



**Delta- Montrose Electric Association  
Board of Directors Policy**

**Board of Directors**

Subject: Director Districts and Election of Directors		Policy Number: 107
Original Issue : 05/25/2004	Last Reviewed: 04/23/2019	Last Revised: 04/23/2019

**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**

**1. Director Districts and Terms.**

- a. 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.
- b. 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.
- c. 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



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- region is represented. Except for situations involving redistricting, a sitting member of the board must remain a bona fide resident of his or her district or region throughout the term. If a director moves his or her residence outside of the district or region during the term of office, such director will no longer be qualified to serve on the board. Temporary absences due to changes in residency, such as selling a home or renting while a new home is being built or purchased within the district or region may be allowed on a case-by-case basis, upon approval of the Board.
- d.** 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:
- i.** a director living within a district shall serve that district;
  - ii.** if two sitting board members reside within a district then one shall be selected to serve that district and the other shall be assigned to another district or region; or
  - iii.** if no director resides within a district, the board shall select another board member to represent that district regardless of residence, but giving preference to a board member who lives closest to such district. When assigning directors to reconfigured districts, the board may appoint a regional director to represent a district position and may appoint a district director to represent a regional position.
- e.** Except for situations involving redistricting, a sitting member of the board must remain a bona fide resident of his or her district or region throughout the term. If a director moves his or her residence outside of the district or region during the term of office, such director will no longer be qualified to serve on the board. Temporary absences due to changes in residency, such as selling a home or renting while a new home is being built or purchased within the district or region may be allowed on a case-by-case basis, upon approval of the board.



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- f. Incumbent directors may run for re-election regardless of residency within a district if there has been a change in district boundaries and the incumbent director is otherwise eligible to serve. Members who seek to run and who are not incumbent directors must meet all eligibility requirements including residency.
- g. Each director shall serve a staggered term of three (3) years, with not more than one-third of the terms of office expiring each year and with not more than one regional director term expiring in the same year. A candidate may not run for a district position and for a regional position during the same election.

**2. Director Elections.**

- a. To become a candidate for director, an individual:
  - i. must be at least 21 years old;
  - ii. must be a DMEA member;
  - iii. must physically reside in the district or region as of the candidate petition deadline (i.e., 45 days before the annual meeting);
  - iv. must reside in that district or region during the entire term of office;
  - v. must agree to comply with the Board's conflict of interest policies;
  - vi. must submit a petition signed by at least 15 DMEA members between 45 and 75 days before the annual meeting;
  - vii. must indicate in his or her petition the name of the nominee, the term for which nominated, and the district or region to be served;
  - viii. must not have been a DMEA employee in the 3 years before becoming a director;
  - ix. must not be employed by DMEA during term of office or for three years after leaving office; and
  - x. must not be a relative of a DMEA employee.



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- b.** Each DMEA member is entitled to vote in the election of directors either at the annual meeting or by mail, but not both. A member who has voted by mail is not entitled to vote at the meeting.
- c.** The date of the annual meeting shall be set by the Board of Directors no less than six (6) months before the date of the meeting and such date shall be posted on DMEA’s website. The date for mailing ballots to the members shall be at least twenty-five (25) days before the date of the annual meeting; provided, however, if the date for mailing the ballots occurs on a legal holiday (which includes a Saturday or Sunday), then the date for mailing shall be the first business day following the legal holiday. A separate post office box shall be designated for receiving ballots. The general DMEA post office box shall not be used.
- d.** The mail ballot shall be voted by the member, placed in a special secrecy sleeve or inner envelope provided for the purpose so as to conceal the marking on the ballot, deposited in a return envelope, which must be signed by the voting member, and mailed back to either DMEA or to the Credentials Committee (defined below). A mail ballot received in a signed return envelope but without a secrecy sleeve or inner envelope is nonetheless valid and shall be counted. Proxy or cumulative voting is prohibited.
- e.** Certified board candidates shall be entitled to receive a list of all DMEA members in a usable format and on the same basis and at the same time as such lists are made available to incumbent directors running for re-election. Candidates shall use such lists only for purposes related to the election and shall return or destroy them immediately after the election.
- f.** The order of names on the ballot shall be determined randomly in a manner that does not automatically assign the top line to the incumbent.
- g.** Each year the Board of Directors will appoint an independent, third-party professional election services company (the “Credentials Committee”) to:

  - i.** conduct the design and printing of ballots;
  - ii.** manage mailing of ballots to members;
  - iii.** receive completed ballots and provide for the secure storage of the completed ballots for tabulation;



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- iv. provide for replacement ballots;
- v. determine the validity of ballots in accordance with Colorado law and these policies and voting guidelines developed by DMEA’s general counsel; and
- vi. tabulate the ballots and have the results available for announcement on the day of the election. The Credentials Committee will also be responsible for ballot recounts if such are required by this policy. Ballots shall be collected and stored in a manner that protects the privacy of their content. The Credentials Committee must deliver the ballots to DMEA under seal promptly after the count and, upon the request of any candidate, made available to the candidate for inspection.
- h. Neither DMEA nor the Board of Directors shall endorse or oppose the candidacy of an incumbent board member or other candidate for a position on the board. During the two months immediately preceding the election, board members shall not send individual newsletters using DMEA resources. Except for use of member lists, no candidate, whether incumbent or challenger, shall electioneer on DMEA property or use DMEA property—including, but not limited to DMEA’s logo, signage, newsletter, or other communications resources—for any campaign purposes. Incumbent candidates communicating with the media to further their individual board candidacy must identify position statements as their own, and not the views of the DMEA board as a whole, other DMEA board members, or DMEA’s management and staff.
- i. All board members shall make available to DMEA members some means for direct contact, whether by telephone, electronic mail, or regular mail. Information on how to contact each board member by one or more of these methods shall be available on the DMEA website.
- j. A recount for the election of a director or for any other matter voted upon by the members must be conducted if the difference between the highest number of votes cast and the next highest numbers of votes cast in that election contest is less than or equal to one-half of one percent (0.5%) of the highest number of votes cast in that election contest. An election contest is for the specific, individual ballot question or director district contest, not the election as a whole. The cost of the recount shall be paid by DMEA.



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- k.** If the difference is greater than one-half of one percent (0.5%) but less than two percent (2.0%), the candidate with the fewer number of votes cast in that election contest, or any interested person acting on behalf of the ballot initiative, may submit to DMEA’s attorney a notarized written request for a recount within three (3) business days of the election. The cost of the recount must be paid by the requesting party prior to the commencement of the recount. The cost of the recount shall be refunded if the recount changes the election results.
- l.** If a recount is required pursuant to Section 2j the results shall be certified and returned to DMEA’s attorney by the end of the first business day following the election. If a recount is required pursuant to Section 2k, the results shall be certified and returned to DMEA’s attorney by the end of the third business day following notification of a recount request.
- m.** No recounts will be conducted if the spread is greater than two percent.
- n.** All elections shall be under the direction of DMEA’s general counsel and a staff member designated by the CEO, who shall coordinate the election with the Credentials Committee. The DMEA staff member shall not be engaged in the mailing, storing or tabulation of ballots, but shall be done by the Credentials Committee.
- o.** The designated staff member and DMEA’s general counsel will prepare procedures for checking in members at the member annual meeting to determine a quorum and such other matters as are needed for the conduct of the elections.
- p.** The Credentials Committee, working with DMEA’s general counsel, will prepare detailed procedures for collecting, sorting, validating, tabulating and reporting on election ballots.
- q.** All activities of the Credentials Committee shall be done under the direction and control of DMEA’s general counsel or such individuals designated by him or her.
- r.** Information on how to become a candidate and the schedule for elections shall be communicated to each member in a mailing and on the DMEA’s website no less than two months before petitions to become a candidate are due. The ballot mailing deadline shall be posted on the website at least three months before the deadline and shall remain so posted until after the election.



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s. This policy shall be posted to DMEA's website.

 _____ President of the Board	<u>Dec 4, 2020</u> Date
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# BP 107 Director Districts and Election of Directors

Final Audit Report

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