

HILTON HEAD PLANTATION OWNERS' ASSOCIATION, INC BOARD OF DIRECTORS

NOMINATING COMMITTEE GUIDELINES

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.

Vacancies on the Board

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

RESPONSIBILITY

1. The Nominating Committee shall welcome and consider all applicants for the Board of Directors of HHPPOA interested in sharing their skills, views and energies by 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 the POA's Website (hiltonheadplantation.com).
4. The Committee shall review all applications received by the close of nominations. 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:
 - 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."
 - No member may serve more than two (2) consecutive terms on the Board. Applicants filling an unexpired term of less than 18 months will be deemed not to have served a "term." However such candidates will be subject to the six (6) consecutive year limit.
 - 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).
 - Unique skills that will further the goals of the Board and the community.

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

Guidance to the Board Regarding Committee Membership:

1. The Nominating Committee shall be composed of an odd number of members including the chairperson but in no event more than nine (9) members.
2. Consistent with the goals of 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 Election Committee and Nominating Committee.
 - c. Extent of a potential committee member's previous participation in community affairs.

ATTEST:

DATE

PRESIDENT

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