

Gunnison County Electric Association, Inc.

RULES AND REGULATIONS

BOARD POLICY: A-39

SUBJECT: Voting and Elections Policy

I. OBJECTIVE

- A. To create general guidelines governing the voting process for the election of directors and for other voting related matters as established by Gunnison County Electric Association's (GCEA) Articles of Incorporation and Bylaws. These guidelines are intended to ensure the fairness, impartiality, confidentiality, transparency and integrity of the voting process.

II. POLICY CONTENT

- A. GCEA and its Board of Directors (Board) shall not take a position in support of or opposition to any candidate for election to the Board. GCEA resources shall not be used to support or oppose a candidate for election.

Each GCEA member shall be entitled to one vote upon each matter submitted to a vote at any meeting of the members. For the election of directors, voting shall be by mail or in person at the annual meeting, except as otherwise provided by law, the Articles of Incorporation or Bylaws.

- B. Election Supervision:

1. As necessary, and not less than ninety (90) days prior to any meeting of members where an election may occur, the Chief Executive Officer (CEO) shall appoint a Certified Public Accountant (CPA) as the independent third party responsible for receiving and tabulating ballots, certifying election results and reporting to the Board.
2. The CPA's certified election results shall be final.

- C. Qualification of Candidates, Nomination Procedure, Election Process and Voting Requirements:

1. A director or director candidate shall possess the following qualifications:
 - (1) is a natural person;
 - (2) has the capacity to enter into legally binding contracts;
 - (3) is a bona fide resident in the area served by GCEA and in the director district represented;
 - (4) is a member in good standing who does use, receive, or purchase a GCEA service at the director or director candidate's primary residence;
 - (5) is not materially, directly, regularly or substantially, in any way, employed by, affiliated with, or financially interested in a competing enterprise;
 - (6) has not been convicted of or plead guilty to a felony while serving as a director and during the five (5) years immediately prior to becoming a director;

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- (7) complies with any other reasonable qualifications as determined by the Board.
 - (8) shall not have been employed by GCEA, within one (1) year immediately prior to becoming a director; and
 - (9) within one (1) year immediately prior to becoming a director, shall not have been an owner or employee of a consultant or contractor retained and paid \$10,000 by GCEA within one (1) year immediately prior to becoming a director.
1. Elections for director(s) of the Board will be held at GCEA's annual meeting (Annual Meeting). The date, time and location for the Annual Meeting will be posted on GCEA's website no less than six (6) months prior to the meeting.
2. Any GCEA member in good standing is eligible to submit a nominating petition to become a candidate in the member's director district for the Board. Nominating petitions must be signed by at least fifteen (15) GCEA members and submitted to the Board no less than forty-five (45) days prior to the election. If the forty-fifth day prior to the election falls on a weekend or holiday, then the due date becomes the next business day.
3. In order to make a determination of members entitled to vote by mail ballot, the Board shall fix a record date forty-five (45) days prior to the date of the annual meeting. Ballots shall be mailed to all members as of the record date with the Notice of Annual Meeting not less than ten (10) days nor more than thirty (30) days prior to the Annual Meeting.
4. All mail ballots shall contain a return envelope, which must be signed by the member. A privacy sleeve will be provided to conceal the markings on the ballot. Failure to use the privacy sleeve will not invalidate the ballot. The CPA shall determine the address to which the ballots will be mailed. Members who vote by mail are prohibited from also voting at the annual meeting.
5. The deadline for mailing ballots shall be posted on the GCEA website at least three (3) months prior to the deadline and will remain posted until after the election. Information on how to become a candidate and the schedule of elections shall be mailed to each member and posted on GCEA's website no less than two (2) months prior to the date that nominating petitions are due.
6. 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 length of membership. Each candidate may submit up to a 250 word summary of his/her qualifications and views for inclusion in the Notice of Annual Meeting.
7. A member may request a replacement ballot. The member will be advised that he/she may vote in person at the Annual Meeting. If GCEA determines that in-person voting by the member at the Annual Meeting is unsatisfactory or infeasible, a replacement ballot and attendant information will be sent to the member.

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8. The CPA will receive the ballot return envelopes and maintain care, custody and control of the ballot return envelopes until the tabulation process is completed. The tabulation process shall be completed by the CPA. Ballot counting will begin no earlier than seven (7) days prior to the Annual Meeting, with all remaining ballots to be counted following the close of balloting. Candidates shall be given the opportunity to be present during the ballot counting process.

B. Voting Qualifications:

1. Only members of GCEA may sign a nominating petition and only members may vote.
2. GCEA asks members to certify their membership by their signature on petition forms and on return envelopes containing ballots. GCEA verifies membership based upon that member's record and application for service.
3. Specific membership types and acceptable signatures for each include, but are not necessarily limited to, the following:
 - (1) 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 or
 - (2) Organization Membership – The organization shall designate a representative as a voting delegate at any membership meeting and the presence of such a delegate shall constitute representation of the organization membership.
4. The CPA will determine signature and membership validity. Unsigned return envelopes will invalidate any ballot and will remain unopened. If GCEA receives more than one (1) ballot from any one (1) member, all ballots from that member will be declared invalid.

C. Ballot Procedures:

1. For each election, the position on the ballot of the name of a qualified Director candidate will be determined on a random basis prior to the publication of the ballot.
 - (1) Ballot return envelopes shall be addressed to the CPA selected. The CPA shall keep them unopened and secure until the tabulation process begins at the designated time and location prior to the business portion of the Annual Meeting.
 - (2) The ballot return envelopes shall have affixed to them a member name and address label generated from the membership records of GCEA. 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 GCEA in person or by mail shall be delivered by secure means to the CPA prior to the Annual Meeting.

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- (3) Questions or concerns raised by a candidate regarding the handling of ballot return envelopes should be directed immediately to the CPA for immediate review and determination.
- (4) The CPA will transport all ballot return envelopes to the site of the Annual Meeting and maintain custody and control of the ballot return envelopes during meeting registration and tabulation.
- (5) The CPA shall supervise the in-person voting process and shall be in control of all ballots cast in person and supervise the transport of such ballots to a secure site to begin the ballot counting process.

D. Registration:

1. An important part of the Annual Meeting 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 GCEA staff prior to the start of the business portion of the meeting. Registration will close when the Annual Meeting is called to order. Additional provisions include:

- (1) In-person balloting will be available to members prior to the business portion of the Annual Meeting. The Notice of Annual Meeting 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.
- (2) A qualified director candidate or his/her designated representative may observe the registration and voting process. Questions or concerns, raised by the candidate or the candidate's representative, regarding the registration and/or voting process should be directed immediately to the CPA for immediate review and determination.
- (3) 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 be permitted to congregate within the registration and voting area. Such area shall include the interior of the building where registration and voting is taking place.
- (4) 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 CPA for immediate review and determination. Any form of written submittal to the CPA shall be sufficient. The CPA may respond to non-written questions but such shall not be considered a legal form of inquiry.

E. Tabulation:

1. The CPA shall be in control of all ballot return envelopes and any ballots cast in person and shall supervise the transport of the ballot return envelopes and the ballots to a secure site to finish the ballot counting process. The CPA will supervise the opening of return ballot envelopes, removal of the secrecy sleeve, the removal of ballots and the counting of ballots, and further:

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- (1) A qualified director candidate may observe the counting and tabulation process. The candidate shall not interfere with the counting process or make challenges until the final count is tabulated. Such challenges are to be made to the CPA in writing.
- (2) The CPA shall develop his/her own methods of counting, cross-checking, recording and reporting the result. Handling of questionable or irregular ballots will be determined immediately by the CPA.
- (3) In the event that an election contest is won by a margin of 2% or less of total votes cast for that director district position, the CPA will automatically recount all ballots related to that director district position.
- (4) A plurality of votes is necessary to elect a Director. In the case of a tie vote, an independent third party will flip a coin to determine the winner.
- (5) The CPA will certify the results of the election and provide written certification to the Board within two business days of the completion of the tabulation or recount.
- (6) All ballot return envelopes, ballots and any materials used in conducting the count shall be preserved by the CPA for a period of not less than ninety (90) days.

F. Challenges:

1. Any qualified director candidate may challenge the validity 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 ask for a recount, be addressed to the CEO, and be submitted within 10 calendar days following the close of balloting. The CEO will authorize a recount at the requesting candidate's expense to be performed in the same manner as, and by the same CPA, that performed the original vote count.
2. 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 within five (5) business days of the Annual Meeting. Any challenge so raised must be directed in writing to the CEO who will seek the advice of legal counsel for review and determination.

G. Dispute Resolution:

1. The CEO is the final decision maker for all disputes and for factual questions regarding the validity of nominating petitions, election conduct, and objections, and the CPA is the final decision maker regarding factual questions relating to validity of member signatures, registration of members, counting of ballots, determination of irregular ballots and ballot by mail process.

H. Interpretation:

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1. In the event any clause or provision of this policy shall be adjudged to be invalid or void, or determined to be in conflict with GCEA's Articles of Incorporation, Bylaws, or existing laws, then and in that event, such Articles of Incorporation, Bylaws or laws shall take precedence over this policy and the fact that any such clause or provision may be invalid or void shall not serve to invalidate the remaining provisions of this policy.

II. RESPONSIBILITY

- A. It shall be the responsibility of the Board, GCEA's general counsel, and the CEO to carry out the terms of this policy.

(5th Revision) / Greg Wiggins / _____
Board President

November 29, 2016
Effective Date

Cancels 4th Revision

Dated July 29, 2014

Cancels 3rd Revision

Dated February 26, 2013