

## YVEA ELECTION POLICY

### I. OBJECTIVE

To create general guidelines governing the voting process primarily for the election of Directors as established by the Association's Articles of Incorporation and Bylaws. These guidelines are intended to insure the fairness, impartiality, confidentiality, transparency, and integrity of the voting process.

### II. POLICY

1.0 General. Neither the board of directors nor the Association shall take a position of support or opposition for any individual candidate for a board election. Resources of the Association shall not be used to support or oppose a candidate for election. Board members are prohibited from sending individual newsletters using cooperative resources.

Each Member of the Association shall be entitled to one vote upon 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 election matters shall be decided by a vote of a majority of the members voting in person and by mail; except as otherwise provided by law, the Articles of Incorporation, or Bylaws.

2.0 Election Supervision. Not less than ninety 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 or professional election 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 five individuals: The Association's general corporate legal counsel, Manager of the Association's Member Services staff, and three Association staff members 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 members' signatures on nominating petitions and return envelopes, the registration of members, the tabulation of ballots, and any challenges to the election and voting process.

3.0 Nomination, election, and voting requirements. Elections for members of the Board of Directors will be held at the annual meeting of the Association. The date, time, and location for the annual meeting will be posted on the Association's website no less than six months prior to the meeting.

3.1 Any member in good standing of the Association is eligible to submit a nominating petition to become a candidate for the board of directors. Information on how to become a candidate and the schedule of elections shall be published in the Association newsletter and posted on the Association website no less than 2 months prior to the date nominating petitions are due. Nominating petitions must be signed by at least 15 qualified members of the Association and submitted to the Board no less than 45 days prior to the election.

3.2 Ballots shall be mailed to all members of the Association at the Member's billing address approximately thirty (30) days prior to the Annual Meeting. The "Notice of Annual Meeting" shall be mailed to all members of the Association at the Member's billing address not less than ten (10) days nor more than thirty (50) days prior to the Annual Meeting.

3.3 The deadline for Association receipt of mail ballots shall be posted on the Association website at least 3 months prior to the deadline. All mail ballots shall contain a return envelope which must be signed by the Member. Return envelopes should include a secrecy sleeve or inner envelope to conceal the markings on the ballot; however, a mail ballot received in a signed return envelope but without a secrecy sleeve or inner envelope is nonetheless valid and shall be counted. The address on the return envelope will be specified by the independent third party. Members who vote in the election by mail are not allowed to vote in the election at the annual meeting.

3.4 The YVEA Board of Directors shall cause the ballot position of a qualified director candidate to be determined by a random selection process, which random selection process may be conducted by the board of directors, YVEA management, or an independent third party as determined by the board of directors. If said process of randomly selecting ballot position is conducted by the board of directors or YVEA management, all candidates will be invited to observe the process.

3.5 The ballot that is mailed to Members 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 250-word summary of the candidate's qualifications for inclusion in the biographical information.

3.6 A Member may request a replacement ballot. The Member will be advised that the Member may vote in person at the Annual Meeting. Should that be unsatisfactory, a ballot and attendant information will be reissued to them. Should the Association receive more than one ballot from any one Member, then all ballots from said Member will be declared invalid.

4.0 Voting Qualifications. Only Members of the Association may sign a nominating petition and only Members may vote at regular and special meetings of members. As a practical matter, the Association asks Members to certify the Member's membership by the Member's signature on petition forms and return envelopes containing ballots. The Association verifies membership based upon that Member's record and application for service. From time to time, such signatures may vary from the Association's records requiring a determination of validity. Specific membership types and acceptable signatures for each include, but are not necessarily limited to, the following:

4.1 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. A Member's spouse or civil union partner cannot sign the return envelope unless it is a joint membership.

4.2 Entity Membership: An Entity's vote must be signed by an authorized representative.

The Election Supervisory Committee will determine signature and Membership validity including but not limited to clear evidence of a signature by someone other than the Member. Unsigned return envelopes will invalidate any ballot contained therein. More than one return envelope from any Member will invalidate all ballots from that Member.

5.0 Mail Ballot and Tabulation Procedures. For each election a printed ballot and a secrecy sleeve or inner 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. Each Member shall be instructed that if the Member wishes to vote, the ballot shall be marked in accordance with instructions to be placed on each ballot, such ballot should then be placed in the secrecy sleeve or inner envelope, and the secrecy sleeve or inner envelope containing the ballot shall then be mailed to the designated third party in the return envelope, which must be signed by the Member. Return envelopes not signed by a Member shall not be counted. Generally, the process of receiving, preparing, and securing the return envelopes will be in the care, custody, and control of the selected independent third party.

5.1 Return envelopes shall be addressed to the independent third party selected. The independent third party will keep them unopened and secure until the tabulation process begins at the designated time and location prior to the business portion of the Annual Meeting of Members.

5.2 The return envelopes shall have affixed to them a Member name generated from the membership records of the Association. 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 Association in person or by mail shall be delivered by secure means to the independent third party prior to the annual meeting.

5.3 The independent third party, with assistance from the Election Supervisory Committee and the Association's staff while under the supervision of the independent third party, shall 1) maintain an accounting of the number of return envelopes; and 2) sort the envelopes into groups after comparing the Member label to the signature block. The groups include: i) envelopes signed by the Member or authorized representative, ii) envelopes unsigned, iii) envelopes to be reviewed by the Election Supervisory Committee for the Committee's determination of validity.

5.4 The independent third party will receive the return envelopes and maintain care, custody, and control of the return envelopes until the tabulation process is completed. The tabulation process shall be completed by the independent third party within a reasonable time. The results of the independent third party's tabulation as well as all election materials shall be returned to the Association under seal prior to the Annual Meeting of the Members.

5.5 Questions or concerns raised by the candidate regarding the handling of return envelopes should be directed immediately to the Election Supervisory Committee for the Committee's immediate review and determination.

5.6 The independent third party will cause the transport of the results of the independent third party's mail balloting tabulation as well as all election materials to the Association under seal prior to the Annual Meeting of the Members. The Election Supervisory Committee will maintain custody and control of said results and materials under seal during meeting registration and onsite balloting tabulation. Candidates shall be given the opportunity to be present during the opening of the mail ballot results and the tabulation of the ballots cast in person at the Annual Meeting of the Members.

6.0 Registration. An important part of the Annual 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 Association's staff prior to the start of the business portion of the meeting. In the event there is an election of directors or a vote on any other issue, the registration process will continue to be carried out by the Association's employees; and the voting process will be under the oversight of the Election Supervisory Committee.

6.1 In-person balloting will be available to Members for a specific designated period of time prior to the business portion of the Annual Meeting of Members. In-person balloting is not allowed for Members who have voted by mail prior to the annual meeting.

6.2 A qualified Director candidate may have a representative observe the registration and voting process. Questions or concerns, raised by the candidate's representative, regarding the registration and/or voting process should be directed immediately to the Election Supervisory Committee for the Committee's immediate review and determination.

6.3 No person shall be allowed to electioneer, photograph, or record video or audio of any activity in the registration and voting area while an election is in progress. Nor shall unauthorized persons congregate within the registration and voting area. Such area shall include the interior of the building where registration and voting are taking place.

6.4 Prior to the Call to Order of the Annual Meeting of Members, any question, concern, dispute, or inquiry regarding any election or voting issue that might arise during the registration and voting process shall be submitted in writing to the Election Supervisory Committee for the Committee's immediate review and determination. Any form of written submittal to any Member of the Committee shall be sufficient. The Committee may respond to unwritten questions, but such an unwritten question shall not be considered a legal form of inquiry.

7.0 Tabulation. Once onsite balloting has been closed, the Election Supervisory Committee shall supervise the transport and be in control of any ballots cast in person to a secure site to begin the ballot counting process. The independent third party will supervise the Association's employees in the opening of the return envelopes, removal and opening of the secrecy sleeve or inner ballot envelope, the removal of ballots, and the counting of ballots.

7.1 A qualified Director candidate may have one representative observe the tabulation process. The representative must be presented to the Election Supervisory Committee in advance. The candidate's representative shall not interfere with the counting process or make challenges until the final count is tabulated. The candidate's representative shall not be in the area where the ballots are located so that such representative cannot touch or otherwise be in proximity to the ballots. Any challenges are to be made to the Election Supervisory Committee in writing.

7.2 The independent third party shall develop the party's own methods of counting, cross-checking, recording, and reporting the result. Handling questionable or irregular ballots will be determined by the independent third party's representative, in consultation with the Election Supervisory Committee, if necessary.

7.3 In the event that an election contest is won by a margin of 0.5% or less of total votes cast for that director district position, the Election Supervisory Committee will automatically recount all ballots appropriate to that director district position or particular question.

7.4 In the event of a tie vote in a director election after at least one recount, and with the consent of all candidates subject to the tie, the outcome of the election may be decided by the flip of a coin conducted by the Election Supervisory Committee in the presence of the board of directors and the candidates.

7.5 The independent third party's representative will certify the results of the election and provide written certification to the Board of Directors as soon as the results are available.

7.6 All return envelopes, ballots, and any materials used in conducting the count shall be preserved and turned over to the Election Supervisory Committee for safekeeping. The Election Supervisory Committee shall cause these envelopes, ballots, and materials to be preserved for a period of not less than ninety days but no more than one year.

8.0 Challenges. Any qualified director candidate may challenge any election issue or the correctness of any announced result of a director election in which the person was a candidate. Should a challenge be presented it shall be made in writing, with a request of specific relief, addressed to the Election Supervisory Committee, and presented within ten calendar days from the close of balloting. Upon deciding the merits of the challenge, the Election Supervisory Committee shall inform the challenging candidate and Board of Directors of its decision in writing. If the relief requested is a recount, then upon the receipt of a deposit, the Committee will authorize a recount at the requesting candidate's expense; to be performed in the same manner as, and by the same independent third party, that performed the original mail ballot count. No charge will be assessed if the challenge proves successful.

9.0 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, 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 this policy shall be adjudged to be invalid or void, or determined to be in conflict with the Association'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 Association, then and in that event, such laws, rules, and regulations shall take precedence over the particular provision of this policy and the fact that any such clause or provision may be invalid or void shall not serve to invalidate the remainder of the policy.

10.0 Responsibility. It shall be the responsibility of the board of directors and the Election Supervisory Committee to carry out the terms of this policy.