



**APPROVED**  
**Board of Directors**  
**November 29, 2016**

## **EXHIBIT**

# **NOMINATIONS & ELECTIONS COMMITTEE PROCEDURES**

### **Overview**

GVR's Bylaws Article V, Section 3 states the Board of Directors shall establish specific election procedures, include those procedures in the Corporate Policy Manual (CPM), and communicate the voting procedures to members.

At some point in the past, these procedures were removed from the CPM, leaving no reference to the Nominations & Elections Committee or the practices they should follow.

### **Recommendation**

Adopt the following procedures for placement in the CPM

## **SECTION VI – BOARD/BOARD COMMITTEES**

### **SUBSECTION 4 – BOARD COMMITTEES' DUTIES AND RESPONSIBILITIES**

#### **5. NOMINATIONS AND ELECTIONS COMMITTEE**

##### **a. Membership:**

1. The Chairperson shall be a Director, recommended by the President and approved by the Board of Directors.
2. There shall be at least one (1) other Director on the committee, and a minimum than two (2) GVR members who do not serve on the Board selected by the Committee Chairperson. Committee members shall be members of GVR, selected by the Committee Chairperson. The members of the Committee selected by the Chairperson shall represent various geographic areas to the extent possible. Committee members will serve a one (1) year term, provided however, any member of the Committee who becomes a candidate for election to the Board of Directors shall resign from the Committee immediately.

*NOTE: refer to CPM Section VI, Subsection 4(B)(1) and (7)*

3. An Administrative staff person will serve on the Committee and will be selected by the CEO.

*NOTE: refer to CPM Section VI, Subsection 4(B) (7)*

## **b. Responsibilities:**

### **1. Nominations**

- a) Determine the qualifications and eligibility of each candidate.
- b) Submit a slate of qualified candidates to the Board of Directors at least one hundred and twenty (120) days prior to the Annual Meeting.
- c) Post the slate of candidates to the membership no less than ninety (90) days prior to the Annual Meeting and determine how candidates shall be presented to the membership.
- d) Obtain names of candidates submitted by nomination petition to the Secretary, within the deadline (sixty (60) days prior to the annual meeting), if any, and determine the qualifications and eligibility of same.

### **2. Election Process**

- a) Recommend to the Board a record date to determine the eligible roster of voting members which shall be no more than thirty (30) days prior to the election. If Board of Directors fails to set a record date, the record date shall be the date of ballot delivery.
- b) Submit the final slate of candidates for the ballot to the CEO.
- c) Establish a list of members eligible to vote as of the record date and provide this list to any outside agency conducting the election, if necessary.
- d) Establish the deadline for the return of ballots which shall be no later than 4:00 pm on a date at least five (5) days before the Annual Meeting.
- e) Verify that the final ballot and ballot materials have been reviewed and approved by GVR's general counsel.
- f) The ballot reply shall display all information deemed necessary for validation purposes for use by the Committee.
- g) Each candidate shall appoint two (2) GVR members, who are in good standing, to participate in the validation and counting of paper ballots.
- h) The counting of ballots, at the discretion of the Board of Directors may be conducted by an independent organization (e.g., Pima County Elections or electronic voting firm), in which case the results shall be obtained from the organization by the Nominations and Elections Chairperson or their representative.

*NOTE: refer to Bylaws Article V, Section 3*

### **3. Election Results**

- a) The Committee shall have the validation/counting process completed at least two (2) business days prior to the date of the Annual Meeting or Special Meeting.
- c) At the conclusion of the election, obtain the results of the election, including the establishment of a quorum.
- d) The Chairperson shall notify the Board Secretary of the results of the election.
- e) In the election of Directors, if there are fewer than fifty (50) valid votes separating the last successful candidate and the first unsuccessful candidate in the election, or less than a fifty (50) vote difference on any other ballot issue, then the Board may, at its sole discretion, order a recount.
- f) The Committee Chairperson shall report the establishment of a quorum and the election results at the Annual Meeting. Successful candidates shall be announced in the order of the total

votes received. The results of the ballot for any other matters shall be announced in the order in which the items appeared on the ballot.

**4. Post-Election:**

At the conclusion of the election, the ballot materials and the results thereof shall be submitted to the CEO. The CEO will maintain these records for a period not less than three (3) years in accordance with the Arizona Nonprofit Corporation Act.