

ARTICLE 13

Election Policy (Revised May 23, 2024)

Section 1. Policy. In order to provide a policy for the fair and impartial election of directors for the cooperative when a contest for the election of one or more director's seats exists, the following policy has been adopted.

This policy is intended to be binding upon all employees of the cooperative, directors of the cooperative, officers of the cooperative, members of the cooperative who are candidates for directors, the members of the cooperative at large, and all guests of the cooperative who are in attendance at any meeting when directors are to be elected pursuant to the by-laws of the cooperative.

No employee, as a condition of his or her employment, shall be required to manage or assist in the campaign of any member seeking the office of director of the cooperative or be required to promote or work on behalf of a particular member of the cooperative seeking the office of director of the cooperative. No candidate for the office of director shall make any such request of any employee of the cooperative. This shall not, however, be deemed a limitation upon any employee of the cooperative:

1. To vote as a member of the cooperative at any election of directors; or
2. To pursue the information required by Article IV of the by-laws in order to prepare the biographical information on a candidate for director or assist that director with the assemblage or preparation of that information; or
3. To answer questions of members who desire to become a candidate for the office of director; and
4. To do any other reasonable ministerial duty of the employee in connection with the election of a member or members to the office of director that does not show support toward one particular candidate.

No director, candidate for a director or member shall display any sign, banner, placard or other written information or distribute any buttons, cards or other campaign information about the candidacy of any director in the meeting hall where the election is to be held. Signs and campaign literature or information may be displayed and/or distributed, if desired, outside the meeting hall where the election of directors is to be held.

A qualified candidate (within the meaning of the Bylaws, Article IV, Section 5) for the office of director shall be entitled to receive and/or review a copy of the names and addresses, of the members in their respective voting district of the cooperative, provided he/she shall first sign an appropriate confidentiality agreement, satisfactory to the cooperative's counsel, that prohibits, among other disclosures, the public release or dissemination of any information about any member of the cooperative or the use thereof in any way other than in connection with his/her candidacy for the office of board of director of the cooperative. The party making such request for membership information shall be the party

who is the candidate for the office of director and such party shall sign the confidentiality agreement required by this paragraph. That candidate shall also be responsible for enforcing the confidentiality agreement in connection with each supporter of that candidate who obtains any information and shall be responsible for adherence by the candidate's supporters to this non-disclosure policy and the provisions of the confidentiality agreement.

No member who is a candidate for director, no incumbent director, and/or no member who is a supporter of a candidate for the office of director shall address the members at any meeting of the membership where directors are to be elected concerning the candidacy of any particular director. Notwithstanding the foregoing, this paragraph shall not be deemed a limitation on any report to the membership by any officer or incumbent member of the board of directors in their capacity as officers, directors or members of any committee of the board of directors provided such report does not discuss any board candidate's candidacy or qualifications to serve as a member of the board of directors.

In contested elections for a seat on the board of directors, the voting shall be done by written secret ballot with each ballot to be counted as a vote for not more than one nominated director for each office to be filled.

Where there are more than two candidates for the office of director from any District, the ballots shall be counted separately and the nominee receiving the highest number of votes for each office shall be elected to the office. In the event that more than one director is to be elected from a District, the candidate receiving the highest number of votes shall be elected as a director; the candidate receiving the next highest number of votes shall also be elected as a director and so on until all of the directors' seats to be filled by that particular election have been filled.

Section 2. Responsibility. The President/CEO of the cooperative shall be responsible for the overall administration of this policy. He may however designate one or more persons from time to time who shall be responsible for implementing the terms and conditions of this policy.

Management shall be responsible for communicating this policy to all directors who are candidates for office in which there will be a contested director election.