

BAYWAY ISLES HOMEOWNERS CLUB, INC.

**RESOLUTION FOR ADOPTION
OF
POLICY: ANNUAL NOMINATING AND ELECTION PROCESS**

WHEREAS, the Bayway Isles Homeowners' Club, Inc. (the "Association") has an obligation from time to time to adopt and implement certain policies and procedures to provide for consistent, proper, and timely application of the Association's Governing Documents, including the organization's Bylaws and existing Policies;

WHEREAS, the Association recognizes the need to ensure clarity for the membership regarding the annual Nomination and Election process, in detail provided beyond that delineated in the Governing Documents;

THEREFORE, it is hereby RESOLVED that at a meeting of the Board of Directors of the Association, duly noticed and conducted on the 16th day of September, 2021 in accordance with the Articles of Incorporation and Bylaws of the Association, the attached **ANNUAL NOMINATING AND ELECTION PROCESS POLICY** attached as Exhibit 1 was adopted.

The Association reserves the right to modify or amend the **ANNUAL NOMINATING AND ELECTION PROCESS POLICY** at any time.

The above resolution was offered by Travis Jarman, Vice President, and seconded and adopted by majority vote of the Board of Directors of the Association.

Signed and dated in the State of Florida on the 16th day of September, 2021.

Kathy Whittemore
Meeting Secretary

Michael Galinski
Meeting Chairperson

Bayway Isles Homeowners Club, Inc.

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POLICY: ANNUAL NOMINATING AND ELECTION PROCESS

This policy describes the manner of nomination and election to the Bayway Isles Homeowners Club Board of Directors and the role and responsibility of the nominating committee.

The purpose of this Policy is to ensure that nominating committee members and owners understand the annual nomination and election process and that prospective Board members are appropriately vetted prior to being nominated as candidates for election to the Board.

Board Positions, Elections: In accordance with the Association Bylaws, Board members are nominated and elected to the Board at large (not to individual Officer or Committee roles). At the first Board meeting subsequent to the annual elections, the Board votes on the position in which each Board member will serve. This authority is derived from the Bylaws of the Association, to wit:

ARTICLE I, SECTION 1. Executive Officers:

The Executive Officers of the corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. The first President and First Vice-President named in the Articles of Incorporation of this corporation shall hold office for five years, after which time they shall be elected annually by the Board of Directors. All other officers, as aforesaid, shall hold office for two years, then shall be elected annually by the Board of Directors, hereafter sometimes referred to as the "Board". They shall take office immediately after election. No more than two offices may be held by the same person. The first President and Vice-president of the corporation need not be members of the corporation. Thereafter, the President and Vice-Presidents shall be members of the Board of Directors and members of the corporation.

ARTICLE II, SECTION 2. Executive Committee:

The Board of Directors may elect from their number an Executive Committee consisting of not less than three members of the Board, which committee shall have all the powers of the Board of Directors between meetings, regular or special. The President and First Vice-President of the corporation shall be members of the Executive Committee.

ARTICLE II, SECTION 12. Election of members to the Board:

Election of members to the Board shall take place at the annual membership meeting. The nominee for membership to the Board receiving a plurality of the votes cast from the members present at the meeting, with or without a quorum, shall be elected to the Board. The Secretary shall notify the voting members of the results of the election.

Nominating Committee: The nominating committee is appointed by the President of the Association, in accordance with the provisions of the Association's Bylaws, to wit:

ARTICLE II, SECTION 11. Manner of Nominations of Members to the Board: Not more than sixty days and not less than thirty days prior to the Annual Meeting of the Voting Members, the President shall appoint from the voting members of the Club a Nominating Committee which shall consist of three members. It shall be the duty of the Nominating Committee to submit at the Annual Meeting a report of members proposed by the Committee who have agreed to serve as nominees for election to the Board of Directors. Additional nominations may then be made from the floor. In the event there is only one nominee for election to the Board, then such nominee shall be elected to the Board.

Selection of Nominating Committee members: Members of the nominating committee are selected from those owners who have expressed an interest in participating in a positive fashion to maintain the high standards of Bayway Isles. Before being appointed, these owners have demonstrated their willingness and ability to work cooperatively with each other and with all residents in the community. During each annual election cycle, a majority of the three nominating committee members should be owners who are not current Board members.

Eligibility: Members of the nominating committee and candidates for election to the Board must be members in good standing. This provision is in accordance with Florida Statute 720, to wit;

FLORIDA STATUTE, § 720.306(9)(B). Elections and Board Vacancies:
A person who is delinquent in the payment of any fee, fine, or other monetary obligation to the association on the day that he or she could last nominate himself or herself or be nominated for the board may not seek election to the board, and his or her name shall not be listed on the ballot. A person serving as a board member who becomes more than 90 days delinquent in the payment of any fee, fine, or other monetary obligation to the association shall be deemed to have abandoned his or her seat on the board, creating a vacancy on the board to be filled according to law. For purposes of this paragraph, the term “any fee, fine, or other monetary obligation” means any delinquency to the association with respect to any parcel. A person who has been convicted of any felony in this state or in a United States District or Territorial Court, or has been convicted of any offense in another jurisdiction which would be considered a felony if committed in this state, may not seek election to the board and is not eligible for board membership unless such felon’s civil rights have been restored for at least 5 years as of the date on which such person seeks election to the board. The validity of any action by the board is not affected if it is later determined that a person was ineligible to seek election to the board or that a member of the board is ineligible for board membership.

Nominating Committee Process: Subsequent to the appointment of the nominating committee members the Secretary will provide them with a copy of this policy, a copy of the Association’s Bylaws, a current owner / membership list, and a list of the current Board of Directors including their Roles and Responsibilities and the knowledge, skills and experience required of each Board position.

The nominating committee will evaluate current board members to assess whether they are performing satisfactorily and should be considered for re-election.

The nominating committee may receive recommendations for new board members from the current board members and should additionally consider any owner who has demonstrated through their actions the qualifications to serve in a Board position. The nominating committee should review the resumes, background, and experience of potential candidates, assessing them to determine if they meet qualifications for election to the Board. In reviewing candidates, the committee should consider criteria that includes:

- Membership in Good Standing
- Support of Association's Covenants, Restrictions, and Policies
- Proven leadership
- Previous board experience
- Interpersonal Skills and Style
- Diversity including but not limited to age, gender, ethnicity, race, disabilities, etc.
- Skills, Knowledge and Experience (KSE) – See the Board Roles and Responsibilities and KSE list, these include accounting, vendor management, physical security, information technology, legal, auditing, construction, affairs, public relations, community experience, and knowledge of the Association

No later than 21 days before the annual meeting, the nominating committee will provide a list of prospective candidates to the Board for discussion and review.

After considering comments from the current Board, the committee and/or Board members will make contact with each candidate to assess their personal level of commitment to the Association's standards and their availability and interest in serving on the Board.

Fourteen days before the annual meeting, the committee will form a final slate of recommended, available candidates to the full board for formal approval and the drafting of a candidate slate.

Voting: Members will vote by written ballot, electronic ballot, voice vote, or a roll call vote. At the annual meeting, if there are no nominations from the floor members may vote for the candidate slate by acclamation.

Nominations from the floor: At the annual meeting the chair will open the floor for nominations. Candidates nominated from the floor must be members in good standing. Candidates from the floor may nominate themselves. Nominations from the floor must be seconded. A nominee may decline a nomination from the floor. Members may debate floor nominations openly. Floor nominations require a majority vote of those present to pass.

Nominations are closed after all floor nominations are taken, not after each nomination. The meeting chair will ask for a close of nominations when it is clear that all members have had an opportunity to nominate their candidates. Closing nominations requires a 2/3 vote of those present.

A member may move to reopen voting. If the vote to reopen voting is negative, it can be reconsidered.

The Secretary shall notify the voting members of the results of the election. Notification may be by voice announcement, written announcement, or electronic means.

The Board of Directors may take whatever appropriate legal action is available against any person who fails to comply with the requirements of this Policy.

Nothing in this Policy shall be construed as a limitation or restriction upon any of the Association's rights or remedies, or act as an election of remedies. The invalidation by any court of any of the conditions, requirements, or provisions herein contained shall in no way affect any of the other elements of the Policy but they shall remain in full force and effect.

The President of the Association, or their designate, shall have the authority to interpret and implement the provisions of this Policy and make decisions and judgments arising hereunder without need for Board approval on a case-by-case basis.

The Association reserves the right to modify or amend this **ANNUAL NOMINATING AND ELECTION PROCESS POLICY** at any time.