

**RESOLUTION OF THE BOARD OF DIRECTORS  
OF  
THE RANCHO TEHAMA ASSOCIATION**

01-11

The following Resolution was adopted by The Rancho Tehama Association's (the "Association") Board of Directors (the "Board") at its duly-held Board meeting on 2-12-11, 2011, at which at least a quorum of the Board was present. The Board finds and resolves as follows:

**WHEREAS**, pursuant Article IV, Section 7, of the By-Laws of The Rancho Tehama Association (the "Bylaws"), the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

**WHEREAS**, the Association's Board has determined to submit to a vote of the Association's members a proposed amendment to the Bylaws (the "Bylaw Amendment") to remove cumulative voting in Director elections.

**WHEREAS**, pursuant to the Rancho Tehama Association Election Rules (the "Election Rules") the Board may appoint the Inspector of Elections.

**WHEREAS**, pursuant to the Election Rules the Board may authorize a compensated third party to act as an Inspector of Elections.

**WHEREAS**, once appointed the Inspector of Elections shall be responsible to do all of the following:

- a. Determine the number of memberships entitled to vote and the voting power of each.
- b. Determine the authenticity, validity, and effect of proxies, if any.
- c. Receive ballots.
- d. Hear and determine all challenges and questions in any way arising out of or in connection with the right to vote.
- e. Count and tabulate all votes.
- f. Determine when the polls shall close, consistent with the governing documents.
- g. Determine the tabulated results of the election.
- h. Perform any acts as may be proper to conduct the election with fairness to all Members in accordance with this section, the Corporations Code, and all applicable rules of the Association regarding the conduct of the election that are not in conflict with this section.

**NOW, THEREFORE, BE IT RESOLVED** that the Board, consistent with the Association's Election Rules appoints The Ballot Box, as the Inspector of Elections for purposes of this member vote and authorizes the Inspector of Elections to conduct the member vote in a manner that is consistent with the Election Rules, Bylaws, and California law.

**BE IT FURTHER RESOLVED**, that the Association's managing agent is directed to provide the Inspector of Elections with a copy of the Bylaws, Election Rules, the Bylaw Amendment, voting materials, and all other Association documents, materials, or information that may be necessary for the Inspector of Elections to conduct the member vote.

**BE IT FURTHER RESOLVED**, that consistent with the Election Rules the Inspector of Elections or its designee shall count and tabulate all member votes at a properly noticed open meeting of the Board or members, and that said meeting shall be scheduled by the Board.

**BE IT FURTHER RESOLVED**, the Inspector of Elections is directed to perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.

**BE IT FURTHER RESOLVED**, consistent with the Election Rules, the Board authorizes the Inspector of Elections, to appoint and oversee additional persons to verify signatures and to count and tabulate votes as the Inspector of Elections deems appropriate.

**BE IT FURTHER RESOLVED**, at the conclusion of the member vote the Inspector of Elections is directed to prepare and provide to the Board its report regarding the member vote on the Bylaw Amendment.

**BE IT FURTHER RESOLVED**, for a period of nine months after the member vote, the Inspector of Elections shall retain all voting materials in their custody and control, nine months after the conclusion of the member votes the Inspector of Election shall transfer the voting materials to the Association.

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**Certificate of Adoption**

I hereby certify that:

A. I am the Secretary of The Rancho Tehama Association and certify that the foregoing resolutions were adopted by a majority of the Directors present at a meeting of the Board at which a quorum was present on Feb 12, 2011.

Dated: Feb 12, 2011

By:

  
\_\_\_\_\_  
[Signature]

Roy K Johnson, Secretary  
\_\_\_\_\_  
[Print Name]