

## MARKUP – ARTICLE VII

The proposed Bylaws changes to Article VII are in the April *Seabreeze*.

This document shows the markup and changes to Article VII. The red text shows additions, while deletions have lines drawn through them.

### ARTICLE VII – BOARD NOMINATIONS, ELECTIONS, AND APPOINTMENTS

#### A. Term

1. Officers and At Large Directors shall be elected at the Annual Meeting of the Corporation. The Board consists of eleven members of which four are Officers and seven serve as At Large Directors.
2. Any person elected to the Board of Directors shall have a two (2) year term. The At Large members of the Board of Directors shall be elected in odd numbered years. The Officers shall be elected in even numbered years.
3. Officers and At Large Directors shall be installed in office on the first day of January of the year following their election.

#### ~~Section 1. Directors~~

#### B. Nominations

1. A call for candidates shall be published in the Community Newsletter (i.e., Sea Breeze) in July/August prior to the Annual Meeting.
2. Nominations and applications for a Director position shall be forwarded submitted to the Chairman of the ~~Nominating~~ Elections Committee at least sixty days prior to the ~~a~~Annual ~~m~~Meeting or the date of the September General Meeting, whichever is later.
3. The Chairman of the Elections Committee shall then determine confirm the qualification and eligibility and qualifications of the nominee candidates as prescribed in the ~~By-laws~~ Bylaws, following which it shall instruct the Chairman to ~~and~~ prepare a slate of nominees which the Committee has approved eligible candidates for publication in the Community Newsletter (i.e., Sea Breeze) at least thirty (30) days prior to the ~~a~~Annual ~~m~~Meeting.
4. Floor Nominations for Officers or Directors will not be permitted or accepted at the Annual Meeting.

#### C. Voting

1. Voting shall be by secret paper ballot, a form of which shall be published in the Community Newsletter (i.e., Sea Breeze), posted online for printing, and made available at the Annual Meeting.
2. Votes may be cast by eligible Corporation Members in person at the Annual Meeting, by mail, or by ballot drop box.

3. Voting by electronic means or remote voting, including by email, fax, or any electronic platform, is not permitted.
4. Write-in votes for Officers or Directors will not be permitted or counted.
5. Voting will close one hour after the scheduled start of the Annual Meeting. Ballots received by any method after the close of voting will not be counted.
6. All ballots shall be verified as to eligibility to vote of those Corporation Members casting votes.
7. The collection, verification and counting of ballots and the certifying of results shall be conducted by independent parties who are not candidates for election and who do not have any apparent conflict of interest regarding any candidate in the election.
8. A third-party vendor may be retained to conduct the election.
9. Individuals conducting an election shall make reasonable efforts to ensure that the election is fair and that there is accountability for the process and the results of the election.
10. Following the verification and counting of ballots and certification of the results, the outcome of the election shall be conveyed to all Corporation Members by electronic means, by publication in the Community Newsletter (i.e., Sea Breeze) and by posting online.

~~Election of Directors shall be by a majority vote of the Corporation membership voting in the election.~~

#### D. At Large Directors

1. Election of Directors shall be by a plurality vote of the eligible Corporation members voting in the election. The seven (7) candidates receiving the most votes shall be elected.
2. If there are fewer than seven (7) candidates for At Large Director positions, at the subsequent January or later meetings of the Board of Directors, any vacant Director position may be filled for the two-year term by appointment by the President, subject to approval of the Board, following at least fifteen (15) days' notice of the vacancy and solicitation of interest by eligible Corporation Members by electronic means, or by publication in the Community Newsletter (i.e., Sea Breeze) or by posting online.

#### ~~Section 2-~~ E. Officers

~~1. Officers shall be elected at the annual meeting of the Corporation. Accordingly, following the statement of those nominated prior to that time, the Nomination Committee Chairman shall open the floor to nominations to the offices of the President, Vice President, Treasurer, and Secretary, each of which shall meet the qualifications of office.~~

~~Following the closing of nominations, the chairman of the Nomination Committee shall formally present the slate of Officers to the Membership. Election of Officers shall be by a majority vote of the eligible Corporation M~~members voting in the election.

2. If no candidate for an office secures a majority on the first ballot, then the eligible Corporation Mmembers present at the Annual Meeting shall vote for one (1) of the two (2) highest candidates on a

second ballot. The candidate receiving the majority of the votes of the eligible Corporation Members present and voting in the second ballot shall be elected.

3. If there are no candidates for an Officer position, at the subsequent January or later meeting of the Board of Directors, any vacant Officer position may be filled for the two-year term by appointment by the President, subject to approval of the Board, following at least fifteen (15) days' notice of the vacancy and solicitation of interest by eligible Corporation Members by electronic means, or by publication in the Community Newsletter (i.e., Sea Breeze) or by posting online. ~~Officers and Directors shall be installed in office on the first day of January of the year following their election.~~

### ~~Section 3. Floor Nominations~~

~~At any meeting at which elections are conducted, nominations from the floor will be accepted if such nominations are formally presented as a motion and seconded.~~

### ~~Section 4F. Change of Position – Officers and Directors~~

~~Notice Requirement~~ **1.** Any Officer or “at large” **At Large** Director seeking election, respectively, to an “at large” Directorship **At Large Director** or Officer’s position in a year in which his/her own seat is not to be open for election, must notify the Board in writing at least ~~thirty (30)~~ **sixty (60)** days prior to the Annual Meeting of his/her intention to run for such position and to vacate his/her existing position **if elected.**

~~Vacancies~~ ~~To fill any vacancies created by a change of position sought by any Officer or Director, the Board shall provide for election to the seat so vacated for a one (1) year term.~~

**2.** Any vacancies created by a change of position by any Officer or Director may be filled for the unexpired term by appointment by the President, subject to approval of the Board, following at least fifteen (15) days' notice of the vacancy and solicitation of interest by eligible Corporation Members by electronic means, or by publication in the Community Newsletter (i.e., Sea Breeze) or by posting online.