

Westlake Lake Management Association
Westlake Village, California

June 5, 2024

To All Members:

RE: Westlake Lake Management Association
-Enclosed First Amendment to the Third Amended Bylaws

Dear Members:

Enclosed, please find a copy of the First Amendment to the Third Amended Bylaws for the Association.

This document has been approved by a formal vote of no less than 75% of the Board of Representatives present at the monthly Board meeting on May 21, 2024. The enclosed First Amendment is now effective and controlling. The First Amendment increases the terms of the Board of Representatives to two years and changes select provisions to clarify the election process.

Also enclosed are the Association's Election and Voting rules.

Please keep these documents with your other Westlake Lake documents.

Sincerely,

Board of Representatives
Westlake Lake Management Association

Enclosure

**FIRST AMENDMENT
TO THE THIRD AMENDED
BYLAWS OF
WESTLAKE LAKE MANAGEMENT ASSOCIATION
A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION**

**FIRST AMENDMENT TO THE
THIRD AMENDED
BYLAWS OF
WESTLAKE LAKE MANAGEMENT ASSOCIATION**

This First Amendment to the Third Amended Bylaws of Westlake Lake Management Association, a California non-profit mutual benefit corporation, is made this 21st day of May, 2024, by the undersigned with reference to the following facts:

- A. The Third Amended Bylaws ("Bylaws") were adopted on or about November 15, 2016.
- B. The undersigned have confirmed and placed in the records of WESTLAKE LAKE MANAGEMENT ASSOCIATION, the votes representing the necessary voting power of the Board of Representatives, as reviewed and dully approved at its May 21, 2024, meeting, reflecting their confirmation and approval to make the amendments which follow.
- C. The undersigned desire to amend and by this Amendment do, in fact, amend said Bylaws as follows:

Article III, Section 3.2, Subsections B, C, E and F:

B. Representatives from each DISTRICT shall be OWNERS within that DISTRICT and shall be elected to serve on the BOARD every two (2) years. OWNERS in a DISTRICT shall only vote for Representatives from that DISTRICT. The number of Representatives from each DISTRICT shall be the number specified in the WESTLAKE LAKE RESTRICTIONS and any declarations annexing additional land to the WESTLAKE LAKE RECREATIONAL AREA. With the transfer of WESTLAKE LAKE to the ASSOCIATION pursuant to the WESTLAKE LAKE RESTRICTIONS, annual elections of Representatives shall be held in the month of October. If Voting is conducted by written ballot by mail or by electronic transmission, the ballots shall be opened and counted in the month of October and the Representatives-elected shall be deemed to have been elected on that day, to serve for a term of two (2) years, commencing on January first of the ensuing year.

C. Any person who is a member of the ASSOCIATION may nominate for election to the BOARD either himself or herself, or another member, by giving written notice to the ASSOCIATION any time prior to the deadline set in the ASSOCIATION'S Election and Voting Rules. Such notice shall give the name, address and telephone number of the nominee, the DISTRICT in which he is an OWNER, that the nominee accepts the nomination, and date of the election. The Secretary shall place any person so nominated, unless he is not a member, on the ballot for the DISTRICT the nominee, if elected, will represent. If, after the close of nominations, the number of people nominated for the Board from any given DISTRICT is not more than the number of directors to be elected from that DISTRICT, the ASSOCIATION may, without further action, declare that those nominated and qualified are elected for the DISTRICT. If the number of nominees exceeds the number of vacancies to be filled from that DISTRICT, a written ballot will

be conducted for that DISTRICT for the election as provided by these BY-LAWS and the Association's Election and Voting Rules.

E. Representatives shall serve for a term of two (2) years commencing on January first of the year following their election and continuing during their term until their death, resignation, or removal, whichever is the earlier. Any Representative may resign at any time by giving written notice to the President or Secretary, and any person may be removed as a Representative at a DISTRICT Election held for that purpose; provided, however, that an individual Representative shall not be removed if the number of votes cast against his or her removal exceeds thirty percent of the total votes cast.

F. Vacancies on the BOARD shall be filled by a majority of the remaining Representatives though less than a quorum, and each Representative so elected shall hold office until his successor is elected for the next ensuing term by the members, and during the time holding office shall be an OWNER in the DISTRICT which he or she is to represent. When a vacancy opens, the Executive Committee shall contact the DISTRICT responsible for electing said position and request nominations to fill the vacancy pursuant to a stated deadline. The nominations will be presented to the BOARD for approval without a DISTRICT nomination and vote.

Article V, Section 5.1, Subsection A:

A. There shall be an Executive Committee composed of nine members, elected [appointed] by the BOARD, who shall be Representatives of the ASSOCIATION while serving. The term for Executive Committee members shall be one (1) year. In years where there is no election for the BOARD or for any vacancies, the Executive Committee elections shall follow the same nomination process and election by the BOARD at the annual organizational meeting, or when such vacancy occurs if sooner.

IN WITNESS WHEREOF, this First Amendment to the Bylaws has been adopted as provided above effective this 21st day of May, 2024.

**WESTLAKE LAKE MANAGEMENT
ASSOCIATION**, a California non-profit mutual
benefit corporation

By: 
Chip Lighfoot, President

By: 
Donald Nikchevich, Secretary

WESTLAKE LAKE MANAGEMENT ASSOCIATION

ELECTION AND VOTING RULES

(Effective May 21, 2024)

These Election and Voting Rules shall apply to the election of the Westlake Lake Management Association ("Association") Board of Representatives, Officers, and Executive Committee.

(1) **Notice Requirements.** As prescribed by law, the following notices must be distributed to Members.

(a) **Notice of Nominations Procedures & Nominations Period.** At least thirty (30) days before the close of nominations, the Association will provide individual notice of the election and the procedures for nominating candidates to all WLMA Districts and members before the close of nominations.

(b) **Close of Nominations.** At least thirty (30) days before the ballots are distributed, the Association will provide general notice of following for WLMA Districts requiring a vote: (1) the date and time by which, and address where, ballots are to be returned; (2) the date, time and location of the meeting at which a quorum will be determined, and at which ballots will be counted; (3) the list of all candidates' names that will appear on the ballot; and (4) a statement that the Board (upon approval of the Members present and attending) may call a subsequent meeting at least twenty (20) days after the scheduled election if the required quorum is not reached, at which time the quorum of the Members to elect directors will be twenty percent (20%) by secret ballot.

(c) The Association shall permit Members to verify the accuracy of their individual information on the Association Election Materials (defined below) at least thirty (30) days before the ballots are distributed. The Association or any Member shall report any errors or omissions for either list to the inspectors of election who shall make the corrections within two (2) business days.

(i) "Association Election Materials" means the following documents: returned ballots, signed voter envelopes, proxies, candidate registration list and the voter list. The candidate registration list means the list of qualified candidates existing as of the close of nominations as well as their address. The voter list may include: the name, voting power and either the physical address of the Member's property/separate interest or the parcel number, or both; and the mailing address of the Member (if different from the physical address or if the parcel number is used).

(d) **Ballots Distributed.** At least thirty (30) days before the election, the inspectors of election will deliver to each Member: (1) the ballot and voting instructions; and (2) a copy of the Election Rules. Note, the Election Rules may be provided by

individual delivery or by posting same on an internet site and providing the corresponding internet site web address on the ballot with the phrase, in at least 12-point font: "The rules governing this election may be found here: [Insert Web Address]".

(2) **Voting by Secret Ballot.**

(a) **Secret Ballots Generally.** A "secret ballot" is a ballot which does not identify the voter by name and address. All secret ballots must conform to the requirements of applicable law.

(b) **Secret Ballot Requirements.** Secret Ballots must ensure the confidentiality of the voters.

(i) A voter may not be identified by name or address on the ballot;

(ii) The ballot may not require the signature of the voter;

(c) **Distribution of Secret Ballots.** Each secret ballot is distributed with two (2) envelopes: the "inner envelope," which also shall not identify the voter; and the "outer envelope," which shall be addressed or self-addressed to identify the voting Membership. Each secret ballot, along with said envelopes, shall be mailed or otherwise distributed to every Member at least thirty (30) days prior to the vote or election.

(d) **Return of Secret Ballots.** The secret ballot itself must be inserted into an envelope and sealed ("inner envelope"). This inner envelope is then inserted into a second envelope that is sealed ("outer envelope"). In the upper left-hand corner of the second envelope, the voter prints and signs his or her name and address that entitles him or her to vote. The second envelope is addressed to the inspectors of election of the Association, who will be tallying the votes. Failure to do so will invalidate the ballot and Member's vote.

(i) Members must return their secret ballot, as instructed by the inspectors of election, prior to the polls closing, and all such ballots returned shall be counted.

(ii) A Member may submit a written request to the Association for a receipt for delivery of the election materials.

(iii) Once cast, secret ballots cannot be revoked; they are irrevocable.

(e) **Time Requirements.** All secret ballots shall provide a reasonable time within which to return the ballot to the Association, which shall not be less than thirty (30) days and which may be set at the discretion of the Board or Executive Committee unless otherwise required by law. The time for the return of secret ballots may be extended for reasonable intervals at the discretion of the Board or Executive Committee, with or without notice to the Members.

(3) **Inspector(s) of Elections.**

(a) For all elections or votes by secret ballot, the Executive Committee shall appoint one or three independent third party(ies) as inspector(s) of election before the secret ballots are mailed to all of the Members.

(b) An independent third party includes, but is not limited to:

- (i) a third-party professional inspector of election;
- (ii) a volunteer poll worker with the county registrar of voters;
- (iii) a licensee of the California Board of Accountancy;
- (iv) a notary public; and

(v) a Member of the Association provided such Member is not a member of, candidate for, or related to a member of, the Board of Representatives.

(c) If and when the Executive Committee does select a Non-Member of the Association as Inspector, the Inspector shall be required to obtain errors and omission insurance and provide proof of same to the Committee prior to the commencement of the Inspector's work.

(d) Prior to the secret ballots being mailed to all of the Members, the inspectors of election shall determine to whom the secret ballots shall be returned (the "Ballot Collector"), which may be the Association's manager, if any.

(e) The inspector(s) of election shall also do all of the following:

- (i) determine the number of Members entitled to vote and the voting power of each.
- (ii) determine the authenticity, validity, and effect of ballots, proxies, etc., if any;
- (iii) receive ballots;
- (iv) hear and determine all challenges and questions in any way arising out of or in connection with the right to vote;
- (v) count and tabulate all votes;
- (vi) determine when the polls shall close;

(vii) determine the result of the election;

(viii) perform any acts as may be proper to conduct the election with fairness to all Members in accordance with this section and all applicable rules of the Association regarding the conduct of the election that are not in conflict with this section.

(f) The inspector(s) of election may appoint and oversee additional persons to count and tabulate the votes as the inspectors deem appropriate, provided that said persons are independent third parties who meet the requirements of Section 4(b), above.

(g) An inspector of election shall perform his or her duties impartially, in good faith, to the best of his or her ability, and as expeditiously as is practical. The inspector, with the written approval of the President or Vice President, may consult with the Association's legal counsel if necessary or prudent to resolve a legal issue impacting an election. The decision or act of a majority shall be effective in all respects as the decision or act of all.

(h) Any report made by the inspector or inspectors of election is prima facie evidence of the facts stated in the report.

(i) The Board may remove and replace any inspector of election prior to the tabulation of ballots if an inspector of election resigns or if the Board reasonably determines that an inspector of election will not be able to perform his or her duties impartially and in good faith.

(4) **Annual Elections.**

The Association's Annual Elections shall be held in the month of October (Bylaws, § 3.2.). The Executive Committee shall determine the date, time and place of said Annual Elections and whether said meeting will be in person or via video conference in accordance with the Association's Bylaws and/or Corporations Code. Notice of Annual Elections ("Notice") shall be sent to all Members pursuant to the governing documents, these Election Rules and applicable law.

(5) **Election of Directors: Nomination of Candidates.**

(a) Approximately one hundred and twenty (120) days before the date of the meeting at which the ballots for the election of Board Representatives are to be counted, the Association shall mail to each Member a Candidate Nomination Form. The Candidate Nomination Form must be completed and returned to the Association at the address provided, and by the deadline stated, which deadline must be approximately ninety (90) days before the date the ballots for the election are scheduled to be counted.

(i) The Candidate Nomination Form may include a statement by the candidate (optional), not to exceed 125 words. The Association may not edit or redact

any content from these communications but may include a statement specifying that the candidate or Member, and not the Association, is responsible for that content.

(ii) Candidates may submit a photograph of the candidate with the Candidate Nomination Form (optional). Photographs must be of the candidate only, must be appropriate, and must not contain any lewd, obscene or inappropriate images.

(6) **Director Candidate Qualifications and Nominations.**

(a) Candidates must be Members of the Association at the time of nomination and expected to be a Member of the Association for the full term as a Director.

(i) Members may only nominate Representatives from their District. Representatives from each District must be members of that District.

(ii) The number of seats for each of the eight WLMA Districts is as follows:

1. Westlake Island	15
2. Southshore	6
3. Lakeshore	2
4. The Landing	2
5. Windward Shores	4
6. Northshore	2
7. Westshore	1
8. Westlake Bay	1

(b) Members may nominate themselves or another member of their District by giving written notice to the Association.

(c) Any candidate nominated by another person will be contacted to confirm that such candidate consents to having his or her name placed in nomination for election to the Board of Representatives; if the candidate cannot be contacted, or otherwise does not consent, in writing, to having his or her name being placed in nomination, the nomination will be rejected.

(d) All candidates who meet the qualifications to serve on the Board of Representatives and have confirmed, in writing, their willingness to run for election to the Board, shall be listed on the secret ballot.

(7) **Record Date.** The record date for purposes of voting shall be the date the ballots are mailed to all of the Members for a District requiring a vote.

(8) **Eligibility to Vote.**

(a) The total number of Members entitled to vote equals the total number of Members in the Association in each District requiring a vote. Members shall not be denied from receiving a ballot.

(b) The denial of a ballot to a person with general power of attorney for a Member is prohibited.

(9) **Handling of Ballots.**

(a) As secret ballots are returned to the Ballot Collector, the Ballot Collector shall check off on a sign-in sheet that a ballot has been received for such a Member. The first secret ballot received for any Member shall be the ballot which is counted. Any subsequent ballots for the same Member which are received shall be deemed invalid and shall be discarded.

(b) Unless the Member is a proxy holder, Members may only deliver his/her secret ballot and not the secret ballot of another Member.

(c) A ballot submitted for a Member by an individual with general power of attorney is valid so long as it is submitted in a timely fashion.

(d) The Association Election Material at all times shall be in the custody of the inspectors of election, Ballot Collector, or at a location designated by the inspectors until delivered to the inspectors at the meeting for the opening of the ballots and the tabulation of the vote. After the counting of the ballots and the certification of the election results by the inspectors of election, the ballots shall be transferred to the Association.

(e) No person, including a member of the Association or an employee of the management company, shall open or otherwise review any ballot prior to the time and place at which the ballots are counted and tabulated.

(f) After tabulation, election ballots shall be stored in a secure place for no less than one year after the date of the election. In the event of a recount or other challenge to the election process, the Association shall, upon written request, make the ballots available for inspection and review by Members or their authorized representatives.

(g) Members may be responsible for the actual and direct costs arising out of inspection of election ballots, including any cost to the Association for the time and service of the inspector(s) of elections or management.

(h) Any recount shall be conducted in a manner that shall preserve the confidentiality of the vote. If a recount is requested by a Member, the recount will be performed only at the direction of the inspector(s) of elections and at the requesting Member's expense, if any. If there is a recount or other challenge to the election process, the inspector or inspectors of elections shall, upon written request, make the Association

Election Material available for review by an Association Member or the Member's authorized representative.

(10) **Tabulation of Secret Ballot Votes; Quorum Requirement.**

(a) All secret ballot votes shall be counted and tabulated by the inspector(s) of election in public at a properly noticed open meeting of the Members or of the Board, at which a quorum of the Board of Representatives must be present.

(b) The inspectors of election shall confirm that no more than one ballot was returned for each Member's property.

(c) Any candidate or other Member of the Association may witness the counting and tabulation of the votes.

(d) The inspectors of election may establish a physical boundary or buffer zone around them during the tabulation of ballots.

(e) In order for the vote for the election of directors to be valid, ballots must be returned by at least a quorum of the Members of the District. The presence in person or by proxy of at least a majority of such Members constitutes a quorum of the Membership.

(f) If quorum is not met, Members present may adjourn the meeting to a time not less than forty-eight hours nor more than thirty (30) days from the original meeting date, at which meeting quorum will reduce to twenty percent (20%) if all requirements set forth in Section 1 have been met. Such an adjourned meeting may be held without the notice required by the Bylaws if notice thereof is given by announcement at the meeting at which such adjournment is taken.

(g) After any meeting to tabulate the votes for the election of the Board of Representatives has been adjourned for lack of quorum once, the seated Representatives will remain on the Board until successors have been elected.

(h) In the event of a tie in an election, any tie vote shall be broken by a runoff election.

(i) In the event the number of qualified candidates at the close of nominations is not more than the number of seats by District to be elected, those candidates may be automatically elected, by acclamation by the Board.

(11) **Announcement of Results.**

(a) The results of the election shall be promptly reported to the Board of Representatives and shall be recorded in the minutes of the next meeting of the Board and shall be available for review by Members of the Association.

(b) Representatives shall be deemed Representatives-elect until their term of two year commences on January first of the ensuing year.

(12) **Proxies.**

(a) Proxies will be accepted so long as they meet the requirements of all applicable laws and the Association's governing documents, and they are consistent with the secret ballot election process.

(b) The Association shall not be obligated to prepare and mail proxies to the Members.

(c) Any instruction given in a proxy that directs the manner in which the proxy holder is to cast the vote must be set forth on a separate page of the proxy that can be detached and given to the proxy holder to retain which will not be given to or shown to the inspector of election.

(d) In any election where, under these Rules, the Member would utilize a Secret Ballot, the proxy holder shall also cast the Member's vote by Secret Ballot.

(e) Neither the Association nor the Inspector will be responsible for ensuring that the proxy holder votes the Proxy in accordance with the Member's direction.

(13) **Other Voting and Related Issues.**

(a) Voting by acclamation is permitted pursuant to the Civil Code. Thus, in any election, including, but not limited to, the election of Board Representatives or members of the Executive Committee or officers, when the number of candidates is equal to or less than the number of available seats for a District, balloting may be dispensed and the candidates may be appointed by the Board.

(b) For vacancies on the Board of Representatives any time before the end of the term, the President shall contact the district President of the resigning Board Member and solicit a replacement Board Member from that district's President that will be presented to the Board for ratification without a District nomination process or vote. In the event the district does not propose a replacement Board Member, the district Board vacancy will remain vacant until such time the district President identifies a replacement, or until the next nomination and election period for all Board of Representatives.

(c) For vacancies of a resigning Executive Committee member any time before the end of the term, the Board shall nominate and follow the same procedures for the nomination and election by the Board pursuant to the annual procedures described below.

(d) Association funds may not be used for "campaign purposes" in connection with any Board election. The term "campaign purposes" is defined to include, without limitation, (1) "expressly advocating the election or defeat" of any candidate that is on the ballot; or (2) "including the photograph or prominently featuring the name of a candidate on a communication" from the association (except the ballot and voting materials and equal access communications sent pursuant to the Section, above, entitled "Campaigning").

(e) Nomination of Board of Representative candidates from the floor of membership meetings is prohibited. Write-in candidates for ballots shall be prohibited.

(f) There shall be a training and orientation meeting conducted each January for the Board of Representatives and Executive Committee, performed by the Association's legal counsel and management company.

(14) **Executive Committee Elections**

(a) The Executive Committee shall be elected, or appointed, by the Board of Directors.

(b) The President and Vice-President of the Association shall automatically be members of the Executive Committee. The President will serve as the Chairman and the Vice President will serve as the Vice-Chairman.

(i) The previous President will automatically be a member of the Executive Committee during their first year following their Presidency so long as they are on the Board of Representatives.

(ii) The appointed Treasurer may also be an automatic member of the Executive Committee as long as they are on the Board of Representatives.

(c) Members of the Executive Committee, who are not automatically appointed, shall be elected by the Board during the annual organization meeting.

(d) Directors may cumulate their votes for the election of remaining Executive Committee members that are not automatic members. A Director may give one candidate a number of votes equal to the number of open positions on the Executive Committee or distribute their votes among the candidates in any manner.

(e) Under no circumstances may the majority of the Executive Committee members be from one District.

(15) **Timelines**

(a) **Board of Representatives**. For the election of members of the Board of Representatives, the following timeline shall be used:

EVENT	DEADLINE	DAYS BEFORE ELECTION (Estimates only)	COMMENTS
Notice of Nominations Procedures & Nominations Period - Mailing of Candidate Form and general notice of procedure and deadline for submitting a nomination – including required notice for voting by acclamation	By ____, 20__ (AT LEAST 30 DAYS BEFORE THE CLOSE OF NOMINATIONS)	120	<i>Candidates must be Members of the Association at the time of nomination. This must be delivered at least 30 days before any deadline for submitting a nomination.</i> - For acclamation, must provide notice (1) of the number of positions that are open for election; (2) of the deadline for submitting nominations; (3) of the manner in which nominations can be submitted; (4) informing members that if election is uncontested at the close of nominations, the Board may fill seats without balloting.
Mailing of election by acclamation reminder notice - For acclamation only	By ____, 20__ (AT LEAST 7-30 DAYS BEFORE THE CLOSE OF NOMINATIONS)	97-120	<i>Reminder notice must contain each of the items in the initial notice and a list of the names of all of the qualified candidates to fill the Board positions as of the date of the reminder notice.</i>
Close of Nominations - Candidate Form Return	By ____, 20__	90	<i>Candidate names received after this date will not be included on ballot. Reminder: Any disqualified candidate should be notified of said disqualification prior to the mailing of the General Notice.</i>
Appointment of Inspector(s)	By ____, 20__	90	<i>1 or 3 inspector(s) must be appointed prior to ballots being mailed.</i>
Mailing of General Notice	By ____, 20__ (AT LEAST 30 DAYS BEFORE BALLOTS ARE DISTRIBUTED)	60	<i>Must provide notice of (1) the date and time by which, and the physical address where, ballots are to be returned; (2) the date, time and location of the meeting to tabulate the ballots; and (3) the list of all</i>

			<i>candidates' names that will appear on the ballot.</i>
Verification of the Association Election Materials	By ____, 20__ (AT LEAST 30 DAYS BEFORE BALLOTS ARE DISTRIBUTED)	60	<i>Any reported errors must be made by the inspector(s) of election within two (2) business days.</i>
Appointment of Ballot Collector	By ____, 20__	45	<i>Inspector(s) of Election must appoint, and is typically the Inspector(s).</i>
Ballots Distributed - Secret Ballot Mailing via individual notice w/ Copy of Election Rules	By __ 20__ (AT LEAST 30 DAYS BEFORE ELECTION)	30	<i>Election Rules may also be posted to internet site with 12-point font saying: "The rules governing this election may be found here: [insert web address]"</i>
Board Meeting/Ballot Counting	By ____, 20__	0	<i>Tabulate ballots; newly elected Representatives shall be present and seated during meeting</i>
Publication of Election Results	By ____, 20__	+15 (days after election)	

(b) Officers and Executive Committee. For the election of Officers and members of the Executive Committee, the following timeline shall be used:

EVENT	DEADLINE	COMMENTS
Nominations – from the Floor	October meeting	<i>Nominations may be made from the floor at the October Board meeting only</i>
Nominations – via email	Approximately two weeks after October Board meeting, deadline set by President or Vice President	<i>Nominations from the floor will not be accepted after the October Board meeting. No nominations will be accepted after the date set by the President or Vice President</i>
Vote	At November Board meeting	<i>Vote done by ballot or via email (to management if attending by phone or videoconference) during meeting</i>
Officers	At November Board meeting	<i>Vote done by secret ballot or via email (to management if attending by phone or videoconference) during meeting</i>