

## Director Election Policy

The purpose of this policy is to establish procedures for Tri-County Electric Cooperative ("Cooperative") director elections intended to ensure fair and consistent practices and uphold the integrity of the election process. The Cooperative's Bylaws supersede any actual or perceived conflict with this policy.

### Director Candidate Applications

- A. Application materials will be made available to Members at all Cooperative offices and posted to the Cooperative's website by the deadline established in the most recent Director Election Schedule ("election schedule"). Application materials will be made available to all members at the same time.
- B. Application Requirements
  - a. Applicants must provide all information required to perform the background checks, in accordance with Bylaw requirements.
  - b. Applicants must complete the Board of Directors application in their legal name for the election ballot in accordance with all Internal Revenue Service and Cooperative Bylaw requirements. "Commonly known as" nicknames or abbreviated forms of the legal name may be considered for additional use if space allows. Nicknames shall not be permitted if they are created solely for election use. Titles, forms of address, designations, professional titles, or other credentials, such as education, military rank, or occupation, are prohibited.
  - c. Applicants must submit verifiable signatures from current Members in the district for which they are applying. Signatures must be original and handwritten on the petition materials provided in the application materials. One signature per Membership is permitted and must comply with the most recent Cooperative Bylaws.
  - d. Applicants must certify and disclose information according to the Conflict-of-Interest Policy.
  - e. Applicants must provide biographical material in an electronic format that Microsoft Word can open. Applicants are solely responsible for content and must adhere to a 400-word limit. The Cooperative will not edit applicants' materials but reserves the right to require edits if the material is deemed inappropriate to share with Members and the public. Updates to biographical material will not be accepted after the application deadline.
- C. All application materials must be fully completed and submitted to a designated Nomination and Qualification Committee email address provided in the application materials by the date indicated on the current year's election schedule. Incomplete applications will not be considered.

### Petition Verification

Petition signatures will be verified and accepted as eligible signatures when the signatory is identified as a current Cooperative Member within the district for which election is being sought.

### Committee on Nominations and Qualifications

All applicants must apply to be nominated by the Nomination and Qualification Committee, which will include an interview. Failure to participate in an interview will result in the applicant's removal from all election consideration.

The Committee shall verify the applicant's submission of all required materials to be considered for nomination and determine an applicant's qualification based on Article 4 of the Cooperative Bylaws. Upon the Committee's request, the Applicant must provide additional information necessary to determine qualification.

The Committee shall provide a list of the nominated candidates to the Cooperative and contact all candidates with their decision.

If qualified but not nominated by the Committee, a Member may apply as a petitioning candidate according to the Cooperative Bylaws and election schedule.

### Candidates

#### A. Candidate Orientation

A candidate orientation is required to provide information about Board responsibilities, time demands, legal duties, a process and timeline review, and a question-and-answer period. Photos of the candidates will be taken at the candidate orientation for use in election promotion material; outside photos may not be submitted for use. Candidates who do not complete a candidate orientation will no longer be eligible to participate in the election.

B. Candidate Questions

Questions should be submitted to a designated Cooperative email address provided to the candidates in the application materials. Answers to questions submitted will be provided to all candidates unless the question applies uniquely to the Candidate's personal information.

C. Campaigning

"Campaigning" is defined for this policy as the distribution or display of any materials designed to influence the outcome of a Cooperative election or direct communication to Members intended to influence the outcome of a Cooperative election.

All campaigning activities must comply with federal, state, and local laws, including regulations on direct communication, electronic or otherwise. Candidates will be disqualified for any of violations of this rule.

Members may not campaign on Cooperative premises or at Cooperative events except for Cooperative-sanctioned Candidate events, if any. Cooperative premises include parking lots, the exterior and interior of Cooperative operated facilities, or areas of any facility where a Cooperative event is being held.

D. Use of the Cooperative Brand

Candidates may not deploy web pages or other campaign materials that suggest their candidacy is endorsed or supported by the Cooperative and may not use Cooperative logos or trademarks. Candidates who are incumbent directors may not use the director materials provided by the Cooperative or any other Cooperative resources for correspondence related to the election.

E. Candidate Withdrawal

A Candidate may withdraw from the election at any time by submitting a signed letter by email to the official election email address provided in the election materials. The Cooperative will use reasonable methods to advise the Membership of the withdrawal if the Candidate's name has been made public. If time does not permit the withdrawn Candidate's name to be removed from the ballot, votes cast for the withdrawn Candidate will be counted but will be void.

Voting

- A. A Member is entitled to vote in accordance with the Cooperative's Bylaws. The election service provider shall ensure all voting is in accordance with Cooperative Bylaws.
- B. Candidate's names will appear on the ballot in the order designated in the Cooperative's Bylaws.
- C. Voting will open and close on the dates designated on the election schedule.
- D. The Candidate for each position receiving the majority of votes shall be elected unless the Candidate receiving the majority is a withdrawn Candidate. If no one candidate receives a majority of votes in an election of three or more candidates, a run-off election shall be held in accordance with the Cooperative Bylaws.
- E. Once the election service provider has certified the election results, an election service provider representative will announce the results at the Member Meeting and provide a written certification of results for inclusion in the Minutes of the Member Meeting.

Post-Election

After the conclusion of the Member Meeting, all elected Directors must execute and deliver all post-election documents received from the Nomination and Qualification Committee.

Confidentiality

Cooperative employees performing duties under these procedures shall, to the fullest extent practical, keep confidential the name of any Member who has made an inquiry or application seeking nomination until such time as noted in the most current year's election schedule.

All signatory-specific information on applicant petitions is private Member information and will not be disclosed. Directors may not seek or be provided access to Candidate information by Cooperative employees except as necessary for such Directors to perform duties mandated by law, Cooperative governing documents, or this policy, notwithstanding Directors' usual access to confidential Cooperative information.