

## General Rules and Regulations

### 4.0 PROCEDURES FOR DIRECTOR ELECTIONS AND MEMBER VOTING

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#### 4.1 SCOPE

To establish guidelines governing the voting process for both the election of Directors and for other matters as established in accordance with the By-Laws of the Association.

These Procedures will be posted on the Association website to ensure the fairness, impartiality, confidentiality, transparency, and integrity of the voting process.

For purposes of these guidelines, a deadline is defined as the end of normal business hours on the deadline date. If the deadline date falls on a weekend or scheduled holiday, the end of the next normal business day will be allowed.

#### 4.2 ANNUAL MEETING

1. A meeting of the membership will be held annually for the purpose of electing Directors, accepting reports covering the previous fiscal year and transacting such other business identified in the notice of the meeting. The annual meeting will be held at any place within the territory served by the Association and/or by teleconference which may from time to time be designated by the Board of Directors and at such time during each calendar year as may be designated from time to time by the Board of Directors. If the election of Directors will not be held on the day designated for any annual meeting or at any adjournment thereof, the Board of Directors will cause the election to be held at a special meeting of the members as soon thereafter as conveniently possible. Failure to hold the annual meeting at the designated time will not work a forfeiture or dissolution of the Association. (By-laws Article II, Section 1.)
2. Written election procedures will be posted on the Association's website and notice of those procedures be provided at the time a person becomes a member. The date of an election will be fixed, and the date, time, and location posted on the Association's website, and otherwise publicized not less than six (6) months before the election. (By-laws, Article II, Section 7.)

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- 3. At all meetings of the members, meeting procedure, unless the Board of Directors resolves otherwise at any time consistent with law, the Restated Articles of Incorporation of this Association, as amended, and the provisions of these By-laws, will be governed in accordance with Robert's Rules of Order, Newly Revised, 10<sup>th</sup> Edition. (By-laws Article II, Section 6.)

### 4.3 NOMINATIONS, ELECTION AND VOTING REQUIREMENTS

- 1. Information on how to become a candidate and the schedule for elections will be communicated to each member in a mailing and on the Association's website no less than one hundred twenty-five (125) days before the Annual Meeting. (By-laws Article III, Section 2, Paragraph 1.)
- 2. At a regular meeting of the Board of Directors, held within 210 days prior to the date of the Annual Meeting, the Board of Directors will appoint a Nominating Committee consisting of one (1) member from each District where vacancies in the Board of Directors must be filled at the upcoming Annual Meeting because of the expiration of the term of a Director or Directors. The Nominating Committee will meet at least seventy (70) days before the Annual Meeting of Members and will nominate qualified members as candidates for election to the Board of Directors from their respective Districts at the upcoming Annual Meeting of Members. (By-laws Article III, Section 3., Paragraph 3) The Nominating Committee will be given a copy of the **Statement of Qualifications and Expectations of Rural Electric Directors**, attached to these procedures, to guide them in selecting the Nominees.
- 3. In addition to those persons nominated by the Nominating Committee, any fifteen (15) or more members acting together may make other nominations by Petition filed with the Secretary of the Association. Such Petition must be received by the Association not less than sixty (60) days prior to the Annual Meeting of Members. There will be no nominations from the floor at the Annual Meeting of Members. (By-laws Article III, Section 3., Paragraph 4.) Sufficient time should be allowed for the Association to confirm that the signatures are those of members, and to allow time for additional names to be added to the Petition if it is determined that there are not a sufficient number of valid member signatures on the Petition. A **Petition** form is attached to these procedures or is available at Association offices.

  
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4. All Candidates will complete the **Director Candidate Questionnaire**, adopted by the Board of Directors and attached to these Procedures, prior to their candidacy being considered by the Association. (By-laws Article III, Section 3, Paragraph 5.) To be eligible to become or remain a Director of the Association, a person must:

be a member of the Association, or an individual authorized by an entity member, provided that an entity member's authorization may not be withdrawn or changed until after such Director authorized by an entity member is no longer a Director, and provided further, that an entity member may only nominate an individual to stand for election or consideration to fill a vacancy, and may not demand that its nominee fill a vacancy created by the resignation or removal of a prior authorized individual; and provided further that no entity member may authorize more than one individual at any point in time;

be a primary resident of the particular district from which he or she is elected. If the person is an individual authorized by an entity member, the entity must also purchase electricity from the Association in that district;

be a citizen of the United States of America;

not be a convicted felon;

be willing to acknowledge and consent to background screening;

be able and willing to actively participate in the management of the business and affairs of the Association;

not be employed by or hold a material financial interest in, or be a member of the same household as someone employed by or holding a material financial interest in, a competing enterprise or business; and

not make a material misrepresentation of relevant fact, or failure to disclose relevant facts to the members or other Directors in the process of the Director's election or appointment to office. (By-laws Article III, Section 2.)

  
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No employee, attorney, or auditor of the Association, or spouse of an employee, or a member of the same household as an employee will be eligible to become a Director within three (3) years of termination of employment or professional contract with the Association. No person who is employed or supervised by a Director or who employs or supervises a Director will be eligible to become a Director within the Director's term. No member of the same household or close relative of a Director will be eligible to become or to remain the Chief Executive Officer (CEO) of the Association or an employee reporting directly to the CEO. A "close relative" means a person who is related to a Director by consanguinity or affinity, to the third degree or less, that is a person who is either a spouse, child, grandchild, great-grandchild, parent, grandparent, great-grandparent, brother, sister, aunt, uncle, nephew, or niece, by blood or in-law, of the Director. (By-laws Article III, Section 2.)

When a membership is held jointly by two persons, either one, but not both, may be elected a Director. (By-laws Article III, Section 2.)

To promote the fairness and transparency of the election process, a candidate who chooses to accept a Campaign Contribution is required to disclose within thirty (30) days following the election, such contribution(s) by completing and submitting a **Campaign Contribution Disclosure Report(s)**, attached to these procedures, as indicated on the form, upon acceptance of the Campaign Contribution for their benefit in seeking election as a director. For purposes of this section, a Campaign Contribution means, from any person, business entity, interest group or organization: any financial contribution, gift, or donation; in-kind contribution; loan in support of an election; a promise or pledge to transfer or reimburse money, goods, or services; or contribution of services.

All Contribution Disclosure Reports will be posted in the Board Election section of the Association's website within two (2) business days of receipt by the Association.

  
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5. Neither the Board of Directors, acting as a whole, nor the Association will take a position of support or opposition for any individual candidate for a board election. During the two (2) months prior to an election, Directors are prohibited from sending individual newsletters using Association resources. Individual Directors will be allowed to use personal resources for election activities.

The annual report is considered to be a report of the Association, not an individual newsletter.

6. Prior to the Annual Meeting of Members, a candidate for an open seat on the Board of Directors of the Association who has been duly nominated, either by the Association Nominating Committee or by Petition, may obtain a copy of a list of members with addresses in either printed or electronic format, upon receipt and verification of a valid petition, by signing an **Agreement and Request** for such list on the form attached to these procedures and agreeing to the following:

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The Candidate will pay the cost of reproduction of the list in advance.

The list will be provided to the Candidate within five (5) business days of receipt by the Association of the payment and signed agreement.

The list will be used only for the purpose of distributing campaign materials and soliciting votes for such director election and for no other purpose.

At the conclusion of the election, all copies of the member list will be properly destroyed, including purging, and deleting the list from any and all electronic document storage systems.

The membership list will not be transferred or duplicated in any format to any other person, with the exception of the use of a contractor(s) or agent(s) to mail campaign materials or solicit votes on the condition that any such contractor or agent will agree to destroy all copies of the list in their possession or control upon conclusion of the election, and otherwise comply with the provisions of the Agreement form.

  
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The Candidate will be responsible for any damages resulting from failure to comply with the requirements of the Agreement and Request for Disclosure of Membership List by Candidate for The Board of Directors.

7. Directors will be elected at or coincident with the Annual Meeting of Members by and from the members. One (1) Director will be elected from each District in which the Director's term is projected to expire by a written vote of the entire membership, except that election by voice vote of those members present at the Annual Meeting will be allowed where only one (1) candidate has been nominated from a District. (By-laws Article III, Section 3.) Directors will be elected for a term to expire at the third Annual Meeting of Members after their election and until their successors are elected and qualified, subject to the provisions of the Association By-laws with respect to resignation and removal of Directors. (By-laws Article III, Section 2.)
8. The candidate from each District receiving the highest number of votes will be considered elected as Director. (By-laws Article III, Section 3, Paragraph 2.)

### 4.4 AUTHORIZATION OF USE OF MAIL-IN BALLOTS

1. A member may vote by mail on any matter at any meeting of the members, including the election of Directors, provided that (a) the mail voting on such matter is required by statutes, By-laws, or is authorized by a resolution of the Board of Directors adopted prior to the members' meeting, (b) such a vote is in writing on forms provided by the Association, and (c) and the ballot return envelope is signed by the member. For joint memberships, the joint member that casts the ballot must sign the ballot return envelope. (By-laws Article II, Section 7, Paragraph 3.)
2. Members have a statutory right to vote either by mail or in person, but not both, for any contested election of Directors. (By-laws Article II, Section 7, Paragraph 3.)
3. At a regular or special meeting of the Board of Directors, held at least forty-five (45) days prior to the meeting of members, the Board may pass a resolution authorizing the use of mail-in ballots on any issue to be voted on by the members. (By-laws Article II, Section 7, Paragraph 3.)



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#### 4.5 PROXIES AND CUMULATIVE VOTING

Voting by proxy and cumulative voting are prohibited at any and all meetings of the members.

#### 4.6 ESTABLISHING RECORD DATE

1. For the purpose of determining members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the Board of Directors will establish in advance a record date for any such determination, such date to be not more than fifty (50) days, nor less than forty (40) days, prior to the date on which the election or particular action requiring such determination of members is to be taken. (By-laws Article II, Section 3.)
2. Each member of record will be entitled to only one (1) vote upon each matter submitted to a vote at any meeting of the members; except in the election of Directors, each member of record will be entitled to vote at the election of Directors for as many Directors as there are Directors to be elected; but in no event may a member vote for more than one Director from each district. If two persons hold a joint membership, they will jointly be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members, and the vote of either joint member binds the joint membership and constitutes one (1) vote. If the joint members cannot agree as to the manner in which their vote should be cast when called upon to vote, then they will be treated as having abstained. (By-laws Article II, Section 7.)

#### 4.7 NOTICE OF MEMBER MEETING

1. Public notice of the time, place, and purpose of the meeting will be published in all Association business offices, not less than ten (10) and not more than thirty (30) days prior to the meeting, and in any newspaper published in the county where the principal office of the Association is located, and if there is no such newspaper, then in a newspaper published in an adjoining county. (By-laws Article II, Section 4.)
2. Official printed notices stating the purpose, place, date, and time of the meeting, will also be delivered not less than twenty-one (21) days before the date of the meeting, either personally or by mail, at the direction of the Secretary, to each member. (By-laws Article II, Section 4.)

  
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3. No business will be transacted at such meeting except as will be mentioned in the notice. If mailed, such notice will be deemed to be delivered when deposited in the United States mail, addressed to the member at the address appearing on the records of the Association with postage paid. The failure of any member to receive notice of an annual or special meeting of the members will not invalidate any action, which may be taken by the members at any such meeting. (By-laws Article II, Section 4.)

### 4.8 QUORUM

1. Except as may be otherwise required by By-laws (Article VIII, DISPOSITION OF PROPERTY and Article II, MEETING OF MEMBERS, Section 5) quorums for member involved decisions shall be:
  - a. Fifty (50) members present in person for transaction of all business at an Annual or Special Meeting of the members; and
  - b. Five percent (5%) of the total ballots mailed for a contested election or for a business decision approved by the Board of Directors for a vote by mail, and such quorum shall apply only for contested elections and the specific matters(s) upon which the Board authorized voting by mail.
2. At all meetings of the members and for mail balloting at which a quorum has been established, all ballot questions will be decided by a vote of a majority of the members voting; except as otherwise provided by law, the Restated Articles of Incorporation of the Association, as amended, or these By-Laws. There will be no amendments allowed from the floor on any issue for which mail voting has been authorized. (By-laws Article II, Section 7, paragraph 2.)

### 4.9 MAILING AND RETURN OF BALLOTS

1. For any contested director election, or in the event the Board of Directors has authorized voting by mail on any matter, printed ballots, together with information on the issue and/or qualifications of all the candidates, will be included in the mailed notice to members. Ballot envelopes mailed to joint members shall be addressed to each joint member.

  
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- 2. In all elections where there is a contest for the office of Director, the names of the candidates will be listed on the ballot in a random order. The random order will be determined by lot following the deadline for candidacy. The Board will designate a Director, who is not a candidate for re-election, to attend and conduct the drawing. All candidates will be invited to witness the lot drawing. An incumbent candidate will be identified on the ballot as “(Incumbent).”
- 3. The deadline for receipt of returned ballots from the member to the Independent Third Party designated to oversee the storage and counting of the ballots will be posted on the Association website at least three (3) months before the deadline and will remain so posted until after the election. (By-laws Article II, Section 7, Paragraph 3.) Such date will be the last day of postal delivery prior to the Annual Meeting day.
- 4. The member’s name, or the names of both joint members if a joint membership, as it appears on the books of the Association, will be printed on a return envelope provided with such ballot.
- 5. The Board of Directors has determined that it is practicable to arrange for an independent third party to oversee the storage and counting of ballots (the “Independent Third Party”).

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The voting member will place the mail-in ballot in a return envelope provided by the Independent Third Party, which must be signed by the voting member.

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#### 4.10 APPOINTMENT AND MEETING OF ELECTION COMMITTEE

- 1. In all elections where an issue is presented to the membership for a vote, or where there is a contest for the office of Director, the Board of Directors will appoint, at a regular monthly meeting of the Board of Directors held within three (3) months prior to the month in which the meeting of members is held, an Election Committee of not less than six (6) individuals who are either a member or the spouse of a member. Committee members may reside in any Director District, including those for which there is a contested director election, and they may be allowed a fair remuneration for their service on the committee. The individuals will be contacted to determine if they will be

  
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available to attend the meeting of members and perform their duties on the committee. Committee members will be compensated for their service as determined by a resolution of the Board of Directors. (By-laws Article II, Section 7., Paragraph 4).

2. Prior to the commencement of the ballot counting process, the Election Committee will meet with the Association Attorney and Administrative Manager or their designee to review responsibilities and select a chair.
3. Any Director Candidate listed on the ballot may observe the meeting of the Election Committee and any or all of the counting of floor ballots but may not handle any election materials or converse with the employees counting the ballots or members of the Election Committee. Any questions or concerns must be addressed only to the chair of the Election Committee. (By-laws Article II, Section 7., Paragraph 4).

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#### 4.11 REGISTRATION AND DISTRIBUTION OF FLOOR BALLOTS FOR MEMBERS ATTENDING A MEETING

1. A complete listing of the Members of Record will be located at the registration desks.
2. If the Association has not received a mail-in ballot from a member, that member will be given a floor ballot upon registration. Members attending the meeting who are recorded as voting by mail will not receive a floor ballot.
3. Registrants not listed as members as of the established date of record will not receive a floor ballot.
4. Registration will cease when the presiding Officer of the meeting of members declares voter registration closed. Members in line when registration has been declared closed will be allowed to complete the registration process. After this time, members may still register for door prizes, but will not receive floor ballots. At the close of registration, the unused floor ballots will be taken to the Teller Room and delivered to the Election Committee.
5. Floor ballots will be printed on a distinctly different color paper, or with distinctly different color ink, than mail-in ballots.

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- 12. The Independent Third Party will inform the Election Committee of the results of the mail-in ballot counting. The chair of the Election Committee will prepare a report to be delivered to the Board and all Candidates, which will identify the separate totals of votes for each Director Candidate in the mail-in ballots and in the floor ballots. The report will also separately indicate the number of cancelled mail-in ballot envelopes, spoiled mail-in ballots, and spoiled floor ballots. Only the total vote count for each Director Candidate will be released to the public.
- 13. After the ballots have been counted the Independent Third Party shall promptly deliver the ballots and envelopes to the Association under seal. All ballots, empty mail-in ballot return envelopes, and unopened questionable mail-in ballot envelopes will be placed in boxes and sealed. Sealed ballots will be kept by the Association until after the next annual meeting of members, but in no event less than one year.
- 14. Following review by the Association Attorney, the chair of the Election Committee will report the results of the election to the presiding Officer of the meeting of members. If the meeting of members is still in session, the results will be announced. If the meeting of members has adjourned, the chair of the Election Committee will submit a written report of the election, which report will be posted on the front (main) door of the building where the meeting was conducted as well as at the Association offices and be printed in the next possible issue of Colorado Country Life. Election results will also be posted on the Association website.

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#### 4.14 SECOND BALLOT

In the event of a lack of quorum, as defined in the By-laws, in an election and following the completion of all other business, the meeting, upon motion, will be recessed and the Board of Directors will establish a schedule for a second ballot, and Sections 4.9 through 4.13 will be repeated.

  
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Section 4.13-4.14