

 <p>SOUTHEAST COLORADO POWER ASSOCIATION A Touchstone Energy® Cooperative</p>	ORGANIZATION
	BP - 116

Subject: **Annual Meeting and Voting Elections**

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Objective:
To create general guidelines governing the voting process primarily for the election of Directors and for other matters as established by Southeast Colorado Power Association (SECPA) Articles of Incorporation and Bylaws. These guidelines are intended to insure the fairness, impartiality, confidentiality, transparency, and integrity of the voting process.

Policy:
The SECPA Board of Directors (BOARD) 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. Upon request, each Director candidate is entitled to one (1) membership list provided by SECPA. During the two (2) months prior to an election board members are prohibited from sending individual newsletters using cooperative resources. Each Member of SECPA 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, either in person and/or by mail-in ballot, all ballot questions shall be decided by a simple majority of the Members voting in person and by mail-in ballot except as otherwise provided by law, the Articles of Incorporation or Bylaws.

I. Election Supervision:
Due to the high cost and lack of availability of a local Independent Third Party electioneering firm, it is the decision of the Board that as necessary, prior to tabulation of Ballot Votes for a Director Election and/or ballot questions, SECPA management personnel will select a Tellers and Credentials Committee (COMMITTEE) consisting of three (3) bona fide members of SECPA to supervise and aid SECPA management and staff to execute the voting and election process. Considerations on the selection of a Member requested to act on the COMMITTEE will be: (a) Geographical diversity of each Member to any other Member on the COMMITTEE and (b) the willingness and ability of the Member to serve openly, fairly and impartially. Once three (3) Members have agreed to be on the COMMITTEE, a Chairman will be elected by the three (3) COMMITTEE Members to ensure that election procedures are followed and provide a verifiable record of the election. The COMMITTEES responsibilities include, but are not limited to, resolving all validity of Members' signatures on return envelopes, intent of markup of the ballot, the registration of Members, the tabulation of ballots and any challenges to the election and voting process.

Date Adopted: **11-14-12** *William J. Schmitz*, President

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II. Nomination, election and voting requirements:
Elections for members of the Board will be held at the SECPA annual meeting. 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.

(A) Any member in good standing of the association is eligible to submit a nominating petition to become a candidate for the Board. The potential candidate must receive service and reside at a location that is physically in the District where the candidate is running for election. Nominating petitions must be signed by not less than fifteen (15) bona fide Members residing in the District in which the candidate resides and returned to an SECPA office no less than ninety (90) days prior to the election. Upon return to SECPA headquarters, petition signatures will be audited for validity by SECPA personnel. Discrepancies in signatures or invalid signatures will be noted and the candidate will be notified at the phone number and/or email address provided by the candidate on the petition. The candidate will have an additional ten (10) days after notification to correct the discrepancy and return the petition. If discrepancies still exist, the petition will be considered invalid and the candidate ineligible.

(B) Ballots shall be mailed to all Members of the association at their bill mailing address by first class mail, Return Receipt Requested, with the Notice of Annual Meeting not less than 30 days prior to the Annual Meeting. All mail ballots shall contain a return envelope which must be signed by the Member. Return envelopes shall conceal the markings on the ballot. The return address of the ballot envelope will be to SECPA headquarters. Any ballot envelopes delivered to any other SECPA office will immediately be forwarded on to headquarters. Upon return of the ballot to the association headquarters, SECPA personnel will stamp the envelope with the date received and the envelopes stored alphabetically. SECPA personnel will match signatures of members on the return envelope to the member signature on file at the association. Any discrepancy will be noted and those ballots will be set aside and submitted to the COMMITTEE at the Annual Meeting for a decision on whether to allow the mail-in ballot to count. Prior to delivery of all ballots to the COMMITTEE, SECPA personnel will maintain the care, custody and security of the mail-in ballots at SECPA headquarters. All ballots must be physically in an office of SECPA by the close of business two (2) days prior to the day of the Annual Meeting.

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(C) If a Member has returned a mail-in ballot to the association previously and the Member is present in person at the Annual Meeting and requests the mail-in ballot be returned to them, the mail-in ballot will be marked “SPOILED” and the Member will be issued a new ballot to vote at the meeting.

(D) The deadline for returning ballots shall be posted on the association website at least three (3) months prior to the return 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 the two (2) months prior to the election. In lieu of a special mailing, notice may be made by a bill stuffer or a notice in the SECPA newsletter. The ballot position of a qualified Director candidate will be determined on a random basis prior to the publication of the ballot.

(E) The “Notice of Annual Meeting” that is mailed to Members with the ballot shall contain voting instructions and may include biographical information provided by the candidate (may be edited for limited space) about each qualified Director candidate. Candidates will be identified by a minimum of name, hometown, and length of Membership.

(F) From time to time, prior to the Annual Meeting, a Member may request a replacement ballot. As a reminder, The Member shall be advised that they may vote in person at the Annual Meeting. If that is unsatisfactory, the Member will be issued a replacement ballot and attendant information. If the COMMITTEE encounters multiple ballots from one Member all ballots from that Member will be declared invalid and marked “SPOILED”.

III. Voting Qualifications:

As a practical matter, SECPA asks Members to certify their Membership by the signature on petition forms and return envelopes containing ballots. SECPA personnel verify Membership based upon SECPA’s membership documentation and/or Member’s application for service. From time to time, such signatures vary from SECPA 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 wherever possible.

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Specific Membership types and acceptable signatures 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 a President, Vice-President, Secretary or Treasurer.

(C) Unincorporated Entity Membership – The signature of an authorized representative as determined by the COMMITTEE.

(D) The COMMITTEE has final decision authority on any other signature questions that arise on mail-in ballots.

Each Membership type is allowed one (1) vote as counts as one (1) toward a quorum.

IV. Ballot Procedures:

For each election a printed ballot together with a return envelope shall be mailed to each Member. The ballot return envelopes shall have a signature block for the Member’s signature, printed name and title. Any other appropriate required information and directions will also be provided. 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, the special envelope shall be signed by the valid Member, and the special envelope containing the ballot shall then be returned to an SECPA office

Generally, the process of receiving, preparing and securing the return envelopes will be in the care, custody and control of SECPA personnel at SECPA headquarters until the ballots are submitted to the COMMITTEE for tabulation at the designated time and location during the business portion of the Annual Meeting of the Members.

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V. Registration at the Annual Meeting of the Members:
 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 SECPA staff and employees one (1) hour prior to the start of the business portion of the meeting.

(A) A qualified Director candidate (or his/her designee) will be allowed to observe the vote tabulation process. Questions or concerns raised by the candidate or designee regarding the registration and/or voting process should be directed immediately to the COMMITTEE for the immediate review and determination. Any Candidate or designee desiring attendance during the vote tabulation process must be presented to the COMMITTEE in advance of the tabulation of ballots. The candidate or designee shall not interfere with the tabulation process or make challenges until the final count is tabulated. Such challenges are to be made to the COMMITTEE in writing.

(B) No unauthorized 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. No unauthorized persons shall congregate within the registration and voting area. Such area shall include the interior of the building or areas outside the building within 50 feet of the entrance where registration and voting is taking place.

(C) 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 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 considered a legal form of inquiry.

VI. Tabulation:
 Once the BOARD Chairman declares the balloting has been closed, the COMMITTEE shall be in control of all return envelopes and any ballots cast in person at a secure location at the Annual Meeting site to begin the ballot counting process. The COMMITTEE, along with SECPA personnel, will commence in the opening of the return envelopes and removal of the ballots and the counting of the ballots. SECPA personnel aiding in this process shall follow the COMMITTEE Chairman's instructions and shall not discuss the balloting in regard to the candidates and the number of votes cast.

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(A) The COMMITTEE shall develop their own methods of counting, cross-checking, recording and reporting the results. Handling questionable or irregular ballots will be determined immediately. Ballots found to be invalid shall be marked accordingly and kept separate.

(B) In the event the election contest is won by a margin of 1% or less of total votes cast for that Director District position or that particular ballot question, the COMMITTEE shall recount all ballots appropriate to that Director District position or ballot question.

(C) In the event of a tie-vote of two candidates in a Director Election, the outcome of the election shall be decided by the flip of a coin conducted by the COMMITTEE in the presence of the Board and the candidates. One candidate will be designated as “Heads”, the other “Tails”. The coin will be flipped by the COMMITTEE Chairman, allowed to land on the floor and will not be moved until it is read and verified by the COMMITTEE. The side that is up will determine the winner. If three candidates are tied, different coins will be assigned, one to each candidate, to be flipped in the same manner as described above and the winner will be “the odd man out”. The candidate assigned the coin that is not the same side up after landing as the other two coins will be the winner. If all coins land same side up, the coins will be re-flipped. In the event of an election tie on any other issue, the election outcome shall be decided by a vote of the Board at the next regularly scheduled Board meeting.

(D) The COMMITTEE will certify the results of the election and provide written certification to the Board as soon as the results are available.

(E) All return envelopes, ballots and other materials used in conducting the count shall be securely preserved at SECPA headquarters for not less than one year.

(F) In the event the Annual Meeting is over prior to the completion of the count of the ballots, the COMMITTEE Chairperson will inform the BOARD President of the official results and the BOARD President will notify the candidates, the BOARD and any other interested parties.

VII. Challenges:
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

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in writing, specifically asking for a recount, addressed to the COMMITTEE and presented within ten (10) calendar days from the close of balloting. As soon as reasonably practicable, the COMMITTEE will authorize a recount at the REQUESTING CANDIDATE'S EXPENSE to be performed in the same manner as, and by the same COMMITTEE 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 COMMITTEE within ten (10) calendar days from the close of balloting, as soon as reasonably practicable, the COMMITTEE will authorize a recount at the REQUESTING MEMBER'S EXPENSE to be performed in the same manner, and by the same COMMITTEE 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 any 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 COMMITTEE for their immediate review and determination. Once balloting closes, the return envelopes are opened and the Member's ballot will be removed thereby eliminating any method of identifying any ballot from any other ballot. Once balloting is closed challenges to the ballot by mail process is denied.

VIII. Dispute Resolution:

The COMMITTEE shall have the authority to rule on all questions that may arise with respect to the validity of Member signatures, the registration of Members, counting of ballots cast in the 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 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 SECPA Articles of Incorporation, Bylaws, existing laws, rules, and regulation of the United States of America, State of Colorado, or any governing body having jurisdiction over SECPA, then and in that event, such laws, rules and regulations shall take precedence over the particular guideline contained herein and the fact that any such clause or provision may be invalid or void shall not serve to invalidate the remaining guidelines, clauses and provision contained herein.

Responsibility:

It shall be the responsibility of the BOARD and the COMMITTEE to carry out the terms of this policy.

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