

**AMERICANA CENTRE CONDOMINIUM, INC.**  
Policies and Procedures Related to the Election of Directors

Resolution No. 2013-02

**WHEREAS**, Article V, Section 3 of the By-laws of Americana Centre Condominium, Inc. (hereinafter referred to as “By-laws” and “Council” or “Corporation,” respectively) states that “The Board of Directors shall have all the powers and duties necessary for the administration of the affairs of the Corporation and the condominium project and may do all such acts and things as are not by law or by these By-laws directed to be exercised and done by the members”; and

**WHEREAS**, Article IV, Section 2 of the By-laws requires the Council to have annual meetings to elect directors by ballot; and

**WHEREAS**, Section 11-109(c)(13) of the Real Property Article of the Maryland Code states:

A call for nominations [for the Board of Directors] shall be sent to all unit owners not less than 45 days before notice of an election is sent. Only nominations made at least 15 days before notice of an election shall be listed on the election ballot. Candidates shall be listed on the ballot in alphabetical order, with no indicated candidate preference. Nominations may be made from the floor at the meeting at which the election to the board is held; and

**WHEREAS**, the Board had determined that it is in the best interests of the Council to adopt uniform and systematic policies and procedures regarding the election of directors;

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Directors does hereby adopt the following policies concerning the election of directors:

- I. Elections Committee
  - A. By December 31 of each year, or as soon thereafter as possible, the Board shall appoint members to an Elections Committee.
  - B. The Elections Committee shall consist of no less than three and no more than five members, all of whom shall be members in good standing as defined herein and who are not current Board members and are not running for a vacancy on the Board at the next Annual Meeting.
  - C. The Board shall elect a chairperson for the Elections Committee and the committee must meet at least once before the call for nominations is sent out to members.

- D. Elections Committee members will work with management, and if authorized, the Council's attorney, to draft the notices, proxies and ballots for the Annual Meeting. The Board shall have final approval of these documents.

## II. Call for Nominations

- A. At least 45 calendar days before the notice of election is sent, a call for nominations shall be sent to all members.
- B. *The call for nominations shall have a due date for nominations to be submitted, which shall be no later than 15 days before the date that the notice of election is scheduled to be sent.*
- C. The call for nominations shall include a Biographical Questionnaire for members to complete for self-nominations or to nominate other members. Such form shall include the following specific requests for the potential candidate or his/her nominator to complete, together with any other requests as the Board of Directors may determine from time to time:
  - 1. Provide an overview of your/your nominee's vision for the Council, including how you/your nominee see(s) committees working with the Board of Directors and working to support the community;
  - 2. Provide your/your nominee's background and experience; and
  - 3. Provide any additional information you would like the members to know about you/your nominee.
- D. Upon receipt of a Biographical Questionnaire that has been completed by someone other than the nominee, management shall contact the nominee to confirm that the nomination is accepted by the nominee, and the nominee shall fill out a Biographical Questionnaire.

## III. Campaigning

- A. Each year, the Board will establish a specific night for members to meet the candidates, and the Board hopes that the candidates use that night for campaigning purposes.
- B. *Candidates are prohibited from personally soliciting members to vote for them by knocking on doors of members and speaking to them or distributing documents, except as provided in subparagraph C herein. All residents, members, and Corporation employees are prohibited from personally soliciting members to vote*

for specific candidates by knocking on doors of members and speaking to them and distributing written materials, except as provided in subparagraph C herein. Should candidates have casual contact with members (e.g., in the elevator or mail room), candidates are free to speak with members at that time.

- C. To the extent that candidates or members want to provide written information to members prior to Meet the Candidates Night, candidates are permitted to distribute one piece of paper (may be two-sided) to each unit.
1. The candidate/member must provide the document to the on-site office with enough copies to be delivered to all units;
  2. The document must be provided at least 3 business days prior to the scheduled Meet the Candidates Night;
  3. All documents received from candidates/members for distribution will be distributed at one time at least 24 hours in advance of the Meet the Candidates Night; and
  4. No candidates/members are permitted to distribute materials to the units on their own.

IV. Meet the Candidates Night

- A. At least seven days prior to the date of the Annual Meeting, the Council shall hold a Meet the Candidates Night and notice of the meeting shall be sent together with the notice of election.
- B. Meet the Candidates Night shall be open to all members and residents in the Council and only candidates who have been nominated at least 15 days before the Annual Meeting shall be permitted to participate.
- C. Meet the Candidates Night shall be emceed by a Director who is not on the ballot or a committee chair who is not on the ballot. The emcee shall be selected by the Board of Directors and the name of the emcee shall be included in the notice.
- D. Procedures for Meet the Candidates Night
1. Each candidate participating shall be given up to five minutes to speak directly to the attendees without interruption.
  2. After each candidate has spoken, each participating candidate shall answer questions that have been submitted via the suggestion box at the front desk. The emcee shall have a maximum of 30 minutes to facilitate these questions and shall divide the time as equally as possible for each question

and candidate.

3. The residents in attendance shall then be given the opportunity to ask the candidates questions. Each candidate shall be given the opportunity to answer each question. The emcee shall facilitate this process and shall limit the total time for questions and responses to 30 minutes.

V. Meeting Procedures

- A. Election Committee members who are not on the ballot or nominated from the floor are eligible to assist in the counting of votes.
- B. If a member has submitted a proxy vote in advance of the meeting, the member may ask for the proxy to be returned, provided that request is made prior to the meeting being called to order.
- C. Nominations for candidates shall be taken from the floor prior to the collection of ballots. No member may be nominated from the floor who is absent unless the nominator has written documentation from the nominee accepting the nomination. Nominees who are nominated from the floor by another member must affirmatively accept the nomination.
- D. Once the nominations from the floor are closed by a vote of the membership, each candidate shall be given five minutes to address the attendees without interruption and no questions shall be permitted from the attendees.

VI. Votes

- A. Each unit in good standing shall be entitled to vote and the value of the vote shall be counted pursuant to the common element percentage set forth in the Council's Master Deed. Good standing means that the unit is not more than 30 days delinquent in any payment due to the Corporation as states in Article IV, Section 7 of the By-Laws.
- B. The votes shall be tabulated by management and the eligible Elections Committee members. Counsel for the Corporation may also be present in the room if requested by the Board or the Elections Committee. No other person is permitted to be in the room for the count of the votes.

This resolution was adopted pursuant to §11-111 of the Maryland Condominium Act.

**AMERICANA CENTRE CONDOMINIUM, INC.**

**RESOLUTION ACTION RECORD**

Resolution Type Policy No. 2013-02

Pertaining to: Election of Directors

Duly adopted at a meeting of the Board of Directors of Americana Centre Condominium, Inc. held November 19, 2013.

Motion by: Patricia Gill      Seconded by: Virginia Olney

OFFICER	TITLE	YES	NO	ABSTAIN	ABSENT
Kari Wallace	President	X			
John Becker	Vice President	X			
Patricia Gill	Secretary	X			
George Franklin	Treasurer	X			
Virginia Olney	Director	X			
Lee Jones	Director	X			

ATTEST:

Patricia D. Gill  
Patricia D. Gill, Secretary

11/19/2013  
Date

