

WELLINGTON COMMONS HOMEOWNERS ASSOCIATION, INC

Resolution 2008 – 11A: Nominating Committee Charter

PREAMBLE

WHEREAS, Article VII, Section 1 (Powers) and Section 2 (Duties) of the Bylaws of the Wellington Commons Homeowners Association, Inc., (hereafter the “Association”) provides that the Association Board of Directors (hereafter the “Board”), shall have all of the powers and duties necessary for the administration of the affairs of the Association and the Board is authorized to take any and all actions that are not by the Virginia Property Owners Association Act (hereafter the “Act”) or the Association instruments required to be taken by the Association;

WHEREAS, Article VII, Section 1 (a) of the Bylaws authorizes the Board of Directors to adopt and publish rules and regulations;

WHEREAS, Article X (Committees) of the Bylaws requires the appointment of an *Nominating Committee*; and

WHEREAS, the Board of Directors determined that no charter exists for a Nominating Committee.

NOW, THEREFORE, BE IT RESOLVED THAT the Board of Directors adopts the following *Nominating Committee Charter*.

ARTICLE I

NAME

The committee established by this charter is the *Nominating Committee*.

ARTICLE II
PURPOSE

The Nominating Committee provides advice and assistance to the Board of Directors in their responsibility to efficiently and effectively administer and manage the affairs of the Association in regards to maintaining a viable Association management structure.

ARTICLE III
COMMITTEE

The Nominating Committee shall consist of not less than two (2) members appointed by the Board of Directors but may have more at the discretion of its appointed members should the necessity arise. The Nominating Committee may designate a spokesman for the conduct of business with the Board of Directors.

ARTICLE IV
MEETINGS

The Nominating Committee shall conduct meetings at a time and place of their choosing so long as the meetings are open to the members at-large; are scheduled and advanced notification is given to the members; the meetings are conducted with decorum; and minutes are kept as a matter of record and submitted to the Board of Directors.

ARTICLE V
RESPONSIBILITIES

The Nominating Committee is responsible to the Board of Directors to satisfy requirements relating to the election of Association members to the Board. The Nominating Committee may use any method necessary to obtain and maintain a qualified list of individuals with an interest in serving as a member of the Board of Directors. This list may be used by the Board of Directors to fill positions prematurely vacated during a term. The list will be used to provide candidates for election to the Board at the Annual Meeting, should elections be required. The Nominating Committee

may not count ballots or otherwise participate in an official capacity, other than for which it is organized.

ARTICLE VI

CONFLICTS OF INTEREST

The Nominating Committee members shall refrain from actual or perceived conflicts of interest while acting for the Board of Directors.

ARTICLE VII

RULES AND RULE ENFORCEMENT

The Nominating Committee has no authority to make or enforce rules.

ARTICLE VIII

COMMUNICATION

The Nomination Committee talks directly to the Board of Directors. The Nomination Committee is encouraged to talk to homeowners in the normal course of business. The Nomination Committee shall not direct the management agent to take any action unless so authorized by the Board of Directors.

ARTICLE IX

RECORDS

The committee shall maintain records of all actions, to include minutes of all meetings. The record of actions shall include the name of the committee member, the time and date, and the action taken.

ARTICLE X

CONSTRUCTION

Section 10.0 Section Explanation. This section addresses the implementation of this resolution by the Board and severability, omissions, and conformity.

Section 10.1 Implementation. The Board of Directors may determine the specific manner in which the provisions of this resolution are implemented, provided that due process is protected.

Section 10.2 Severability and Omissions and Conformity. Any inadvertent omission or failure to conduct Association business in exact conformity with this resolution shall not invalidate the business, so long as a prudent and reasonable attempt is made to assure due process according to the general steps set forth in this resolution. Where these guidelines conflict with state law, the Declarations of Covenants, Conditions, and Restrictions, or the Bylaws, those documents take precedents.

This policy is effective on the date of its adoption.

Adopted this _____ day of _____, 2008

_____ ATTEST _____
President Secretary

WELLINGTON COMMONS HOMEOWNERS ASSOCIATION, INC.

RESOLUTION ACTION RECORD

Resolution Type: Administrative Policy **No.** 2008-11A

Subject: Nominating Committee Charter

Duly adopted at a meeting of the Board of Directors held on _____, 2008.

Motion by: _____ **Seconded by:** _____

	VOTE:			
	YES	NO	ABSTAIN	ABSENT
_____ President	_____	_____	_____	_____
_____ Vice President	_____	_____	_____	_____
_____ Secretary	_____	_____	_____	_____
_____ Treasurer	_____	_____	_____	_____
_____ Member at Large	_____	_____	_____	_____

ATTEST

Secretary

Date