

Vistoso Community Association

NOMINATING AND ELECTION COMMITTEE CHARTER

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 shall 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. If there are 3, 5, or 7 members on the Nominating and Election Committee, then it is acceptable to have 2 BOD members on the committee and vote on motions.

Members of the committee will be appointed by the BOD through a resolution. Each member of the Nominating and Election Committee must be unencumbered by any conflict of interest. The member shall recuse themselves from the committee if a conflict occurs, such as a spouse or partner are running for election during their appointed term.

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, 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:

Nomination Committee Responsibilities

- **Call candidates** for nomination to the election of the VCA Board of Directors.
- **Review candidates** to ensure they meet the by-laws criteria of eligibility and voting category.
- **Orientate the Candidates** of duties, responsibilities, and time commitment of directors.
- **Notify VCA members** of the election, and slate of Board candidates, and facilitate candidate and member communication.
- **Oversee the election process**, mailing of ballots, online voting, and security and accuracy of returned ballots.
- **Certify the election** in writing to the Board Secretary of the election results and total quorum count.
- **Work closely** with the VCA General Manager and Committee Chair to complete all necessary tasks and duties, including the annual meeting.
- **All committee members shall come prepared to each meeting**, having reviewed the current meeting packets, agenda, and materials. Often site visits may be beneficial to ascertain best course of action.
- **Committee members should be knowledgeable of the layout and boundaries of the Vistoso Community Association.** This includes community roadways, common areas, parks and locations of specific community neighborhoods as well as sub-association communities.

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 the 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 actions 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 May 28,2026.