

TALQUIN ELECTRIC COOPERATIVE, INC.

POLICY NO. 4-10

SUBJECT: Member Votes by Mail-in Ballot

I. OBJECTIVE:

Provide the procedure for use of mail-in ballots for member votes.

II. POLICY CONTENT AND PROVISIONS:

Talquin's Bylaws allow the Cooperative to conduct certain types of membership votes by mail-in ballot. The Board has the discretion to utilize mail-in balloting for the election of Trustees, Bylaw amendments, and other referendums submitted to the members. However, Talquin's Bylaws expressly prohibit the use of mail-in ballots for any votes on mergers, consolidations, or voting required by Article VIII of the Bylaws for the disposition or sale of all or any substantial portion of the Cooperative's property. These matters must be voted on in-person.

If a vote is being conducted in conjunction with a members' meeting, then the Board must designate a voting method - either mail-in ballot or in-person ballot - in advance of the meeting. If the designated voting method for a member vote is by in-person ballot, then all voting shall be by in-person ballot for that member vote. Conversely, if the designated voting method for a member vote is by mail-in ballot, then all voting shall be by mail-in ballot.

If the vote is not being conducted in conjunction with a members' meeting, then voting must be conducted by mail-in ballot.

A. Timing of Balloting

1. Member Votes in Conjunction with Members' Meeting

This Section II.A.1 applies if the vote will be conducted in conjunction with a members' meeting. The Board of Trustee must designate whether the vote will be conducted by in-person ballot or mail-in

ballot not less than one hundred forty (140) days prior to the members’ meeting. Members must be provided notice of the specific matters to be voted on by mail-in ballot in the members’ meeting notice which must be mailed not less than thirty (30) days nor more than forty-five (45) days before the date of the meeting.

The Cooperative or its designee must mail ballots to the members at least thirty (30) days prior to the date of the meeting. Completed ballots must be received by the Cooperative or its designee not later than ten (10) days prior to the meeting to be counted as a vote of the member at such meeting. The date of receipt of a ballot by the Cooperative shall be the day the ballot is physically received by the Cooperative or its designee.

	Vote in Conjunction with Members’ Meeting
Deadline to Designate Voting Method	140 days prior to the Members’ Meeting
Deadline to Provide Notice of Matters to be Voted on by Mail-in Ballot	Not less than 30 days nor more than 45 days before the date of the Members’ Meeting
Deadline to Mail Members their Ballot	30 days prior to the Members’ Meeting
Ballot Due Date	10 days prior to the Members’ Meeting

2. Member Votes Not in Conjunction with Members’ Meeting

This Section II.A.2 applies if the vote will not be conducted in conjunction with a members’ meeting. The vote must be conducted by mail-in ballot and the Board of Trustees must provide members notice of each specific matter to be voted upon by mail-in ballot not less than forty-five (45) days prior to the date on which the ballots are due.

The Cooperative or its designee must mail ballots to the members at least thirty (30) days prior to the date on which ballots are due. Completed ballots must be received by the Cooperative or its designee by the due date selected by the Board. The date of receipt of

a ballot by the Cooperative or its designee shall be the day the ballot is physically received by the Cooperative or its designee.

	Vote NOT in Conjunction with Members' Meeting
Deadline to Designate Voting Method	Voting shall be conducted by mail-in ballot because no meeting will be held
Deadline to Provide Notice of Matters to be Voted on by Mail-in Ballot	45 days prior to the date the ballots will be due
Deadline to Mail Members their Ballot	30 days prior to the date the ballots will be due
Ballot Due Date	Due Date set by Board

**B. Election Service Provider**

The Board shall engage an independent third party to count mail-in ballots (the "Election Service Provider") prior to mailing members their mail-in ballots. The Election Service Provider shall be responsible for tabulating and counting the returned ballots and, if necessary, conducting a ballot recount.

The Board may (1) engage the Election Service Provider to prepare and deliver the mail-in ballots to the Cooperatives' members in conformity with these procedures; and/or (2) designate the Election Service Provider as the recipient of all members' returned mail-in ballots.

The Member Election Committee shall serve as the Election Service Provider's point of contact for any questions that arise during the member vote. The Election Service Provider shall only disclose the final results of a member vote to the Chair of the Member Election Committee (or Vice Chair if the Chair is unable carry out his/her duties) and the Cooperative's attorney.

**C. Form of Mail-in Ballot**

Each member will receive, by U.S. Mail, a package containing the member's ballot together with a return envelope containing a pre-printed return address and paid postage. Because the Cooperative does not have the ability to verify member signatures, members will not be required to sign their return envelope and/or ballot. Each ballot package will also contain (i)

instructions for completing and returning the ballot, (ii) biographies, photographs, and contact information for each Board Candidate (if provided by the Candidate), and (iii) the member meeting notice, if applicable. Although members will be encouraged to use the return envelope to submit their ballot, all ballots will be accepted whether or not the ballot is enclosed in the return envelope. Ballots deposited in a Cooperative drop box or mailed to the incorrect address will not be accepted. If ballots for multiple members are received in a single envelope, each valid ballot will be accepted. Members are encouraged, but not required, to vote on all items listed on the ballot.

All ballots shall contain a unique barcode or other unique identifier to identify the member associated with the ballot. However, neither the member's name nor any other information which readily identifies the member shall appear on the ballot. The Cooperative shall track which members have submitted ballots for purposes of fulfilling member requests for replacement ballots and ensuring that multiple ballots are not cast by the same member; however, the Cooperative shall not track how a member votes.

If the member vote involves the election of Trustees, the mail-ballot shall set forth the nominee(s) for each District. An "incumbent" designation shall appear next to the name of any Trustee running for re-election. Candidates for each District shall be listed on the ballot alphabetically by last name. Each Candidate's name shall appear on the mail-in ballot in the form preferred by the Candidate subject to the following limitations:

- Ballot shall include the Candidate's last name.
- Ballot shall include the Candidate's formal first name, a shortened form of the Candidate's first name (e.g., Rob, instead of Robert, or J. instead of James), a nickname, or a combination thereof, as specified by the Candidate.
- Ballot may include a Candidate's middle initial or middle name, if requested by the Candidate.
- If the Candidate requests the inclusion of a nickname, then the nickname shall be enclosed in quotation marks (e.g., Garrett R. "Gator" Cane) on the ballot. Alternatively, if the Candidate does not wish to include his/her formal first name with his/her nickname (e.g., Ted Davis for a candidate named Thomas Eugene Davis or Dottie Smith for a candidate named Doris Smith), then the nickname

shall not be in quotation marks on the ballot (e.g., Ted Davis, not “Ted” Davis; or Dottie Smith, not “Dottie” Smith).

- Ballot may include suffixes such as Sr. or Jr. or II or sequential numbers, if requested by the Candidate.
- Candidates’ names shall be alphabetized based on each Candidate’s final last name. If a Candidate’s last name is hyphenated, then the name that appears after the hyphen is the Candidate’s final last name. For example, if a Candidate’s last name is Smith-Williams, the Candidate’s name will be listed alphabetically on the ballot using “Williams.”
- Ballot may not include other descriptive information, such as the Candidate’s title (e.g., Dr., M.D., J.D., Ph. D., P.E., C.P.A., or the like).

Where three or more nominees qualify as a candidate for election from a single district, votes shall be cast and counted utilizing Ranked Choice Voting as prescribed in Policy Number 4-9.

#### D. Candidate Biographies

Candidates are encouraged to provide the Cooperative with (i) a photograph, (ii) a short biographical narrative not to exceed 150 words, and (iii) their contact information (e.g., telephone number or e-mail address) to be included with the ballot package. The narrative shall be limited to personal background information for the Candidate and shall not include express advocacy (e.g., “Vote for Jones”). Otherwise, Candidates are solely responsible for the content of their biographical submissions (including grammar, spelling, and punctuation). Cooperative staff will not proofread, edit, or otherwise alter any biographical submission, other than to truncate any submission exceeding 150 words or to format in the Cooperative’s election materials in order to provide consistency. Notwithstanding the foregoing, the Cooperative reserves the right not to print offensive, derogatory, or patently false statements. Whether any statement is offensive, derogatory, or patently false shall be determined by the Cooperative’s attorney. To avoid the perception that the Cooperative endorses any particular platform or information contained on a platform, Candidates may not include link(s) to any websites, social media pages, or any other source in their biographical submission.

#### E. Delivery of Ballots

The Board may designate the Election Service Provider as the recipient of all members' returned mail-in ballots or provide for another secure means for members to deliver their completed ballots.

#### F. Member Election Committee

The Member Election Committee shall be comprised of members who are appointed by the Trustees who are not Candidates for re-election in the member vote overseen by the Member Election Committee. The Member Election Committee may meet in person or through the use of communications media technology, such as telephonic or video conferencing, that allows Committee members to attend the meeting(s) electronically in lieu of attendance in person. At its first meeting, the Member Election Committee shall elect a Chair and a Vice Chair. The Member Election Committee shall oversee compliance with these procedures and make determinations regarding the validity of any ballots, votes in dispute, and other similar matters, with the assistance of the Cooperative's attorney as appropriate. The Member Election Committee's responsibilities shall include any necessary determinations of the voters' intent. Where a returned ballot is unclear (e.g., multiple markings, incomplete markings, overvotes, etc.), the Member Election Committee will examine the ballot and determine the voter's intent, if possible, by a majority vote of the members of the Committee. If the Member Election Committee is unable to determine the voter's intent, then no vote will be counted on that item.

All Candidates appearing on the ballot shall be given at least three (3) calendar days advance notice of any meetings of the Member Election Committee. Notice shall be provided to the Candidates via telephone and e-mail. Candidates may attend the Member Election Committee meetings, witness the Committee's review of returned ballots, and be accompanied by counsel. Candidates and/or their counsel may assert objections / comments on ballots reviewed by the Member Election Committee; however, the Member Election Committee shall make the final determination regarding the validity of all ballots and votes in dispute.

The copying, recording, or photography of the Member Election Committee meeting or any ballot is prohibited. If at any time the conduct or activities of the Candidate and/or their counsel becomes an unreasonable distraction

or otherwise impedes the progress of the Committee's business, then the Committee Chair may suspend the meeting until the situation has been corrected or remove the offending individual from the meeting.

The Member Election Committee is responsible for approving the final vote results provided by the Election Service Provider. The Cooperative shall accept and be bound by the Member Election Committee's decisions regarding the validity of any specific ballot, the determination of a voter's intent on a specific ballot, and the approval of the results of the member vote.

If the vote is being conducted in conjunction with a members' meeting, the Chair of the Member Election Committee shall report the results at the members' meeting. The Election Service Provider shall notify the Chair of the Member Election Committee and the Cooperative's attorney of the final results of the member vote no more than 24-hours prior the start of the members' meeting. In the event the Chair of the Member Election Committee is unable carry out these duties, the Vice Chair of the Member Election Committee shall receive notice from the Election Service Provide of the final results of the member vote and report the results at the members' meeting.

If the vote is not being conducted in conjunction with a members' meeting, then the Chair of the Member Election Committee (or in their absence, the Vice Chair) shall report the results of the member vote, in writing, to the Board President within 24-hours after being notified of the final results by the Election Service Provider. The Election Service Provider shall notify the Chair of the Member Election Committee and the Cooperative's attorney of the final results of the member vote. The Board President shall promptly notify the members of the Cooperative of the results reported by the Chair of the Member Election Committee using a reasonable method as determined by the President. If the final margin of any member vote involving the election of Trustees is within one-half of a percent or less of the votes cast, then - if requested by a Candidate - the Member Election Committee may order the Election Service Provider to conduct a ballot recount. The Candidate's request must be made, in writing, to the Chair of the Member Election Committee and the Cooperative's attorney within 72-hours of the announcement of the final results. The Member Election Committee, with the assistance of the Cooperative's attorney, is responsible for overseeing the recount process. The Chair of the Member Election

Committee (or in their absence, the Vice Chair) shall report the results of the recount, in writing, to the Board President who shall promptly notify the members of the Cooperative of the results of the recount using a reasonable method as determined by the President.

#### G. Replacement Ballots

The Cooperative shall provide information on its website instructing members how to obtain a replacement ballot from the Cooperative or its designee.

Prior to providing a replacement ballot, the Cooperative or its designee shall first confirm that no returned ballot has been received from the member. If a dispute arises regarding whether a member has previously cast a ballot, the records of the Cooperative or its designee shall control.

If the Cooperative or its designee receives multiple completed ballots from the same member (such as following the issuance of a replacement ballot), the first returned ballot received for that member shall be counted and any subsequent ballot received shall be denied as invalid.

#### H. Miscellaneous

The failure of any member to receive a copy of a ballot by mail prior to a members' meeting will not invalidate any action which may be taken at the meeting at which the ballot is to be voted.

The Cooperative or its designee shall retain all ballots – whether valid or invalid – for the later of: (i) 150-days following the ballot due date or (ii) after any recount has been concluded. Thereafter, the Cooperative or its designee may destroy all ballots.

Ballots returned to the Cooperative or its designee as undeliverable may be destroyed thirty (30) days after the election results are announced.

Neither Talquin Electric Cooperative, Inc. nor Talquin Water and Wastewater, Inc. shall cast a vote in any membership vote.

### III. RESPONSIBILITY:

The Member Election Committee is responsible for compliance with these Policy, with the assistance of the Cooperative's attorney as appropriate.



APPROVED: BOARD OF TRUSTEES

DATE: March 15, 2021

REVISED: 7/21/2021      2/16/2022

5/24/2023