

**OPERATING RULES for the 2020-2021 SPECIAL ELECTION**  
**of the BOARD OF DIRECTORS**  
**for the GUJARATI CULTURAL ASSOCIATION OF BAY AREA**

A dispute has arisen regarding the election and election process for the Board of Directors of the Gujarati Cultural Association which has resulted in litigation in the Alameda County Superior Court described as Patel v. Gujarati Cultural Association of Bay Area, Case No. HG20062418. To resolve the controversy, the parties have agreed to a Special Election of the Board of Directors for the Gujarati Cultural Association of Bay Area (hereinafter “GCA”) to be held from **October 19, 2020 to January 18, 2021**.

**The Special Election Operating Rules are as follows:**

**1. SPECIAL ELECTION:**

The elections process set forth in the GCA Bylaws is suspended for purposes of this Special Election. However, the Special Election shall comply with California Corporations Code 5615.

**2. ELECTION INSPECTOR:**

Honorable Judge Julia Spain of the Alameda County Superior Court will serve as the Election Inspector pursuant to California Corporations Code §5615. The Elections Inspector shall mail a copy of these Election Operating Rules to all GCA members; shall receive all Director Nominations and Consents to Serve; shall prepare and mail the written BALLOT to all GCA members; shall receive, tally and retain all written BALLOTS; and shall certify the election results.

**3. ELECTION SCHEDULE:**

<b>1.</b>	<b>October 19, 2020</b>	Notice of Special Election, Special Election Operating Rules and NOMINATION FORM mailed to all GCA members
<b>2.</b>	<b>November 6, 2020</b>	Deadline for Written Nominations and Consents to Serve to be postmarked and mailed to the Election Inspector;
<b>3.</b>	<b>November 20, 2020</b>	List of nominees and BALLOTS, including pre-printed stamped return envelopes to be mailed to all GCA members;
<b>4.</b>	<b>December 28, 2020</b>	Deadline for BALLOT to be postmarked and mailed to Election Inspector in the official pre-printed stamped return envelopes;
<b>5.</b>	<b>January 18, 2021</b>	2pm Video Conference for GCA Members at which Election Inspector will announce the votes for each candidate and declare the names of the newly elected directors; and unless any patent election irregularities or sustained objections appear, certify the election results.

#### 4. DIRECTOR ELECTION

- a. The election shall be for **17 (SEVENTEEN) individual Board Members**.
- b. The 17 (SEVENTEEN) candidates receiving the most votes shall each serve a **2-year term** pursuant to the GCA bylaws.
- c. **Cumulative voting is not allowed.** This means each voting member cannot vote for any candidate more than once per Official Ballot.
- d. Tiebreaker: In the event of a tie between two or more candidates which would result in the election of more than 17 Board members if all tied candidates served, then the tie shall be broken by vote of the newly elected Board Members who were directly elected without a tie vote. The tied candidate(s) with the most Board Member votes shall be elected until a full Board of 17 members has been chosen.
- e. Terms commence immediately after the Election Inspector certifies the election results.
- f. Upon certification of the election results, all current Board members cease to serve in any capacity on the Board of Directors unless elected pursuant to this Special Election.
- g. Upon certification of the election results, all current Board members who have not been re-elected shall return all GCA documents, equipment, keys, credit cards, and any other property of GCA within their possession to the Board of Directors elected pursuant to this Special Election.

#### 5. VOTING ELIGIBILITY

- a. Only members of the GCA may vote in the Special Election. Eligible members entitled to vote shall be identified on the GCA Membership List stipulated to by the parties to the action and provided to the Election Inspector on or before October 15, 2020. The Election Inspector shall have the sole power to determine eligibility of the GCA members right to vote in the Special Election, based upon Election Inspector's review of the GCA Bylaws, GCA Membership List and Stripe payment account information.
- b. Membership is defined as being the holder of a valid "Individual," "Lifetime," or "Family" membership in the GCA. Memberships will be considered "valid" if they were current and paid through the 2019-2020 GCA Fiscal Year. (Note: dues were waived for 2020-2021 due to the Covid 19 pandemic).
- c. "Individual" members may complete one (1) Official Ballot.
- d. Each "Family" membership is entitled to complete two (2) Official Ballots.
- e. Each "Lifetime" membership is entitled to complete two (2) Official Ballots.
- f. Regardless of the type of membership, the same individual may not complete more than one (1) Official Ballot regardless of whether they are holders of "Family" or "Lifetime" membership.
- g. All ballots will be sent by mail. Each Individual member will receive one ballot. Each "Family" membership will receive two ballots. Each "Lifetime" membership will receive two ballots. The "Family" and "Lifetime" membership ballots will be sent in the same envelope and should be returned together to the Election Inspector in the same return envelope.

#### 6. CANDIDATE ELIGIBILITY

- a. Any person who has been a voting member of the GCA for the twelve months immediately preceding the election process may stand for election to the Board of Directors (i.e. a voting member of GCA from October 19, 2019 to present). The Election Inspector shall have the sole power to determine eligibility of a Nominee to run in the Special Election, based upon Election Inspector's review of the GCA Bylaws, GCA Membership List and Stripe payment account information. If any Nominee is ineligible, the Election Inspector shall notify the Nominee and the counsel for parties, via email, in order to provide the Nominee with an opportunity to address the concern directly with the Election Inspector via email.

- b. Candidates must be 19 years of age or older as of October 19, 2020 to serve on the Board.

## 7. NOMINATION PROCESS – NOMINATIONS DUE BY NOVEMBER 6, 2020

- a. On **October 19, 2020**, the Election Inspector shall mail the Notice of Special Election, Special Election Operating Rules and NOMINATION FORM to all GCA members.
- b. On **October 19, 2020**, the GCA shall post on its website the Notice of Special Election, Special Election Operating Rules and NOMINATION FORM.
- c. On **October 19, 2020**, the GCA shall post on its website a prominent notice stating that in order to receive the **EMAIL ANNOUNCEMENT OF NOMINEES, MEMBERS must submit their email address to [Dept.520.CMC.Orders@gmail.com](mailto:Dept.520.CMC.Orders@gmail.com) with the Subject Line: GCA Special Election, as soon as possible.**
- d. Any eligible member may self-nominate or nominate other eligible member(s) accompanied by the nominee's written consent to serve;
- e. Nominations and Consents to Serve shall be in writing on the NOMINATION FORM enclosed and mailed to the Election Inspector and postmarked by **November 6, 2020**, addressed as follows:

GCA SPECIAL ELECTION care of:  
Judge Julia Spain  
Alameda County Superior Court  
24405 Amador Street  
Hayward, CA 94544

- f. Replacement Nominations and Consents to Serve forms may be downloaded from the GCA Website.

## 8. ANNOUNCEMENT OF CANDIDATES; BALLOTS DUE BY DECEMBER 28, 2020

- a. On **November 20, 2020**, the Election Inspector shall announce via email to those GCA members who have provided their email addresses as specified above, the names of the nominated CANDIDATES and shall mail an OFFICIAL BALLOT to each GCA Member together with a stamped self-addressed OFFICIAL RETURN ENVELOPE for its return. **To receive the EMAIL ANNOUNCEMENT OF NOMINEES, MEMBERS must submit their email address to [Dept.520.CMC.Orders@gmail.com](mailto:Dept.520.CMC.Orders@gmail.com) as soon as possible, with the subject line: GCA SPECIAL ELECTION.**
- b. Each member's vote(s) shall be kept secret and confidential.
- c. Written ballots shall be mailed back to the Election Inspector by **no later than December 28, 2020**. Ballots with a postmark after that date shall not be counted.
- d. **Ballots must be returned in the OFFICIAL RETURN ENVELOPE** which includes the Member's name, mailing address and Membership Number as confirmation of eligibility to vote.
- e. If a GCA Member has not received their official ballot, the GCA Member must contact Dilip Patel of Zap Printing at [zapprinting@gmail.com](mailto:zapprinting@gmail.com), in order to request a replacement ballot. Zap Printing shall provide the GCA Member with a replacement ballot and a replacement OFFICIAL RETURN ENVELOPE which includes the Membership Number as confirmation of eligibility to vote, for pick up at the request of the GCA member. The GCA member must show photo ID in order to receive the replacement ballot and REPLACEMENT RETURN ENVELOPE. The replacement ballot must be returned in OFFICIAL RETURN ENVELOPE which indicates the MEMBERSHIP NUMBER. **IF A GCA MEMBER SUBMITS TWO OFFICIAL RETURN ENVELOPES WITH THE SAME MEMBERSHIP NUMBER, THEN ALL BALLOTS RETURNED IN THOSE ENVELOPES SHALL BE EXCLUDED FROM THE ELECTION AND THEIR VOTES SHALL NOT BE COUNTED.**

## 9. CANDIDATE CAMPAIGNS

- a. Pursuant to California Corporations Code §5615, candidates may circulate campaign statements or advocate personal points of view to GCA members. **However, any such written or electronic communications shall specify that the candidate, and not the GCA, is responsible for that content.**
- b. Campaigning via mail and email shall be limited to no more than three (3) fliers and three (3) emails from each candidate or slate of candidates to the GCA membership. In email communications, GCA members shall be provided an “opt-out” option to prevent them from receiving any further campaign materials via email if they desire. Candidates may include their own phone number on their campaign materials and invite GCA members to contact the candidate.
- c. Campaign materials may be distributed between **November 20, 2020 and December 25, 2020.**
- d. Candidates may call or text GCA members for the purposes of campaigning. However, at any time the GCA Member may inform the candidate that they wish to opt out from receiving any further calls or texts from the candidate. Candidates may not direct, request or allow others to make calls or texts to GCA members on their behalf.
- e. After the announcement of the Nominees by the Election Inspector on November 20, 2020, the GCA shall provide eligible Nominee(s) *upon written request* with an electronic copy of the GCA Membership List in a Microsoft Excel Spreadsheet format for use only in campaigning during this Special Election process. The GCA Membership List shall include the following information: the member’s name, mailing address, email address, phone number, membership number, and photograph on file with the GCA. The Nominee *shall agree in writing* that the information shall NOT be used for purposes other than the 2020-2021 GCA Board of Directors Special Election and shall agree to destroy and delete the GCA Membership List from their electronic devices and destroy any and all hard copies of the GCA Membership List upon certification of the election results.
- f. Current GCA assets including but not limited to the GCA Database developed by Dukami (or related data therein), the Mail Chimp Account (or related data therein), the Newsletter, or the Website, shall not be used for any campaign purposes by anyone.

## 10. ELECTION RESULTS ANNOUNCED

- a. On **Monday, January 18, 2021 at 2pm**, the Election Inspector shall sponsor a video conference with the Nominees who have provided their email addresses as specified above via BlueJeans.com at which the Election Results will be announced. The Election Inspector will personally tally the ballots, announce the total number of votes for each candidate, and declare the names of the candidates with the most votes who shall then be deemed elected. The video conference will be live-streamed and all GCA members are encouraged to view the public broadcast.

## 11. CERTIFICATION OF ELECTION

- a. Unless a patent irregularity appears or a party timely objects to the election results and makes a prima facia showing of irregularity which the Election Inspector sustains, the election results shall be certified as soon as the votes are fully tallied.

\*All references herein to “mail” refer to US Mail, properly addressed, postage prepaid.