

# COOLFONT MOUNTAINSIDE ASSOCIATION NOMINATING COMMITTEE CHARTER

## AUTHORITY

WHEREAS, Article 11, Section 11.1 of the Bylaws states that “With the exception of the Nominating Committee, chairs of the following Committees will be appointed by the President by the time of the second meeting of the Board following the Annual Meeting: Finance; Recreational Facilities; and Development and Architectural Control. If the Chair of a committee is not a Director, the President shall appoint a Director to be liaison between the Committee and the Board. Liaison appointees will report upon actions taken by their Committees to the Board.” and

WHEREAS, Article 11, Section 11.4 of the Bylaws states, “From time to time the Board may provide for appointment of ad hoc committees or task forces from among the Members and shall specify their authority and functions.”

NOW THEREFORE, be it resolved that a Nominating Committee shall be established, and that the following procedures for this Committee be adopted and implemented herewith:

## RESPONSIBILITIES

This Committee shall serve at the direction of and at the pleasure of the Board of Directors (“Board”) of Coolfont Mountainside Association (“Association”). This Committee shall have no authority to speak on behalf of the Board or to bind the Association financially or contractually, unless authorized by the Board.

The primary responsibility of the Nominating Committee is to advise and assist the Board in identifying owners in good standing to be nominated to serve on the Board of Directors.

The Committee will perform the following:

- Provide information to owners about upcoming elections including, but not limited to, the number of open seats.
- Make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.
- Propose for Board approval procedures for the conduct of the annual election, which includes the Meet the Candidates forum following the criteria established by the committee.
- Provide a list of nominations to the Board Secretary for inclusion in the Annual Meeting/Election materials to owners.

The Board may assign the Committee additional tasks from time to time.

Each year, the Committee will prepare a proposed annual budget and submit same to the Treasurer when requested. Any expenditures outside of its approved annual budget must be approved by the Board in advance

## ELIGIBILITY

Committee candidates and members shall be property owners in good standing. Good standing shall be defined as the absence of any liens, privilege penalty, architectural or covenants violation, or pending legal action with the Coolfont Mountainside Association.

No person shall be eligible for appointment as a Committee member unless such person is a member of the Association in accordance with CMA Covenants and Restrictions.

## APPOINTMENT AND TERMS

This Committee shall be comprised of members as outlined in the current CMA Bylaws and/or Covenants and Restrictions. Recruitment of candidates may be done through the CMA Google Group, a newsletter article, an announcement at the Annual Meeting, or by any other means deemed appropriate by the Board. The Board will strive to ensure that members from varying house types within the Association are represented on its committees.

Interested owners must submit a written request to the Committee for appointment to the Committee. Email requests are acceptable. Committee members in good standing are eligible for reappointment.

Per CMA Bylaws, the Board President will appoint a Committee Chairperson each year and may make additional appointments throughout the year if vacancies occur or if new Committees are created.

## REMOVAL OF MEMBERS

The Board may remove any Committee member for cause, including the chairperson, at any time.

The Board President shall appoint the Chairperson of the Committee. The Committee may make recommendations to the Board regarding the removal of Committee members.

A Committee member may be removed for cause, upon written notice from the Committee chairperson.

## ELECTION OF OFFICERS

The Board President shall appoint the Chairperson of the Committee. The members of the Committee may make recommendations to the Board for the appointment of a chairperson.

The Chairperson, or their designee, shall be responsible for chairing meetings of the Committee.

The Chairperson shall be responsible for recording accurate minutes of the Committee's meetings and submitting them to the CMA Secretary, in a timely manner, for inclusion in the Board meeting package. Minutes shall include a record of the date, time, and place of each meeting. Minutes shall also include a record of Committee member attendance and all votes of the Committee.

## MEETINGS

Committee meetings shall be held in a mutually agreed upon location of the committee members, or via online teleconference.

The Committee Chairperson shall be responsible for contacting the members of the Committee regarding rescheduled or canceled meetings.

A majority of the total number of the Committee members shall constitute a quorum. A majority vote of members while a quorum is present shall constitute a decision of the Committee. All voting shall be conducted in open session.

All Committee meetings shall be conducted generally in accordance with Robert's Rules of Order.

## COMMUNICATIONS

In the interest of ensuring strong communications between the Board and the Committee, the Committee Chairperson, or a designee, may attend regularly scheduled business meeting of the Board, as appropriate. The Committee representative

will present Committee recommendations, update the Board on the status of pending Committee tasks, request assistance from the Board, as needed, and answer any questions the Board may have regarding Committee assignments.

The Committee is expected to maintain regular communication with the Board Liaison designated by the Board.

It is expected that the Committee will provide accurate and timely information about its activities for publication the communication vehicles of the Association. It is the responsibility of the Committee to ensure that this information is updated on a regular basis.

The committee will review its charter at least biannually and recommend any proposed changes to the Board for review.

## APPROVAL

This charter was approved by the CMA Board on July 20, 2024, and approval is noted in the minutes of that meeting.

This charter was last updated on July 20, 2024