



**DELTA-MONTROSE ELECTRIC ASSOCIATION
BOARD OF DIRECTORS
GENERAL MATTERS RELATING PRIMARILY TO THE
BOARD OF DIRECTORS**

BP 2—Section 11

Subject: Director Districts and Election of Directors

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OBJECTIVE

To identify Director Districts, ensure a fair and accurate process for elections to the Delta-Montrose Electric Association (DMEA) Board, and ensure the proper tabulation of ballots.

ACCOUNTABILITY

Board of Directors and General Counsel

POLICY

A. DIRECTOR DISTRICTS AND TERMS

1. DMEA powers and the management of its affairs are vested in the Board of Directors. The service area of the cooperative is governed by a nine (9) member board representing seven geographic (7) districts and two geographic (2) regions. The regions are defined as the service territory north of the Delta/Montrose County line (“North Region”) and the service territory south of the Delta/Montrose County line (“South Region”). A map depiction of the districts and regions shall be available on the DMEA website. The number of districts may be increased or decreased from time to time by the board and as provided in the Bylaws, but no such change shall enlarge or shorten the term of office for any director. The North Region and South Region shall remain unchanged.
2. Each district shall be drawn with the goal of encompassing geographic communities and areas with similar characteristics (such as ranching or urban). The board shall, by resolution, revise district boundaries to reflect these factors from time to time as deemed appropriate by the board. The revision of district boundaries shall become effective on a date determined by the board, but any such revision shall not extend or terminate the office of any director holding office at the time of adoption of the resolution.
3. No board member shall serve more than four consecutive three-year terms as a member of the board. Any person appointed or elected to fill a vacancy on the board and who serves at least one-half of a three-year term of office shall be considered to have served a full term in that office. Terms are considered consecutive unless they are at least two years apart. In calculating term limits, the consecutive years a director serves on the board shall be determinative, regardless of which district or region is represented.
4. Directors affected by a change in district boundaries shall continue to hold office until that director is term limited, resigns, is removed from the board or fails to win an election, regardless of whether that director remains a resident of a reconfigured district. In any redistricting, it is possible that one or more districts will have no sitting director who resides within a district. It is also possible that a newly configured district will have more than one sitting director residing within such district. In either event, the board will assign sitting directors to each of the

reconfigured districts using the following criteria and in the following order: (a) a director living within a district shall serve that district; (b) if two sitting board members reside within a district,