

<b>Subject:</b>	<b>Director Elections</b>		
<b>Policy No.:</b>	<b>D-8</b>		
<b>Original Issue Date:</b>	<b>Review Requirement:</b>	<b>Date of Last Review:</b>	<b>Date Last Revised:</b>
January 09, 2019	3 years	June 13, 2024	June 13, 2024
<b>Previous Revisions:</b>	03/13/2020, 03/11/2021, 11/11/2021		

**I. OBJECTIVE**

To create general guidelines governing the voting process for the election of Directors as established by Mountain Parks Electric, Inc. (“MPEI” or the Cooperative), Articles of Incorporation, and Bylaws. These guidelines are intended to ensure the fairness, impartiality, confidentiality, transparency, and integrity of the voting process.

**II. POLICY**

A. Election Deadlines

1. No less than six months before the election, MPEI will determine the date of the election of directors and notice of that date will be posted on MPEI’s website and otherwise publicized.
2. Information on how to become a candidate including candidate packet pickup instructions, and the schedule for elections will be communicated to each member through MPEI’s newsletter and on MPEI’s website no less than two months before petitions to become a candidate are due. This communication should include the following information:
  - a. Qualifications for becoming a director;
  - b. Petition requirements and deadline;
  - c. Candidate packet requirements and deadline;
  - d. Candidate qualification checklist requirements and deadline;
  - e. Deadline for MPEI mailing ballots;
  - f. Deadline for Members to return ballots by mail;
  - g. Election date.
3. The deadline for voted mailed ballots to be received by MPEI will be posted on MPEI’s website 64 days prior to the election and will remain posted until after the election.

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4. Completed candidate packets and petitions must be delivered to MPEI at least 60 days prior to the election.
5. Ballots should be mailed by MPEI to all Members entitled to vote in the election 25 days prior to the election.
6. Voted mail-in ballots must be received by the Credential Committee three days before the election.

#### **B. Board Director Candidacy Process**

Each candidate for election to the MPEI Board shall:

1. Complete a Candidate Packet and submit it to MPEI at least 60 days prior to the election.
2. Complete an official MPEI Candidate Petition, signed by at least fifteen MPEI members residing or receiving service in the district for which the candidate is running, and submit it to MPEI at least 60 days prior to the election.
3. Complete and sign the MPEI Board Director eligibility check list and conflict of interest declaration, both included in the Candidate Packet.
4. Comply with the following if elected: all board members shall make available to Cooperative members means of direct contact. Information on how to contact each board member shall be available on the Cooperative website.

#### **C. Director Qualifications**

Article IV, Section 3 of the MPEI Bylaws governs the qualifications requirements to serve on the Board of Directors. This policy shall be implemented in accordance with said Section 3. The Bylaws of the Cooperative also govern disqualification of Board members and in Sections 5 and 6 of Article IV, the processes associated with removal of Directors.

#### **D. Elections and Voting Requirements**

##### **1. Standards**

Section 5 of Article III of the MPEI Bylaws governs voting by members. Article I of the MPEI Bylaws governs memberships. Section 4 of Article III

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of the MPEI Bylaws governs the election of Directors. This policy shall be implemented in accordance with the Bylaws.

#### 2. Credentials Committee

Each year the Board of Directors shall appoint an independent, third-party professional election services company (the “Credentials Committee”) to:

- a. Conduct the design and printing of ballots (the order of names on the ballot shall be determined randomly in a manner that does not automatically assign the top line to the incumbent);
- b. Manage mailing of ballots to members;
- c. Receive completed ballots and provide for the secure storage of the completed ballots for tabulation;
- d. Provide for replacement ballots;
- e. Segregate ballots questionable under Colorado law and this policy and voting guidelines for determination of validity by the Election Supervisory Committee;
- f. Tabulate the valid ballots and certify the results to MPEI’s attorney for announcement on the day of the election;
- g. Sort the envelopes into groups after comparing the member label to the signature block. The groups include:
  - i. Envelopes signed by the member, officer or authorized representative;
  - ii. Envelopes unsigned; and
  - iii. Envelopes to be reviewed by the Election Supervisory Committee for their determination of validity.
- h. Maintain an accounting of the number of return envelopes;
- i. Transport all return envelopes to the site of the meeting of members and maintain custody and control during meeting registration and tabulation;

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- j. Supervise the in-person voting process; and
- k. Supervise the collection and transport of all ballots cast in person to a site to complete the ballot counting process.

The Credentials Committee will also be responsible for ballot recounts if such are required by this policy. Ballots shall be collected and stored in a manner that protects the privacy of their content. The Credentials Committee must deliver the ballots to MPEI under seal promptly after the count and, upon the request of any candidate, made available to the candidate for inspection.

Questions or concerns raised by a candidate regarding the handling of return envelopes should be directed in writing immediately to the General Counsel for review and determination.

#### 3. Campaigning

- a. Board candidates shall be entitled to receive a list of all MPEI members in a usable format and on the same basis and at the same time as such lists are made available to incumbent directors running for re-election. Candidates shall use such lists only for purposes related to the election and shall return or destroy them immediately after the election.
- b. Neither MPEI nor the Board of Directors shall endorse or oppose the candidacy of an incumbent board member or other candidate for a position on the board.
- c. At no time may board members send individual newsletters using MPEI resources. Except for use of member lists, no candidate, whether incumbent or challenger, shall use MPEI property for any campaign purposes. Such property includes, but is not limited to MPEI's logo, signage, newsletter, or other communications.

#### 4. Recounts

- a. A recount for the election of a director must be conducted if the difference between the number of votes cast for the winning candidate and any other director candidate in the election contest is less than or equal to one-half of one percent (0.5%) of the total votes cast. An election contest is for the specific director district contest, not the election as a whole. The cost of the recount shall be paid by MPEI. If a recount is required pursuant to this section, the results shall be certified and returned to MPEI's attorney.

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- b. If the difference is greater than one-half of one percent (0.5%) but less than two percent (2.0%), the candidate with the fewer number of votes cast in the election contest may submit to MPEI's attorney a notarized written request for a recount within three (3) business days of the election. The cost of the recount must be paid by the requesting party prior to the commencement of the recount. The cost of the recount shall be refunded if the recount changes the winning director. If a recount is required pursuant to this section, the results shall be certified and returned to MPEI's attorney.

#### 5. Election Administration

- a. All elections shall be under the direction of MPEI's general counsel, and a staff member designated by the General Manager, who shall coordinate the election with the Credentials Committee and Election Supervisory Committee. The MPEI staff member shall not be engaged in the mailing, storing (prior to the election), or tabulation of ballots, which shall be done by the Credentials Committee.
- b. The designated staff member and MPEI's general counsel will prepare procedures for checking in members at the member meeting to determine a quorum and such other matters as are needed for the conduct of the elections.
- c. The Credentials Committee, working with MPEI's general counsel, will prepare detailed procedures for collection, sorting, validating, tabulating, and reporting on election ballots.
- d. All activities of the Credentials Committee shall be done under the direction and control of MPEI's general counsel, or such individual designated by him or her.

#### 6. Election Supervisory Committee

The Board shall appoint an Election Supervisory Committee no later than the regular board meeting immediately preceding the deadline for submission of nominating petitions. The Election Supervisory Committee shall consist of three members who reside in Director Districts other than the District for which there is a contested election, to oversee the election and voting process. In the case of jointly held memberships, pursuant to Article I, Section 3(a) of the MPEI Bylaws, only one of the joint members may be on the committee. The Committee's responsibilities include, but are not limited

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to, resolving all issues or questions that may arise with respect to the election and voting process, the validity of members' signatures on ballots identified as questionable by the Credentials Committee, the registration of members, and any challenges to the election and voting process. The Cooperative Attorney shall be present at all stages of the registration and meeting to advise the Election Supervisory Committee as needed. The Board may appoint alternates who may serve as a member of the Election Supervisory Committee in the event a Committee member is unable or unwilling to serve.

#### 7. Voting Qualifications

- a. Only members of the Cooperative residing in or receiving service in the contested district may vote in that District's director election. If a member is receiving service in more than one district, the member shall state in writing, delivered to the Cooperative, in which district the member shall vote.
- b. As a practical matter, the Cooperative asks Members to certify their membership by their signature on petition forms and return envelopes containing ballots. The Cooperative verifies membership based upon that member's record and application for service. From time to time, such signatures vary from Cooperative records requiring a determination of validity. Using the philosophy of allowing as many members as possible to express their vote, determinations of validity will err on the side of acceptance. Specific membership types and acceptable signatures for each include, but are not necessarily limited to, the following:
  - i. 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.
  - ii. Corporate Membership – The signature of an officer or assistant officer of the corporation such as President, Vice President, Secretary, or Treasurer. Such signature must be on record with the Cooperative.
  - iii. Unincorporated Entity Membership – The signature of an authorized representative on record with the Cooperative.
- c. The Election/Supervisory Committee will determine questionable signatures and membership validity questions.

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#### 8. Printed Mailed Ballot Procedures

- a. For each election conducted via physical mail, a printed ballot and a special envelope for the concealing of such ballot by each member who votes, together with a return envelope containing a signature line by the voting member shall be mailed to each member entitled to vote in the District in which the election takes place. Each member shall be instructed that if he or she wishes to vote, such ballot shall then be placed in the special envelope, and the special envelope containing the ballot shall then be mailed to the address shown on the return envelope, which must be signed by the member. Return envelopes not signed by a member shall not be counted. Return envelopes shall be addressed to the Credentials Committee. The Credentials Committee shall keep them unopened and secure until the tabulation process begins. The Cooperative may also provide a secure ballot box for members to deliver voted ballots to MPEI. Ballots delivered in this manner will be kept by MPEI unopened and secure until the tabulation process begins by the Credentials Committee.
- b. The return envelopes shall have affixed to them the member name(s) and address label generated from the membership records of the Cooperative. The return envelope should contain all joint members' names. The signature of one joint member shall validate a ballot. The envelopes shall have a signature block for the member's signature, printed name, and title. Other appropriate information and directions will also be provided. Any ballots delivered to the Cooperative in person or by mail shall be delivered by secure means to the Credentials Committee prior to the member meeting.
- c. Proxy or cumulative voting is prohibited.

#### 9. Annual Member Meeting Registration

- a. An important part of the 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 the Cooperative's staff and employees prior to the start of the business portion of the meeting.
- b. In the event there is a contested election of directors, the registration process will continue to be carried out by the

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Cooperative employees, and the voting process for the director elections will be supervised by the selected Credentials Committee under the general oversight of the Election Supervisory Committee.

- c. In person balloting will be available to members prior to the business portion of the Meeting of Members, beginning at the open of registration for the Meeting of Members. The Notice of Meeting of Members shall specify the time when ballots will be available for in-person voting. In-person balloting is not allowed for Members who have voted by mail prior to the meeting.
- d. A qualified candidate may observe the registration and voting process. No candidate shall be allowed to observe in a way that enables the candidate to determine how many votes are cast for a candidate. Candidates shall not touch or take possession of ballots at any time.
- e. No 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. Nor shall unauthorized persons congregate within the registration or ballot tabulation area.
- f. Any question, concern, dispute, or inquiry regarding any election or voting issue that might arise during the registration and voting process must be submitted in writing to the General Counsel for review and determination.

#### **10. Challenges**

- a. Except as stated in the following paragraph, any qualified candidate may challenge the correctness of any announced result of a Director election in which he/she was a candidate. Any challenge so raised must be made in writing, stating the ground(s) and the requested relief, addressed to the General Counsel, and presented within ten (10) calendar days from the close of balloting. Counsel will authorize the relief requested if they determine that the ground(s) have merit. If a recount is authorized, it shall be conducted at the requesting party's expense, paid in advance, and the recount shall be performed in the same manner as performed for the original vote count, correcting, if necessary, any objections to the procedure.



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- b. Due to the nature of the balloting by mail process, any challenge by a qualified candidate of the balloting by mail process, method of handling return envelopes, validation of members signatures, acceptance, or rejection of return envelopes and/or other issues relating to balloting by mail must be made prior to the opening of ballot containing envelopes. Any such challenge must be directed in writing to the General Counsel for review and determination. Once the return envelopes are opened, the special ballot envelope containing the member's ballot will be removed, eliminating any method of identifying any ballot from any other. Once envelopes are opened, challenges to the ballot by mail process will be denied.

### **11. 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 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. In the event any clause or provision of these guidelines' conflicts with Mountain Parks Electric, Inc. Articles of Incorporation, Bylaws, existing laws, rules, and regulations of the United States of America, State of Colorado, or any governing body having jurisdiction over the Cooperative, then such laws, rules, and regulations shall take precedence over the particular guideline. The fact that any such clause or provision may be invalid, or void does not invalidate the remaining guidelines, clauses, and provisions of this policy.

### **III. RESPONSIBILITY**

The Board of Directors will be responsible for the administration and compliance of this policy.

  
Liz McIntyre (Jun 18, 2024 19:44 MDT)

Jun 18, 2024

President







# D8 Director Elections\_06.13.2024

Final Audit Report

2024-06-19

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