

MEMBERSHIP POLICY #15

CREDENTIALS AND ELECTION COMMITTEE

1. Committee: The Committee shall consist of at least one (1) certified public accountant from the Cooperative's audit firm stationed at the main location and tasked with overseeing the Board of Directors' election and no fewer than three (3) employees at each location, both main and remote. Representatives of the Cooperative's audit firm may serve as employees at the main location. These individuals shall not be officers, Directors or known candidates for Director, or a close relative of such individuals (as the term "close relative" is defined in Article IV, Section 5 (e) of the By-Laws of the Cooperative). At his or her option, the Board President may designate the Committee as a standing committee, in which case each member of the Committee shall be appointed to serve for a term certain to be established by the Board President.
2. Officers: The Committee shall elect a Chairperson and Secretary prior to the next succeeding meeting of the membership.
3. Powers of the Committee: The Committee shall have the power and authority:
 - a. To establish or approve the manner of conducting member registration and member voting by ballot or by any other means;
 - b. To pass upon all questions that may arise with respect to the registration of members;
 - c. To determine the eligibility of any member to vote by ballot or by any other means;
 - d. To construct, distribute and collect, as well as count, all ballots or other votes cast in any election or in any other matter and to determine the result of any such ballot or other vote;
 - e. To rule upon the effect and validity of any ballot or other vote, which is marked or cast in an irregular, ambiguous or indeterminable manner;
 - f. To rule upon all other questions that may arise at any time relating to member voting and elections, including but not limited to, the validity of petitions of nomination, the regularity of the nomination of candidates, or the qualifications of candidates;
 - g. To decide any protest or objection filed with respect to any election or with respect to conduct which affects or may affect the result of any election;
 - h. The Chairperson of the Committee shall be responsible to receive and retain all ballots and system-generated reporting after any election maintaining the

same until the expiration of the election contest time period. Thereafter, said person shall have authority to destroy all such ballots;

i. The Chairperson of the Committee, shall have the authority to make all such ballots or software reporting available for review, if an election contest is timely commenced, as long as said ballots are at all times maintained within the custody and control of such person and their integrity preserved;

j. At each voting site, the Committee shall compare the registered vote numbers with the actual number of votes to determine a consistency of the same;

k. The Committee shall determine the order of speaking by any candidates for position of Director, the time period allotted for all such speeches and the order and sequence of names on the ballot. The order as determined on the ballot shall be the same as the speaking order and shall be determined by a random basis. Should the meeting be held in conformance with any federal or state order restricting in-person gatherings, a written biography of each candidate, in Microsoft Word format, not to exceed 500 words, shall be included with the official notice of the Annual Meeting. Additionally, a three-minute recorded video shall be provided by each candidate to be played at the Annual Meeting if conducted virtually;

l. The Committee shall forward and provide packets to each candidate whether selected by the Committee on nominations or by petition, which packet shall include at least: (i) Membership Policy #15; (ii) the Cooperative policy pertaining to nepotism; (iii) a copy of the Cooperative By-laws; (iv) such other documentation as is deemed necessary by the Committee;

m. That should an election for a Director position held in person result in a tie, then the two candidates with the highest vote total, thereafter, will immediately be submitted to the membership for an additional vote in a run-off election. Should the Annual Meeting not be held in-person, then the Director and candidate shall be selected by coin flip which shall take place in the presence of each such Director and the E&C Chair;

n. That, by 5:00 p.m. MDT, on the first Monday of the month preceding the Annual Meeting of the Cooperative, the books and records of the Cooperative shall be closed such that thereafter and, through the date of the election there will be no splitting or changing of membership status. New members, however, may be added through the normal course of business.

4. Counsel: In the exercise of its responsibilities, the Committee shall have available to it the advice of legal counsel provided by the Cooperative.

5. Election Contest: Any unsuccessful candidate for Director and any Director who has been removed by elections, may file an election contest. Any election contest must

be filed within five (5) business days following the adjournment of the meeting at which the election was conducted. Upon the filing of an election contest, the Committee shall be convened upon notice from its Chairperson, not later than five (5) business days after such election contest is filed. The Committee shall hear such evidence as may be presented by the person filing the contest, or by any other person or persons who, in the opinion of the Committee have an interest in the contest. Any person appearing before the Committee may be heard verbally or in writing, in person or by counsel, or by any other means which the Committee may approve.

6. Contest Decision: Within a reasonable time, but not later than thirty (30) days after the conclusion of its hearing, the Committee, by a majority of those present and voting at the meeting at which its decision is reached, shall issue a decision resolving the election contest. The result of the Committee's decision may be to affirm the election, to change the outcome thereof, or to set the election aside. The Committee's decision shall immediately be communicated in writing to the person filing the contest, to each candidate, and to any interested party who has appeared before the Committee in connection with the contest.

7. Election Results: The results of any election for position of Board of Directors shall be promptly disclosed either in person at the annual membership meeting or through the Cooperative's website shortly after the annual membership meeting providing the actual number of votes per candidate for each such election. The results of any such election shall additionally be disclosed in the next issue of the Cooperative newsletter known as the *Netlink*.

8. Quorum: The Committee shall not act on any matter unless a majority of the Committee is present in person.

9. Finality of Decisions: The Committee's decision on any matter decided by it pursuant to the terms of this policy shall be final.