

Y-W ELECTRIC ASSOCIATION, INC.  
AKRON, COLORADO

POLICY BULLETIN 1-10

SUBJECT: DIRECTOR VOTING & ELECTIONS

I. OBJECTIVE:

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

II. POLICY:

- A. The Board of Directors from Y-W Electric Association, Inc. shall not 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. During the two (2) months prior to an election, board members are prohibited from sending individual newsletters using cooperative resources.
- B. Each Member of Y-W Electric Association, Inc. 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.
- C. In the event there are no contested races for Director and there is no other issue coming before the members that requires mail ballots, the Board of Directors may elect not to use mail ballots. In that case, a voice vote for the Director candidates will be held if there is a quorum present at the Annual Meeting.
  1. Election Supervision
    - a. The Board shall appoint an Election Supervisory Committee consisting of the Credentials and Election Committee and the Office Manager of the Association to oversee the election and voting 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.
    - b. If necessary and Practicable, where an election may occur, the Board of Directors shall appoint an independent third party (such as a Certified

Public Accounting (CPA) firm, professional electioneering firm, or other designee) to receive, prepare and secure the return envelopes containing ballots, and at the appropriate time, tabulate ballots and report voting results to the Board. When an independent third party is used, the Election Supervisory Committee shall consist of the Office Manager of the Association, the Credential and Elections Committee and the independent third party.

## 2. Nomination, Election and Voting Requirements

- a. 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 (6) months prior to the meeting.
- b. Any member in good standing of the Association is eligible to submit a nominating petition to become a candidate for the Board of Directors. No person shall be eligible to become or remain a director who is not a member of the Cooperative or does not reside in the director district he is to represent, except as hereinafter provided, or who is any way employed by, or financially interested in, a competing enterprise. When a membership is held jointly by a husband and wife, either one, but not both, may be elected a director. No person shall be eligible to become or remain a director of the Cooperative who is a close relative of an incumbent director; PROVIDED, that the operating or chief executive of any member which is not a natural person, such as a corporation, church, etc., or his designee, shall, notwithstanding that he is not receiving service from the Cooperative at his primary residential abode, be eligible to become a director if, he (1) is in substantial permanent occupancy, direction or use of the premises serviced by the Cooperative and (2) is a permanent and year-around resident within or in close proximity to an area served by the Cooperative. Nominating petitions must be signed by at least fifteen (15) qualified members of the Association and submitted to the Board no less than forty-five (45) days prior to the election. Members may receive a list of members within the specific district for use in obtaining signatures on a nominating petition. Once a member has become a candidate, the candidate may receive a list of members from all districts. Both lists will be comprised only of active voting member names and addresses. These lists may only be used for nominating and election purposes. The lists, and any copies thereof, must be returned to the Association at the Annual Meeting.
- c. Ballots shall be mailed to all Members of the Association at their billing address with the Notice of Annual Meeting not less than ten (10) and not more than twenty five (25) days prior to the Annual Meeting.
- d. All mail ballots shall contain a return envelope which must be signed by the Member. Return envelopes must include a privacy sleeve to conceal the markings on the ballot. The address on the return envelopes will be

specified by the Association. Members who vote by mail are not allowed to vote at the Annual Meeting.

- e. The deadline for mailing ballots shall be posted on the Association website at least three (3) months prior to the deadline. Information on how to become a candidate and the schedule of elections shall be mailed to each member and posted on the Association website no less than two months before petitions to become a candidate are due. The ballot position of a qualified Director candidate will be determined on a random basis prior to the publication of the ballot.
- f. The "Notice of Annual Meeting" that is mailed to Members with the ballot shall contain voting instructions and biographical information about each qualified Director Candidate. Candidates will be identified by name, hometown, and the Association district. A candidate may submit up to a 250 word summary of their qualifications for inclusion in the "Notice of Annual Meeting".
- g. From time to time, a Member may request a replacement ballot. The Member will be advised that they may vote in person at the Annual Meeting. Should that be unsatisfactory, a ballot and attendant information will be reissued to them. Should Y-W Electric Association, Inc. receive more than one ballot from any one Member, all ballots from said Member will be declared invalid.
- h. In the event an independent third party is not appointed, the Association 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 begin immediately after the ballots at the Annual Meeting are collected and the tabulation shall be completed by the Election Supervisory Committee as soon as practicable thereafter; candidates shall be given the opportunity to be present during the ballot tabulation.

#### D. Voting Qualifications

1. Only Members of Y-W may sign a nominating petition and only Members may vote at regular and special meetings of Members.
2. As a practical matter, Y-W asks Members to certify their Membership by their signature on petition forms and return envelopes containing ballots. Y-W verifies Membership based upon that Member's record and application for service. From time to time, such signatures vary from our records requiring a determination of validity. *Using the philosophy of allowing as many Members as possible to express their opinion, determinations of validity will err on the side of acceptance.*
3. Specific Membership types and acceptable signature for each include, but are not necessarily limited to, the following:

- a. Individual 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.
  - b. Corporate Membership - The signature of an officer or assistant officer of the Corporation such as President, Vice-President, Secretary, Treasurer or other authorized representative.
  - c. Unincorporated Entity Membership - The signature of an authorized representative.
4. 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 and will remain unopened until after the Annual Meeting. More than one return envelope from any Member will invalidate all ballots from that Member.

#### E. Ballot Procedures

1. For each election a printed ballot and a special envelope for the concealing of such ballot by each Member who votes, 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 he or she wishes to vote, the ballot shall be marked in accordance with instructions to be placed on each ballot, such ballot shall then be placed in the special envelope, and the special envelope containing the ballot shall then be mailed in the return envelope, which must be signed by the Member. Return envelopes not signed by a Member shall not be counted.
2. Generally, the process of receiving, preparing and securing the return envelopes will be in the care, custody and control of the Association under the supervision of the Office Manager unless the Board of Directors appoints an independent third party. In that case, the independent third party shall perform those functions.
  - a. Return envelopes shall be addressed to the Association or independent third party. The Association or independent third party shall keep them unopened and secure until the tabulation process begins at the designated time and location at the Annual Meeting of Members.
  - b. The return envelopes shall have affixed to them a Member name and address label generated from the Membership records of Y-W. The envelopes shall have a signature block for the Member's signature, printed name and title. Other appropriate information and directions will be provided.
  - c. The Association under the supervision of the Office Manager or independent third party, shall 1) maintain an accounting of the number of

return envelopes; 2) sort the envelopes into groups after comparing the Member label to the signature block. The groups include: i) envelopes signed by the Member, officer or authorized representative, ii) envelopes unsigned, iii) envelopes to be reviewed by the Election Supervisory Committee for their determination of validity.

- d. Questions or concerns raised by the candidate regarding the handling of return envelopes should be directed immediately to the Election Supervisory Committee for their immediate review and determination.
- e. The Association or independent third party will transport all return envelopes to the site of the Annual Meeting of Members and maintain custody and control during meeting registration and tabulation. The Election Supervisory Committee will also supervise the in-person voting process.
- f. The Election Supervisory Committee shall supervise the transport and be in control of all ballots cast in person to a secure site to begin the ballot counting process.

#### F. Registration

- 1. 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 Y-W staff and employees prior to the start of the Annual Meeting.
- 2. 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 Y-W employees and the voting process would be supervised by the Office Manager under the general oversight of the Election Supervisory Committee.
  - a. In-person balloting will be available to Members at the Annual Meeting of Members. Voting will be allowed until the President calls for the ballots to be collected for the tabulation. Each candidate shall be allowed to address the Members at the Annual meeting for two minutes prior to the collection of the ballots. In person balloting is not allowed for Members who have voted by mail prior to the Annual Meeting.
  - b. A qualified Director candidate may have a representative observe the registration and 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 their immediate review and determination.
  - c. 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.

- d. 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 their immediate review and determination. Any form of written submittal to any member of the committee shall be sufficient. The committee may respond to non-written questions but such shall not be a legal form of inquiry.

#### G. Tabulation

1. Once balloting has been closed, the Election Supervisory Committee shall supervise the transport and be in control of all return envelopes and any ballots cast in person to a secure site to begin the ballot counting process. The Election Supervisory Committee will supervise Y-W employees in the opening of the return envelopes, removal and opening of the special ballot envelope, the removal of ballots and the counting of ballots.
2. A qualified Director candidate may have one representative observe the tabulation process. 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. Such challenges are to be made to the Election Supervisory Committee in writing.
3. The Association has developed its own methods of counting, cross-checking, recording and reporting the result. Handling questionable or irregular ballots will be determined immediately by the Election Supervisory Committee, if necessary.
4. All return envelopes, ballots and any materials used in conducting the count shall be preserved and turned over to the Association for safekeeping. These envelopes, ballots and materials will be preserved by the Association for a period of not less than ninety (90) days.

#### H. Challenges

1. Any qualified Director candidate may challenge the correctness of any announced result of a Director election in which he/she 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 (10) calendar days from the close of balloting. The Election Supervisory Committee will authorize a recount at the requesting candidate's expense; to be performed in the same manner as the original vote count.
2. 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 ten (10) calendar days from

the close of balloting, the Election Supervisory Committee will authorize a recount at the requesting Member's expense; to be performed in the same manner as, and by the same person or persons, that performed the original vote count.

3. 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 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 their immediate review and determination. Once balloting closes, the return envelopes are opened, the special ballot envelope containing 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.

#### I. Dispute Resolution

1. 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 Election Supervisory Committee's decision on all such matters shall be final.
2. 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 Y-W 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 Y-W, 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.

III. RESPONSIBILITY:

It shall be the responsibility of the Board of Directors and the so appointed Election Supervisory Committee to carry out the terms of this policy.

Revision No. 3

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*Donal Young*  
Secretary