

SUBJECT: CONDUCT OF ELECTIONS

I OBJECTIVE:

To assure that elections are fairly conducted in a manner that safeguards the ability of members to exercise their membership rights in a reasonable and secure way, while at the same time preserving the integrity of the election process and results. The cooperative's procedures are consistent with any applicable state or federal rules, in addition to the guidance of the member-approved bylaws.

II POLICY CONTENT:

A. Eligibility. Per our Bylaws (Article III Section 5) each member shall be entitled to only one (1) vote. Members having more than one account with the Cooperative are entitled to only one (1) vote. Joint membership of a husband and wife (Article 1 Section 3) is regarded as one member for voting purposes.

1. Except as provided in Article IV Section 3 and Article VIII, all questions shall be decided by a vote of the majority of the members voting thereon in person if a quorum is established at a duly called meeting of members.
2. Each member of the Cooperative shall be entitled to vote for one (1) candidate from each district in the election of directors (Article IV Section 3).
3. A member may vote for directors in advance of the annual meeting date using a remote method (submitting ballots through the U.S. Postal Service or electronically) under procedures established by the Board of Directors and announced with the notice of annual meeting (Article IV Section 3).

B. Member Representative Voting.

1. Non-natural members, i.e. corporations, partnership, limited liability companies etc. Per Bylaw Article I Section 5, non-natural members may be represented at a meeting of members of the Cooperative by its president or other chief executive officer, or by anyone else who is duly authorized and has written authority to do so. Such written authority must be received by the Cooperative in conjunction with each election.
2. Court-appointed Guardians of Members. A person lawfully vested with the power and charged with the duty of taking care of a member and managing the property and rights of the member who, for defect of age, understanding or self-control, is considered incapable of administering to his/her own needs, shall be able to vote for directors and upon motions, resolutions and amendments on behalf of the member; provided, however, that the court-appointed guardian shall be required to

present a certified legal document granting the guardianship of the member not less than 24 hours before the meeting.

3. Personal Representatives/Executors of Estates. The personal representative of a deceased member's estate shall not be allowed to vote unless the estate has become a member in its own name.
4. Voting by Proxy/Powers of Attorney. The Cooperative does not recognize or allow voting by proxy. Any person seeking to vote under authority of a power of attorney must present evidence of that appointment not less than 24 hours before the meeting.

C. Campaign Guidelines.

1. Cooperative employees shall offer only procedural guidance to any member considering a candidacy for a board position. Uniform information of general application to all candidates shall be made readily available in a variety of media (print and/or electronic) during the nomination period.
2. All nominees agree to abide by Board of Directors Policy 1.02 Director Standards of Conduct. The principle of good faith and fair play directs that a level of personal decorum, courtesy and respect be maintained in the campaign. All candidates shall refrain from using the Cooperative's name and/or logo in any way that might imply an endorsement of the candidate by the organization.
3. No member may request mail-in ballots on behalf of any other member. Members who desire to vote by mail must request their own mail-in ballot according to procedures announced during the election season. These procedures shall be made readily available to all members via a variety of media.
4. The posting of campaign signs by attachment to Cooperative grounds, buildings or facilities shall not be allowed.
5. Candidates and their representatives shall not be allowed to distribute campaign materials within the building(s) being used for member registration, balloting, and the business meeting. Signs will not be allowed to be carried into buildings. Candidates and their supporters are asked to refrain from demonstrative actions within the meeting venue. Candidates and their representatives will be allowed to distribute campaign materials outside of the areas reserved for meeting use. All contact with members will be courteous and without disruption of member access to the meeting. Candidates shall be responsible for the conduct of their respective representatives.

6. The candidate may submit a campaign photograph or request the Cooperative to supply a photographer to take a photo, to be published in the members' meeting notice mailed to each member.

D. Ballot. Ballot order for candidate petitions received on the first day of petition acceptance shall be by lottery according to director district eligibility. The names of the candidates for the board of directors who subsequently submit petitions shall appear on the ballot in the order of their filing. The opening of the nomination period is defined in Bylaw Article IV Section 5.

1. Mail-in Ballot.

a. Requesting Mail-in Ballots. Mail-in ballots are distributed only after specific member request. Any member who intends to vote by mail must request his or her own mail-in ballot according to procedures announced during the election cycle. These procedures shall be made readily available to all members via a variety of media

b. Procedural Details. Appropriate procedures shall be put in place to safeguard the integrity of the mail-in process by being defensible, reliable and verifiable. Procedures must include some way to authenticate the voter's membership status, such as requiring account-specific identifying information and/or requiring member signature. The co-op shall provide members with clear instructions on how to cast a valid ballot, including the submission deadline.

c. Provisional Mail-In Ballots. All non-conforming Returned Ballot Packets received shall be documented and delivered to the Parliamentarian on the day of the meeting.

2. Electronic Balloting. As allowed for in Bylaw Article IV Section 3, ballots for the election of directors may be submitted electronically under procedures established by the board of directors and announced with the notice of annual meeting.

3. Advance Remote Balloting and Subsequent Meeting Attendance. To ensure the principle of one member-one vote, the Cooperative shall manage advance remote balloting in such a way as to be able to determine whether any member who is present at the member's meeting has already cast an advance remote ballot. A member who has already cast such a ballot (by mail or by electronic means) will not be permitted to vote for directors again on the day of the annual meeting. However, such a member may vote for any motion, resolution or amendment not included on the advance remote ballot.

4. Voting on motions, resolutions and amendments occurs only in person at duly announced and convened meetings of members, as provided in the bylaws.

- E. Appointment of Election Judges. The Board of Directors shall appoint the number of members needed, which may vary from time to time, to cover the duties required of election judges on the day of the member meeting: namely, to monitor balloting on election day and to verify the results. These members shall be chosen for their ability to accurately and impartially serve in this capacity. They should not be related to any of the candidates, directors or employees; should not be influenced by social, business or personal relationship with any candidate; and should not have a direct personal involvement in any question on the ballot. Any defect in qualification of an election judge shall not be cause for invalidation of election results absent clear and compelling evidence of misconduct affecting the election. The Board of Directors by resolution may provide nominal compensation to election judges in appreciation for their service. A representative of each candidate will be allowed but not required to observe vote counting procedures at the member meeting. Such a representative shall not be eligible for any compensation.
- F. Cooperative Employee or Other Personnel Assistance. Employees of the Cooperative, or a contracted business entity, may perform certain functions in connection with the handling of ballots, as follows:
1. Create the ballot and any accompanying material. The ballot will be designed and presented in such a way to include individually numbering each ballot to ensure election integrity;
 2. Qualify members to vote;
 3. Fulfill mail-in ballot requests;
 4. Process returned mail-in ballot packets;
 5. Create and manage the electronic voting process, ensuring election integrity;
 6. Assist in the collection of the ballots at the meeting; and
 7. Provide procedural guidance to assist election judges.
- G. Collection of Ballots. During the advance balloting period, all cast mail-in ballots will be retained in a secure manner and delivered to the Parliamentarian by the meeting date. If paper ballots are used on meeting day, a locked ballot box shall be used which shall be under the constant supervision and control of one or more duly appointed election judges. If meeting-day balloting occurs via electronic means, election judges shall monitor the process.
- H. Election Day. No balloting shall begin on election day until duly appointed election judges have inspected the ballot boxes and are in place to monitor the ballot boxes or the on-site electronic balloting.

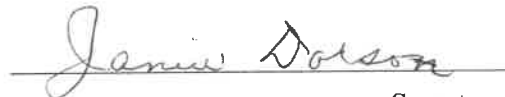
1. The Board of Directors shall appoint a Parliamentarian, usually the cooperative's attorney, to provide general oversight of the election process.
 2. All determinations of the election judges in collective consultation, and with assistance of the Parliamentarian, regarding the validity of individual ballots shall be final.
 3. A plurality of the votes cast, either in person or by absentee methods, shall determine the winner of any director position up for election. In the case of a tie vote, a coin flip shall determine the winner. The certification of the election judges shall be conclusive of the result of the election.
 4. A majority of the votes cast shall determine the passage of any motion, resolution or amendment presented to the membership, unless the Cooperative's Articles of Incorporation or Bylaws or laws of the State of Missouri require a higher margin of approval.
- I. Retention of Ballots After Election. All ballots, including any non-conforming ballots, shall be secured and retained by the Cooperative until the adjournment of the next regular Annual Meeting of members.
- J. Report to Membership. At the conclusion of the tabulation of the votes, the election judges shall report and certify the vote. Such report shall include the total number of ballots counted, the number of non-conforming ballots, and the results.
1. It shall be the responsibility of the Parliamentarian to announce the results in an appropriate and timely manner.
 2. All Candidates, as a group, shall have the opportunity to be informed by the Parliamentarian of the results in advance of any public announcement.
 3. Until the public announcement of the results is made to the membership, all election judges shall maintain the confidentiality of the election results and shall refrain from disclosing the results in any manner to any other person.

III **RESPONSIBILITY:**

- A. The Board of Directors reviews, evaluates and authorizes this policy.
- B. The CEO/General Manager shall be responsible for the administration of this policy and shall issue the necessary procedural guidelines for its administration. The CEO/General Manager may delegate authorities given in this policy but shall retain responsibility to the Board concerning compliance with this policy.

C. All directors, candidates, appointed election judges and employees are responsible for following the procedural guidelines established for implementing this policy.

I, Janice Dorson, Secretary of Crawford Electric Cooperative, Inc., certify that the foregoing statement of policy was reviewed and presented with revisions and was approved by the Board of Directors of said Cooperative at its meeting held June 4, 2020.


Secretary

Approved: February 2, 2012
Revised: August 1, 2013
Revised: March 1, 2018
Revised: June 7, 2018
Revised: March 10, 2020
Revised: June 4, 2020