

MONTGOMERY VILLAGE FOUNDATION, INC.

NOMINATING COMMITTEE GUIDELINES

The Nominating Committee is a standing committee of the Montgomery Village Foundation with the duties and functions described in Article VIII, Section 2 (below).

PURPOSE: Pursuant to the Montgomery Village Foundation, Inc. By-Laws, Article VIII: "Section 1. Nomination for election to the Board of Directors shall be made by a Nominating Committee which shall be one of the standing committees of the Foundation. The Nominating Committee shall consist of a chairperson, who shall be a member of the Board of Directors, and two (2) or more Members of the Foundation. The members of the Nominating Committee shall be appointed by the Board of Directors at least sixty (60) days prior to the annual meeting of the Members to serve until their successors are appointed.

Section 2. The "Nominating Committee may make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled and such nominations may be made from among Members of the Foundation or residents of Montgomery Village.

STANDARDS OF CONDUCT: Each committee member shall listen carefully to and respect the opinions of fellow committee members, refraining from negative or belligerent comments; participate actively in committee meetings; keep well informed of developments relevant to issues that may come before the committee; and respect and uphold the majority decisions of the committee.

MEETINGS:

1. The Nominating Committee meets twice a year.
2. All meetings are open to the public.
3. Each Committee meeting will begin with a "Residents' Time" to hear and consider suggestions from Foundation members and Village residents concerning Foundation responsibilities, facilities, and/or activities within the Committee's purview.
4. The Committee Chair is authorized to conduct meetings, and meetings will generally follow Robert's Rules of Order, applied informally and flexibly by the Chair, unless in the judgment of the Chair, a more formal application of Robert's Rules is necessary to provide additional clarity and order to ensure completion of the Committee's business.
5. Decisions or recommendations of the Committee are approved by a simple majority vote of members present and voting (voting by proxy is prohibited). Minutes of the meetings should include the participation, agenda items, motions/resolutions/recommendations, and Committee votes.

MEMBERSHIP QUALIFICATIONS:

1. The Nominating Committee shall consist of a chairperson, who shall be a member of the Board of Directors, and two (2) or more Members of the Foundation.
2. A member of the Nominating Committee may not be a candidate for the Board of Directors.
3. Membership of Election and Nominating Committees shall be mutually exclusive: the same people cannot serve on both Election Committee and Nominating Committee.
4. Volunteers for the Nominating Committee should have a background that includes participation in community affairs.
5. The Board shall consider the goals of broadest possible participation and diversity of committee membership among the factors to be weighed when appointing committee

members.

6. Applicants should be Montgomery Village property owners or residents in good standing (current in assessments and no architectural violations).
7. A Committee member who is absent from two of the regularly scheduled Committee meetings in a 12 month period, beginning April 1 of each year, may be removed from the Committee. The Board may waive the resignation for illness, emergency, or other good cause provided that the member and the Chairperson each submit a written explanation as to why the member in question should remain on the committee.

COMMITTEE CHAIR:

As established in Article VIII, Section 1 of the MVF By-Laws, the Nominating Committee Chair is to be a member of the MVF Board of Directors. Responsibilities include:

1. Confer with Staff Liaison to prepare the meeting agenda.
2. Communicate the Board intent when issues are referred to the committee for action/review.
3. Communicate the committee intent when recommendations/requests are forwarded to the Board for action.
4. Provide the Board with feedback on Committee performance.
5. Provide leadership by acting as a facilitator to keep discussions on track, managing differences of opinion and ensuring that the discussion remains on topic, productive and professional.

STAFF LIAISON:

The Director of Communications (MVF Corporate Secretary) shall serve as Staff Liaison to the Nominating Committee.

1. Confer with the Committee Chair to prepare the meeting agenda.
2. Provide technical assistance and coordinate administrative support, including preparation of supporting committee packets.

GENERAL RESPONSIBILITIES:

MVF shall welcome and consider all applicants for the Board of Directors of MVF interested in sharing their skills, views and energies by participating in Village governance. The Nominating Committee shall encourage representation of minorities and women for the Board of Directors of MVF in order to mirror the diversity of the Montgomery Village community.

1. The Committee shall prepare Guidelines for Applicants, to be approved by the Board of Directors, and a Call for Candidates to be published in the "Village News" according to the election calendar.
2. The Committee shall review all applications received by the close of nominations.
3. Consistent with the goals of broadest possible participation and diversity of Board membership, the Committee shall consider applicants based on a number of factors including, but not limited to:
 - status as a Member of the Foundation or resident in Montgomery Village;
 - membership in good standing (current in all assessments, including the Capital Contribution Fee, through December 31 of the year prior to the election and paid by the close of nominations and not in sustained violation* of any MVF, Condominium Association or Homes Corporation covenants or rules).
 - age (a Board member must be at least 18 years old at the beginning of his/her first term);
4. The Committee shall make as many nominations as the committee shall in its discretion determine, but no less than the number of vacancies that are to be filled. The

Slate of Nominees is to be reported to the Board of Directors according to the election calendar. The Committee minutes shall serve as a record setting forth the reason for refusal of any applicant who is not included on the slate.

5. The Committee shall obtain written consent from any prospective candidate whose name is put forth by another person.

Approved by MVF Board of Directors - October 26, 1978

Reaffirmed - August 25, 1983

Revised and Approved by MVF Board of Directors - 1984, 1985, 1989

Reaffirmed - 1990, 1991

Revised and Approved by MVF Board of Directors - September 24, 1992

Reaffirmed - September 30, 1993

Revised and Approved by MVF Board of Directors - September 22, 1994

Reaffirmed - September 28, 1995

Revised and Approved by MVF Board of Directors - 1996, 1997

Re-formatted per MVF Board standard - August 28, 1998

Revised and Approved by MVF Board of Directors - September 24, 1998

Reaffirmed - September 23, 1999, September 28, 2000, September 27, 2001, September 25, 2003

Revised and Approved by MVF Board of Directors – September 23, 2004

Revised and Approved by MVF Board of Directors – September 22, 2005

Reaffirmed by the MVF Board of Directors – 9/26/06, 9/27/07, 9/25/08, 9/24/09, 9/23/10, 9/22/11, 10/25/12

Revised and Approved by MVF Board of Directors – September 26, 2013

Revised and approved by MVF Board of Directors – August 28, 2014

Revised and approved by MVF Board of Directors – December 3, 2015