

HILTON HEAD PLANTATION OWNERS' ASSOCIATION, INC

BOARD OF DIRECTORS

NOMINATING COMMITTEE GUIDELINES

A. Bylaws

Pursuant to the Hilton Head Plantation, Inc. By-Laws. Article VII, Section 5, "Nomination for election to the Board shall be made by a "Nominating Committee."

Article VII - Nomination

Section 5. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Candidates for election to the Board shall be solicited from all Members in writing at least one hundred and twenty (120) days prior to the annual membership meeting. The Nominating Committee shall consist of a Chairman, who shall be a Member of the Board and two or more Members of the Association. The Nominating Committee shall be appointed by the Board prior to each annual meeting of the Members, to serve from the close of such annual meeting of the members until the close of the next annual meeting and such appointment shall be announced at each annual meeting.

The Nominating Committee shall make as many nominations for election to the Board as it shall, in its discretion, determine, but not less than the number of vacancies that are to be filled. The Committee should consider length of residency, service to the Plantation, prior experience, education, conflicts of interest, and other relevant qualifications of the proposed nominees. Nominating may be made from only among the members; and no member shall be nominated for election if he is more than thirty (30) days past due in the payment of any assessment. Nominations may also be made by petition of not less than one hundred (100) Members in good standing with such nominations being submitted to the Secretary of the Board at least 45 days before the announcement date of the annual meeting so the names on the petition can be verified and the name of the individual included on the Ballot. The Nominations shall be mailed to the Members at least 30 days prior to the announcement date of the annual meeting, If there should be a failure to comply with any time requirements of this Section which, in the judgment of the Board, was due to unavoidable circumstances it shall not invalidate the election of the Directors who are otherwise nominated in accordance with the provisions of this Section.

B. Guidance to the Board of Regarding Committee Membership:

1. The Nominating Committee shall be appointed by the Board at the January meeting and be composed of an odd number of Members, including the chairperson, but no more than nine (9) members. As new members are added to the Nominating Committee, the members of the Committee with the longest service on the Nominating Committee will be retired from the Committee. An alternate (10th person) may be named who will become an active member of the Committee in the event one of the appointed is unable to serve.

2. Consistent with the goals of the broadest possible participation and diversity of committee membership, the Board shall consider the following among the factors to be weighed when appointing Committee Members:
 - a. A member of the Nominating Committee may not be a candidate for the Board of Directors.
 - b. Membership of Election and Nominating Committees shall be mutually exclusive: The same people cannot serve on both the Election Committee and the Nominating Committee.
 - c. Extent of a potential committee member's previous participation in community affairs, HHPPOA governance or committees.

C. Committee Responsibilities

1. The Nominating Committee shall welcome and consider all applicants for the Board of Directors of HHPPOA interested in sharing their skills, views time, and commitment to participating in the POA's governance.
2. Except as inconsistent with the By-laws and these guidelines, the Committee shall observe and comply with the General Guidelines established for all committees of the POA.
3. The Committee shall prepare Guidelines for the selection of Applicants and a Call for Candidates to be published in Plantation Living and on the POA's Website (www.hiltonheadplantation.com).
4. The Committee shall review all applications received by the close of nominations to ensure that all potential candidates are eligible, in accordance with the Bylaws, to continue through the process. Consistent with the goals of broadest possible participation and diversity of Board membership, the Committee shall consider applicants based on the factors outlined in the By-Laws Article VII section 5. Paragraph two (2). The Committee will also base their nominations on the following factors.
5. Consistent with the goals of the broadest possible participation and diversity of Board membership when establishing the slate, the Committee shall consider applicants based on the factors outlined in the Bylaws Article VII, Section 5. Paragraph two (2). The Committee will also base their nominations on the following factors:
 - Age (a Board member must be at least 18 years old at the beginning of his/her first term).

- Candidates "... shall be owners of lots or spouses of such owners; provided however, no owner and his or her spouse may serve on the Board at the same time, and no Co-owners may serve on the Board at the same time." HHPPOA Bylaws, Article VII: Board of Directors, Section 1.
 - No member may serve more than two (2) consecutive terms on the Board. However, members who have served for two (2) consecutive terms or a total of six (6) consecutive years will become eligible for nomination after sitting out at least one (1) year from their most recent service on the HHPPOA Board." Applicants filling an unexpired term of less than 18 months will be deemed not to have served a "term."
 - "Membership in good standing" - not any more than thirty (30) days past due in the payment of any assessment by the close of nominations and not in violation of any POA or Regime covenants or rules.
 - Appropriate qualifications that will further the goals of the Board and the community.
6. The Committee will enlist the POA Board's assistance in identifying and recruiting prospective Board candidates from among the ranks of the committees they respectively chair.
 7. The Committee shall obtain written consent from any prospective candidate whose name is put forth by another person.

D. Process

1. Following the application deadline, the Chair will convene the Nominating Committee to review the process, review the relevant documents and establish the *Candidate Interview Schedule*. Committee members should make every effort possible to attend all interviews. All eligible applicants, as defined by the Bylaws, will be invited to be interviewed. The interviews will be conducted in person.
2. The Chair will acknowledge, in writing, the Candidates Interview date/time/location. This correspondence will also include a list of potential questions, specific details regarding the balloting process and related deadlines. In addition, Board Member responsibilities and time commitments will be outlined and a copy of the *HHPPOA BOARD MEMBER CODE OF CONDUCT* will be included and noted that all Board Members are required to sign and abide by the document.
3. At the completion of all the interviews, the Committee will determine the number of candidates to be selected and finalize the selection. The Executive Committee and the General Manager will be notified of the results. The "slate" will be announced to the Board of Directors at the January meeting.

4. The Candidates selected to the ballot will be immediately notified, in writing, and advised of deadlines for submission of their materials for the ballot and *Plantation Living*. Those not selected will also be immediately notified in writing.
5. At the conclusion of the election process, the Nominating Committee should review the *Nominating Committee Guidelines*, determine any suggested revisions to the document and submit those to the Board of Directors for review/approval.

E. Petition Candidates

1. In the event of a Petition Candidate, the **Secretary of the Board of Directors** will certify his/her eligibility as per the Bylaws, and immediately notify the eligible petitioners in writing, as to deadlines for submission of materials for the ballot, and all other pertinent information regarding the election.
2. Information for Petition Candidates will appear on the ballot with the subheading 'Petition Candidate'. Submission of any communications to the community regarding these candidates will be in accordance with the dates listed on the Board approved Election Calendar.

F. Vacancy on the Nominating Committee

Should a vacancy occur on the Nominating Committee during the execution of its responsibilities, which would result in non-compliance with the Bylaws, the Board President, upon approval of the Board, shall appoint a member of for the duration of the term.

G. Vacancies on the Board of Directors

The Board may consult with the Nominating Committee when considering candidates to fill an unexpired term of Director.

CORPORATE SEAL

Adopted by HHP Board of Directors on April 25, 2000
Revised by the Board of Directors on October 25, 2005
Reviewed by the Board of Directors on August 22, 2006
Revised by the Board of Directors on August 26, 2008
Revised by the Board of Directors on February 28, 2012
Revised by the Board of Directors on January 26, 2016
Revised by the Board of Directors on January 28, 2025