

**Game Trail Association, Inc.**  
**Procedure for Nominations for and Elections to the Board of Directors**  
**Rule and Regulation #2004-01**

**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 By-Laws, 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.

*“By-Law(s)”* means the by-laws of Game Trail.

*“Game Trail”* means Game Trail Association, Inc.

*“Member”* means an individual(s) or entity who own property within Game Trail (By-Laws, 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), (By-Laws, 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. 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.

**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 one person for each open position on the BOD.
- c. Members may nominate candidates in the following manner. 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.
- d. These nominations must be in writing and must be 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.
- e. 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, in the current Game Trail newsletter.
- f. An interested Member would reply to Game Trail Finance and Administrative Assistant at [GTAAdmin@gametrailassn.org](mailto:GTAAdmin@gametrailassn.org).
- g. The Game Trail Finance and Administrative Assistant ([GTAAdmin@gametrailassn.org](mailto:GTAAdmin@gametrailassn.org)) will validate the eligibility of every BOD nominee.
- h. All nominees will submit a photo and a free-form biographical sketch not to exceed one 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 and or the ballot.
- i. The Nominating Committee will prepare the Proxy (see example in Attachment 2 attached hereto and incorporated by this reference). 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. The Nominating Committee will also prepare instructions for how a member may cast their vote by appointing a Proxy.
- j. The Nominating Committee will provide the Proxy, any instructions, and biographical sketches of each nominee to the BOD.
- k. The Finance and Administrative Assistant for Game Trail maintains the nominee records for a period of no less than three years after the election.
- l. After receiving the Proxy form, Members who will not be attending the Annual Meeting may appoint a Proxy to cast their vote (Attachment 2). All Members may cast their votes by ballot or by Proxy in advance of (by sending to Game Trail Finance and Administrative Assistant ([GTAAdmin@gametrailassn.org](mailto:GTAAdmin@gametrailassn.org))) or at the Annual Meeting.
- m. The Game Trail Finance and 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 ballot/Proxy; iv) Did not sign the ballot/Proxy in the space provided at the bottom. Any ballot that does not match the Proxy in all material respects is invalid.
- n. If a Proxy is assigned to the BOD, the BOD will decide how to cast those votes.

- o. The Game Trail Finance and Administrative Assistant or Nominations Committee will distribute and tabulate the ballot forms at the meeting. The Communications Committee may also be called upon to help with this task.
- p. In case of a tie, the BOD will select the winning candidate.

**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 3, another member of Game Trail, who is eligible to vote, as a nominee for the Board of Directors. Filing and Lot numbers should be included with the Game Trail address for Addresses 1, 2, and 3.

<b>Signature 1</b>	
<b>Printed Name 1</b>	
<b>Address 1</b>	F: L:
<b>Phone# 1</b>	
<b>Signature 2</b>	
<b>Printed Name 2</b>	
<b>Address 2</b>	
<b>Phone# 2</b>	
<b>Signature 3</b>	
<b>Printed Name 3</b>	
<b>Address 3</b>	
<b>Phone# 3</b>	

**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. Nominees from the Nominating Committee and recommended by the Board:

\_\_\_\_ Name (#-year term)                      \_\_\_\_ Name (#-year term)                      \_\_\_\_ Name (#-year term)

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.

\_\_\_\_ Eligible candidate's name (#-year term)

**TO INDICATE YOUR PROXY BECAUSE YOU CANNOT ATTEND THE SEPTEMBER # 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."  
Nominees from the Nominating Committee and recommended by the Board:

\_\_\_\_ Name (#-year term)                      \_\_\_\_ Name (#-year term)                      \_\_\_\_ Name (#-year term)

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.

\_\_\_\_ Eligible candidate's name (#-year term)

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

Signature(s) of Lot Owner(s):

\_\_\_\_\_

Lot #(s) \_\_\_\_\_ Filing #(s) \_\_\_\_\_ Date: \_\_\_\_\_

*(If you own more than one lot, list each lot's number and filing.)*

**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.

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

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