to distribution, certifying that they are in proper form. The election proctors shall then distribute one ballot to each member for that member to vote, and one additional ballot for each signed proxy held by a member.

10. Voting is anonymous. Once a member has voted a ballot, the ballot should be folded and placed in a container to be provided. After the voting is completed, the election proctors shall open the ballots and count the number of votes received by each candidate. The candidates equal to the number of seats up for election who receive the most votes are elected.

11. In the event of a tie between a sitting Board member running for re-election and a member running to gain a seat on the Board, the latter shall be elected. In the event of a tie between two or more Board members running for re-election, or two or more members running to gain a seat on the Board, the election shall be decided by a show of hands among the members in attendance with the choice limited to the candidates who are tied.

12. Voted ballots shall be kept by the Board members serving as election proctors until January 1, following the election. Any objections by any member to the form of the ballots, or the results of the election, will be taken up by those Board members whose seats were not up for election at subsequent Board meetings, and resolved by majority vote on or before January 1. If a majority cannot be obtained, then the most senior officer among those Board members shall decide the matter.

13. If the election, or any part of it, is invalidated, the Board will make provisions to hold a new meeting and conduct new elections as soon as practical. Any remedy for a fatal defect in the election process shall be limited to the extent of the defect, *i.e.*, if the defect had an impact on less than all of the seats up for election, then elections only for those impacted seats shall be repeated.