

Note: Format should match that used in the CPM, Section VI, Subsection 4(C).

5. NOMINATIONS AND ELECTIONS COMMITTEE

a. Membership:

- A. Chairperson shall be a Director of the Board, recommended by the President and approved by the Board of Directors.
- B. There shall be at least one (1) other Director of the Board on the committee. Committee members shall be members of GVR, selected by the Committee Chairperson. This should be deleted as it is already covered in Section VI, Subsection 4(B)(1) and (7).

The members of the Committee selected by the Chairperson shall represent various geographic areas to the extent possible. Any member of the Committee who becomes a candidate for election to the Board of Directors shall resign from the Committee immediately.

- C. Administrative staff will serve on the committee and will be selected by the CEO. This should be deleted as the Bylaws (Article VIII, Section 3) require that the Chairperson select the members.

b. Responsibilities:

1. Nominations

- a) Determine the qualifications 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. This should provide sufficient time to make the final slate available to members at least 90 days prior to the annual meeting as required by the Bylaws (Article V, Section 2(A)).
- c) Post the slate of candidates to the membership no less than ninety (90) days prior to the Annual Meeting.
- d) Obtain names of candidates submitted by nomination petition to the Secretary, if any, and determine the qualifications of same.
- e) Submit the final slate of candidates for the ballot to the CEO no more than fifty (50) days prior to the Annual Meeting. This is to allow time for nomination petitions submitted 60 days prior the meeting.

- 1. Use appropriate vehicles to present the candidates to the Board of Directors and GVR membership prior to dissemination of the ballots.
- 2. In order to plan the procedure for validation and counting of returned ballots, the committee will verify the names of candidates for election to the Board of Directors; any proposed Bylaw changes; any proposed GVR boundary changes; and/or any other matters to be voted upon, as soon as the ballot is finalized Delete

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. The date of eligibility to vote is called a "record date" and under the Arizona Nonprofit Corporation Act it must be set by the Bylaws and if not, it must be set by the Board.
- b) Establish a list of members eligible to vote as of the record date.
- c) 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.

3. Each candidate shall appoint two (2) GVR members, who are in good standing, to participate in the validation and counting of ballots. Delete as elections are generally conducted by outside agency.
 - d) If the election is conducted by an independent organization (e.g., Pima County Elections), obtain the results of the election, including the establishment of a quorum.
 - e) The Chairperson shall notify the Board Secretary of the results of the election.
3. Annual Meeting

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. Ballot Materials

At the conclusion of the election, the ballot materials and the results thereof shall be submitted to the CEO for the purpose of maintaining a corporate record therefor for no less than (3) years after the election. This is required by the Arizona Nonprofit Corporation Act (see note below).

B. Ballots

1. Any matter submitted by the Board of Directors to the GVR membership for voting will be conducted by written ballot.
2. A member who may not have received ballot materials may request these materials from GVR Administration. Member shall provide the name and address to which the materials should be communicated.

This should be deleted as it is covered by the Bylaws (Article V, Section 3) and does not address the responsibilities of the "Committee."

C. Validation / Counting

1. The ballot reply shall display all information deemed necessary for validation purposes for use by the committee.
2. The committee shall keep an accurate count of all ballots received, both those valid and invalid.
3. 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.
4. 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 other ballot issues, if there is less than a fifty (50) vote difference in any ballot issue, there shall be an immediate recount of the votes.

I would recommend deleting this portion as the election is generally conducted by an outside agency and may be conducted electronically in the future. The requirement of a recount should be removed as it is not required under GVR's Bylaws or state law and should be determined by the Board on a case-by-case basis.

D. Use of Outside Services

The services of an independent organization may be used for any of the tasks directly associated with a ballot (e.g., printing, mailing, the validation process, and or counting process).

Delete - already covered.

E. Notification of Balloting Results to the Board of Directors **Moved to Election Process**

F. Destroying Ballot Materials

Unless the Board of Directors approves a motion to delay the destruction of ballot materials, the Committee Chairperson shall ensure all balloting materials are destroyed no less than ninety (90) days after announcing the results of that election/ballot.

Delete - the Arizona Nonprofit Corporation Act requires that written communications and actions by members be kept for 3 years (added to b(4) above).

G. Meetings

Meetings shall be held as appropriate to fulfill the duties and responsibilities as outlined above.

Delete - Unnecessary.