

POLICY BULLETIN NO. 50

SUBJECT: VOTING AND ELECTIONS

Objective:

To create general guidelines governing the voting process primarily for the election of Directors of Grand Valley Rural Power Lines, Inc. (the "Cooperative") and for other matters as established by The Cooperative's Articles of Incorporation and By-laws. These guidelines are intended to insure the fairness, impartiality, confidentiality, transparency and integrity of the voting process.

Policy:

The Board of Directors of the Cooperative shall not take a position of support or opposition for any individual candidate for a board election. Resources of the Cooperative shall not be used to support or oppose a candidate for election. During the 2 months prior to an election, board members are prohibited from sending individual newsletters using Cooperative resources. Each Member of the Cooperative shall be entitled to one vote for each matter submitted to a vote at any meeting of the Members. At all meetings of the Members at which a quorum is present, all questions shall be decided by a vote of a majority of the Members voting in person and, for the election of Directors and where authorized by resolution of the Board, by mail, except as otherwise provided by law, the Articles of Incorporation or Bylaws.

I. Election Supervision

As necessary, and not less than ninety (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.

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 of the Cooperative appointed by the Board of Directors to oversee the election and voting process. The committee's responsibilities include, but are not limited to, resolving all issues or questions that may arise with respect to the election and voting process, the validity of Member's signatures on nominating petitions and return envelopes, the registration of Members, the tabulation of ballots and any challenges to the election and voting process.

II. Nomination, election and voting requirements and procedures

Elections for members of the Board of Directors will be held at the annual meeting of the Cooperative. The date, time and location for the annual meeting will be posted on the Cooperative's website no less than six (6) months prior to the meeting.

- A. Any eligible member in good standing of the Cooperative is eligible to submit a 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 submitted to the Board no less than 45 days prior to election.

To be eligible for election or appointment to, and to serve on, the Cooperative's Board of directors, a person shall:

- (a) Be an individual with the capacity to enter legally binding contracts;

- (b) Be a member of the Cooperative and have been a member of the Cooperative for at least twelve (12) consecutive months prior to the election;
- (c) Maintain his or her primary residence in the area or territory served by the Cooperative;
- (d) Be served by the Cooperative;
- (e) Not be engaged in any business, nor employed by or materially affiliated with any individual or entity:
 - 1) Regularly, directly, and substantially competing with the Cooperative or a Cooperative subsidiary;
 - 2) Regularly selling goods or services to the Cooperative or a Cooperative Subsidiary;
 - 3) Otherwise possessing a substantial conflict of interest with the Cooperative or a Cooperative subsidiary;
- (f) Not be an individual that has been an employee of the Cooperative within two (2) years prior to serving on the cooperative's Board of Directors.

- B. Information on how to become a candidate and the schedule of elections shall be published in the Grand Valley Power Newsletter published in Colorado Country Life and mailed to each member and posted on the Cooperative website no less than two months prior to the election. The ballot position of a qualified Director candidate will be determined on a random basis prior to the publication of the ballot.
- C. Mail voting shall be in writing on ballots provided by Grand Valley Power. Ballots shall be mailed to all Members of the Cooperative at their billing address, not less than 10 nor more than 50 days prior to the voting deadline. The mail ballot shall be voted by the member, placed in a special envelope provided for the purpose so as to conceal the marking on the ballot, 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.
- D. The "Ballot Packet" that is mailed to Members with the ballot shall contain voting instructions and biographical information about each qualified Director Candidate. Candidates will be identified by name, hometown, and length of Membership. A candidate may submit up to a 350 word summary of their qualifications and views for inclusion in the "Ballot Packet."
- E. The deadline for returning completed ballots shall be posted on the Cooperative website at least three (3) 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. Members who vote by mail shall not be entitled to vote at the Annual Meeting.
- F. From time to time, a Member may request a replacement ballot. 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.

- G. 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.
- H. The tabulation process shall be completed 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.

III. Dispute Resolution

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.

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 the Cooperative's 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 and in that event, such laws, rules and regulations shall take precedence over the particular guideline and the fact that any such clause or provision may be invalid or void shall not serve to invalidate the remaining guidelines, clauses and provisions contained herein.

Responsibility:

It shall be the responsibility of the Board of Directors and the appointed Election Supervisory Committee to carry out the terms of this policy.

Date Adopted: March 15, 1989

ATTEST: Rodney A. Martinez
Secretary

Date Revised: August 15, 1990

Date Revised: March 15, 2000

Date Revised: June 18, 2008

Date Revised: January 19, 2011

Date Revised: July 16, 2014

Date Revised: May 20, 2015