

Rule and Regulation #26-11
Game Trail Association, Inc.
Procedure for Nominations for and Elections to the Board of Directors

1. PURPOSE.

This procedure states the rules and regulations governing the process for nominating candidates for and electing candidates to the Board of Directors of Game Trail Association. The Nominating Committee process is derived from Game Trail Bylaws, Article V.

2. DEFINITIONS.

The terms below are defined according to their usage in this document.

“Annual Meeting” means Game Trail’s one-time a year meeting where the Game Trail BOD is elected.

“BOD” means Board of Directors of Game Trail.

“Bylaw(s)” means the Game Trail Bylaws.

“Game Trail” means Game Trail Association, Inc.

“Member” means an individual(s) or entity who own property within Game Trail (Bylaws, Article III, Paragraph A). For clarity, a Member must be in “good standing”, (i.e., fully paid all assessments made or levied against the Member or the Member’s lot and not in violation of any covenants), (Bylaws, Article XII, Paragraph A).

“Nominating Committee” means a committee responsible for selecting nominees and calling for nominees from Game Trail membership for election to the BOD.

“Proxy” means a document that gives a Member or the BOD (as selected by the Member providing its proxy) the power to vote on such Member's behalf for the BOD.

3. BACKGROUND

- a. The Nominating Committee will consist of at least three but no more than five members, one of which will act as the chairperson; all must be Members in good standing. Committee members will be appointed by the BOD.
- b. Each Member will be appointed to serve a three-year term. Terms for the committee members will be staggered. After a one-year retirement from the committee, an individual will again be eligible to serve another three-year term.
- c. If a member of the Nominating Committee resigns, the BOD will appoint a new member to complete the term.
- d. No outgoing member of the BOD will be eligible for appointment to the Nominating Committee until one year after their retirement from the BOD.
- e. No member of the Nominating Committee may also be a candidate for the BOD.
- f. If a relative of a Nominating Committee member is suggested by a committee member or the general membership to run for the Board, then the committee member must abstain from the vote to recommend their relative as a candidate. The committee member's relative must receive votes from at least 2 other committee members to be listed as a candidate.

4. PROCEDURE

- a. In addition to the nominations made from the floor at the Annual Meeting, two other methods (see b. and c. directly below) are available for nominating candidates prior to the Annual Meeting.
- b. The Nominating Committee will nominate at least one person for each open position on the BOD.
- c. Members may nominate candidates. At least 120 days before the Annual Meeting, the Nominating Committee will publish an announcement, electronically, calling for nominations for the BOD from the Game Trail membership. These general membership nominations must be in writing and signed by the nominee and two

other members of the association to be valid (see example in Attachment 1 attached hereto and incorporated by this reference). The nominations must be received at least 75 days before the Annual Meeting. Mail nominations to Game Trail Association, P.O. Box 4110, Buena Vista, Colorado, 81211, Attention: Nominating Committee or scan the signed nomination form and email to admin@gametrailassn.org

- d. The call for nominations will be sent out using the Member's e-mail, posted on the GTA Website as well as by the mailbox center and if applicable, included in the Spring Game Trail newsletter.
 - e. The Game Trail Administrative Assistant will validate the eligibility of every BOD nominee.
 - f. All nominees will submit a photo and a free-form biographical sketch not to exceed half a page. The biography should include information that is pertinent for serving on the BOD. Nominees not submitting a biography will not have their names included on the Proxy/Ballot.
 - g. The Nominating Committee will prepare the Proxy/Ballot forms (see example in Attachment 2 attached hereto and incorporated by this reference), and include all eligible Nominating Committee and general membership candidates. The committee will provide the nominations in two listings: one for candidates nominated by the Nominating Committee and one for those nominated by the general membership.
 - h. The Nominating Committee will provide the Proxy/Ballot, instructions, and biographical sketches of each nominee to the Communications Committee to include in the Annual Packet.
 - i. After receiving the Proxy/Ballot forms, Members who will not be attending the Annual Meeting and who choose not to cast their votes by ballot in advance may appoint a Proxy to cast their vote (see example Attachment 2). All Members may cast their votes by Ballot or by Proxy in advance of the annual meeting or at the Annual Meeting.
 - j. The Game Trail Administrative Assistant is responsible for handling the ballots as received and determining which forms are valid. An invalid ballot is a ballot where the Member, i) Is not in good standing; ii) Has marked more than the allowable number of candidates; iii) Did not date the Proxy/Ballot; iv) Did not sign the Proxy/Ballot; v) Submitted a duplicate vote (only one ballot per lot or household); or vi) The person who signs the Ballot is not the same person authorized by the Proxy.
 - k. If a Proxy is assigned to the BOD, the BOD will decide how to cast those votes.
 - l. At the Annual Meeting, the GTA President calls for any additional candidates from the floor.
 - m. The Game Trail Administrative Assistant and Nominations Committee members distribute and tabulate the Ballot forms at the annual meeting.
 - n. The Game Trail Administrative Assistant confirms only one vote per residence/lot.
 - o. In case of a tie, the BOD will select the winning candidate(s).
 - p. The Game Trail Administrative Assistant maintains the nominee records for a period of no less than three years after the election.
-

ATTACHMENT 1: EXAMPLE NOMINATION FORM

Name 1 and Name 2 submit that we are members of Game Trail and are eligible to vote.

We are nominating [name of Candidate], another member of Game Trail, who is eligible to vote, as a nominee for the Board of Directors.

Signature 1 and Date	
Printed Name 1	
Game Trail Address 1	
Phone# 1	
Email# 1	
Signature 2 and Date	
Printed Name 2	
Game Trail Address 2	
Phone# 2	
Email# 2	
Signature Candidate and Date	
CANDIDATE	
Game Trail Address	
Phone# Candidate	
Email# Candidate	

ATTACHMENT 2: EXAMPLE IN-ADVANCE BALLOT AND PROXY FORM

BOARD OF DIRECTORS BALLOT / PROXY MUST BE RECEIVED BEFORE (DATE)

With this form, you may either cast your ballot in advance of the September [#], 20[##] business meeting, or, if you are unable to attend the meeting, you may indicate your Proxy. If you'd rather, you may cast your ballot at the meeting. In that case, do not submit this form.

TO VOTE NOW: Mark names with an "X" to cast your ballot. Vote for a maximum of X candidates.
Nominees from the Nominating Committee and recommended by the Board (can be more than openings)

____ Name (Full-time) ____ Name (Part-time) ____ Name (Lot Owner)

General Membership nominees*: (can be more than openings)

____ Name (Full-time) ____ Name (Part-time) ____ Name (Lot Owner)

* General membership nominee in accordance with GTA R&R 2004-01, Section 4. This clause may be deleted if there are no member nominations within 75 days before the annual business meeting.

TO INDICATE YOUR PROXY BECAUSE YOU CANNOT ATTEND THE ANNUAL MEETING: I (we) the undersigned Member(s) of Game Trail Association, Inc., and a Colorado nonprofit corporation (the "Association"), do hereby appoint (please check one):

____ The Members of the Board of Directors for Game Trail Association; ~ or ~

____ The following named Association Member: _____
as my true and lawful attorney(s) with power of substitution for me in my name to vote at the annual business meeting, or at any adjournment thereof, with all the power I would possess if personally present and (optional) specifically to vote for the following candidates for the Board of Directors.

COMPLETE ONLY IF YOU WISH TO DIRECT YOUR PROXY'S VOTE, mark [#] names with an "X." Vote for a maximum of X candidates.

Nominees from the Nominating Committee and recommended by the Board (can be more than openings)

____ Name (Full-time) ____ Name (Part-time) ____ Name (Lot Owner)

General Membership nominees*: (can be more than openings)

____ Name (Full-time) ____ Name (Part-time) ____ Name (Lot Owner)

WHETHER YOU ARE VOTING NOW OR INDICATING YOUR PROXY, YOU MUST SIGN AND DATE:

OWNER'S NAME (PRINT): _____

OWNER'S SIGNATURE: _____

Game Trail Address(es) _____

Date: _____

(If you own more than one lot, list each address.)

REMEMBER: Only those who do not vote in advance of the business meeting or do not indicate their Proxy will be voting at the meeting.

Send by email to: GTAdmin@gametrailassn.org or
Mail to: Game Trail Association, PO Box 4110, Buena Vista, CO 81211

YOUR BALLOT / PROXY MUST BE RECEIVED BEFORE [INSERT DATE 10 DAYS PRIOR to ANNUAL MEETING DATE]