

# **POUDRE VALLEY RURAL ELECTRIC ASSOCIATION, INC.**

## **BOARD POLICIES**

<b>SUBJECT:</b> <b>VOTING AND ELECTIONS</b>	<b>POLICY NUMBER:</b> 4.10
<b>REVISED/R reaffirmed Date:</b> 06/25/2024	

### **I. OBJECTIVE**

To create general guidelines governing the voting process primarily for the election of Directors and for other matters as established by the Association's Articles of Incorporation and Bylaws. These guidelines are intended to insure the fairness, impartiality, confidentiality, transparency and integrity of the voting process.

### **II. POLICY**

1.0 General. Neither the Board of Directors nor the Association shall take a position of support or opposition for any individual candidate for a board election. Resources of the Association shall not be used to support or oppose a candidate for election. Board members are prohibited from sending individual newsletters using cooperative resources. Each Member of the Association shall be entitled to one vote upon each matter submitted to a vote at any meeting of the Members. At all meetings of the Members at which a quorum is present, all questions shall be decided by a vote of a majority of the Members voting in person and, for the election of Directors and where authorized by resolution of the Board, by mail; except as otherwise provided by law, the Articles of Incorporation or Bylaws.

2.0 Election Supervision. As necessary, and not less than ninety days prior to any meeting of Members where an election may occur, the Board of Directors shall appoint an independent third party (such as a Certified Public Accounting firm or professional election firm) to receive, prepare and secure the return envelopes containing ballots, and tabulate ballots and report voting results to the Board.

The Board shall also appoint an Election Supervisory Committee consisting of the Association's general corporate legal counsel, a representative of the selected independent third party and a Member of the Association's management staff to oversee the election and voting process. The committee's responsibilities include, but are not limited to, resolving all issues or questions that may arise with respect to the election and voting process, the validity of Members' signatures on nominating petitions and return envelopes, the registration of Members, the tabulation of ballots and any challenges to the election and voting process.

3.0 Nomination, election and voting requirements. Elections for members of the Board of Directors will be held at the annual meeting of the Association. The date, time and location for the annual meeting will be posted on the Association's website no less than six months prior to the meeting.

- 3.01 Any Member in good standing of the Association is eligible to submit a nominating petition to become a candidate for the Board of Directors. Nominating petitions must be signed by at least 15 qualified Members of the Association and submitted to the Board no less than 60 days prior to the election. Each candidate must qualify under the Bylaws.
- 3.02 Ballots and the “Notice of Annual Meeting” shall be mailed to all Members of the Association at the Member’s billing address approximately 30 days prior to the Annual Meeting. The envelope containing the annual meeting ballot shall be clearly marked that a ballot is enclosed.
- 3.03 All mail ballots shall contain a return envelope which must be signed by the Member. The address on the return envelopes will be specified by the independent third party. Members who vote by mail are not allowed to vote at the annual meeting.
- 3.04 The deadline for mailing ballots shall be posted on the Association website at least 2 months prior to the deadline and remain until after the election. Information on how to become a candidate and the schedule of elections shall be published in the Association newsletter and posted on the Association website no less than 2 months prior to the date nominating petitions are due. The ballot position of a qualified Director candidate will be determined on a random basis, by pulling a name out of a container, prior to the publication of the ballot.
- 3.05 The ballot that is mailed to Members shall contain voting instructions and biographical information about each qualified Director candidate. Candidates will be identified by name, hometown, and length of Membership. A candidate may submit up to a 250-word summary of the candidate’s qualifications and views for inclusion in the biographical information.
- 3.06 From time to time, a Member may request a replacement mail ballot. The Member will be advised that the Member may vote in person at the Annual Meeting. Should that be unsatisfactory, a ballot and attendant information will be reissued to them. Should the Association receive more than one ballot from any one Member, then all ballots from said Member will be declared invalid.
- 3.07 The independent third party will receive the return envelopes and maintain care, custody and control of the return envelopes until the tabulation process is completed. The tabulation process shall be completed by the independent third party within a reasonable time agreed upon and supervised by the Election Supervisory Committee; candidates shall be given the opportunity to be present during the ballot tabulation. The independent third party may collect and count any ballots received prior to the date of the election. In such case, the independent third party must deliver the ballots to the Association under seal promptly after the count and, upon the request of any candidate, make available to the candidate for inspection.

4.0 Voting Qualifications. Only Members of the Association may sign a nominating petition and only Members may vote at regular and special meetings of Members. As a practical matter, the Association asks Members to certify the Member's membership by the Member's signature on petition forms and return envelopes containing ballots. The Association verifies Membership based upon that Member's record and application for service. From time to time, such signatures may vary from the Association's records requiring a determination of validity. Specific Membership types and acceptable signatures for each include, but are not necessarily limited to, the following:

- 4.01 Individual or Joint Membership: The Member of record's signature. In the case of a joint Membership, one signature from any joint Member is acceptable on a return envelope, and one signature is acceptable on a nominating petition. A Member's spouse or civil union partner cannot sign the return envelope unless the Membership is registered as a joint Membership.
- 4.02 Entity Membership: The signature of an authorized representative of the entity.

The Election Supervisory Committee will determine signature and Membership validity including but not limited to clear evidence of a signature by someone other than the Member. Unsigned return envelopes will invalidate any ballot contained therein. More than one return envelope from any Member will invalidate all ballots from that Member.

5.0 Ballot Procedures. For each election a printed ballot, together with a return envelope containing a signature line by the voting Member shall be mailed to each member. Each Member shall be instructed that if the Member wishes to vote, the ballot shall be marked in accordance with instructions to be placed on each ballot and the ballot shall then be mailed to the designated third party in the return envelope, which must be signed by the Member. The Association may provide a secrecy sleeve or inner envelope to conceal the markings on a mail ballot in the return envelope. A mail ballot returned in a signed return envelope but without the markings concealed is nonetheless valid and shall be counted. In the case of a joint Membership, the ballot envelope must include the name of each eligible voter. The joint Member who casts the ballot shall sign and return the envelope. Return envelopes not signed by a Member shall not be counted. Generally, the process of receiving, preparing and securing the return envelopes will be in the care, custody and control of the selected independent third party under the supervision of the Election Supervisory Committee.

- 5.01 Return envelopes shall be addressed to the independent third party selected and the independent third party may collect and count any ballots received prior to the date of the election as provided in Section 3.07 of this Policy.
- 5.02 The return envelopes shall have affixed to them a Member name generated from the Membership records of the Association. The envelopes shall have a signature block for the Member's signature, printed name and title. Other appropriate information and directions will also be provided. Any ballots delivered to the Association in person or by mail shall be delivered by secure means to the independent third party prior to the annual meeting.

5.03 The independent third party, with assistance from the Election Supervisory Committee and the Association's staff while under the supervision of the Independent third party, shall 1) maintain an accounting of the number of return envelopes; and 2) sort the envelopes into groups after comparing the Member label to the signature block. The groups include: i) envelopes signed by the Member or authorized representative, ii) envelopes unsigned, iii) envelopes to be reviewed by the Election Supervisory Committee for the Committee's determination of validity.

5.04 Questions or concerns raised by the candidate regarding the handling of return envelopes should be directed immediately to the Election Supervisory Committee for the Committee's immediate review and determination.

5.05 The independent third party will transport all return envelopes and ballots to the site of the Annual Meeting of Members and maintain custody and control during meeting registration and tabulation. The independent third party will also supervise the in-person voting process.

5.06 The independent third party shall supervise the transport and be in control of all ballots cast in person to a secure site to begin the ballot counting process.

6.0 Registration. An important part of the Annual Meeting of Members is registration of Members to determine the presence of a quorum and, if required, to verify Membership for voting purposes. The registration process is handled by the Association's staff and employees prior to the start of the business portion of the meeting. In the event there is an election of Directors or a vote on any other issue, the registration process would continue to be carried out by the Association's employees; and the voting process would be supervised by the selected independent third party under the general oversight of the Election Supervisory Committee.

6.01 In person balloting will be available to Members prior to the business portion of the Annual Meeting of Members for a specific period of time. The "Notice of Annual Meeting" of Members shall specify the hours of balloting and the specific time when balloting will cease. In person balloting is not allowed for Members who have voted by mail prior to the annual meeting.

6.02 A qualified Director candidate may have a representative observe the registration and in-person voting process. Questions or concerns, raised by the candidate's representative, regarding the registration and/or voting process should be directed immediately to the Election Supervisory Committee for the Committee's immediate review and determination.

6.03 No person shall be allowed to electioneer, photograph, videotape or tape record any activity in the registration and voting area while an election is in progress. Nor shall unauthorized persons congregate within the registration and voting area. Such area shall include the interior of the building where registration and voting is taking place.

6.04 Any question, concern, dispute or inquiry regarding any election or voting issue that might arise during the registration and voting process will be submitted in writing to

the Election Supervisory Committee for the Committee's immediate review and determination. Any form of written submittal to any member of the Committee shall be sufficient. The Committee may respond to unwritten questions but such an unwritten question shall not be considered a legal form of inquiry.

- 7.0 Tabulation. The independent third party shall be in control of all return envelopes. The independent third party will open the return envelopes, remove the ballots and count the ballots. The independent third party shall also supervise and count any ballots cast in person.
  - 7.01 A qualified Director candidate may have one representative observe the tabulation process of any ballots cast in person. The representative must be presented to the Election Supervisory Committee in advance. The candidate's representative shall not interfere with the counting process or make challenges until the final count is tabulated. The candidate's representative shall not be in the area where the ballots are located so that such representative cannot touch or otherwise be in proximity to the ballots. Such challenges are to be made to the Election Supervisory Committee in writing.
  - 7.02 The independent third party shall develop the party's own methods of counting, cross-checking, recording and reporting the result. Handling questionable or irregular ballots will be determined by the independent third party's representative, in consultation with the Election Supervisory Committee, if necessary.
  - 7.03 In the event that an election contest is won by a margin of 0.5% or less of total votes cast for that Director District position or that particular question, the independent third party will automatically recount all ballots appropriate to that Director District position or particular question.
  - 7.04 In the event of a tie vote in a Director election, the outcome of the election shall be decided by the flip of a coin conducted by the Election Supervisory Committee in the presence of the Board of Directors and the candidates. In the event of an election tie on any other issue, the election outcome shall be decided by a vote of the Board of Directors at the next regular meeting of the Board.
  - 7.05 The independent third party's representative will certify the results of the election and provide written certification to the Board of Directors as soon as the results are available.
  - 7.06 All return envelopes, ballots and any materials used in conducting the count shall be preserved and turned over to the Election Supervisory Committee for safekeeping. These envelopes, ballots and materials will be preserved by the Election Supervisory Committee for a period of not less than ninety days.
- 8.0 Challenges. Any qualified Director candidate may challenge the correctness of any announced result of a Director election in which the person was a candidate. Should a challenge be presented it shall be made in writing, specifically asking for a recount, addressed to the Election Supervisory Committee, and presented within ten calendar days from the

close of balloting. The Committee will authorize a recount at the requesting candidate's expense; to be performed in the same manner as, and by the same independent third party, that performed the original vote count.

In regard to election issues other than the election of a Director, should 25 or more Members who voted in the election submit a signed, written request for a recount to the Election Supervisory Committee within 10 calendar days from the close of balloting, the Committee will authorize a recount at the requesting Member's expense; to be performed in the same manner as, and by the same independent third party, that performed the original vote count.

Due to the nature of the balloting by mail process as required by state law, any challenge by a qualified Director candidate of the balloting by mail process, method of handling return envelopes, validation of Members' signatures, acceptance or rejection of return envelopes and/or other issues relating to balloting by mail must be made prior to the close of balloting at the Annual Meeting of Members. Any challenge so raised must be directed in writing to the Election Supervisory Committee for the Committee's immediate review and determination. Once the return envelopes are opened, the Member's ballot will be removed eliminating any method of identifying any ballot from any other. Once balloting is closed, challenges to the ballot by mail process will be denied.

- 9.0 Dispute Resolution. The Election Supervisory Committee shall have the authority to rule on all questions that may arise with respect to the validity of nominating petitions, validity of Member signatures, the registration of Members, counting of ballots cast in any election, determination of the validity of any ballot irregularly marked or cast, rulings upon all other questions that may arise relating to the ballot by mail process, Member voting and the election of Directors, and decisions upon any challenge, protest or objection made with respect to any election or conduct that may affect the results of any election. The Committee's decision on all such matters shall be final.

In the event any clause or provision of these guidelines shall be adjudged to be invalid or void, or determined to be in conflict with the Association's Articles of Incorporation, Bylaws, existing laws, rules and regulations of the United States of America, State of Colorado, or any governing body having jurisdiction over the Association, then and in that event, such laws, rules, and regulations shall take precedence over the particular guideline and the fact that any such clause or provision may be invalid or void shall not serve to invalidate the remaining guidelines, clauses and provisions contained herein.