

POLICY BULLETIN NO. 50

VOTING AND ELECTIONS

Objective

To provide a fair, transparent, and accurate voting process for election to the Board of Directors of Grand Valley Rural Power Lines, Inc., in accordance with state law, the cooperative's Articles of Incorporation, and its Bylaws.

Policy

I. Election Supervision

A. No fewer than 90 days prior to any meeting of Members where an election may occur, the Board of Directors shall appoint an independent third party, such as a certified public accounting firm, to receive, prepare and secure the return envelopes containing ballots, and at the appropriate time, tabulate ballots and report voting results to the Board.

B. At the same time it appoints an independent third party, the Board shall also appoint an Election Supervisory Committee, consisting of the cooperative's Attorney, a representative of the selected independent third party, and a Member.

C. This Election Supervisory Committee shall oversee the Board of Director election and voting process, and is empowered to resolve all issues or questions that may arise with respect to the election and voting process. The committee's responsibilities include, but are not limited to, determining eligibility to stand for election to the Board, eligibility to vote in an election, the validity of Member or Joint Member signatures on nominating petitions and return envelopes, the registration of Members, the tabulation of ballots, and deciding any challenges to the election and voting process.

II. Election Date, Election Notification, and Method of Election

A. Elections for members of the Board of Directors will be held at the cooperative's annual meeting.

B. The date, time and location for the annual meeting will be posted on the cooperative's website no less than six months prior to the meeting.

C. Members may cast ballots either by mail or in person at the annual meeting. The Board may eliminate the mail vote for an election if the number of nominees for the Board is less than or equal to the number of vacancies.

III. Candidate Nomination, Eligibility, and Candidate Notification

A. Any Grand Valley Power Member in good standing can submit a written nominating petition to become a candidate for the Board of Directors. Nominating petitions must be signed by at least 15 qualified Members of the cooperative and filed with the Board no less than sixty 60 days before the election. Petitions shall name the nominee and the term for which nominated.

B. To be eligible to serve on the Grand Valley Power Board of Directors, a Member shall be in good standing and shall:

1. Be an individual with the capacity to enter legally binding contracts;
2. Be a Member or Joint Member of the cooperative and have been a Member or Joint Member of the cooperative for at least 12 consecutive months prior to the election;
3. Maintain his or her primary residence in the area or territory served by the cooperative;
4. Be served by the cooperative;
5. Not be engaged in any business, nor employed by or materially affiliated with any individual or entity:
 - a) Regularly, directly, and substantially competing with the cooperative or a cooperative subsidiary;
 - b) Regularly selling goods or services to the cooperative or a cooperative subsidiary;
 - c) Otherwise possessing a substantial conflict of interest with the cooperative or a cooperative subsidiary.
6. Not be an individual that has been an employee of the cooperative within two years prior to serving on the cooperative's Board of Directors; and
7. Abide by the cooperative's Articles of Incorporation, By-Laws, tariffs, rules, and Board policies, including but not

limited to any conflicts policy and election contributions disclosure policy.

C. As may be provided in the Bylaws, a Member that is not an individual and that has been a Member for at least 12 consecutive months prior to the election may designate an individual to serve as a candidate and director.

D. To be a qualified nominee for the Board, all candidates, including non-incumbents, must agree to abide by the cooperative's Articles of Incorporation, Bylaws, and Policies, including this Voting and Elections Policy Bulletin.

E. A nominee shall appear on a ballot if the nominee's qualifications and nominating petition are in apparent conformity with the necessary requirements, as determined by the Election Supervisory Committee and confirmed by the Secretary of the Board of Directors.

F. Information on how to become a candidate and the schedule of elections shall be published in the cooperative's monthly newsletter and posted on the cooperative's website no less than two months prior to the candidate petition deadline. If a member has indicated in writing a preference for another reasonable method of communication, the cooperative will provide notice to that Member using that method.

IV. Election Process

A. The Election Supervisory Committee shall ensure that the ballot positions of qualified Director candidates are set in a random order. If practicable in the circumstances and at the discretion of the Election Supervisory Committee, the position of the candidates on the printed ballots may be rotated so that candidates will be in each position on an approximately equal number of ballots. Any decision to rotate the position of the candidates on the ballot shall be made prior to any drawing regarding ballot placement.

Upon verification of eligibility, Director candidates may request a membership list in electronic format that includes the names and addresses of each Member of the cooperative, including Joint Members. Prior to receiving the membership list, director candidates must complete a Membership List Certification form provided by the cooperative. Director candidates must acknowledge the confidential nature of the membership list and shall use this list only for purposes of the election and shall return or destroy the list immediately after the election. If, prior to an election, the Election Supervisory Committee determines that a candidate has improperly used the

membership list, the Election Supervisory Committee may in its discretion (and in consideration of the relevant circumstances) take such actions it deems appropriate, up to and including disqualifying the candidate from election (or re-election) to the Board.

If any candidate wins an election (or re-election) to the Board, and the Board subsequently determines that the candidate improperly used the membership list, the Board may in its discretion (and in consideration of the relevant circumstances) vote to expel that Board member pursuant to Article V, Section 3 of the Bylaws.

Candidates may share the list with individual volunteers supporting the candidate, and with printing stores and mailing houses for the sole purpose of preparing mailers directly for the candidate. Sharing the list with other third parties or advocacy groups (including individuals affiliated with advocacy groups) is an improper use, as is selling the list to third parties and/or retaining the list or any copies or derivatives of the list following the election.

B. Candidates will disclose all monetary and non-monetary contributions to the candidate's campaign, including third party contributions and activities not directly donated to the campaign but that the candidate is aware of, as provided in Attachment A to this Policy Bulletin.

C. Mail voting shall be in writing on ballots provided by the cooperative. Ballots shall be mailed to all Members of the Cooperative at their billing address, not less than ten (10) nor more than fifty (50) days prior to the voting deadline.

D. The mail ballot shall be voted by the Member, deposited in a return envelope also provided by the cooperative which must be signed by the voting member, and mailed back to the independent third party's designated address or otherwise returned to the cooperative for prompt delivery to the independent third party.

E. Mail ballots shall be part of a packet mailed to Members and shall contain voting instructions and the following demographic information about each qualified Director candidate: name, city or town of residence, length of membership, education, and professional and volunteer experience. An email address for each candidate shall be included if supplied by the candidate.

F. In the case of a Joint Membership, any one Joint Member may cast the vote for the Joint Membership. For the ballot of a Joint

Membership, the ballot envelope will include the name of each Joint Member. Any one of the Joint Members may cast the ballot, and that Joint Member shall sign the return envelope.

G. The deadline for returning completed ballots shall be posted on the cooperative's website at least three months prior to that deadline. Any ballots delivered to the cooperative in person or by mail shall be delivered by secure means to the independent third party prior to the Annual Meeting.

H. Members may vote in person at the Annual Meeting, except Members who vote by mail shall not be entitled to vote at the Annual Meeting. If present at any meeting of the Members (including the Annual Meeting), a non-Member spouse shall be entitled to vote in the name of the other spouse if the other spouse is a Member in good standing and is not present in person at such meeting.

I. A Member may request and receive a replacement mail ballot at the discretion of the Election Supervisory Committee. Should the cooperative receive more than one ballot from any one Member, all ballots from said Member will be declared invalid.

J. The Member will be advised that they may vote in person at the Annual Meeting. Should that be unsatisfactory, a ballot and attendant information will be reissued to them. Should the Cooperative receive more than one ballot from any one Member, all ballots from said Member will be declared invalid.

V. Tabulation Process

A. The independent third party will maintain care, custody, and control of the returned envelopes until the tabulation process is completed. The third party will provide a list of all mailed ballots to the cooperative prior to Annual Meeting registration. The independent third party will also supervise the in-person voting process at the Annual Meeting of Members.

B. The tabulation process shall be conducted by the independent third party within a reasonable time agreed upon and supervised by the Election Supervisory Committee. Candidates shall be given the opportunity to be present during the ballot tabulation.

VI. Cooperative Neutrality

- A. Neither the cooperative nor its Board of Directors shall take a position of support or opposition for any individual candidate for a board election.
- B. Resources of the cooperative shall not be used to support or oppose a candidate for election.
- C. During the two months prior to an election, board members are prohibited from sending individual newsletters using cooperative resources.
- D. Nothing in this policy prohibits Directors, in their individual capacity, from supporting or opposing individual candidates.

VII. Dispute Resolution

- A. The Election Supervisory Committee shall have the authority to rule on all questions that may arise with respect to the validity of nominating petitions, validity of Member signatures, the registration of Members, counting of ballots cast in any 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 election or conduct that may affect the results of any election. The committee's decision on all such matters shall be final.
- B. If any provision of this Policy shall be adjudged to be invalid or void, or determined to be in conflict with any law or the cooperative's Articles of Incorporation or Bylaws, then such provision shall not apply.

VIII. Miscellaneous

- A. It shall be the responsibility of the Board of Directors and the appointed Election Supervisory Committee to carry out the terms of this policy.
- B. Upon joining the cooperative, new Members will be provided notice of this Policy Bulletin. The cooperative will also make this Policy Bulletin available to Members upon request and will post it on the cooperative's website. Members submitting Board candidate nominating petitions will also receive a copy.

Date Adopted: March 15, 1989

ATTEST: Brian Woods
Secretary

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