



Board of Directors Policy

Subject: Board Elections			Policy No: 204
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OBJECTIVE:

To create general guidelines governing the nomination and voting process for the election of directors ("Directors") to the board of directors ("Board") in keeping with procedures which are consistent with the provisions of state law and the articles of incorporation, bylaws, and other policies of K.C. Electric Association (the "Association"). This policy is intended to ensure the fairness, impartiality, confidentiality, transparency and integrity of the election process.

POLICY:

A. General.

1. The Board, election appointees of the Board, and the staff of the Association are prohibited from endorsing a candidate for election to the Board. 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 resources of the Association.
2. Elections of members of the Board will be conducted at the Annual Meeting of the Association. The date, time and location for the Annual Meeting will be fixed and determined in advance each year and will be posted on the Association's website no less than six (6) months prior to the meeting. Information with regard to becoming a candidate and the schedule for elections shall be communicated to each member in a mailing and on the Association's website no less than two (2) months before petitions to become a candidate are due.
3. Each membership 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; except as otherwise provided by law, the articles of incorporation or bylaws of the Association.

B. Election Supervision.

1. Not less than one hundred twenty (120) days prior to any meeting of members where a ballot question is presented, the Board of Directors shall appoint an Election Committee to monitor and ensure the integrity of the election procedure in accordance with this policy.
2. The Election Committee shall consist of a member from each of the Association's Director Districts, an Association staff member, and the attorney of the Association. Except for the attorney and the staff member of the Association, to be a member of the Election Committee the individual shall be a member of the Association in good standing. Nominations for the Election Committee shall be made to the Board by the Directors and/or by the Association's staff and appointed by a vote of the Board. Election Committee members shall serve a one (1) year term.

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3. The Election Committee's responsibilities include, but are not limited to, receiving nominations of candidates from members for election to the Board, resolving all issues or questions that may be presented to them with respect to the election and voting processes, the validity of members' signatures on mail ballot return envelopes, the registration of members, the tabulation of ballots and any challenges to the election and voting processes.
4. The attorney for the Association, as a member of the Election Committee, shall be available at all times to assist and advise the Election Committee in interpreting the provisions of this Policy as well as the applicable provisions of the Association's articles of incorporation, its bylaws, and its policies; as well as state and federal law, rules, regulations and policies, and for assistance and advice in such other matters as might affect the duties and responsibilities of the Election Committee. Additionally, the Association staff shall conduct training of the Election Committee on an annual basis to ensure that election practices are consistent year-to-year.

C. Nomination of Director Candidates.

1. Official nominating petitions shall be issued by the Association not earlier than ninety (90) days prior to the meeting at which the election is to be held. Petitions must be signed by at least fifteen (15) members, not more than one (1) member in a joint membership, of the Association and returned to the Association for filing with the Board no less than sixty (60) days prior to the election. Qualified candidates can pick up official nominating petitions at the Association's Hugo or Stratton office.
2. The Election Committee shall accept and ratify member nominations submitted to the Election Committee unless the Election Committee determines that any one candidate or candidates are not eligible.
3. Candidates for the office of Director shall be designated on the ballot randomly, and shall be entitled to request and receive membership lists, in a usable format, on the same basis and at the same time as such lists are made available to any other candidate. Such lists shall be used only for purposes of the election and shall be returned or destroyed after the election.

D. Voting Qualifications

1. Only members of the Association are qualified to sign a nominating petition and only members may vote at regular and special meetings of members.
2. Specific membership types and acceptable signatures for each include, but are not necessarily limited to, the following:
 - i. Individual Membership – The member's signature.
 - ii. Joint Membership - One signature from any joint member is acceptable on a return envelope, and one signature is acceptable on a nominating petition. A joint membership shall be entitled to one (1) vote.
 - iii. Corporate Membership – The signature of an officer or assistant officer of the corporation such as President, Vice-President, Secretary, Treasurer, or an authorized representative of the corporation.
 - iv. Unincorporated Entity Membership – The signature of an authorized representative.

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- v. Trust and Estate Membership – The signature of a personal representative for the estate or a trustee for a trust.

The Association reserves the right to request proper identification of any individual and to request such evidence as is necessary to establish the authority of an individual's right to vote the membership of an entity. Voting on behalf of any individual may be made by authority granted by a valid power of attorney or document showing the individual voting is an authorized personal representative of the member's estate.

3. The Association verifies membership based upon a member's record and application for service. If a question of membership status should arise, a liberal interpretation should be applied to determine the validity of the membership so as to afford the membership the greatest possible opportunity to participate in the selection of its directors.
4. The staff of the Association shall refer all issues regarding signature and membership validity to the Election Committee for final determination.

E. Ballot Procedures.

1. For the election of Directors, each membership shall have the right to cast one vote for each Director to be elected, voting either by mail or in person at the meeting; and the number of Directors to be elected from each Director District who receive the highest number of votes shall be elected.
2. Except as otherwise provided by law, by the articles of incorporation or the bylaws, or resolution of the Board, at all meetings of the members at which a quorum is present, all issues or questions, other than for election of Directors, shall be decided by a vote of a majority of the members voting in person.
3. Ballots for the election of Directors shall be mailed to all members of the Association at their billing address thirty (30) days prior to the Annual Meeting with instruction how to cast and return the ballot.
4. If authorized and directed by resolution of the Board, mail ballots for ballot issues, other than for the election of Directors, shall be provided to members at such time and in such manner as shall be specified by the resolution.
5. Mail ballots shall contain a return envelope, which must be signed by the member to validate the enclosed ballot. Members who vote by mail are not allowed to vote during the Annual Meeting.
6. Mail ballots shall be accepted when received by the Association prior to the start of the Annual Meeting.
7. The staff of the Association will receive the return envelopes and maintain them unopened in their care, custody and control for delivery to the Election Committee for examination and tabulation. Following tabulation, members of the staff will assume custody and control of all of the ballots and the return envelopes and secure them for safekeeping and preservation as hereinafter required by this policy.

F. Mail Voting.

1. Mail voting shall be in writing on official ballots provided by the Association. A mail ballot shall be voted by the member, then deposited in a return envelope which must be signed by the voting member and timely returned to the Association.

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2. Return envelopes shall have a signature block for the member's signature, printed name and member number. Unsigned return envelopes will invalidate any ballot contained therein, and ballot return envelopes not properly signed by the member casting the same by a signature which can be read and identified as the signature of a bona-fide member, will not be counted and will be considered void. Certain portions of a ballot may be invalid, but remaining issues on a ballot, if any, may remain valid.
3. A member may have the right to vote his Individual Membership, and also vote on behalf of another membership. A return envelope having more than one ballot shall invalidate all ballots contained therein.
4. Return envelopes shall be unopened and secure until tabulation of the ballots at the Annual Meeting. The Association staff shall sort the return envelopes into groups after comparing the member label to the signature block. The groups include: i) envelopes that are validly signed by the member, officer or authorized representative of the membership; ii) envelopes that are unsigned; and iii) envelopes that shall be reviewed by the Election Committee for their determination of validity.
5. The staff of the Association will transport all sorted return envelopes containing ballots, unopened, to the site of the Annual Meeting and the Election Committee shall be responsible for their custody and control at the Annual Meeting.
6. Not more than three (3) hours prior to the start of the Annual Meeting the Election Committee shall review all sorted return envelopes to determine whether the ballot contained therein shall be cast. A qualified director candidate or a candidate's representative shall be given the opportunity to be present during the review of all sorted return envelopes.

G. Meeting-Day Voting and Registration

1. Registration of members at the Annual Meeting will determine the presence of a quorum and to verify membership for voting purposes. The registration process will be jointly conducted by the staff of the Association and the members of the Election Committee.
2. In person balloting will be available to members at the Annual Meeting for those who have not voted by mail. Surviving spouses of deceased members may make application for membership and cast a ballot at the Annual Meeting if such surviving spouse is making application to transfer an existing service. The Election Committee will supervise the registration of Association members and the meeting-day balloting process.
3. No person shall be allowed to electioneer, photograph, videotape or tape record any activity in the registration and voting area, or within one hundred feet thereof, while registration and election day balloting is in progress. The registration and voting area shall include the interior of the building where Annual Meeting registration and voting is taking place and within one hundred feet thereof.
4. Any question, concern, dispute or inquiry regarding any election or voting issue during the registration and voting process must be submitted in writing to the Election Committee for immediate review and determination. Any form of written submittal to any member of the Election Committee shall be sufficient. The Committee may respond to non-written questions, but such shall neither be considered a legal form of inquiry nor an official response.

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H. Tabulation, Tie Vote, and Retention of Ballots.

1. Once registration and meeting-day balloting has ended, the Election Committee shall supervise the transportation of all ballots cast to a secure site. The Election Committee will supervise and assist the staff of the Association in the examination and tabulation of the ballots. The Election Committee shall certify the tabulation and notify the President of the Board of the results of the election. The President of the Board, or the Association attorney where the President of the Board is seeking reelection, shall announce the results of the election at the Annual Meeting or as soon thereafter as possible.
2. A director candidate or candidate's representative may observe the ballot counting and tabulation process. The candidate shall submit in writing to the Association of their intent to be present, or named representative's presence, for the vote count in advance of the Annual Meeting. The candidate shall not interfere with the counting or make challenges until the final count is tabulated. Such challenges are to be made to the Election Committee in writing.
3. The Election Committee shall conform to the following methods of counting, cross-checking, recording and reporting the result: there shall be three teams counting ballots, with each team consisting of three (3) persons and one (1) Election Committee member; each team shall have one person reading ballots while two persons tabulate; one Election Committee member shall oversee the reading and tabulation of the ballots on each team. Handling questionable or irregular ballots will be determined immediately by members of the Election Committee.
4. In the event that an election contest is won by a margin of one percent (1%) or less of the total votes cast for any Director district position, the Election Committee will recount all ballots upon the request of any affected candidate. A recount shall occur only after the Election Committee has certified the original vote count. If a recount is authorized and requested, it may, at the discretion of the Election Committee, occur the next calendar day and shall be performed, as nearly as is possible, by the same members of the Election Committee and, as nearly as is possible in the same manner as the original count.
5. If after certification of the recount vote, or the original vote if no recount vote is requested, there is a tie vote, the outcome of the election shall be decided by the flip of a coin conducted by a member of the Election Committee in the presence of two officers of the Association and the affected 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.
6. All return envelopes, all ballots and any materials used in conducting the count shall be preserved and turned over to the staff of the Association for safekeeping to be preserved by the staff for a period of not less than ninety (90) days.

I. Challenges.

1. Any qualified director candidate may challenge the correctness of any announced result of a director election in which he or she was a candidate. Should a challenge be presented, it shall be made in writing within ten (10) calendar days from the Annual Meeting. It shall be addressed to the Election Committee, stating the candidate's

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grounds for the challenge. The Committee will, in its sole discretion, take action which may include, but does not require, a recount at the requesting candidate's expense, or any other action deemed necessary by the Election Committee, including a denial of any challenge presented.


2. Any challenge by a qualified director candidate to 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 tabulation of ballots at the Annual Meeting. Any challenge so raised must be directed in writing to the Election Committee for their immediate review and determination.

J. Dispute Resolution.

The Election Committee shall have the authority to rule upon all questions that may arise with respect to the validity of member signatures; the registration of members; the counting of ballots cast in any election; the 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 or 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 Committee's decision on all such matters shall be final.

ACCOUNTABILITY:

Board of Directors
General Manager

Attested:  <hr/> Secretary	Date: <u>8-24-21</u>
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