

## Policy # 107

### Director Election & Ballot Policy

Effective January 24, 2024

**Objective:** To establish procedures for the election of members ("Directors") to the White River Electric Association, Inc. ("WREA") Board of Directors ("Board").

**Responsibility:** The Board is responsible for the enforcement of this policy.

#### Policy:

1. **Notice of Election:** The date of the election shall be fixed and posted on WREA's website and otherwise publicized no less than six months before the election. The deadline to return ballots shall be posted on WREA's website at least two months before the deadline and shall remain posted until after the election.
2. **Elections:** Elections may be held by paper ballot or, should the Board determine in advance, by electronic means. WREA elections may be held as a part of an in-person Annual Meeting or associated with an Annual Meeting video presentation. Paper ballots may be cast either by mail or in person.
3. **Information on Candidate & Election Process:** Information on how to become a candidate and the schedule for elections shall be communicated to each member in a mailing and on WREA's website no less than two months before petitions to become a candidate are due. 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.
4. **Nomination – Candidates:** Each year, the Board of Directors shall call for nominations of Director candidates by a notice posted at WREA's principal office, a notice posted in a newspaper of general circulation within the territory served by WREA, and by posting on WREA's website.
5. **Nomination by Petition:** A nomination for Director shall be made by written petition signed by at least fifteen WREA members and filed with the Board of Directors no later than 60 days prior to the date of the election. Any petition so filed shall designate the name of the nominee and the term and district for which nominated.
6. **Director Districts:** Director candidates shall, on the basis of their residency, be eligible to serve as a Director in either (a) WREA's Town of Meeker District, or (b) its Rural District (each a "District"). As provided in the Bylaws, the WREA Board may periodically adjust the number of Director seats allocated to each District so as to ensure Director District representation on the Board in proportion to the total membership of the cooperative. While Director candidates are only eligible to run for a District within which they reside, all WREA members are eligible to vote for candidates in both Districts.
7. **Director Qualifications:**
  - (a) Each Director or Director candidate must be a member (or joint member) in good standing, must subscribe to electric service, and must agree to comply with and be bound by WREA's Articles of Incorporation, Bylaws, the membership application, and such rules, policies, tariffs, etc., as the WREA Board may adopt from time to time.
  - (b) No member shall be eligible to become or remain a Director who is a WREA employee, who has been an employee of WREA during the five (5) years prior to the date of appointment or election as a Director, or who is a close relative of a sitting Director. For purposes of this policy, a "close relative" is as defined as a child, stepchild, parent, stepparent, sibling, stepbrother, stepsister, grandchild, grandparent, mother-in-law, father-in-law, son-in-law, daughter-in-law, sister-in-law, brother-in-law, or any person residing in the General Manager's, employee's, or Director's household. An "employee" means a regular full-time employee.

- (c) No member shall be eligible to become or remain a Director who is in any way employed by or financially interested in a competing enterprise or a business selling electric energy to WREA.
- (d) No person shall take or hold office as a Director who is holding elective public office in connection with which a salary is paid.
- (e) Directors and Director candidates must be a resident within the District that they represent or seek election. "Resident" means the Director or candidate has his or her primary home or place of abode in the respective District, taking into account voter registration, business pursuits, employment income sources, residence for income or other tax purposes, age, marital status, residence of parents, spouse or civil union partner, and children, if any, leaseholds, situs of personal and real property, existence of any other residences and amount of time spent at each residence, and motor vehicle registration, as determined by the Board. Temporary absences due to changes in residency, such as selling a home or renting while a new home is being built or purchased within the District, may be allowed on a case-by-case basis, upon approval of the Board.
- (f) A nominee shall appear on the ballot if the nominee's qualifications and nominating petition are in apparent conformity with the necessary requirements, as determined by the Board Secretary.

#### 8. Director Election Ballots:

- (a) Ballots shall list the names of the candidates for each District randomly in a manner that does not automatically assign the top line to the incumbent.
- (b) The candidates shall be grouped under the District and term of office for which they are candidates for election.
- (c) The Town of Meeker District candidates shall be listed before the Rural District.
- (d) Candidates who are currently directors shall have "Incumbent" listed adjacent to their name on the ballot.
- (e) Candidates using a nickname, which by custom or usage becomes a part of their name, may be shown on the ballot. (For example: Hal C. (Tom) Pearce, Ira C. (Pat) Johnson.)
- (f) Mail voting shall be in writing on ballots provided by WREA. Ballots shall be mailed to all WREA members at their billing address not less than ten nor more than 50 days prior to the voting deadline.
  - i. **One Vote Per Membership:** Each member of the association shall be entitled to vote in the election of Directors on the Board either at a meeting held for such purpose or by mail, but not both. Jointly held memberships shall be entitled to one vote. A member who has voted by mail shall not be entitled to vote at the meeting.
  - ii. **Election Judges & Clerks:** WREA's General Counsel will meet with the Election Judges & Clerks prior to the Annual Meeting to outline the process, procedures, and legal parameters of the election process. The Election Judges and Clerks shall be approved by the WREA Board at the regularly scheduled Board meeting prior to the election. Election Clerks, under the supervision of the Election Judges, are responsible for tabulating ballots. The Election Judges 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, determination of the validity of any ballot irregularly marked or cast, rulings upon all other questions that may arise relating to any electronic or ballot by mail process, and member voting and election of directors. The Election Judges' decision on all such matters shall be final.

iii. **Election Process:**

- a. **Electronic Election:** WREA elections may be held electronically. The WREA Board shall approve the electronic election process prior to the election.
- b. **Mailed Ballots:** If the election is conducted by mailed ballot, WREA shall receive the mailed Director election ballots by noon on the day of the election and when ballots are counted. Mail voting shall be on printed ballots provided by WREA. The mail ballot shall be voted by the member, deposited in a return envelope which must be signed by the voting member, and mailed/delivered back to WREA.
  1. **Mailed Ballot Storage:** Ballots shall be collected and stored in a manner that protects the privacy of their content.
  2. **Mailed Ballots:** A specific color of ballot paper will be selected for mailed ballots. If applicable, a different color of ballot paper will be selected for voting at the Annual Meeting.
- c. **Election Observance:** Each candidate for the Board, or a designee, shall be given the opportunity to be present to observe the ballot tabulation process. If a candidate (or designee) wishes to be present for the vote count, the candidate shall submit a written request to be present at least one week prior to the election.
- d. **Additional Election Procedures:** Other election procedures not covered within this Policy may be adopted by the Board or by the Election Judges in writing in advance of the election. WREA shall retain a copy of such written procedures and shall post any said procedures on the WREA website at least seven days prior to the election.
- e. **Vote Count - Recount - Tie Vote:**
  1. Candidates receiving the most votes given the number of eligible vacancies in a given District shall be considered elected as Director(s).
  2. A recount of any election contest shall be held if the difference between an apparently winning Director candidate and an apparently losing Director candidate is either (i) less than or equal to one-half of one percent of votes cast in that election contest, or (ii) five votes or fewer.
  3. A recount shall occur only after the Election Judges have certified the original vote count.
  4. If after certification of the original vote and recount there is a tie vote, the names of the candidates with the tied votes shall be placed for drawing by lot. A designated Election Judge shall draw by lot the name of the candidate that shall be deemed the elected Director.
  5. The Election Judges, or their designee, shall notify WREA's General Manager of a recount, and the General Manager shall attempt to notify the candidates subject to a recount prior to the actual recount.
- f. **Election Results:**
  1. The ballots shall be counted on the day of the election, and the vote count shall be certified by the Election Judges.
  2. After certification of the election, the Election Judges, or their designee, shall notify WREA's General Manager of the election results. WREA's General Manager shall then notify the current President of the Board of Directors by phone or in person of the election results.
  3. After notification to the President of the Board of Directors, the General Manager shall notify the candidates by phone or in person of the election results.
  4. After notification to the General Manager, President of the Board of Directors, and the candidates, the election results shall be posted on WREA's front door and website.

iv. **Cooperative Neutrality:**

- a. Neither the cooperative nor its Board shall take a position of support or opposition for any individual candidate for a board election.
- b. Resources for 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.

v. **Miscellaneous**

- a. Upon joining WREA, new members will be provided notice of this policy. WREA will also make this policy available to members upon request and will post it on the cooperative's website.
- b. The WREA Board may eliminate a mail or electronic vote if the number of eligible nominees for the Board is less than or equal to the number of vacancies. Such eligible nominees may be elected by a voice vote at the Annual Meeting or otherwise duly convened member meeting.
- c. Upon verification of eligibility, Director candidates may request a membership list in electronic format that includes the names and addresses of each WREA member, including joint members. Director candidates shall use this list only for purposes of the election and shall return or destroy the list immediately after the election.

  
President of the Board