



## Board Policy 116 – DIRECTOR ELECTION & VOTING PROCEDURES

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### **Objective:**

To create guidelines governing the voting process for the election of Directors and for other matters as established by Southeast Colorado Power Association (SECPA) Articles of Incorporation and Bylaws. These guidelines ensure the fairness, impartiality, confidentiality, transparency, and integrity of the voting process.

### **Policy:**

The SECPA Board of Directors (Board) shall not take a position or provide SECPA resources in support or opposition for any individual candidate for a board seat. Upon request, each Director candidate is entitled to one (1) membership list provided by SECPA in an electronic format. Candidates shall use such list only for purpose of the election and they shall be destroyed or returned to SECPA after the election. During the two (2) months prior to an election, Directors are prohibited from sending individual newsletters using cooperative resources. Each Member of SECPA shall be entitled to one (1) vote upon each issue submitted to a vote of the membership. 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:**

**A.** The Board shall, whenever practicable, arrange for an independent third party (Election Contractor) to mail ballots, receive return envelopes containing ballots, count ballots and report voting results to SECPA Election Administrator, designated by the Board. Results shall remain confidential until reviewed and certified by the Committee. (defined below.) If the Board does not arrange for an Election Contractor to conduct the election, mail ballots must be delivered to SECPA on or before the deadline for receipt of ballots as further described in this policy and upon the request of any candidate, made available to the candidate for inspection following the election. Electronic voting may also be permitted.

**B.** SECPA management staff will select an Election Committee (Committee) consisting of three (3) bona fide Members of SECPA to supervise and aid SECPA staff to ensure that election procedures are followed and provide a verifiable record of the election.

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. The Committee's responsibilities include, but are not limited to, intent of markup of the ballot, the tabulation of ballots and any challenges

to the election and voting process. If ballot processing is conducted by an Election Contractor, a report of tabulated ballot results will be provided to the Committee.

## **II. Nomination, election and voting requirements:**

Elections for members of the Board will be held by mail and conducted by SECPA or an Election Contractor. The results of such elections shall be tabulated and certified at the SECPA Annual Meeting. The date, time-and location for the Annual Meeting will be posted on the SECPA's website no less than six months prior to the meeting.

- A.** Any Member in good standing of SECPA may submit a nominating petition to become a candidate for the Board, providing such Member meets the following qualifications:
- 1) a person must be a SECPA member and bona fide resident of the district he or she is to represent;
  - 2) cannot be an employee or have been an employee of SECPA or its subsidiary within the preceding five (5) years.
  - 3) cannot be employed by or financially interested in a competing enterprise or business selling electric energy or supplies to SECPA; and
  - 4) must receive service and reside at a location that is physically in the geographic District the candidate seeks to represent.

**B.** Nominating petitions must be signed by not less than fifteen (15) bona fide Members (one (1) signature per Membership) residing in the District in which the candidate resides and returned to a SECPA office no later than 60 days prior to the date of the election. If the deadline falls on a day when SECPA offices are closed, then the due date will be the next business day. Upon return to SECPA office, petition signatures will be audited for validity by SECPA staff. 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 any discrepancy(ies) and return the corrected petition. If discrepancies still exist, the petition will be considered invalid and the candidate ineligible. No candidate may solicit for signatures on SECPA's property or use SECPA resources in campaign efforts. Each candidate for a position on the board of directors is entitled to receive a membership list in an electronic format upon receipt and verification of a valid petition.

**C.** Ballots and return envelopes, designed to conceal ballot markings, shall be sent by first class mail not less than 30 days prior to the Annual Meeting to all Members of SECPA at their bill mailing address, with the Notice of Annual Meeting. The ballot return envelopes shall include a block for the Member's signature, printed name, and title (if applicable). The return envelope must be signed by the Member. The designated return address shall be printed on the ballot return envelope. To be counted, all ballots must be returned in the envelope provided, placed in the mail and received by the Election Contractor on or before the ballot receipt deadline established by SECPA and stated on the ballot.

If SECPA conducts the election without the assistance of an Election Contractor, returned ballot envelopes will be stamped with the date received and stored in a secure location to protect the integrity of the election. Ballots may be counted by designated SECPA staff prior to the Annual Meeting, and a report shall be provided to the Committee along with

all ballots received. Members may either cast a ballot by mail as set forth above, or cast a ballot at the Annual Meeting before the Annual Meeting is called to order. If a Member casts a ballot by mail, such Member may not cast another ballot at the Annual Meeting, and any such ballot cast at the Annual Meeting shall be spoiled by the Committee. Ballots may be counted at the Annual Meeting if not counted prior. Any ballots containing errors or unclear vote 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 count the ballot. Prior to delivery of all ballots to the Committee, SECPA staff or Election Contractor will maintain the care, custody and security of the ballots. Any Member who votes at the Annual Meeting must do so before the meeting is called to order. All candidates shall be given the opportunity to observe the certification of the election by the Committee at the Annual Meeting.

**D.** Information on how to become a candidate for the Board of Directors, the schedule of elections, and the deadline for returning ballots shall be posted on the SECPA website and published in Colorado Country Life Magazine at least two (2) months prior to the ballot return deadline. 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, that may be edited for publication space. Candidates will be identified by name and the District they seek to represent.

**F.** At any time prior to the Annual Meeting, a Member may request a replacement ballot. If the Committee encounters multiple ballots from one Member, all ballots from that Member will be declared invalid and marked “SPOILED”.

### **III. Voting Qualifications:**

Members will be required to certify their Membership by signature on petition forms and return envelopes containing ballots. SECPA staff will take reasonable steps to verify Membership based on SECPA’s membership documentation and/or Member’s application for service. 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, either signature from any joint Member is acceptable on a return envelope and either signature is acceptable on a nominating petition.

**B.** Corporate Membership – The signature of an officer or authorized representative is acceptable.

**C.** Unincorporated Entity Membership – The signature of an authorized representative.

**D.** The Committee has final decision authority on any other signature questions that arise on ballots.

### **IV. Registration at the Annual Meeting of the Members:**

**A.** The registration of members will be handled by SECPA staff at the annual meeting.

**B.** No unauthorized person shall be allowed to electioneer, photograph, videotape or audiotape record any activity in the registration and voting areas while registration and the election are in progress. No unauthorized persons shall congregate within the registration and voting area.

**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.

**V. Tabulation:**

Before the Annual Meeting is called to order, the Board President shall declare the balloting has been closed, at which time no additional ballots for the election may be submitted. The Committee shall be provided the tabulation report from the Election Contractor, all ballots properly cast in person at the Annual Meeting, and any ballots that may require further consideration by the Committee for final count. If an Election Contractor is not used, the Committee shall be placed in control of all ballots delivered to SECPA offices and any ballots properly cast in person at the Annual Meeting to commence the official ballot counting process with the assistance of designated SECPA staff. SECPA staff aiding in this process shall follow the Committee Chairman's instructions.

**A.** The Committee shall develop their own methods of validating, counting, cross-checking, recording and reporting the results.

**B.** In the event the election contest is won by a margin of 1% or less of total votes cast for that Director position or a particular ballot question, an automatic recount shall occur, which recount shall be conducted by the Committee.

**C.** In the event of a tie-vote between two candidates for a position on the Board, the outcome of the election shall be decided by the flip of a coin conducted by the Committee Chairman in the presence of the Board and the candidates. The Chairman will assign each side of the coin to a candidate. The coin shall be flipped, allowed to land on the floor and will not be moved until it is read and verified by the Committee. The candidate represented by the side that is up will be 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 unless prohibited otherwise by Bylaws, Articles of Incorporation, or applicable law.

**D.** The Committee will certify the results of all Member elections 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 an election shall be securely preserved in a locked area designated by Chief Executive Officer (CEO) at SECPA headquarters for not less than sixty (60) days after the election.

**F.** In the event the Annual Meeting adjourns prior to the certification of the election, the Committee Chairperson will, as soon as practicable, 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:**

**A. Election for the Board of Directors** - Any qualified candidate for a position on the Board may challenge the accuracy of any announced result of a Director election in which he/she was a candidate. Any challenge shall be presented in writing, specifically asking for a

recount, addressed to the Committee and presented within ten (10) calendar days after the close of balloting. As soon as reasonably practicable, after receipt of the written challenge, the Committee will authorize a recount at the requesting candidate's expense. The requested recount shall be performed in the same manner as the original vote count.

**B. All Other Election Issues** – A written challenge may be submitted to the Committee signed by at least 25 Members who voted in the applicable election within ten (10) calendar days after the close of balloting. As soon as reasonably practicable after receipt of the written challenge, the Committee will authorize a recount at the requesting Member's expense. The requested recounts shall be performed in the same manner as the original vote count.

**VIII. Dispute Resolution:**

The Committee shall have the authority to rule on all questions that may arise with respect to the following:

- 1) The validity of Member signatures;
- 2) The registration of Members;
- 3) The counting of ballots cast in the election;
- 4) The determination of the validity of any ballot irregularly marked or cast;
- 5) Member voting and the election of Directors; and
- 6) 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 by majority vote 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's Articles of Incorporation, Bylaws, applicable law, 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, CEO and the Committee to carry out the terms of this policy.



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Board President

