

## Updated BSOA Bylaws! (third of four articles)

This is the third of four articles that have detailed the Bylaw amendments of main concern that will be put before the membership for vote prior to this year's Annual Meeting. The topics this month discuss several recommended changes to the BSOA nominating process that are meant to streamline and improve the process for electing the Board of Directors and members of the Big Sky Architectural Committee (BSAC).

To implement consistent procedure, various nominating processes were researched and considered. In the end, the Board modeled the BSOA nominating process after other similar non-profits. The first step being, create an application form for interested member candidates to define their experience and qualifications to serve on the

Board or BSAC. These members will then submit the application to the Nominating Committee. The information provided is then reviewed and discussed by the Nominating Committee, followed by a recommendation from a majority vote of the Nominating Committee to the Board, based on newly defined standards. Next, the Board can either consider and approve the Committee's recommendation or take into account other options or candidates. Historically, few members have applied for the vacant positions. It is the intent of the revised process, to encourage applicants and allow all qualified candidates meeting defined standards to be placed on the ballot. In addition, there remains the opportunity for write-in candidates on all ballots or nominations from the floor at the Annual Meeting.

**Article 3, Section 3.4.1 – Nomination of Directors:** To best represent the process above, Section 3.4.1 was rewritten to state the following:

*"Every member in good standing who has an interest in serving as a Director or a BSAC Committee Member must file as a candidate with the Nominating Committee. Prior to each annual meeting the Board shall prescribe the dates for a reasonable filing period. The Nominating Committee shall review all candidate filings (based on newly adopted standards in the Nominating Committee Charter) and make recommendations for nominations from this pool of candidates for election to the Board pursuant to Article 6, Section 6.4 of these Bylaws. The Board may also establish such other rules and procedures as it deems appropriate to allow other nominations for Directors and BSAC Committee members to be made."*

**Do you FAVOR or OPPOSE the amended language, which provides guidance to the Board for nominating procedures?**

- 1) Favor
- 2) Oppose

**Section 3.4.2 – Election Procedures:** In the past, members have been allowed to rescind their vote after an election ballot has been submitted and then revote in person at the Annual Meeting. This could be considered an unusual election practice and raise havoc in an election, cause an election to be corrupted and/or duplication of votes. If any of these situations were to happen, the Board realized a new election would be required at considerable expense to the Association. Therefore, the Board is proposing to do away with this practice.

**Do you FAVOR or OPPOSE deleting from the Bylaws the following language: "Any Member who voted by Written Ballot may rescind such Written Ballot prior to the start of the annual meeting and be eligible to vote in person?"**

- 1) Favor
- 2) Oppose

**Section 6.4 – Nominating Committee:** The BSOA Board is interested in nominating the best member candidates to responsibly lead the Association into the next decade. To assure quality candidates, the Board and the Nominating Committee first firmed up the BSOA nominating process by developing standards for determining qualifications of candidates and how those qualifications relate to the needs of the Association and Board in any given election. As a result the Committee Charter has been updated to incorporate these standard, which will allow for consistent and reliable procedures. Much debate and consideration went into improving nominating policies and criteria. This should result in balanced representation on the Board and BSAC. Examples of balanced representation are: 1) Member candidates who own property in the various HOA’s within the BSOA jurisdiction; 2) Representation of a variety of professions, broad experiences and expertise; 3) Knowledge of the BSOA and Big Sky community; 4) Free from relationships that would interfere with independent exercise of judgement. These nominating criteria have recently been approved by the Board and inserted in the Nominating Committee Charter as the amended Bylaw language references in Section 6.4:

*“The Nominating Committee shall submit to the Board recommendations for nominations of candidates for election and appointments (for purposes of mid-term vacancies) as prescribed in the Nominating Committee Charter.”*

**Do you FAVOR or OPPOSE the amended language as stated above?**

- 1) Favor:
- 2) Oppose:

As mentioned in the first and second article of this series, the Board would like to express its appreciation for your input on the proposed Bylaws amendments. Because it has been 11 years since the last Bylaws amendments, conducting the business of the BSOA has become more difficult due to several outdated requirements and policies in the existing Bylaws. Therefore, in October 2017, the Board created a Bylaws Review Subcommittee made up of five BSOA Directors and three Volunteer Members. This Subcommittee has worked diligently over the past eight months reviewing, discussing and recommending proposed updates to the Bylaws. In May, the BSOA Board approved the proposed amendments, which will be put up for a vote of the BSOA Membership in August 2018, culminating at this year’s BSOA Annual Meeting.

Much work and consideration has gone into the BSOA Bylaws Review and Amendment process this past year. The Board would like to express its appreciation to those contributing Subcommittee members for all their time and effort in making our Association a more efficient and effective organization. Thank you Jack Luechtefeld, Anne Marie Mistretta, Leslie Piercy, Michelle Frederick, Maggie Good, Eric Ossorio, Kevin Frederick and Gail Young!