

General Rules and Regulations

4.0 PROCEDURES FOR DIRECTOR ELECTIONS AND MEMBER VOTING

4.1 SCOPE

To establish guidelines governing the voting process for both the election of Directors and for other matters as established in accordance with the By-Laws of the Association.

These Procedures will be posted on the Association website to ensure the fairness, impartiality, confidentiality, transparency and integrity of the voting process.

For purposes of these guidelines, a deadline is defined as the end of normal business hours on the deadline date. If the deadline date falls on a weekend or scheduled holiday, the end of the next normal business day will be allowed.

4.2 NOMINATIONS, ELECTION AND VOTING REQUIREMENTS

1. Directors will be elected at the Annual Meeting of Members by and from the members. At each Annual Meeting of Members, one (1) Director will be elected, by a vote of the entire membership, from each District in which the Director's term has expired. The persons elected will be elected for a term to expire at the third Annual Meeting of Members after their election or until their successors are elected and qualified, subject to the provisions of the Association By-Laws with respect to resignation and removal of Directors.
2. The date, time, location and purpose the Annual Meeting of Members will be posted on the Association's website and otherwise publicized not less than six (6) months prior to the meeting.
3. Information on how to become a candidate and the schedule for elections will be communicated to each member by a mailing, either as a bill stuffer or a notice in the Colorado Country Life magazine, published in local newspapers, and posted on the Association's website no less than one hundred ten (110) days before the Annual Meeting.


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4. At a regular meeting of the Board of Directors, held within six (6) months prior to the month in which the Annual Meeting is held, the Board of Directors will appoint a Nominating Committee consisting of one (1) member from each District where vacancies in the Board of Directors must be filled at the forthcoming Annual Meeting because of the expiration of the term of a Director or Directors. The Nominating Committee will meet at least forty-five (45) days before the Annual Meeting of Members and will nominate qualified members as candidates for election to the Board of Directors from their respective Districts at the next Annual Meeting of Members. The Nominating Committee will be given a copy of the **Statement of Qualifications and Expectations of Rural Electric Directors**, attached to these procedures, to guide them in selecting the Nominees.
5. In addition to those persons nominated by the Nominating Committee, any fifteen (15) or more members acting together may make other nominations by Petition. Such Petition must be received by the Association not less than forty-five (45) days prior to the Annual Meeting of Members. Sufficient time should be allowed for the Association to confirm that the signatures are those of members, and to allow time for additional names to be added to the Petition if it is determined that there are not a sufficient number of valid member signatures on the Petition. A **Petition** form is attached to these procedures or is available at Association offices.
6. There will be no nominations from the floor at the Annual Meeting of Members.
7. Election of Directors will be by written ballot, except that election by voice vote will be allowed where only one (1) candidate has been nominated from a District.
8. All Candidates will complete the **Director Candidate Questionnaire**, adopted by the Board of Directors and attached to these Procedures, prior to their candidacy being considered by the Association. To be eligible to become or remain a Director of the Association, a person must:

be a member of the Association, or an individual authorized by an entity member;

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be a bona fide resident of the particular district from which he or she is elected;

be a citizen of the United States of America;

not be a convicted felon;

be able and willing to actively participate in the management of the business and affairs of the Association;

not be employed by or hold a material financial interest in a competing enterprise or business; and

not make a material misrepresentation of fact to the members or other Directors in the process of the Director's election or appointment to office.

No employee, or spouse of an employee, of the Association will be eligible to become a Director within three (3) years of termination of employment with the Association.

No person who is a member of the same household or close relative of, or who is employed by, a Director will be eligible to become a Director within three (3) years of termination of the Director's term as Director or the term of such employment. A "close relative" means a person who is related to a Director by consanguinity or affinity, to the third degree or less, that is a person who is either a spouse, child, grandchild, great-grandchild, parent, grandparent, great-grandparent, brother, sister, aunt, uncle, nephew or niece, by blood or in-law, of the Director.

No member of the same household or close relative of a Director will be eligible to become or to remain in a position of Chief Executive Officer or Department Head.

When a membership is held jointly by a husband and wife, either one, but not both, may be elected a Director.



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9. Neither the Board of Directors, acting as a whole, nor the Association will take a position of support or opposition for any individual candidate for a board election. During the two (2) months prior to an election, Directors are prohibited from sending individual newsletters using Association resources. Individual Directors will be allowed to use personal resources for election activities.
10. Prior to the Annual Meeting of Members, a candidate for an open seat on the Board of Directors of the Association who has been duly nominated, either by the Association Nominating Committee or by Petition, may obtain a copy of a list of members with addresses in either printed or electronic format by signing an **Agreement and Request** for such list on the form attached to these procedure and agreeing to the following:

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The Candidate will pay the cost of reproduction of the list in advance.

The list will be provided to the Candidate within five (5) business days of receipt by the Association of the payment and signed agreement.

The list will be used only for the purpose of distributing campaign materials and soliciting votes for such director election and for no other purpose.

At the conclusion of the election, all copies of the member list will be properly destroyed, including purging and deleting the list from any and all electronic document storage systems.

The membership list will not be transferred or duplicated in any format to any other person, with the exception of the use of a contractor(s) or agent(s) to mail campaign materials or solicit votes on the condition that any such contractor or agent will agree to destroy all copies of the list in their possession or control upon conclusion of the election, and otherwise comply with the provisions of the Agreement form.

The Candidate will be responsible for any damages resulting from failure to comply with the requirements of the Agreement and Request For Disclosure Of Membership List By Candidate For The Board of Directors.


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4.3 AUTHORIZATION OF USE OF MAIL-IN BALLOTS

At a regular or special meeting of the Board of Directors, held at least forty-five (45) days prior to the meeting of members, the Board may pass a resolution authorizing the use of mail-in ballots on any issue to be voted on by the members; provided that the Board must authorize the use of mail-in ballots for any contested election of a Director of the Association.

4.4 ESTABLISHING RECORD DATE

The Board will establish a record date for determination of members eligible to vote in the election, such date to be not more than fifty (50) days or less than forty (40) days prior to the election.

Each member of record will be entitled to one (1) vote upon each matter submitted to a vote at any meeting of the members. If a husband and wife hold a joint membership, they will jointly be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members, and the vote of either joint member binds the joint membership and constitutes one (1) vote. If the joint members cannot agree as to the manner in which their vote should be cast when called upon to vote, then they will be treated as having abstained.

4.5 NOTICE OF MEMBER MEETING

1. Public notice of the time, place, and purpose of the meeting will be published, not less than ten (10) and not more than thirty (30) days prior to the meeting, in a newspaper published in the county where the principal office of the Association is located, and in newspapers of general distribution to the Association members.
2. In addition, official printed notices will be mailed, not less than twenty-one (21) days prior to the meeting of members, to all members of record as of the established record date, by direct mail to the address maintained on the books of the Association.


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4.6 MAILING AND RETURN OF BALLOTS

1. In the event the Board of Directors has authorized voting by mail on any matter, printed ballots, together with information on the issue and/or qualifications of all the candidates, will be included in the mailed notice to members.
2. In all elections where there is a contest for the office of Director, the names of the candidates will be listed on the ballot in a random order. The random order will be determined by lot following the deadline for candidacy. The Board will designate a Director, who is not a candidate for re-election, to attend and conduct the drawing. All candidates will be invited to witness the lot drawing. An incumbent candidate will be identified on the ballot as "(Incumbent)."
3. The deadline for receipt of returned ballots from the member to the Association will be posted on the Association website at least three (3) months before the deadline and will remain so posted until after the election. Such date will be the last day of postal delivery prior to the Annual Meeting day.
4. The member name, as it appears on the books of the Association will be printed on a return envelope provided with such ballot.
5. The Board of Directors has determined that it is not practicable to arrange for an independent third party to oversee the storage and counting of ballots, and that the established procedure for collection, storage and counting of the ballots protects the privacy of their content.
6. Mail-in ballots will be placed in a special envelope provided by the Association to conceal the marking of the ballot. The special envelope will be placed in a return envelope provided by the Association, which must be signed by the voting member. The return envelope will be addressed to the Association's Limon Headquarters. Any mail-in ballots delivered to any other office of the Association will be immediately forwarded to the Limon Headquarters.


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7. All mail-in ballot return envelopes received by the Association will remain unopened in the custody of the Administrative Manager until the meeting of members.

A tally will be maintained by the Administrative Manager for the purpose of monitoring quorum requirements set forth in the By-Laws of the Association.

Association employees, under the direction of the Administrative Manager, prior to the meeting of members, will sort the return envelopes in alphabetical or numerical order and compare the signature on the envelope with the member name printed on the envelope. Using the philosophy of allowing as many members as possible to express their opinion, determinations of validity will err on the side of acceptance. Any return envelopes with a discrepancy in the signature will be flagged for review by the Election Committee.

4.7 APPOINTMENT AND MEETING OF ELECTION COMMITTEE

1. In all elections where an issue is presented to the membership for a vote or where there is a contest for the office of Director, at a regular monthly meeting of the Board of Directors held within three (3) months prior to the meeting of members, the Board will appoint an Election Committee consisting of at least six (6) individuals. In the event of a Director election, the committee members will reside in Director districts other than the district for which there is a contested election. The individuals will be contacted to determine if they will be available to attend the meeting of members and perform their duties on the committee.
2. The Association Attorney will advise the Election Committee members of their duties and provide them with a copy of this Procedure as soon as possible after their appointment.
3. No later than one (1) hour prior to the scheduled commencement of the meeting of members, the Election Committee will meet with the Association Attorney and Administrative Manager or his/her designee to review responsibilities and select a chair.



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4. Any Director Candidate listed on the ballot may observe the meeting of the Election Committee and any or all of the Counting of Ballots procedure, but may not handle any election materials or converse with the employees counting the ballots or members of the Election Committee. Any questions or concerns must be addressed only to the chair of the Election Committee.

4.8 REGISTRATION AND DISTRIBUTION OF FLOOR BALLOTS FOR MEMBERS ATTENDING A MEETING

1. A complete listing of the Members of Record and the unopened mail-in ballot return envelopes will be located at the registration desks. At least two (2) members of the Election Committee will oversee the registration process.
2. If the Association has not received a mail-in ballot from a member, that member will be given a floor ballot upon registration. Members attending the meeting who voted by mail will not receive a floor ballot.
3. Registrants not listed as members as of the established date of record will not receive a floor ballot.
4. Registration will cease when the presiding Officer of the meeting of members declares voter registration closed. Members in line when registration has been declared closed will be allowed to complete the registration process. After this time, members may still register for door prizes, but will not receive floor ballots. At the close of registration, the unopened mail-in ballot return envelopes and the unused floor ballots will be taken to the Teller Room under the supervision of two (2) members of the Election Committee.
5. Floor ballots will be printed on a distinctly different color paper, or with distinctly different color ink, than mail-in ballots.

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6. A minimum of fourteen (14) Association employees will be assigned to open and count ballots. These employees will be utilized as follows:

One team of two (2) employees will count the floor ballots. One member of the Election Committee will oversee this process. Any questionable ballots will be flagged and set aside for review by the Election Committee. A separate tally sheet will be used for the floor ballots. A count of spoiled floor ballots will also be noted on the tally sheet.

Assigned employees will open the outer mail-in ballot return envelopes. This process may start immediately after flagged mail-in ballot return envelopes have been separated for review. One (1) member of the Election Committee will oversee the envelope opening process.

The remaining employees will remove the inner envelopes from the ones that have just been opened; the inner envelopes will then be returned to the two (2) employees who are opening envelopes.

Assigned employees will open the inner envelopes and take the ballots to one of the teams that will count them.

Teams of two (2) employees (in addition to the floor ballot team) will count the mail-in ballots. Members of the Election Committee will oversee the counting. Any questionable ballots will be flagged and set aside for review by the Election Committee.

7. Tally sheets will be provided. One member of the counting team will read the name receiving the vote and the other person will mark the vote on the tally sheet. Once a tally sheet has been filled the votes on that sheet will be counted and recorded on the tally form. Both the counters and an Election Committee member will sign and date the form.
8. Counted ballots will be bundled and the bundle will be initialed by the counting team to avoid duplicate counting.


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- 9. In the event the Election Committee cannot reach a decision on a ballot or on any question of election procedure that will affect the outcome of the election, the issue will be presented to the Board of Directors for immediate resolution. If the issue involves a ballot for an incumbent Director, that Director may be present but will not be involved in the discussion and/or voting on the issue.
- 10. The Election Committee will total the votes of all the tally sheets, and present this total and the signed tally sheets to the chair of the Committee. The chair will review the tally sheets and the total with the Association Attorney.
- 11. In the event the margin of victory in any Director district election or ballot issue is less than twenty-five (25) votes, there will be an automatic and immediate recount of the ballots for that Director district or ballot issue election. Any further recount will be at the discretion of the Board of Directors and will follow procedures to be established by the Board. In the event of a tie vote, the Election Committee will determine the election by a drawing by lot.
- 12. The chair of the Election Committee will prepare a report to be delivered to the Board and all Candidates, which will identify the separate totals of votes for each Director Candidate in the mail-in ballots and in the floor ballots. The report will also separately indicate the number of cancelled mail-in ballot envelopes, spoiled mail-in ballots and spoiled floor ballots. Only the total vote count for each Director Candidate will be released to the public.
- 13. After the ballots have been counted, all ballots, empty mail-in ballot return envelopes, and unopened questionable mail-in ballot envelopes will be placed in boxes and sealed. This process will be observed by the Election Committee, and those members of the Committee present will sign the seal. Sealed ballots will be kept by the Association until after the next annual meeting of members, but in no event less than one year.

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14. Following review by the Association Attorney, the chair of the Election Committee will report the results of the election to the presiding Officer of the meeting of members. If the meeting of members is still in session, the results will be announced. If the meeting of members has adjourned, the chair of the Election Committee will submit a written report of the election, which report will be posted on the front (main) door of the building where the meeting was conducted as well as the Limon Headquarters and Falcon Operations Center, and be printed in the next possible issue of Colorado Country Life. Election results will also be posted on the Association website.

4.11 SECOND BALLOT

In the event of a lack of quorum as defined in the By-Laws, in an election and following the completion of all other business, the meeting, upon motion, will be recessed and the Board of Directors will establish a schedule for a second ballot, and Sections 4.6 through 4.10 will be repeated.

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STATEMENT OF QUALIFICATIONS AND EXPECTATIONS
OF RURAL ELECTRIC DIRECTORS

I. All Directors must meet all eligibility requirements spelled out in the By-Laws:

To be eligible to become or remain a Director of the Association a person must be a Member of the Association or an individual authorized by an entity Member, and a bona fide resident of the particular district from which he or she is elected; must be a citizen of the United States of America; must not be a convicted felon; must be able and willing to actively participate in the management of the business and affairs of the Association, and not be employed by or hold a material financial interest in a competing enterprise or business.

II. All Directors are expected to demonstrate an understanding of and acceptance of the Association's Mission/Vision/Values statement:

MISSION – To provide our Members reliable and affordable electric service consistent with sound business and engineering practices.

VISION – To maintain and evolve a sound Member-owned organization based on the cooperative business model.

VALUES –

- Integrity. Be honest, open, and fair minded in the conduct of all Association matters;
- Safety. Regard safety of employees, Members and the public as a primary objective in all policy and business decisions.
- Reliability. Anticipate and mitigate risks that might cause or prolong interruption of electrical services.
- Affordability. Provide the lowest cost power consistent with safety, reliability and responsible environmental stewardship, while anticipating and mitigating risks that might threaten the financial health of the Association.
- Service. Reflect respect for Members in all policies and Member relations and maximize Member service consistent with safety, reliability and affordability.
- Community. Support Member communities through policies and business decisions that sustain and enhance local economic vitality and quality of life.

III. All Directors are expected to support the Seven Cooperative Principles:

1. Voluntary and Open Membership
2. Democratic Member Control
3. Member's Economic Participation
4. Autonomy and Independence
5. Education, Training, and Information
6. Cooperation Among Cooperatives
7. Concern for Community

STATEMENT OF QUALIFICATIONS AND EXPECTATIONS
OF RURAL ELECTRIC DIRECTORS

(continued)

- IV. All Directors are expected to make a meaningful contribution to carrying out the functions of a Director, including:
- a. Demonstrating a willingness and ability to give the time to attend meetings necessary to provide the background information and knowledge needed to make informed choices on the complex matters coming before a rural electric cooperative board, including:
 - 1. Meetings of the Board and its committees;
 - 2. State and National Association meetings;
 - 3. Director updates and other training programs;
 - 4. Meetings of related organizations as required;
 - 5. Any orientation programs provided by the Association.
 - b. Studying data and other information presented to the Board to keep informed and prepared for Board discussions and deliberations and to be able to answer questions raised by the Members.
 - c. Participating in Board meetings by raising pertinent and discerning questions and by contributing ideas and suggestions.
 - d. Supporting the decisions and actions of the Board outside the boardroom, once arrived at by action of the majority of the Board.
 - e. Representing the total cooperative membership on an impartial basis, not just those in his or her district.
 - f. Contributing to obtaining increased Member and public understanding and support of the cooperative and the rural electrification program and being sensitive to their concerns and attitudes and encouraging meaningful membership involvement.
 - g. Becoming skilled in questioning the results achieved in certain Key Performance areas and in interpreting Operating and Financial Reports.
 - h. Providing leadership to meet the changing needs of the membership and to improve the quality of rural living.
 - i. Developing and demonstrating by his or her actions the following personal characteristics:
 - 1. Broad leadership in his or her community;
 - 2. The highest integrity and the respect in the community;
 - 3. Sound judgment and ability to reason logically and clearly;
 - 4. Maturity and understanding of others, their problems, and viewpoints.



Nominating Petition for District _____

The undersigned members of Mountain View Electric Association, Inc. hereby nominate the following person for the office of Director of Mountain View Electric Association, Inc. from District ____ for a three-year term beginning June ____, 20__.

Name of Nominee

MEMBER SIGNATURES – Must be a member of Mountain View Electric Association, Inc. Nominee must have a minimum of 15 valid signatures on the petition. **PLEASE PRINT LEGIBLY.**

<u>Printed Name</u>	<u>Address</u>	<u>Signature</u>
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		
10.		
11.		
12.		
13.		
14.		
15.		

NOTE: Petitions must be filed with Mountain View Electric Association, Inc. on or before 5:30 p.m. Monday, April ____, 20__.



MOUNTAIN VIEW ELECTRIC ASSOCIATION, INC.
DIRECTOR CANDIDATE QUESTIONNAIRE

NAME: _____ MVEA ACCOUNT # _____

PHYSICAL ADDRESS: _____

TELEPHONE NUMBER: _____ E-MAIL ADDRESS: _____

CURRENT EMPLOYER: _____

Questions 1 through 8 are qualifications as listed in the MVEA By-Laws:

1. Please state the MVEA Director district of which you are a bona fide resident: _____

2. Are you a Member of the Association or an individual authorized by an entity Member?
___ yes ___ no

3. Are you a citizen of the United States of America? ___ yes ___ no

4. Are you a convicted felon? ___ yes ___ no

5. Are you employed by or hold a material financial interest in a competing enterprise or business?
___ yes ___ no (If unsure, please list any concerns):

6. Are you able to devote the time necessary to prepare for and to attend scheduled meetings and training? (2-4 days per month) ___ yes ___ no

7. Are you willing to actively participate in the management of the business and affairs of the Association? ___ yes ___ no

8. Please list any close relatives or members of your household employed by MVEA; _____

9. Please attach a short resume summary, not to exceed 300 words, to be considered by the Nomination Committee or the Search and Selection Committee, and in the case of an election to be distributed to the membership along with notices of Director election. The Resume may include your leadership involvement in your community and any other experience that would be of value in your service as a Director of the Association.

I have reviewed the above information, including the attached resume summary, and the information contained therein is true. I understand that, if elected or appointed, a material misrepresentation in the information provided above may lead to proceedings for my replacement as a Director.

SIGNATURE _____ DATE _____

MOUNTAIN VIEW ELECTRIC ASSOCIATION, INC.

**AGREEMENT AND REQUEST
FOR DISCLOSURE OF MEMBERSHIP LIST
BY CANDIDATE FOR THE BOARD OF DIRECTORS**

I, _____, am a candidate for the open seat from Director District ____ on the Board of Directors of Mountain View Electric Association, Inc. (the Association). I request a copy of the membership list, with addresses of each member, prepared by the Association as of the record date for the director election to be held at the meeting of the Association's members to be held on the ____ day of _____, 20____.

I desire this list to be in:

(Check one)

electronic format

written format

I understand that if the incurred costs for the requested format exceed twenty dollars (\$20.00), the Association will provide me a cost estimate prior to developing the list.

I agree that I will use the list only for the purpose of distributing campaign materials and soliciting votes for such director election and for no other purpose. Upon conclusion of such election, I will be responsible for the proper destruction of all copies of the list in my possession or control, including purging and deleting the list from electronic document storage.

I agree that I will not transfer the membership list in any format to any other person; provided, that I may employ the use of a contractor(s) or agent(s) to mail campaign materials or solicit votes on the condition that any such contractor or agent will agree to destroy all copies of the list in their possession or control upon conclusion of the election, and otherwise comply with the provisions of this agreement.

I agree that I will be responsible for any damages for failure to comply with the requirements of this agreement.

Dated this ____ day of _____, 20____.

Signature

Printed Name