

Election Rules & Procedures

Rules & Procedures. The purpose of these election rules and procedures (this "Election Code") is to establish rules intended to ensure that HSC campaigns and elections are fair, informative, relevant, open and honest, and that candidates and their supporters are fair-minded, truthful, consistent, and accountable. By empowering the Election Committee to facilitate the dissemination of current and relevant information about the election, and take appropriate actions in the event of violations of the principles described herein, the Board hopes to foster an environment for a more honest and substantive election and, ultimately, a better and stronger HSC. Through this Election Code, the Board hopes to encourage informed participation in Club elections and an increased understanding of policy and other issues that the Club must confront. This Election Code applies to each election of directors and to each HSC Member and any other person who campaigns in connection with an election.

Bylaws. This Election Code is to be read in conjunction with the Club Bylaws. To the extent of any conflict between the Bylaws and this Election Code, the Bylaws shall control. Other Club policies and procedures may also apply, to the extent not inconsistent with this Election Code.

Definitions. As used herein, the following terms, whether capitalized or not, have the meanings set forth below, unless the context clearly requires otherwise.

"Campaign statements" include all statements or materials used or to be used for "campaigning," whether written or oral, and regardless of where disseminated or published. Campaign statements include, but are not limited to, statements made via any and all forms of electronic communication, including email, websites, and blogs, and regardless whether such forms of electronic communication have been designated by the Election Committee as approved forums for the making of such statements.

"Campaigning" means any printed or verbal statement that relates, directly or indirectly, to a Candidate. Campaigning includes statements that support a candidate, as well as those that may show a candidate in an unfavorable light.

"Candidate" means a Member who is eligible and running for a seat on the Board of Directors. The Member bears the burden of proof to confirm eligibility by clear and convincing evidence.

"Election" means HSC's annual election of Directors at the AGM.

"Member" is defined in the HSC Bylaws.

Candidate Orientation Meetings. Prior to each election, the Election Committee shall hold at least two Candidate Orientation Meetings on different days of the week and at different times of the day. Each person interested in running for office (including incumbents seeking reelection) is required to attend a Candidate Orientation Meeting, absent good cause, where he/she will be informed about candidate rules, regulations, and ethics, as well as candidate eligibility and the functions and responsibilities of Board members, including time commitments. The first Candidate Orientation Meeting shall be held at a time and place designated by the Election Committee. The Election Committee shall use its best efforts to hold the first meeting no later than five (5) days before the deadline for submission of Nominating Statements, and the second Candidate Orientation Meeting no later than five (5) days after the deadline for submission of Nominating Statements. A candidate who, with good cause, is unable to attend either of the Candidate Orientation Meetings must make arrangements with the Election Committee to receive all information disseminated at the Candidate Orientation Meetings.

Candidate Open Forum. Following verification of the candidate applicants' qualifications, the Election Committee may, in its discretion, sponsor one or more Candidate Open Forums for the benefit of the Members. The Election Committee shall determine the format of the Candidate Open Forum. Each candidate shall

have an opportunity to make a statement. Each candidate shall be granted equal time to make his/her statement.

Voter Information Guide (Guide). The Election Committee may, in its discretion, publish a Voter Information Guide that it shall post on the HSC website and make available at the AGM. The Guide shall include candidate statements in a format designated by the Election Committee, together with such other information as the Election Committee shall determine to be necessary or appropriate to carry out the purpose of this Election Code, as set forth in the first paragraph above.

Withdrawal of Candidates. A candidate may withdraw from participation in an election at any time by informing the Election Committee in writing. If the ballots have not been printed at the time of proper notification, the Election Committee shall not place the withdrawn candidate's name on the ballot. Votes cast for a candidate who has withdrawn shall not be counted under any circumstances. In the event the Election Committee is unable to remove the candidate's name from the ballot before the election commences, the Election Committee will identify each withdrawn candidate to the voters and advise voters that a vote for a withdrawn candidate will not be counted.

Compliance with Election Code Rules. The Board acknowledges that, notwithstanding this Election Code, campaign statements may be made at various times of year, and not just in the weeks prior to the election. Thus, each candidate and each other person involved in campaigning is required to comply in all respects and at all times with this Election Code and the Candidate Responsibilities in connection with the making of any campaign statement, whether such statement is made before or after the applicable campaign starting date and time established by the Election Committee. In the event of an alleged violation of this Election Code that is based on a statement made prior to the established campaign starting date and time, the Election Committee will evaluate all relevant factors and circumstances to

determine whether such statement constitutes a campaign statement under this Election Code.

Responsibility of Candidates. It is the responsibility of each candidate to ensure that each person involved in his/her campaign, whether formally or informally, is fully informed about the Candidate Responsibilities and each rule or regulation regarding elections. Each candidate is responsible for the actions of each person and organization participating in his/her campaign, whether formally or informally, who violates any of the policies, procedures, and regulations pertaining to elections.

Campaign Statements. Campaign statements, as such term is defined above, are subject to the following rules and restrictions, in addition to such other reasonable rules and restrictions as may be adopted by the Election Committee.

- 1) Each campaign statement must be submitted to the Election Committee for approval prior to publication. The Election Committee shall review submitted campaign statements for compliance with the Election Code and give notice of its decision to the person who submitted the statement within 48 hours after receipt. Only approved campaign statements may be published or disseminated.
- 2) Campaign statements may only be published in the areas or forums designated in writing by the Election Committee.
- 3) No Member, candidate, or other person involved in campaigning may alter, remove or destroy campaign statements of another candidate without the prior written approval of the Election Committee.
- 4) No Member, candidate, or other person involved in campaigning may disseminate or publish campaign statements that contain false or misleading information, or that otherwise violate any of the terms of the Election Code.

5) The publication and dissemination of campaign statements regarding any election shall not begin before a time and date specified by the Election Committee.

6) All campaigning activities must cease as of 10:00 pm of the date immediately preceding the date of the AGM. No campaigning activities of any kind may be conducted after such time.

7) Campaign statements must be kept separate from statements regarding official club business.

8) Each person who campaigns shall be subject to the requirements of the Candidates' Campaign Pledge, whether he or she is a candidate or other person involved in campaigning.

Publication of Information by Election Committee. The Election Committee shall maintain a page (or area) on the HSC website during the campaign, which it will use to facilitate the dissemination of current and relevant information about the election. Such information shall include logistical information as well as information which the Election Committee determines to be necessary or appropriate to best ensure that complete, relevant and accurate information is made available to HSC's members concerning the election, the candidates and issues relating to them. In this regard, as needed, the Election Committee shall use the web page to correct misstatements and misleading statements that are brought to its attention during the course of the campaign. In cases where the Election Committee does not have sufficient knowledge to determine whether a statement is accurate and not misleading, it may permit a candidate or other person to submit a statement countering the allegedly untrue or misleading statement. Subject to the review and approval of the Election Committee, such statement may be posted on the website. In its discretion, the Election Committee also may publish information via mass email to the Club's members.

Compliance with Campaign Rules. The Election Committee may establish reasonable rules concerning campaigning to help ensure that statements made by candidates and their supporters are true, complete, relevant and not misleading, and otherwise to protect the interests and reputation of HSC. Candidates and each other person involved in campaigning will be required to comply with all such rules once they have been posted on the HSC website or set forth in a mass email message to the membership.

Election and Campaign Violations. The Election Committee shall be responsible for enforcement of this Election Code, including the determination of an appropriate penalty for any violation. The Election Committee may consult with legal counsel concerning whether an action proposed to be taken pursuant to this authority is reasonable. The rules and procedures regarding alleged violations of this Election Code are attached hereto as *Exhibit C*.

EXHIBIT A

Board Member Responsibilities & Personal Characteristics

Persons should consider the following Individual Board Member Responsibilities, Board Member Personal Characteristics, and Legal Responsibilities Of Nonprofit Board Members when making their decision to run for a seat on the Board. Individuals who are considering a candidacy for a seat on the Board should also familiarize themselves with the Club's Bylaws, and, in particular, Article 2 of the Bylaws, which relates to the nominations and election process, as well as the powers and responsibilities of the Board, as well as the information set forth below. To be a candidate for a seat on the Board, you will be required to submit a written statement confirming that (a) if elected, you will perform and comply with all of the responsibilities described below; and (b) to the best of your knowledge, you possess the personal characteristics to be a Board members, as set forth below.

A. Individual Board Member Responsibilities

As a Board member, you are expected to:

Attend and actively participate in all monthly Board meetings, and special meetings called on an as-needed basis

Review and, as requested, reply to correspondence from Club officers and others between meetings

Review materials circulated in advance of each meeting so that you are prepared to analyze and discuss issues, and make decisions in an efficient manner

Actively participate in the management of the Club, including aspects of the Club's business with respect to which you are most qualified, interested, and/or experienced

Attend and actively participate in all Club functions and special events

Be informed about the HSC's mission, services, policies, and programs

Accept Club positions, serve on committees and task forces, take on special assignments and responsibilities, and follow through on them

Inform others about HSC and its programs

Promote the programs and goodwill of HSC in the community.

Recruit volunteers who can make significant contributions to the work of the Board and HSC

Comply with conflict of interest and confidentiality policies established by the Board or as required by law

Assist the Board in carrying out its fiduciary responsibilities, such as reviewing the HSC annual financial statements, assisting with the preparation of the HSC budget, working within budget constraints, adhering to and monitoring compliance by others with HSC's Bylaws, policies and procedures

Be aware of what is happening within the Club, ask questions, and demand reports and accountability

B. Board Member Personal Characteristics

An HSC Board Member is expected to:

Be truthful, honest, and fair

Be discreet, prudent and tactful

Meet the highest ethical standards and act with integrity

Have a developed sense of strong moral values

Listen, analyze, and think clearly and creatively

Possess excellent judgment and common sense

Work well with people individually and in a group

Be sensitive to and tolerant of differing views

Be open to compromise

Employ a responsive, patient and friendly approach to problem-solving

Be willing and able to at all times treat Club members, coaches, players, and fellow Board members with respect and courtesy

Be reliable, dependable and accountable

Be friendly and approachable

Act primarily for the Club's benefit in carrying out your duties as a director, and be loyal to the Members as a whole

Be prepared and willing to give generously of your time and talents

Be willing to develop certain skills that you may not already possess, such as the ability to: cultivate and solicit funds, cultivate and recruit board members and other volunteers, read and understand financial statements, contribute positively to the development of the Club's substantive programs and long-term strategic planning

Be prepared to make a sustained contribution to the club.

Be willing to work for the betterment of the Club without any expectation of financial compensation for your efforts

C. Legal Responsibilities Of Nonprofit Board Members

When you become a director of HSC (or any nonprofit organization), you become a *fiduciary* of the Club. That means that you *must act primarily for the Club's benefit* in carrying out your duties as an director. A fiduciary relationship involves a very high degree of trust and confidence. Although you may be personally interested in, e.g., the advancement of your own child's soccer career, your own compensation as, e.g., a trainer or referee, your personal friendship with a coaching candidate, your own status within the club, or tangible or intangible benefits you may receive by virtue of your (non-Board) services to the club or one or more of its teams, once you become an officer or director, you have committed to work for the good of the club as a whole. Directors should meet the highest ethical standards. Under well-established principles of nonprofit corporation law, board members are required to meet certain standards of conduct and attention in carrying out his or her responsibilities to the organization. These standards are usually described as the duty of care, the duty of loyalty and the duty of obedience.

1. Duty of Care. The duty of care describes the level of competence that is expected of a board member. It means that you must be an active and informed participant. The duty of care imposes on directors a duty to understand what they are approving and what the alternatives are. It requires officers and directors to exercise their best informed judgment in handling the affairs of the club. For example, if you were asked to vote on whether the club should enter into an agreement for website development services, you (or someone designated by the Board who then reports back to the Board) should investigate and compare the reputation of the possible providers of the services, the quality of their services and products, potential for discontinuation of the selected model, commitment re: service and support after the sale, policies re: reorders, their prices, etc. *Basically, it means that you must use your best efforts to ascertain the known and potential costs and risks, as well as the potential benefits, of a given action (as well as viable alternatives).* A board

member owes the duty to exercise reasonable care when he or she makes a decision as a steward of HSC.

2. Duty of Loyalty. The duty of loyalty is a very strict, stringent duty, and the consequences of breaching it can be severe. The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the HSC. This means that a board member can never use information obtained as a member for personal gain, but must act in the best interests of the HSC. A director may not favor himself or herself (or anyone else) in making decisions, and may not personally benefit from his or her position as an officer or director.

3. Duty of Obedience. The duty of obedience requires board members to be faithful to HSC's mission. They are not permitted to act in a way that is inconsistent with the central goals of HSC. A basis for this rule lies in the membership's trust that HSC will manage donated funds to fulfill HSC's mission.

EXHIBIT B

Candidates' Campaign Pledge

As a candidate for the Board, you must make and comply with the following pledge. You also will be responsible for the actions and statements of your supporters unless you publicly disavow them in a manner acceptable to the Election Committee.

- I will conduct a fair, open, honest and positive campaign
- I will listen to and address differing viewpoints in a respectful and constructive manner
- I will be consistent and clear when communicating to Club members and others
- I will not engage in personal attacks, rumors or innuendos, or distortions or lies
- I will be respectful of other candidates and their views, as well as of the current Board and the views of its members
- I will not in any manner make an appeal to voters which is based on fear, bias or intolerance, and will condemn those who use such practices
- I will refrain from false or misleading statements about other candidates or the merits of their candidacy, and will do everything in my power to prevent others from using such tactics
- If I make, or have made, a statement that reflects poorly on any candidate that I learn was false, even in part, I will apologize in the same forum the statements were made, and publicly correct the misstatements
- If I state my opinion about a matter, I will make it clear that it is my opinion, and not a statement of fact. I will not represent as fact anything that I cannot establish is fact based on evidence available to me. When making statements of fact, I will not overstate or understate the facts

- I will disclose any conflict of interest that I may have, and any personal benefit that I receive or may receive from HSC or by virtue of my involvement with HSC, and any personal interest that I have or may have by virtue of my involvement with HSC. "Personal benefits" include financial benefits to myself, or to relatives, business associates, friends, and/or supporters, as well as non-financial benefits to these people and to myself, including personal recognition, reputation, or the advancement of one's career
- I will be responsible for the compliance by my supporters of this pledge unless I publicly disavow their statements and/or conduct in a manner acceptable to the Election Committee, and will use my best efforts under the circumstances to ensure that they comply with this pledge.

EXHIBIT C

Procedures for Election and Campaign Violations

The Election Committee shall be responsible for enforcement of the Election Code rules, regulations, and procedures, including the determination of the appropriate penalty for any violation. The Election Committee may consult with legal counsel concerning whether an action to be taken pursuant to this authority is reasonable.

Filing of Election Violation Claim. Any Member may file a complaint alleging a violation of the Election Code. Complaints must be submitted in writing by email to the Election Committee Chair at nominations@haverfordsoccer.org no later than 48 hours after the alleged violation was discovered and prior to the announcement of the results of the election.

The written complaint must include:

- i) The name of the person filing the complaint,
- ii) The name of the person against whom the complaint is being filed,
- iii) The date(s), time(s), and location(s) of the alleged violation(s),
- iv) Identification of the specific item in the Election Code that was allegedly violated, and
- v) The name(s) of any witness(es) to the alleged violations(s).

Each election violation charge shall be reported to the Election Committee. The Election Committee shall convene to investigate and rule on complaints and violations of election rules. The Election Committee shall keep each complaint confidential, except as necessary to inform the person against whom the complaint is being filed of the alleged violation.

Determination of Alleged Violation. The Election Committee will determine whether an election violation has occurred, and, if so, it shall determine what penalty shall be imposed. To be sustained, the allegations in a complaint must be established by a preponderance of the evidence, as determined by the Election Committee. A majority vote of the Election Committee is necessary to sustain a finding that an election violation has occurred. Each decision of the Election Committee concerning complaints of alleged violations must be in writing.

Factors to be Considered. The Election Committee shall consider the following factors in determining penalties:

- a) severity and effect of the offense
- b) the intent of the offender and/or his/her campaign workers
- c) the willingness of the offender and/or his/her campaign workers to cooperate with the Election Committee in evaluating the complaint
- d) such other factors as the Election Committee determines to be relevant

Penalties may be administered by the Election Committee privately or publicly, as determined by the Election Committee based on a consideration of the factors set forth above. If the Election Committee determines to administer any penalty publicly, it must first wait until the period for appeal (as set forth below) shall have expired. Unless the Board otherwise agrees, If the person found to have committed an election violation properly appeals the decision, the Election Committee shall not publicly announce its decision or administer any penalty until the Board issues a decision on the appeal.

Penalties. Penalties for election violations may include but are not limited to:

- 1) oral reprimand

- 2) written reprimand
- 3) restraint of specified conduct
- 4) loss of campaigning privileges
- 5) letters of apology to be published on the Club website
- 6) disqualification and removal from the ballot

Other Remedies and Actions. If a Member was elected to the Board and thereafter determined by the Election Committee to have violated the election rules, the Election Committee may recommend to the Board of Directors that the Member be removed from office upon completion of its investigation. If the Election Committee finds a single or combination of election violations to be such that the election was so prejudiced that fair and reasonable selection among candidates was not possible, the Election Committee may recommend to the Board of Directors that all or a portion of the election to be resubmitted for a vote. In addition, because every eventuality cannot be anticipated nor provided for in the Election Code, the Election Committee has authority to take such reasonable action as is necessary to ensure the conduct of a fair election.

Appeals Of Election Committee Decisions

Any party involved may submit an appeal of the decision of the Election Committee to the Board of Directors. The parties will be given 24 hours from the time the decision is announced by the Election Committee to submit an appeal in writing to the HSC Board of Directors. The Board shall keep each appeal confidential, except as necessary to inform (i) the parties involved in the original complaint of the appeal, and (ii) the Election Committee of the Board's decision. The following items are the only grounds for an appeal:

- (1) Significant procedural irregularity.
- (2) Substantial new evidence.
- (3) Severity of penalty.

The Board first will consider if grounds exist for an appeal to be heard. If the Board finds no grounds, the appeal will not be heard and the decision of the Election Committee will be upheld. The Board will then notify the Election Committee and the parties involved in the decision. If the HSC Board of Directors determines that grounds for an appeal exist, the Board may take any of the following actions:

(A) Make a determination on the appeal based on the materials submitted in writing.

(B) Invite the Election Committee Chair to further explain the decision of the Election Committee.

(C) Invite the parties involved to enter the meeting and conduct a hearing following the same procedures as the complaint meeting held by the Election Committee.

The HSC Board of Directors may:

- (1) Affirm the decision of the Election Committee.
- (2) Reverse the decision of the Election Committee.
- (3) Modify the penalties imposed by the Election Committee.

Extensions of time may be granted for good cause as determined by Board. Deliberations of the Board shall be in closed session, with only Board members in attendance.

Board members who are at the time of the appeal also candidates for election shall not participate in any aspect of an appeal, including the review, consideration, deliberations and decision-making.

The decision of the HSC Board of Directors is final.

[1] Details concerning the election of Directors can be found in the Bylaws (see, e.g., Section 2:01:03).