

INFORMATION PACKET
PROSPECTIVE MEMBERS TO THE RWHR BOARD OF DIRECTORS

The Board of Directors wishes to thank you for dedicating your time on behalf of
R-Wild Horse Ranch

Enclosed in this packet you will find:

- Election Schedule
- Director Expectations
- Election Resume Guidelines
- Candidate Statement
- Election Procedures
- Ethics Policy



6700 Highway 36 West
Platina CA 96076
(530) 567-7007

W.H.O.A. BOARD OF DIRECTORS ELECTION SCHEDULE 2025

MAY 9	Packets Available at WHOA Office
JUNE 18	Resume/Nomination Deadline All resume nominations must be received by the office by 4:00pm. <u>No late submission will be accepted.</u>
JUNE 24	Review period deadline – all Resumes and any rebuttal Information must be finalized By this date
JULY 10	Mail Ballots
AUGUST 30	Election

DIRECTOR EXPECTATIONS

READ AND UNDERSTAND THE CC&R'S

READ AND UNDERSTAND THE BYLAWS

READ AND UNDERSTAND THE ETHICS POLICY

KNOW YOUR FIDUCIARY DUTY -A "fiduciary duty" is defined as: A duty to act for someone else's benefit, while subordinating one's personal interest to that of the other person. It is the highest standard of duty implied by law.

ATTEND MEETINGS

Maintenance-

- Maintain and repair the facilities
- Prepare reserve studies

Enforce the rules - Enforce the governing documents via

- Warnings
- Hearings
- Fines
- Suspension of privileges
- Litigation

Financial management

- Prepare budgets
- Levy and collect assessments
- Pay bills
- Review financial records
- Prepare year-end financial statements

Liquor license

Board members are required to sign the liquor license including finger printing or R-Wild Horse Ranch can't sell liquor.

Checking account

Board members may be asked to sign on the checking account. This is not a requirement to serve on the board.



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R-WILD HORSE RANCH ELECTION RESUME GUIDELINES

The intent of the candidate's resumes is to inform owners of the candidates' qualifications for a Director's position and possible benefits derived from their election. Resumes should include information about a person's background, occupation and qualifications in relation to the person's interest in running for the Board. The information may include a person's views and ideas about the Ranch and how they would benefit or improve the Ranch by being on the Board. The information must not be misleading or critical of the Ranch or other candidates. Resumes cannot request that proxies be given to the candidates. Proxies may be given to candidates voluntarily, but must not be solicited in the election material mailed by the W.H.O.A.

The resume process will be as follows:

1. Any announcement about a coming election will instruct candidates to contact the W.H.O.A. office for information about the election process and critical dates.
2. WHOA office personnel will confirm that the candidate is an owner in good standing prior to forwarding an information packet and again prior to inclusion of the candidate's resume in election material sent to owners.
3. Candidates will be given a copy of the written guidelines.
4. The Nominating Committee will be responsible for review and approval of content and arbitration between candidates if required. The committee will then submit these resumes to the Board for final approval and acceptance. Once the resumes have been approved, the committee will then submit the candidate as nominated for election as per the CC &R's and by-laws.
5. The Ranch Office Manager will be responsible for reviewing, accepting and placing resumes in the newsletter and/or the ballot material mailed to owners prior to elections.
 - a. Resume
 - b. Nomination Committee Approval Confirmation
6. After the filing deadline, a period of time will be allowed for candidates to review and challenge the contents of other candidate's statements. If a candidate questions the validity of a statement, that person may contact the author and attempt to resolve the issues. If the dispute is not resolved, the protesting candidate may counter or rebut the objectionable comments by either revising his or her statement or by submitting an informational letter to be included in the election mailing. Any such rebuttal information and any responses to rebuttals shall be available to Ranch owners upon request.
7. A specific time schedule will be developed for each step of the election process. The time schedule will be available at the W.H.O.A. office and included in the information sent to candidates.



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FOR CANDIDATE STATEMENT

The candidates must sign and date the statement before it is filed. All statements are confidential until the expiration of filing deadline.



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EXHIBIT "A"

R-WILD HORSE ASSOCIATION ELECTION PROCEDURES

1. **Equal Access to the Association Media.** The following guidelines pertain to use of the Association Media:

(a) **Campaign Signs.** Signs no larger than 18" x 24" may be posted inside a trailer or RV window, posted out front of a member's area, cabin or space, as long as the member is staying on the property. Signs and posters may be posted no more than 60 days prior to an election, and must be removed within five days after the election. Each candidate may also post up to two different 8-1/2" x 11" fliers and/or resumes on the Bulletin Boards in each lodge. Any flier or resume must contain in clear print no smaller than 12-point font the author's name and owner number, and the following statement: "The nominee or member authoring this communication is solely responsible for it's content." An area at the Rec Center will be made available for the posting of fliers and/or resumes, but those communications must be removed within one day after the election in lieu of the five days which are applicable to fliers and/or resumes posted in the lodges. No flyering of vehicles without owner's permission.

(b) **Association Advertising.** The Association may not edit or redact any content from these communications, but may include a statement specifying that the candidate or member, rather than the Association, is responsible for the content of the statement.

(c) **Provision of Mailing Labels.** Candidates are entitled to purchase labels for mailing at a cost of \$50 to be paid at the time the labels are ordered.

(d) **Association Media Access.** It is not the policy of the Association to provide other means of candidate access to Association media, newsletters or internet websites during a campaign. In the event that the statements or actions of an incumbent director who is also a candidate for reelection to the Board, are reported in any the Association media solely in the context of that director's performance of his or her duties, those reports or statements shall not constitute provision by the Association of access to its media for campaign purposes.

No Association funds shall be used for campaign purposes, except to the extent necessary for the Association to comply with the duties imposed upon it by law.

2. **Equal Access to Association Meeting Areas for Nominees and for Members Advocating a Particular Point of View.** The Association shall provide equal access to the Common Area meeting facilities at R-WILD HORSE RANCH during a campaign, at no cost, to all candidates, including those who are not incumbents, and to all members advocating a point of view, including those not endorsed by the Board, for purposes reasonably related to the election. The Association is not required and will not provide access to such meeting spaces at

times when the space is normally and customarily utilized for other Association business or for other purposes related to the R-WILD HORSE RANCH's operations. In other words, the Association retains its authority and responsibility to ensure that the Common Facilities are managed, operated, and accessed for the common benefit and enjoyment of all the Association members and will be the final arbiter of the availability of Common Area meeting facilities.

3. Minimum Qualifications for Candidacy. In accordance with the Association Bylaws, in order to be eligible to be a candidate for election to the Board of Directors, the candidate must be a Member of the Association in good standing and current on their assessments.

4. Voting Eligibility. Each Member of the Association in good standing is entitled to cast one vote for each seat open, for each share that the Member owns. A separate ballot must be used for each individual share being voted. In order to be eligible to vote the Member must be in good standing, with all assessment obligations current. Because membership voting rights are appurtenant to the ownership of a share of the real property that makes up R-WILD HORSE RANCH, if a Member is delinquent in the payment of assessments, that Member will be denied voting rights.

5. Duration of the Voting Process. When written ballots are used for any election, the period for voting shall be no less than thirty (30) days. As stated in Article V Section 4 of the Ranch CCR's, if quorum is not met, the Board may extend the voting for a period not less than 5 days and not more than 30 days.

6. Use of Secret Ballots and Ballot Completion Requirements. Pursuant to Article V, Section 8 of the Association Bylaws, ballots used in the election of directors will be by secret ballot, which shall not identify the voter by name, address or share number. The secret ballots, together with two preaddressed envelopes with instructions on how to return ballots shall be mailed by first-class mail or delivered by the Association to every Member of the Association not less than thirty (30) days prior to the deadline for voting. The unsigned ballot shall be inserted into an envelope (the "Ballot Envelope") that is sealed and this sealed Ballot Envelope shall then be inserted into a second envelope (the "Address Envelope") that is sealed. In the upper left hand corner of the Address Envelope, a space or line shall be presented where the voter can print and sign his or her name, address and share number. The Address Envelope shall be addressed to the inspector or inspectors of election who shall tally the votes. The Address Envelope (containing the ballot and the Ballot Envelope) may be mailed or delivered by hand to the location specified by the Inspector of Election for the return of ballots on or before the date and time specified. To the extent required by law, written secret ballots shall be treated as directed proxies and counted pursuant to the directed instruction of the member.

(a) Any ballot box used for the collection of ballots prior to the day and time of election shall be maintained within the association office. During non-business hours, the ballot box shall be securely stored in either a locked cabinet or secondarily locked office within the main office.

(b) For any ballot envelope delivered by hand on any day prior to the day and time of the election, the owner of record shall provide photographic identification issued either by a governmental entity or an association Owner ID card and sign a ballot delivery log prior to depositing the ballot into the secure ballot box.

7. Determination of Election Results/Succession to Office. The candidates receiving the highest number of votes, up to the number of vacancies to be filled in the election, shall be elected as directors and take office in accordance with the Bylaws. In the event there is a tie vote between those candidates who receive the lowest number of votes necessary to qualify the candidate for election, the tie shall be broken by random drawing among the candidates receiving the same number of votes.

8. Supervision of Election Process; Appointment of Inspector(s) of Election. In order to ensure secrecy of ballots and fairness in the conduct of director elections, the Board of Directors shall select an independent third party or parties to serve as the inspector(s) of election. The Association's Board of Directors will designate one or three Inspector(s) of Election by separate resolution. The duly appointed Inspector of Election shall have the full powers of an inspector of elections appointed by the Board pursuant to Corporations Code Section 7614 and shall perform his duties impartially, in good faith, to the best of his or her ability, and as expeditiously as is practical.

Any report made by the Inspector of Election is prima facie evidence of the facts stated in the report. The sealed ballots at all times shall be in the custody of the Inspector of Election or at a location designated by the Inspector of Election until after the tabulation of the vote and the expiration of the period of time allowed by Section 7527 of the Corporations Code for challenging elections, at which time custody of the ballots shall be transferred to the Association.

Without limiting the foregoing, the Inspector of Election shall do all of the following:

- Determine the number of memberships entitled to vote, the voting power of each; and the number of voters necessary to establish a quorum according to the bylaws. Where a quorum is required by the governing documents, each validated ballot received by the inspector of elections shall be treated as a member present at a meeting for purposes of establishing a quorum;
- Receive ballots. Sealed ballots, including those collected in the ballot box at the Association office, shall at all times be in the custody of the Inspector of Election, available to the Inspector of Election, or at a location designated by the Inspector of Election until after the tabulation of the vote, at which time custody of the ballots shall be transferred to the Association;
- Determine the authenticity, validity, and effect of ballots, to confirm quorum is met where required;

- Hear and determine all challenges and questions in any way arising out of or in connection with the right to vote;
- Count and tabulate all votes;
- Determine when the polls close;
- Determine and announce the result of the election; and

Perform any acts as may be proper to the conduct of the election with fairness to all Members, in accordance with the Association Rules pertaining to the conduct of elections, and in compliance with Corporations Code section 7614.

Requirements for the Counting and Tabulation of Ballots.

The designated Inspector of Election must count and tabulate the votes in public at a properly noticed open meeting of the Members or otherwise allowed by the Corporations Code. Any candidate or other Member of the Association may witness the counting and tabulation of the votes. No person, including a Member of the Association or an employee of the Association's management company, if any, shall open or otherwise review any ballot prior to the time and place at which the ballots are counted and tabulated. The Inspector of Elections may enlist the participation of other persons to assist the Inspector of Elections in the tabulation of secret ballots.

In the event that tabulation of the ballots cannot be concluded prior to the designated time for adjournment of the annual membership meeting, the meeting shall be continued for such time as is required to complete the tabulation of ballots and Members shall be entitled to remain in attendance at the continued meeting to observe the tabulation.

9. Announcement of the Results of the Election. The results of the election shall be promptly reported by the Inspector of Election to the Board of Directors of the Association in a written statement presenting the total votes received by each candidate, the total number of abstentions, and the total number of ballots that were disqualified and not counted by the Inspector of Elections and shall be announced at the annual membership meeting and may be recorded in the minutes of the next meeting of the Board and shall be recorded in the minutes of the meeting of the members.

10. Retention of Ballots. After tabulation, election ballots shall be stored by the Association in a secure place for no less than one year after the date of the election.

**R-WILD HORSE RANCH ETHICS POLICY FOR
DIRECTORS, COMMITTEE OFFICERS & GENERAL MANAGER
adopted July 21, 2012**

The Board of Directors has adopted the following ethics policy for the board, committees and manager. This policy is intended to provide guidance with ethical issues and a mechanism for addressing unethical conduct.

A. BOARD RESPONSIBILITIES

The general duties for directors are to enforce the association's governing documents, collect and preserve the association's financial resources, insure the association's assets against loss, and keep the common areas in a state of good repair. To fulfill that responsibility, directors must:

- regularly attend board (committee) meetings,
- prepare and publish meeting agendas 4 days prior to scheduled meetings,
- review material provided in preparation for board (committee) meetings,
- review the association's financial reports,
- make reasonable inquiry before making decisions, and
- respond to member (and director) inquiries

B. PROFESSIONAL CONDUCT

In general, directors, committees and the manager must deal with vendors and employees with honesty and fairness, and safeguard information that belongs to the association.

1. Private Gain. Self-dealing occurs when directors or committee members make decisions that materially benefit themselves or their relatives at the expense of the association. "Relatives" include a person's spouse, parents, siblings, children, mothers- and fathers-in-law, sons and daughters-in-law, brothers- and sisters-in-law and anyone who shares the person's residence. Benefits include money, privileges, special benefits, gifts or other items of value. Accordingly, no director, committee member or manager may:
 - solicit or receive any compensation from the association for serving on the board or any committee,
 - make promises to vendors unless with prior approval from the board,
 - solicit or receive, any gift, gratuity, favor, entertainment, loan, or any other thing of value for themselves or their relatives from a person or company who is seeking a business or financial relationship with the association,
 - seek preferential treatment for themselves or their relatives,
 - use association property, services, equipment or business for the gain or benefit of themselves or their relatives, except as is provided for all members of the association.
2. Confidential Information. Directors, committee members and the manager are responsible for protecting the association's confidential information. As such they may not use confidential information for the benefit of themselves or their relatives. Except when disclosure is duly authorized or legally mandated, no director or committee member may disclose confidential information. Confidential information includes, without limitation:

- private personal information of fellow directors and committee members,
 - private personnel information of the association's employees,
 - assessment collection information against members of the association,
 - legal disputes in which the association is or may be involved--directors may not discuss such matters with persons not on the board without the prior approval of the association's general counsel. Failure to follow these restrictions could constitute a breach of the attorney-client privilege and result in the loss of confidential information.
3. Accuracy of Information. Directors, committee members and the manager may not knowingly misrepresent facts. All association data, records and reports must be accurate, truthful and complete, and prepared in a proper manner.
4. Interaction with Employees. To ensure efficient management operations, avoid conflicting instructions from the board to management and avoid potential liability, committee members and directors shall observe the following guidelines:
- The president of the board shall serve as CEO of the corporation and liaison between the board and management and provide direction as approved by the board.
 - Except for the president, committee members and directors may not give direction to management, employees or vendors without prior approval of the board.
 - Directors may not contact management after hours unless there is an emergency representing a threat of harm to persons or property.
 - If directors or committee members are contacted by an employee with a complaint, the employee shall be instructed to contact management. If the employee has already exhausted all remedies, the director shall bring the matter to the next executive session of the board.
 - No director may threaten or retaliate against an employee who brings information to the board regarding improper actions of a director or committee member.
 - Directors and committee members are prohibited from harassing or threatening employees, vendors, directors, committee members, and owners, whether verbally, physically or otherwise.
5. Professional Behavior. Directors, committee members and the manager are obligated to act with proper decorum. Although they may disagree with the opinions of others on the board or committee, they must act with respect and dignity and not make personal attacks on others. Accordingly, directors and committee members must focus on issues, not personalities and conduct themselves with courtesy toward each other and toward employees, managing agents, vendors and members of the association. Directors shall act in accordance with board decisions and shall not act unilaterally or contrary to the board's decisions.

C. WHEN CONFLICTS ARISE

Situations may arise that are not expressly covered by this policy or where the proper course of action is unclear. Directors, committee members and the manager should immediately raise such situations with the board. If appropriate, the board and manager will seek guidance from the association's legal counsel.

1. Disclosure & Recusal. Directors, committee members and the manager must immediately disclose the existence of any conflict of interest, whether their own or others. Directors, committee members and the manager must withdraw from participation in decisions in which they have a material interest.
2. Violations of Policy. Directors, committee members and managers who violate the association's ethic's policy and code of conduct are deemed to be acting outside the course and scope of their authority. Anyone in violation of this policy may be subject to immediate disciplinary action, including, but not limited to:
 - censure
 - removal from committees
 - removal as an officer of the board
 - request for resignation from the board
 - recall by the membership
 - legal proceedings

Prior to taking any of the actions described above, the board shall review the evidence of violation, and provide an opportunity for a formal hearing with the board. At the formal hearing the member believed to be in violation will have the opportunity to speak and present witnesses, documents, or other materials relevant to the situation. If a director is the subject of disciplinary action, the general manager shall be acting director for purposes of investigation and imposing disciplinary action. Discipline may only be administered following a clear majority vote of the directors and acting director.

Detach and Turn in with Resume

	Please Check you have reviewed
	Director Expectations
	Election Resume Guidelines
	Candidate Statement
	Election Procedures
	Ethics Policy

D. ACKNOWLEDGEMENT

I acknowledge that I have received and read the association's ethics policy and have had the opportunity to ask questions about the policy. I understand my obligations as a director, manager, and/or committee member under this policy and will act in accordance with my obligations.

Signature: _____ Date: _____

Print name: _____