

Vistoso Community Association

NOMINATING AND ELECTION COMMITTEE CHARTER

PURPOSE:

The Vistoso Community Association (VCA) Board of Directors (BOD) has authorized the establishment of the "Nominating and Election Committee". The purpose of this Committee is to serve at the will of the BOD on all matters pertaining to nominations and elections based on the Governing Documents of Vistoso Community Association (VCA). This Committee is formed as a standing committee for the purpose of nominating and electing BOD members to serve on the BOD.

COMMITTEE STRUCTURE AND TERMS:

The Nomination and Election Committee may be chaired by a Board member as required by the Bylaws of Vistoso Community Association section 3.8. This appointment will continue if they are a member of the Board of Directors and will end upon their resignation or removal from the Board of Directors. It is desirable that the committee will be comprised of an odd number of people: 3, 5, or 7 community resident volunteers and is open to anyone willing to assist or has working knowledge, background, or education in interpretation and implementation of governing documents. In the event of 3 committee members, only one BOD member can be a member of the Nominating and Election Committee. If there are 5 members on the committee, it is acceptable to add an additional BOD member (6 total), however only one BOD member can vote on committee motions. If there are 7 members on the Nominating and Election Committee, then it is acceptable to have 2 BOD members on the committee and vote on motions.

Each member of the Committee must be unencumbered by any conflict of interest. Members will be appointed by the BOD through a Resolution.

Appointment consideration criteria will include, but will not be limited to, relevant experience, willingness, and availability to serve, ability to get along with others, fairness, firmness, and ability to function within a team.

AUTHORITIES:

All committee members shall serve at the will of the BOD. The BOD has the right and authority to disband and discontinue any committee or subcommittee, as well as appoint or dismiss any committee member or subcommittee member, with or without cause. The BOD may delegate any or all the authorities vested in the Board by the Governing Documents of VCA, to the Nominating and Election Committee, and these authorities may change at any time in accordance with the desires of the Board.

SPECIFIC RESPONSIBILITIES:

Vistoso Community Association

The Nominating and Election Committee specific responsibilities include:

- Call for nominations of Officers and Directors in accordance with the governing documents.
- Review nominations against the selection criteria established by VCA governing documents and develop a slate of nominees that represents those criteria for board selection.
- Vet all candidates to ensure that they have the proper competencies, experience, and willingness to fulfill their duties and responsibilities as board directors.
- Ensure that the board composition reflects the necessary criteria that meets best practices for independence and diversity.
- Contribute articles for publication to encourage community participation in an election, noting dates and deadlines as established in the Calendar of Key Election Dates.
- Organize and oversee a candidate forum and/or an informal “meet and greet” with questions during years when candidates equal or exceed the number of open positions.
- Ensure the security of the election Ballots and Return envelopes.
- Conduct impartial elections by ensuring validity and accurate counting of each ballot.
- Certify in writing to the Board Secretary the election results and total Quorum count.
- Work closely with the VCA General Manager to ensure completion of all necessary tasks leading up to and including the Annual Meeting.
- Perform other duties as assigned by the chair and General Manager.

COMPLIANCE:

The Nominating and Election Committee is not authorized to financially or legally obligate VCA in any manner (i.e., borrow money, purchase equipment or supplies, or approve such a request on behalf of the BOD) unless it has been specifically approved in the Annual Plan and Budget for the Committee or separately approved by the BOD. The Committee shall meet as required by governing documents or as needed by the committee for review and discussion of assigned tasks. The initial meeting will be held in November, preceding the March Annual meeting. The final meeting will be held after the Annual meeting.

The BOD also has the right and authority to take actions and/or make decisions with or without involving any committees and to take action and/or make decisions which are consistent with and/or contrary, in whole or in part, to any committee or subcommittee recommendations, should they see the need. The BOD also has the right to amend this Charter, should it be required.

APPROVED AND ACCEPTED BY: The Vistoso Community Association Board of Directors on January 26, 2023.