

GENESEE FOUNDATION

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2024 GENESEE FOUNDATION ELECTION INFORMATION

Congratulations!

The Genesee Foundation staff has prepared this packet to assist you in the procedures for the Annual Election.

Enclosed in this packet is information related to the 2024 Board of Directors and Architectural Review Committees (ARC) election on November 5th.

Enclosed you will find:

1. 2024 Election Dates
2. Board Member Job Description
3. Code of Conduct for Candidates
4. Code of Conduct Policy: Genesee Board Members
5. Conflict of Interest Policy: Genesee Board Members
6. Civility Commitment
7. ARC Code of Conduct
8. Election Procedures
9. Rules for the Special Edition of the Genescene
10. Candidate Statement Format
11. Nomination Acceptance Form
12. Poll Watcher Duties and Regulations
13. Memorandum regarding Genesee Foundation Master List

Please refer any questions to Governance Committee at governance@geneseefoundation.org or Brian Kincaid (Community Manager) 303.526.0284 or briank@geneseefoundation.org

Sincerely yours,

2024 Governance Committee

2024 ANNUAL ELECTION DATES

THURSDAY, OCT. 10, 2024

An Open Forum with candidates, via zoom, providing a wonderful opportunity to learn more about their receptiveness, their views, and our community in a positive and constructive environment.

MONDAY, OCT. 14, 2024

Deadline for Candidates' Issue articles, headshots, and acceptance forms by 12 p m at the Vista Clubhouse outside dropbox or emailed to briank@geneseefoundation.org

TUESDAY, OCT. 22, 2024

Candidates Issue of the Genescene delivered to resident owners and mailed to non-resident owners.

TUESDAY, OCT. 22, 2024

Open Forum with Moderator. Virtual, 6:30pm via zoom

TUESDAY, NOV. 5, 2024

ANNUAL ELECTION DAY

Poll watchers appointed by candidates must be registered with the Genesee Foundation office.

WEDNESDAY, NOV. 6, 2024

Posting of Election Results at Vista and Foothills Clubhouses and Genesee website (Before end of business day - 4:00pm)

THURSDAY, NOV. 7, 2024

ANNUAL MEETING; Virtual, 6:30 PM

BOARD MEMBER JOB DESCRIPTION

Primary Importance:

- » Be a member of the Genesee Foundation as an owner or resident.
- » Sign the board Code of Conduct and Conflict of Interest policies.
- » Be willing to serve as a liaison to a standing committee.
- » Be willing to invest the time required.
- » Be willing to serve the best interests of the entire community.
- » Display personal integrity and good character.

Desirable:

- » Be a constructive communicator with good people skills.
- » Have some leadership experience in a volunteer organization, business, government office, education institution, etc.
- » Have successfully served the Genesee community as a committee member, participant in a working group, or as a volunteer.
- » Have calm, reasonable judgment.

Job Guidelines, Board members should:

- » Work for the best interests of the overall community.
- » Be a proactive ambassador for the community.
- » Attend most board meetings in person or virtually.
- » Be familiar with these governance guidelines and the governing documents of the Foundation.
- » Be willing to serve on one or more Genesee committees or as a board liaison.
- » Be open to being a board officer.

**CODE OF CONDUCT FOR CANDIDATES
STANDING FOR ELECTION TO THE FOUNDATION BOARD AND ARCHITECTURAL REVIEW COMMITTEE**

To protect the Genesee tradition of fair, open, and honest elections, the following guidelines have been established:

1. All candidates are encouraged to keep the tone positive, constructive and respectful.
2. Candidates are encouraged to differentiate between what is fact and opinion; and where items are stated as fact, they should be accurate.
3. All published materials shall be signed by the person(s) responsible for its contents (the "author").

These guidelines shall apply to all statements made by each candidate and the candidate's representatives and apply to all written and oral communication including, but not limited to, the Genesee Election Issue, Candidates' Night, and the Open Forum, flyers, electronic communication sent to residents, door-to-door canvassing, and community meetings.

March 19, 2011 (effective date)

_____ (Signature)

_____ (Date)

CODE OF CONDUCT FORM: GENESEE BOARD MEMBERS

A board position at the Genesee Foundation is a leadership position of trust, responsibility, and service to the greater community. It is meant to enhance the long-term tangible and intangible assets of the community, as well as the quality and safety of life envisioned for members and residents.

Board members will:

1. Strive at all times to serve the best interests of the community as a whole.
2. Use sound judgment to make the best possible decisions for the community, considering all reasonably available information, circumstances, and resources.
3. Perform their duties diligently, acting within their authority as defined by law and the governing documents, policies, and procedures of the Foundation, the board, and the Architectural Review Committee.
4. Provide opportunities for residents to comment on decisions before those decisions are finalized.
5. Perform their duties without bias.
6. Conduct open, fair, and well-publicized elections.
7. Reaffirm their understanding of these principles by re-signing the Code of Conduct each year at or before the first board meeting after the annual members' meeting.
8. Support all duly adopted board decisions, even if the board member was in the minority regarding actions that did not obtain unanimous consent. This shall not preclude a board member from publishing the reasons for his/her dissent in a respectful and orderly fashion which does not undermine the integrity or credibility of the board or any of its members.

Board members will not:

1. Reveal to others confidential information unless specifically authorized by the board or required by law.
2. Make promises not authorized by the board, or exercise authority as a board member, except when acting as an official member of the board, or as authorized by the board.
3. Advocate or support any action that violates a law or regulatory requirement.
4. Use their positions or authority for personal gain or to seek advantage for any friends or relatives over another member or resident
5. Spend unauthorized association funds for their own personal use or benefit, or the benefit of friends or relatives.
6. Accept any gifts—directly or indirectly—worth \$50 or more from owners or residents when matters concerning them are being considered, or from contractors or suppliers.
7. Knowingly misrepresent facts in any issue involving community business.
8. Divulge confidential, personal information about any association owner, resident, or employee that was obtained in the performance of board duties.
9. Make personal attacks on colleagues, staff, or residents.
10. Harass, threaten, or attempt through any means to control or instill fear in any board member, owner, resident, employee, or contractor.
11. Reveal to any owner, resident, or third party, including spouses, significant others, or family members, the discussions or decisions made at any board meeting properly held in executive session.

Policy Approval:

- Approved By: Board of Directors
- Supersedes: Code of Conduct: Genesee Foundation Board of Directors, March 22, 2023 (after review of April 12, 2017, June 8, 2011 and November 9, 2006 versions)
- Approval Date: March 22, 2023
- Review Date: 5 years

CONFLICT OF INTEREST: GENESEE BOARD MEMBERS

This policy shall apply to Genesee Foundation board members in situations where conflicts of interest arise or exist. The controlling statute as of this date is Colorado Revised Statute 7-128-501, set forth verbatim below in italics.

1. A “conflict of interest” of a board member is a “conflicting interest transaction,” as defined in 7-128-501.
2. When a conflict of interest arises or exists, the provisions of 7-128-501 shall govern and control the conduct of the board member(s), the disclosure and resolution of the conflict of interest, and any action taken with respect to a conflicting interest transaction.
3. This policy shall be reviewed when new legislation is adopted by the Colorado legislature specific to “conflicts of interest,” in non-profit or homeowner association boards or as otherwise determined by the Genesee Foundation board.

COLORADO REVISED STATUTE 7-128-501.

Conflicting interest transaction. (1) As used in this section, “conflicting interest transaction” means: A contract, transaction or other financial relationship between a nonprofit corporation and a director of the nonprofit corporation, or between the nonprofit corporation and a party related to a director, or between the nonprofit corporation and an entity in which a director of the nonprofit corporation is a director or officer or has a financial interest.

(2) No loans shall be made by a corporation to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

(3) No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the nonprofit corporation, solely because the conflicting interest transaction involves a director of the nonprofit corporation or a party related to a director or an entity in which a director of the nonprofit corporation is a director or officer or has a financial interest or solely because the director is present at or participates in the meeting of the nonprofit corporation’s board of directors or of the committee of the board of directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the director’s vote is counted for such purpose if:

(a) The material facts as to the director’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the board of directors or the committee, and the board of directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or

(b) The material facts as to the director’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or

(c) The conflicting interest transaction is fair as to the nonprofit corporation.

(4) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes, approves, or ratifies the conflicting interest transaction.

(5) For purposes of this section, a “party related to a director” shall mean a spouse, a descendant, an ancestor, a sibling, the spouse or descendant of a sibling, an estate or trust in which the director or a party related to a director has a beneficial interest, or an entity in which a party related to a director is a director, officer, or has a financial interest

Policy Approval:

- » Approved By: Board of Directors
- » Supersedes: Code of Conduct: Genesee Foundation Board of Directors, April 12, 2017 (after review of June 8, 2011 and November 9, 2006 versions)
- » Approval Date: April 26, 2023
- » Review Date: 5 years

GENESEE FOUNDATION MEMBER COMMITMENT TO CIVILITY

Our Genesee Community is committed to fostering a climate of mutual respect, open discussion and debate, and civility between all who live in, work in, and visit our community.

We commit to, and request each individual, whether a resident, board or committee member, community association manager, or staff member to be accountable for her or his own actions and words.

We believe all interactions in the community should be civil despite any differences of opinion on a particular issue. We believe in finding common ground and engaging in civil discussion about community issues important to each of us.

We commit to and invite all residents to be engaged and informed. Get to know your neighbors, your board members, and your community manager. Attend meetings, join a committee, or serve on the board. Understand the community's rules, regulations, and covenants, and the value they add. Ask questions, share your opinions, and vote.

We believe the guiding principles addressed in these commitments to civility, as well as engaged and informed residents, are a vital part of our shared goal of being a vibrant, thriving community.

We sincerely hope that you will choose to join your neighbors and friends in helping to make Genesee an exemplary place to live and work.

Adopted by Board Resolution on April 26, 2020

_____ (Signature)

_____ (Date)

ARCHITECTURAL REVIEW COMMITTEES (ARC) CODE OF CONDUCT

Genesee Foundation Architectural Review Committee Members are expected to:

- » avoid conflict of interest and follow the conflict of interest procedures as provided in Colorado Revised Statutes, Section 7-128-501
- » never use their position for personal advantage
- » not disclose confidential information of the Architectural Review Committee or the Foundation unless required by law
- » act only with the knowledge and permission of the ARC
- » notify the other ARC members of any situation in which they are involved that could be perceived as an improper bias for or against a matter before the ARC
- » recuse him/herself from review, consideration or voting on any matter before the ARC when they have a bias for or against a person which does not allow them to be impartial, a direct personal or family financial interest in a matter or when requested to do so by a majority of all members of the ARC
- » comply with the applicable governing documents, policies and procedures of the Foundation

I have read the Genesee Foundation ARC Committee Member Code of Conduct and agree to abide by it.

Signed: _____ Date: _____

2024 GENESEE FOUNDATION ANNUAL ELECTION INFORMATION

ELECTION PROCESS

Members of the Genesee Foundation (all Genesee residents and lot owners) are urged to (1) attend the Candidates' Night, Thursday, October 10, 2024 (2) vote in the Annual Election, Tuesday, November 5, 2024 and (3) attend the Annual Meeting, Thursday, November 7, 2024. Your vote is of great importance to your community. For any election to be valid in Genesee, the casting of at least ten percent of the total eligible votes is necessary. Please make sure you come to the Vista Clubhouse on or before Tuesday, November 5, 2024, to vote or vote by mail so ballot is received by Nov 5.

This year, there are four 2-year term positions, and one 1-year term open on the Board of Directors. Voters will also choose a resident to serve on the Architectural Review Committee for a 1-year term.

NOMINATION

Candidate may nominate themselves or be nominated by another resident. In order to have his or her name printed on the ballot, a person must have been nominated on Candidates' Night, Thursday, October 10, 2024 and must have delivered a signed acceptance to the Foundation Office either by email or in the outside dropbox by 12pm on Monday, October 14, 2024. The acceptance must specify whether the nominee is seeking a two-year Board Member's position, the 1-year board member position, or a one-year term as an ARC volunteer. The November ballots will also provide spaces for write in candidates. Open Forum is scheduled for 6:30 PM Tuesday, October 22, 2024.

VOTING PROCESS

There are three ways in which to vote in the Annual Election of the Genesee Foundation. They are as follows:

1. By Absentee Ballot: Absentee ballots will be mailed to all lot owners by or on Tuesday, October 22, 2024. These are the only ballots owners of record will receive. Owners of record voting by absentee ballots must record their vote and place the ballots in the "Privacy Envelope" provided. The Privacy Envelope should be sealed. Each of the record owners of the property should sign, date and indicate filing, lot, and address on the outside of the Privacy Envelope in the provided space. Please be sure all owners of record sign the envelope. The ballots should then be returned to the Genesee Foundation either by mail (envelope provided) or by delivering it to the Foundation Office at Vista Clubhouse (no later than 6:00 p.m.) on Tuesday, November 5, 2024. Ballots will be opened and counted by volunteers of the Governance Committee and Foundation Staff.
2. In Person on Election Day: Owners of Record wishing to vote in person should follow the above procedures and place the sealed Privacy Envelope in the Genesee Foundation ballot box. The ballot box will be located at the Vista Club- house: 24425 West Currant Drive, Golden, CO 80401 between the hours of 7:00 a.m. to 6:00 p.m. on Tuesday, November 5, 2024.
3. By Executing a Proxy: For those who wish to use proxies and allow a designated person to cast their ballots, a proxy form will be included with the ballot. Proxy holders vote their proxies on Election Day, Tuesday, November 5, 2024, between the hours of 7:00 a.m. to 6:00 p.m. at the Vista Club- house only.

ELECTION RESULTS

Ballots will be counted by the Governance Committee and Foundation Staff. (Election results will be posted by 4:00 p.m. on Wednesday, November 6, 2024.)

ANNUAL MEETING

The Annual Meeting of the Members of the Genesee Foundation will be held virtually through zoom on Thursday, November 7, 2024 at 6:30 p.m. The following items of business are addressed at the Annual Meeting:

Business Meeting

- » Approval of Minutes of 2023 Annual Meeting
- » Reports of Committees
- » Reports of Officers
- » Acknowledgment of retiring Board Members
- » Introduction of new Board Members
- » Comments from residents
- » Adjournment

*NO VOTING TAKES PLACE AT THE ANNUAL MEETING.

GENESCENE ELECTION SPECIAL EDITION

The Genescene will publish a Special Candidates' Edition in which candidates for the Genesee Foundation Board of Directors and the Architectural Review Committee Representative may introduce themselves to the community. In order to be included in this publication, qualifications, statements, and photos must be submitted on USB or via email (frontdesk@geneseefoundation.org) to the Genesee Foundation Office no later than 12 p.m. on Monday, October 14, 2024 along with your signed acceptance. The following are the guidelines which must be followed.

1. Each candidate will be allocated approximately 750 words or one full page (8½ X 11). Font size can be no smaller than size 10.
2. There will be no editing done by the Foundation Staff.
3. Candidates' photos must be submitted by 12pm Monday, October 14, 2024. These photos will be included in the Special Candidates' Edition of the Genescene.
4. The submittal must be on a USB or via email in Microsoft Word Format for the language and JPEG format for the photo.
5. The Special Edition will be delivered on or about Tuesday, October 22, 2024, to all residents. It will also be mailed to all non-resident property owners.
6. For further information, please contact the Genesee Foundation Office at 303.526.0284 or frontdesk@geneseefoundation.org
7. See next page for candidate statement format.

CANDIDATE STATEMENT FORMAT

In preparing your candidate statement, we suggest you address the following five categories.

PERSONAL STATEMENT

- » Can contain comments on family, length of time lived in Genesee; activities of interest; educational and professional background, etc.

ROLE AND RESPONSIBILITIES

- » Summarize your understanding of the role and responsibility of Board members.

QUALIFICATIONS

- » What qualifications and experience make you uniquely qualified to serve on the Foundation Board.

COMMUNITY ISSUES

- » Identify the issues you feel are of most importance to residents and comment on those you would want to address.

RESIDENT INPUT

- » Comment on the value of resident input on Board decision making as well as ways to facilitate communication with residents.

ACCEPTANCE

FOR BOARD OF DIRECTORS OR ARCHITECTURAL REVIEW COMMITTEE REPRESENTATIVE

I, _____ (Name) hereby accept the nomination for (check one)

Member of the Genesee Board of Directors (two year term)

OR

ARC Representative for the Genesee Foundation (one year term)

and accept the terms of the Code of Conduct for the office for which I am running.

_____ (Signature)

_____ (Date)

In order to have your name printed on the Ballot; this form must be completed and signed, and returned to the Foundation Office by 12pm on Monday, October 14, 2024.

POLLWATCHERS

Each candidate whose name is on the ballot shall be entitled to appoint Persons, only one of whom can act at any one time in his/her behalf during the voting and/or vote counting process. Prior to Election Day, the candidate shall certify the names of his/her watchers with the Election Chairperson. The deadline for candidates to register the names of their poll watchers and their watch schedules is on Monday, November 4, 2024 by noon.

DUTIES AND REGULATIONS FOR WATCHERS

- » Each watcher shall have the right to witness and verify each step in the conduct of the election from 15 minutes prior to the opening of the polls through the completion of the count and announcement of the result. Poll Watchers must stand fifteen feet back. Each watcher may also point out any discrepancies that may occur and to assist in their correction.
- » Watchers cannot be the spouse of a candidate.
- » No campaigning (passing out literature, etc.) within 300 feet of polls.
- » Watchers will not in any manner make known to anyone the results of the votes as they are being counted or before the results are made public.
- » During the election and the counting of the votes, all watchers will conduct themselves in a manner which will not cause distraction to the counters as monitored by the designated representative of the Governance Committee and Foundation Staff, i.e. no smoking, unnecessary talking, interruptions or interfering with the election process.

MEMO

To: Genesee Foundation Board Candidates
From: Genesee Foundation Election Committee
Date: October 7, 2024
Re: Genesee Foundation Master List

In order to aid the election process, the Foundation Office makes available to any candidate in the 2024 election the Genesee Foundation Master List of all property owners. This list will be available from Monday, October 7, 2024 through Monday, October 28, 2024. You may obtain a copy by emailing frontdesk@geneseefoundation.org.

If we can be of any further service, please call 303.526.0284.