



ORGANIZATION

BP - 116

Subject: Annual Meeting and Voting Elections

Original Issue Date: 8-19-09

Last Revised: 10-21-20

Last Reviewed: 02-21-18

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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 shall 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 association 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. 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 vote upon each matter 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:

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 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, 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.

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.

Date Adopted: 10-21-20

, President



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(A) Any member in good standing of the association and who meets the following qualifications is eligible to submit a nominating petition to become a candidate for the Board: 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. The potential candidate must receive service and reside at a location that is physically in the geographic 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 a SECPA office no less than one hundred ten days (110) prior to 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 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 any discrepancy(ies) and return the corrected 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. Envelopes containing mail ballots may be counted prior to the annual meeting, and stored in a manner that protects their privacy. 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 count the mail-in ballot. 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. 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 counting of the ballots.

Date Adopted: **10-21-20**

Randy Phillips, President



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(C) 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 before petitions to become a candidate are due. The ballot position of a qualified Director candidate will be determined on a random basis prior to the publication of the ballot.

(D) 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, about each qualified Director candidate. Candidates will be identified by a minimum of name, District, hometown, and length of Membership.

(E) 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 personnel will take all reasonable steps to verify Membership based upon 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.

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

IV. Ballot Procedures:

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 (if applicable.) The completed special envelope containing the ballot should then be returned to a SECPA office.

V. Registration at the Annual Meeting of the Members:

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

(A) No unauthorized person shall be allowed to electioneer, photograph, videotape or tape 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.

(B) 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 any form of writing to the COMMITTEE for their immediate review and determination.

VI. Tabulation:

Once the BOARD President 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 commence the official ballot counting process with the assistance of SECPA personnel. 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.

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

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(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, the COMMITTEE shall recount all ballots.

(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 Chairman in the presence of the Board and the candidates. 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 who chooses 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 statute or bylaws.

(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 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 and SECPA staff that performed the original vote count.

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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 and SECPA staff who 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 is closed challenges to the ballot by mail process will be 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. 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 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 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, Chief Executive Officer (CEO) and the COMMITTEE to carry out the terms of this policy.

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Randy Phillips, President