OPALCO Power & Light Cooperative Election Guidelines & Procedures

Effective Date: November 21, 2019

1 Introduction

This Elections Procedures and Guidelines document is an implementation manual for OPALCO elections covering the scope of the events from nominations to announcement of election results. These Guidelines outline the election process and function as a reference tool for the membership, Board Candidates and OPALCO.

2 Roles and Responsibilities

Board of Directors:

- Ensure full compliance with the OPALCO governing documents and the law
- Determine the location, date, and time of each year's Annual Meeting (which drives the election timeline)
- Appoints members to the Elections & Governance Committee
- Review and approve the slate of candidates recommended by the EGC and General Counsel
- Review and modify OPALCO Bylaws and Policies as needed

General Counsel

- Ensure OPALCO Elections are conducted consistent with law and all OPALCO guiding documents
- Make determinations on the conduct of the election and candidates
- Review qualifications of Candidates and provide support to the Election & Governance Committee as needed to provide any necessary background checks, and related review to ensure compliance with the Bylaws and conflict of interest provisions as provided in the Bylaws and Policies
- The Board delegates to General Counsel the final determination on whether Candidates are qualified to become Board members, as defined in the policies and the Bylaws
- Serves as Parliamentarian at the Annual Meeting

Elections and Governance Committee

- Identify and cultivate qualified candidates for Board elections
- Interview Candidate Applicants
- Work with General Counsel to allow for a review of the proposed Candidate Applicants.
- Announce election results at the Annual Meeting

Election Service Provider:

Staff is to select an independent election vendor to coordinate the following election services including but not limited to:

- Manage the on-line election process
- Print, distribute, and collect both digital and mail-in ballots
- Tabulate and certify the election results
- Archive and manage all election materials, including destruction of materials

from previous elections, according to terms of its contract with OPALCO

Board Recording Secretary (Executive Assistant):

- Serve as staff liaison to the Elections & Governance Committee
- Receive and maintain all records related to Director qualifications and nominations
- Distribute all required Director Election Nomination forms and related materials
- Serve as the point of contact (or designate a person) to provide answers to any questions about the Election process from Directors, Candidates, or Members

Staff:

- Develop and manage election timeline
- Implement outreach activities to engage members, encourage voting and provide full information on the election
- Coordinate Candidate Forum/s, as necessary and Annual Meeting events
- Serve as point of contact for Election Service Provider
- Provide media relations, and necessary press outreach
- Confirm membership status for all Candidate Applicants and petition signors
- Manage member database
- Provide member lists to Election Service Provider

3 <u>Establishing Annual Meeting Date, Time, and Location and Election</u> <u>Timeline</u>

The Board will set the date, time and location of the Annual Meeting at the August regular meeting of the Board each year (OPALCO Policy 7: Elections). This date provides the framework for the election timeline, as prescribed by the Bylaws and RUS requirements. Staff will publish the meeting date, time and location on the website and build an election timeline for review by the Board and General Counsel.

Once the timeline is established, Staff will convene a Coordination Meeting to set the process in motion.

4 Selection of Election Service Provider

At or before the October Regular Board meeting each year, Staff, in coordination with the General Counsel, will select an Election Service Provider. Any such contract may be implemented without competitive procurement.

Criteria for selection of an Election Service Provider will include: experience, technical capability, past performance, understanding of and ability to comply with OPALCO Bylaws, policies and procedures, capability to integrate with OPALCO IT infrastructure, and ability to preserve and enhance the credibility of the Election process. Any prospective Election Service Provider must meet the technical and security

qualifications established by OPALCO. Any such vendor shall establish its qualifications in this regard by providing detailed descriptions of demonstrated performance in quality-control methods and testing, system security specifications, and policies regarding storage, transmittal, access to and retention of Member information and voting data.

The selected Election Service Provider agree in writing not to share with any person not employed by the Election Service Provider partial or complete voting results before the final tabulated and public announcement by the Election Service Provider at a meeting of Members; provided, however, the Election Service Provider may periodically provide the vote information agreed upon in the contract.

5 Preparation and Approval of Ballot

5.1 Non-Director Ballot Measures

The Board may, from time-to-time, submit ballot proposals to a vote of the Members. The vote in any such Non-Director Election may be (1) advisory only, or (2) where a vote of Members is required by law or the OPALCO Bylaws. No later than 120 days prior to an Annual Meeting, the Board will direct the General Counsel to prepare proposed Ballot wording for any items to be put to a vote in a Non-Director Election. Any such matters will be drafted in plain English by the General Counsel to assist Member understanding of such measures.

Per Bylaws (Article XIV, Section 1), Energy Members may propose a "Member Initiated Bylaw Amendment." Member Initiated Bylaw Amendments must meet the requirements detailed in the Bylaws (Article XIV, Section 2) and must be submitted to the Board between 90-120 days before an Annual Meeting.

5.2 Director Elections

5.2.1 Nominations

The Board Recording Secretary will convene the Elections & Governance Committee at least two months before nominations are due (see timeline) and provide support for their work on cultivating nominations.

Ballot Materials and Application

Staff will ensure that the following items are made available to OPALCO Members on the OPALCO website and in OPALCO offices:

- Nominations Application
- Information on Nominations by Petition
- Director District Description(s)
- Election Timeline
- OPALCO Bylaws

- OPALCO Conflict of Interest Policy
- Conflict of Interest Form
- OPALCO Election Policy and Guidelines

Conflict of Interest Form

The application form for Board candidacy will include a waiver of claims and hold harmless in favor of OPALCO and its directors, officers and agents, which all persons seeking nomination must execute and the form will also authorizes OPALCO or its agent to perform background checks and make any and all necessary inquiries to verify the Candidate Applicant meets the Bylaw qualifications to serve as Director.

Biographical and Platform Materials

Candidate Applicants must provide biographical material in electronic format to the Board Recording Secretary as part of the application. Bios are limited to 800 words containing personal background information and the Candidate's stance on matters of importance to OPALCO and its Members. Staff can provide an example upon request. If the bio submitted exceeds 800 words, the Board Recording Secretary will, if time allows, notify the Candidate Applicant. Candidate Applicants may submit revisions to biographical materials until the deadline for submission of application materials.

Each Candidate Applicant is solely responsible for the content of his or her submitted biographical materials (including photo quality, grammar, spelling and punctuation) and OPALCO staff will not proofread, edit or otherwise alter any biographical materials, other than to truncate any biographical materials exceeding 800 words. OPALCO will publish Candidate bios and photographs in the Voter's Guide that is distributed to all voting members.

Candidate photos must be submitted electronically and must meet the following criteria: headshot only, color print quality and the file type must be .jpg, or .png.

Candidate Q&A Form - Candidate Applicants are expected to complete a standard series of candidate questions designed to help inform the membership of candidate experience and their vision for the Co-op. Each Candidate Applicant is solely responsible for the content of his or her submitted questionnaire materials (including grammar, spelling and punctuation) and OPALCO staff will not proofread, edit or otherwise alter any Candidate Q&A materials, other than to truncate any materials. OPALCO will publish the candidate questionnaires on the website.

Petition Process

To be nominated by petition and included on the Ballot for a Director Election, a Candidate Applicant must submit verifiable signatures of at least twenty (20) OPALCO Members with Voting Residence (as defined in the Bylaws) within the Director District for which the Candidate Applicant is seeking nomination, along with a conflict-of-interest certification and disclosure form as required by the Bylaws. All information submitted by Candidates may be posted on the website (with any confidential information redacted). Any signatures submitted by a Candidate Applicant must be originals, not copies, submitted on the petition form circulated by the Cooperative during the year in which the election is held, or a copy of such a form.

No membership listing will be provided in order to protect members private information.

No Candidate Applicant will be given access to a nomination petition form before such time as those forms are made available to all Members on the OPALCO website and at OPALCO offices. A Member may sign the petition of more than one Candidate Applicant. For Joint Memberships, as that term is defined in the Bylaws, either spouse may sign a petition, but only one signature from any joint membership will be counted for any Candidate Applicant. Any person listed in OPALCO's records as authorized to act on behalf of an entity Member, may sign a petition on behalf of that entity Member. Petition forms will include spaces for the printed name, signature, address and membership account number to assist in verification of signatures.

The Record Date for a Member to be eligible to sign a nomination petition is the date of the verification of the signatures by OPALCO, meaning that a signature will be counted only if the signer is a Member on the date of verification. This provision shall not prevent reverification of a signature on a subsequent day, if a signer becomes a Member before the deadline for signature verification, as allowed by these procedures.

Confidentiality

All signer-specific information on nomination petitions submitted to OPALCO by a Candidate Applicant is private Member information, not subject to disclosure under the voluntary Cooperative Open Records Policy.

Directors may not seek or be provided access to Candidate Information by OPALCO employees, other than Directors' usual access to confidential Cooperative information, except as necessary for such Directors to perform duties mandated by law, OPALCO Governing Documents or this Policy.

Deadline for Candidate Application by Petition (see timeline)

To be considered for inclusion on the Ballot for election as a Director, a Candidate Applicant by petition must deliver by hand or certified, trackable

delivery method with signature required, a completed original application and petitions to the Board Recording Secretary at OPALCO Headquarters in Eastsound, WA, no later than 4:30 p.m. on the petition deadline (see timeline). Delivery to an alternate OPALCO address, delivery after the deadline, or mailing an item with a postmark before the deadline will not satisfy this requirement and will result in the application's rejection.

Signature Verification

Staff will verify the signatures on petitions by Candidate Applicants. A signature will be accepted as valid if the signer is identified in OPALCO account records as a voting member with residence within the district for which election is being sought. Signatures that cannot be identified because they are illegible or cannot be matched to an active OPALCO Member will not be counted as verifiable signatures

Staff will verify signatures in the order they are presented on petitions and will stop the verification process once 20 signatures have been verified, or when the list of signatures is exhausted without having reached the qualifying number. Members Services will notify the General Counsel and the Board Recording Secretary and provide a written summary of findings regarding signature verification.

Verification of Qualification Requirements

General Counsel reviews Candidate Applicants eligibility per OPALCO Bylaws.

For candidate applications by petition, the General Counsel will determine whether the Candidate Applicant has submitted required verified signatures and completed the conflict-of-interest certification and disclosure form required by the Bylaws before attempting to verify the substantive qualifications described in the Bylaws and below. In all matters, the General Counsel shall assume the truth of matters asserted by Candidate Applicants, and act accordingly, unless they have identified a reasonable and specific basis for acting otherwise. The General Counsel will retain an independent third-party background verification firm ("Background Verifier") in their review.

Notification of Candidate Eligibility

The Board Recording Secretary or General Counsel will notify each Candidate Applicant of their eligibility status.

Candidate Slate

At least 80 days prior to an election, the slate will be published.

6 Voting and Processes During Election Period

6.1 Withdrawal from Election

At any time, a Candidate may withdraw from a Director Election by notifying the Board Recording Secretary in writing of his or her withdrawal. The Cooperative will use reasonable methods to advise the Membership of the withdrawal. If time allows, the withdrawn Candidate's name will be removed from the ballot. If time does not allow removal from the ballot, the name will remain on the ballot, and the election website will not be altered to remove the Candidate's name. Any votes for a Candidate who has withdrawn will not be counted.

6.2 Communications Plan

At or before the January Regular Board Meeting, the OPALCO Communications Staff will present to the Board an Election Communications Plan ("Communications Plan"), outlining the communications efforts that will be employed to inform OPALCO members about the Election and provide contact information for Members who have questions about the election process. The plan should utilize available channels.

6.3 Preparation and Distribution of Ballots

6.3.1 Ballot Materials

The ballot package prepared by the Election Service Provider will be approved by Staff in consultation with General Counsel. The ballot package will include the ballot, voter's guide with clear information on how to vote, candidate bios and photos, and (if a paper ballot) the necessary envelopes. Candidate names will appear on the ballot materials in alphabetical order. If the election includes a nondirector issue, that measure will be described and pro- and con- statements included.

Distribution of Ballot Materials

As specified in the contract, the Election Service Provider will give members an opportunity to choose an electronic or paper ballot in advance of the election.

On the first day of the election, the Election Service Provider will send emails to all Members who have selected an electronic ballot to include election information, voting credentials, and a direct link that allow Members to access the voting website. The Election Service Provider will send follow-up emails according to the election timeline. Members who have opted-out of receiving communications from OPALCO will not receive these email notifications.

Paper ballot packages will be mailed to members who have opted out of the electronic ballot.

Voting and Receipt of Ballots

Only the Election Service Provider shall accept ballots. Ballots are not to be accepted on OPALCO Premises or by OPALCO Employees, Directors or Candidates.

6.3.2 Website

The Election Service Provider will, at the time of mailing, make available on the Internet a secure website for online voting, including biographical material and

videos of Candidates recorded by OPALCO.

6.4 Candidate Forums

Within 10-14 days previous to the date that the election opens, Staff will coordinate at least one candidate forum event; this forum could be a live or webbased event. The candidate forum will be facilitated by an independent moderator, following the format prescribed by the League of Women's Voters whereby candidate remarks and question and answer sessions have specific time limits. Depending on the number of Candidates and ferry schedule constraints, the amount of time allowed may be adjusted. If any Candidate is absent from a candidate forum, that Candidate may submit their own video recorded statement to be played.

6.5 Campaigning on OPALCO Premises

Members may not engage in Campaigning (as that term is defined herein) on OPALCO premises or OPALCO events, except at OPALCO-sanctioned Candidate events. OPALCO premises include parking lots, the exterior and interior of OPALCO-operated facilities or those same areas of any facility where a Member Meeting or Board Meeting is conducted. Campaign materials may not be posted on any OPALCO property including power poles and equipment.

"Campaigning" is: the distribution of materials designed to influence the outcome of a Cooperative election; direct communications to Members designed to influence the outcome of a Cooperative election, including gathering of signatures on petitions; displays of placards, bumper stickers, signs or other campaign promotional material, other than those displayed on vehicles or on wearing apparel or accessories.

6.6 Access to Vote Information: Updates on Voter Turnout

No OPALCO employee, Director, Candidate or person acting on their behalf, except as described in this Section, shall seek or accept from the Election Service Provider access to information about details of votes cast by a OPALCO Member or Members, other than aggregated information about voting turnout or voting methodology across the entire Cooperative, as described in this section.

OPALCO Employees – Only OPALCO employees who are designated IT staff responsible for developing and testing registration software for use at OPALCO's Annual Meeting shall have access to data indicating if a member has voted or not voted and the method by which their vote was submitted. This data shall not contain any member's individual voting selection(s).

Once weekly after Ballots are initially mailed, the Recording Secretary or designee will post voting updates on the website. Those updates will be based on information transmitted by the Election Service Provider and will include the aggregate number of Ballots cast. Those updates shall not include the specific

number of votes cast for any particular Candidate or issue in a Non-Director Election.

6.7 Quality Control

The Election Service Provider shall provide OPALCO a list of quality-control steps to be taken to verify the accuracy of Election results before such results are announced at the Annual Meeting (Quality Control Report).

Pre-Annual Meeting Quality Control shall include, but not be limited to, the following steps:

- Verify the previous removal or remove from the voting database the votes of any person or entity that was not an OPALCO Member when the election opens.
- Verify that the OPALCO voter registration system is loaded with the list of OPALCO Members as of the record date.
- Verify all paper and electronic votes have been counted.
- Remove from the voting database the votes of any Member that has "double voted," by submitting a paper Ballot received by the Election Service Provider after that same Member has electronically voted.
- Verify all votes for eligibility against the member database.
- Certify in writing that each step has been completed upon delivery of election results.

Before the Annual Meeting, the Board Recording Secretary will prepare a certificate affirming that quorum (10% of the voting membership) was satisfied for filing with the official records of the Cooperative.

7 Annual Meeting and Tabulation of Votes

7.1 One Member-One Vote

Each Member shall be entitled to one vote upon each matter submitted to a vote at a Member Meeting. Any officer of an entity Member, or any person listed in OPALCO's records as authorized to act on behalf of an entity Member, may cast a vote on behalf of that entity Member.

The Record Date for a Member to cast a Ballot in a Director Election is the close of business three days before the opening date of the election, meaning that only parties that are Members at the close of that Record Date will be eligible to have their Ballot counted, and to be counted toward the Member Quorum for that Member Meeting.

7.2 Write in Candidates

No write in candidates will be recognized.

7.3 Voting at the Annual Meeting

Voting will close three business days before the annual meeting. No voting is allowed at the annual meeting.

7.4 Proxies Prohibited

Except in instances specifically mandated by law or OPALCO Governing Documents a Member may not appoint another individual person to vote on any matter for the Member.

7.5 Tabulation

The Election Service Provider will tabulate results in accordance with the contract approved by General Counsel. The first vote of a Member received by the Election Service Provider will be counted as the vote cast by that Member, and Members will not be allowed to change previously cast votes.

Paper ballots must be received by mail at the Election Service Provider before the close of business at the location and time zone of the Election Service Provider when the election closes three days in advance of the Annual Meeting.

Paper votes will be scanned electronically by the Election Service Provider into a data record as they are received, with questionable and zero-vote Ballots pulled, hand counted and entered into the data. Online votes will have been recorded in a data record as they were cast, with multiple levels of verification and security. Duplicate Ballots cast by Members who have already previously voted online will be removed before tabulation.

The Election Service Provider shall prevent any ballot from being cast electronically after the deadline for advance voting specified in the Bylaws.

7.6 Process if Member Disputes Having Cast Vote

If a Member disputes a record showing they have previously cast a Ballot, a new Ballot may be cast by the Member and counted only upon a written affirmation signed by the Member that he or she has not previously voted. For any Joint Membership, such a written affirmation must be signed by both Joint Members to be effective.

7.7 Determination of Outcome/Winner

7.7.1 Non-Director Election

Members shall be deemed to have approved an option in a Non-Director Election if: (1) a Member Quorum, as defined in the Bylaws, is present, and (2) the Non-Director Election option receives the highest number of votes.

7.7.2 Director Election

The Candidate for each Director Position receiving the highest number of votes

shall be elected, unless the Candidate receiving the highest number of votes is a Withdrawn Candidate, in which case the non-withdrawn Candidate receiving the highest number of votes shall be elected. In the event of a tie, the winner shall be determined by a drawing by lot to be conducted by the Election Service Provider. In the event of a tie in a Director Election, in conducting a drawing by lot, General Counsel will place in a box as many slips of paper as there are nominees in the tie, with a single slip marked "elected" and the remaining slips marked "not elected." In alphabetical order by last name, each of the Director Candidates in the tie shall blindly draw one (1) slip from the box. The Director Candidate drawing the slip marked "elected" shall be elected to the Director position in question.

7.8 Staggered Terms

Per OPALCO Bylaws, if more than one position is up for election in any District, the Candidate receiving the greatest number of votes will serve the longer term; the Candidate with the lesser number of votes will serve the shorter term.

7.9 Pre-Announcement Quality Control

After tabulation, and before the results are announced, the Election Service Provider must certify in writing all Quality Control steps were taken. The Election Service Provider will send this certification and election results by overnight delivery service so that it will be in OPALCO's hands two days (or no less than one day) before the Annual Meeting.

7.10 Announcement and Certification

Two copies of the certified results in sealed envelopes are sent overnight mail from the Election Service Provider to the Recording Board Secretary. In addition, a secure electronic file is available to the IT Manager. In the event that hard copies are delayed or unavailable, the IT Manager may make the results available for the Annual Meeting.

The EGC representative (or their designee) will announce the results at the Annual Meeting and will provide the written certification of the results to the Board Recording Secretary for inclusion in the Minutes of the Annual Meeting. If any Candidate is a Withdrawn Candidate, the EGC Representative shall announce that that Candidate is a Withdrawn Candidate and that that Candidate is ineligible to be elected.

7.11 Post-Election Director Acknowledgments

At the meeting following the Annual Meeting, all elected Directors must execute and deliver to the Board Recording Secretary a signed conflict of interest form.

7.12 Election Contests

The General Counsel shall be the arbiter of any issue related to OPALCO Elections, subject to appeal to the Elections and Governance Committee. Any challenge to the election must be filed at the OPALCO Headquarters, located in Eastsound, WA by 5pm on the third business day following the Annual Meeting.

8 Actions after Annual Meeting

8.1 District-by-District Results

Within five business days of the Annual Meeting, the Election Service Provider will provide to OPALCO a breakdown of voting results by district, showing the total number of Members from each district that voted, the total number from each district voting for each Candidate or Non-Director Election Ballot item, and the total number from each district that voted but did not cast a vote in a race or Non-Director Election matter.

8.2 Post-Election Analysis

Within two months after the Annual Meeting, the General Counsel will conduct a review of all facets of the OPALCO Elections and will present to the Board any recommended modification to OPALCO Election Policy or Procedures.

9 <u>Disclaimer</u>

These guidelines do not supersede any OPALCO bylaw or policy. The guidelines are an implementation tool that do not require Board review or approval.

Appendix: Election Timeline

ltem	By Whom	By When (Approximate)
Establish Annual Meeting Date and Location	BOARD OF DIRECTORS (BOD)	At or before the August Regular Board Meeting
Directors appoint/replace EGC members	BOD / BOARD RECORDING SECRETARY (BRS)	At or before the August Regular Board Meeting (ongoing)
Contract with Election Service Provider	STAFF / GENERAL COUNSEL (GC)	At or before the October Regular Board meeting
Present Election Timeline	STAFF / GC	At least 60 days prior to Nominations deadline
Convene Elections & Governance Committee	BOARD RECORDING SECRETARY (Executive Asst)	At least 60 days prior to Nominations deadline
General Counsel to prepare Board proposed Non-Director Election items, if required	BOD/GC	Between 120-150 days prior to the Annual Meeting
Legal Notices (Board Positions, Annual Meeting Date)	STAFF	Thirty days before nominations
Post Nomination Info and Application online, including Candidate Applicant Q&A Form	Communications Team	At least 110 days prior to the Annual Meeting
General Counsel to review any Member Initiated Bylaw Amendments	BRS/GC	Member Initiated Bylaw Amendments are due between 90-120 days before the Annual Meeting
Conduct Internal Coordination Meeting	STAFF	Prior to the January Regular Board Meeting
Communications Plan presented to the Board of Directors	Communications Team	At or before the January Regular Board Meeting
Schedule Candidate Forums	Communications Team	At or before the January Regular Board Meeting
Prepare Ballot Materials	Communications Team	Complete at least 55 days before open of election
Candidate Applications due to the Board Recording Secretary at OPALCO Headquarters in Eastsound WA	Candidate Applicant/BRS/EGC	No later than 4:30 p.m. on the last business day falling 87 days or more before the date of the Annual Meeting
EGC conducts interviews with candidate applicants; GC determines eligibility	Candidate Applicant/BRS/EGC/GC	Between 87-81 days before the date of the Annual Meeting
EGC slate of candidates posted	EGC/STAFF	No later than 80 days before the date of the Annual Meeting

Candidate Applications BY PETITION due to the BRS at OPALCO Headquarters in Eastsound WA	Candidate Applicant/BRS	No later than 60 days before the date of the Annual Meeting
Candidate Bios and Photos Due to BRS	Candidate Applicant(s)/STAFF	No later than 60 days before the date of the Annual Meeting
GC determines eligibility of candidate applicants by petition	STAFF/GC	No later than 56 days before the date of the Annual Meeting
Eligible Candidates by Petition posted	EGC/STAFF	No later than 55 days before the date of the Annual Meeting
Election withdrawal deadline for removal from Ballot	Candidate Applicant	No later than 55 days before the date of the Annual Meeting
Candidate Forum Event/s	Candidates/STAFF/Moderator	Between 10-14 days before election opens
FINAL Member List provided to Election Service Provider	IT/Elections Service Provider	Two days before the Election opens
Ballot materials and information sent to members by email and mail; online voting site goes live	Election Service Provider	Between 50-21 days before the Annual Meeting
Update on voter turnout	Election Service Provider/STAFF	Once weekly after Ballots are initially mailed
Reminder voting emails	Election Service Provider	Dates to be determined each year when timeline presented to the Board of Directors
Election closes	Election Service Provider / IT	10 AM Pacific Time three business days before Annual Meeting
Certification prepared on number of votes cast and quorum verification for use at Annual Meeting	RBS/GC	Between 1-3 days before the Annual Meeting
Election Service Provider sends secure results and certification of quality control to OPALCO	Election Service Provider/IT/BRS/EGC	12 PM Pacific Time two days before the Annual Meeting
Announcement of Results	EGC	At the Annual Meeting
Results are posted	STAFF	The business day following the Annual Meeting
District-by-District Results	Election Service Provider	Within five business days of the Annual Meeting
Post-Election Analysis	GC	Within one month after the Annual Meeting
Post-Election Director Acknowledgments	BOD/BRS/GC	At the next regular Board Meeting following the Annual Meeting