



BIG SKY OWNERS ASSOCIATION

COMMITTEE CHARTER

COMMITTEE NAME: Nominating Committee

Date Created: February 20, 2015 by a majority vote of the Board of Directors of The Big Sky Owners Association (BSOA) at its February 20, 2015 board meeting.

Date(s) Charter Revised: April 21, 2017

Standing Committee X , Committee _____, *Ad Hoc* Committee _____

PURPOSE AND AUTHORITY

The purpose of this Committee Charter (“Charter”) is to establish a Nominating Committee (“Committee”). The Committee is delegated authority to act for the BSOA Board (“Board”) in fulfilling the Board’s duties by engaging in the activities identified in this Charter and by engaging in other activities assigned to the Committee by the Executive Committee or the Board, within the limits established in this Charter and the BSOA Bylaws adopted on January 18, 2008 at its Board meeting and recorded with the Office of the Gallatin County Clerk and Recorder (Document #2290050, January 25, 2008) and the Office of the Madison County Clerk and Recorder (Document #124479, February 11, 2008) (“Bylaws”).

MEMBERSHIP, OFFICERS, AND TERMS

Chair. The Chair of the Committee shall be appointed by the Board from the BSOA Directors (“Directors”).

Membership. Members of this Committee shall be appointed by the Board of Directors. The Nominating Committee shall consist of two Directors, one of whom shall be Chair of the Committee, and not less than two or more than five BSOA Members in Good Standing. All members of the Committee shall be free from any relationship that, in the judgment of the Board, would interfere with the member’s independent exercise of judgment as a member of the Committee.

Ex Officio Member. The Executive Director shall be an ex officio member without vote, invited to attend meetings of the Committee unless requested not to attend by the person acting as Chair.

Term. All members of the Committee shall serve a one year term, but may be reappointed. All terms commence with the first Board meeting after the annual meeting.

MEETINGS and PROCEDURES

The Committee shall establish and continuously update and revise a calendar that shows the month or quarter within which basic functions of the Committee are expected to occur, such as, nominations for election to the Board and the Big Sky Architectural Committee.

The Committee shall hold meetings at the call of the Chair, Executive Director, or any two members of the Committee. A majority of committee members present shall constitute a quorum.

The Committee shall either maintain minutes of its meetings and provide them to the full Board at regularly scheduled meetings or shall report to the Board which shall incorporate the report of the Nominating Committee into its written minutes.

POWERS AND DUTIES

The powers and duties of the Committee shall include, at a minimum, the following:

1. Nomination of Directors.

- a. The Committee shall submit to the Board recommendations for nominations of candidates for election to the Board in general elections. When vacancies arise due to resignation, removal, death, disability, or disqualification, the Committee shall recommend candidates for the vacant position. The Committee shall assure that there are at least as many qualified candidates for the Board as the number of positions to be filled.
- b. The Committee shall ensure that BSOA maintains a list of the terms of Directors, when each Director is appointed/elected, and when each term ends.

2. Nomination of Officers. At least five business days prior to the first Board meeting after the annual meeting, the Committee shall submit to the Board, in writing, a slate of officers for the next year. In the event of vacancies due to resignation, removal, death, disability, or disqualification the Committee shall assure that the vacancy is filled as soon as practical, if the Board determines that the vacancy needs to be filled as per Section 4.4 of the Bylaws.

3. Committees and Committee Members. The Committee shall submit recommendations for committees of the BSOA, including recommendations for changes in the committees and the charters of committees. It shall recommend to the Board the Chair of such committees. The Committee shall be responsible for determining whether a Board member is “independent,” to the extent required for committee service.

4. Big Sky Architectural Committee (BSAC).

- a. The Committee shall submit to the Board recommendations for nominations of candidates for election to the BSAC in general elections and when vacancies arise due to resignation, removal or death. The Committee shall assure that there are at least as many qualified candidates for the BSAC as the number of positions to be filled.

- b. The Committee shall ensure that BSOA maintains a list of the terms of BSAC Committee members, when each BSAC Committee member is appointed/elected, and when each term ends.

5. Miscellaneous.

- a. The Committee will recommend appropriate policies regarding committees, elections, nominations and the filling of vacancies for the Board.

6. Report to Board. Any action taken by the Committee between meetings of the Board shall be reported to the Board at the Board's next meeting in accordance with the Meetings and Procedures section of this Charter.

7. SUPERSEDE

The intent of the adoption of this Charter is to supersede all previous committee charters adopted by the Board to establish a Nominating Committee including but not limited to the Nominating & Elections Committee Charter adopted on February 20, 1997 and revised June 6, 2008; February 20, 2015.

DATED this 21st day of April, 2017.

**BOARD OF DIRECTORS
BIG SKY OWNERS ASSOCIATION, INC.**

John Loomis, Chair

Gary Walton, Vice Chair

Kevin Frederick, Treasurer

Eric Ossorio, Secretary

Grant Hilton, Director

Sharon Douglas, Director

Barb Rooney, Director

Gail Young, Director