

Three Rivers Market Election Code

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Division 1: Overview

Article 1.1: Election Code

Section 1.1.1: Authorization

This document is established by the Board of Directors of the Three Rivers Market (TRM) in accordance with TRM Policies and shall be known as the Election Code. References to divisions, articles, and section numbers are to parts of this code unless it is specified that they refer to other material, such as 308B, TRM Bylaws or Board Policy.

Section 1.1.2: Intent.

The intent of the code is to present guidelines for conducting fair and consistent elections.

Section 1.1.3: Disputes.

By its nature, the code cannot spell out procedures for every contingency. In the event of a dispute or question on how to handle a particular situation, the Election committee should determine the solution that is closest to the intent of 308B, TRM Bylaws, Board Policy, and the Election Code. If the committee cannot make a decision, the chair of the committee should call the Board Chair as soon as possible. The Board Chair shall determine whether the problem should be handled by the committee or by the Board.

Section 1.1.4: Election Mechanics.

Mechanics of conducting the elections are spelled out by the Election Code, which should be reviewed by the Election Committee each year and updated if necessary.

Article 1.2: Types of Elections

Section 1.2.1: General Election

A general election is the annual election held primarily to fill seats on the Board of Directors.

Article 1.3: Schedule for General Elections

Section 1.3.1: Election Schedule

- A. The Election Committee should be appointed by the Board at its January meeting.
- B. The Board should provide an opportunity for potential candidates to meet with Board members prior to candidate application due date.

- C. Candidate applications for members interested in running for a Board seat are due at least 30 days prior to the election.
- D. Candidate applications will be posted in the store on the first day of the election.
- E. If the voting materials are sent by mail, they must be mailed at least 7 days before the beginning of the election (when voting begins)
- F. Voting will begin at least 3 weeks before the annual meeting.
- G. Voting will close at the annual meeting.
- H. Ballots can be verified before the close of voting.

Section 1.3.2: Events After the Election

- A. Ballots must be counted, results verified and the Board Chair notified within 7 days following the annual meeting, and before the December Board meeting.
- B. The Board Chair will immediately notify the candidates of the results of the election and then notify the rest of the Board and the GM.
- C. Bylaws must be updated if necessary and available in the store and conspicuously posted within 1 week after counting the ballots.
- D. The last day to file a challenge to the election is 7 days after the announcement of the results.
- E. Directors will be installed at the December Board meeting.

Section 1.3.4: Creation and Posting of Schedule

- A. The Election Committee shall create and submit to the Board a schedule with dates specific to that election. In creating an election timeline, the committee will seek the input of the General Manager to ensure that the timeline fits into the operational timeline. The Board may accept the proposed schedule as submitted or modify it before acceptance.
- B. Election schedule will be revised annually to coincide with the annual meeting date.
- C. Election schedule will be included in the annual calendar.

Article 1.4: Eligibility for Voting in Elections

Section 1.4.1: General

Only Patron Members of TRM may vote or run for the Board.

Section 1.4.2: Eligibility to Vote

The 1st Tuesday in December is the record date for any determination of Members entitled to vote in the election of the Board of Directors, unless the date of the Annual Meeting changes, at which time the date of the Annual Meeting will be the record date.

Article 1.5: Election Materials

Section 1.5.1: Materials Available in the Store

The following election-related materials shall be available in the store to members during the election cycle upon request:

- A. The Election Code
- B. Declaration of Candidacy application forms
- C. A current copy of Board policies

Other materials are available to members and/or posted in a designated area in the store and/or on the TRM website as required by this code, including the schedule for the upcoming general election, measures, candidate applications, notice of withdrawn candidates, and election results.

Section 1.5.2: Submission of Candidate Applications

Candidate applications must be submitted at least 30 days before annual meeting.

Division 2: Committee

Article 2.2: Election Committee

Section 2.2.1: Purpose and Duties

The Election Committee is mandated by TRM Board Policy D9, and shall administer all TRM elections with impartiality and in accordance with the Election Code. Unless otherwise specified by this code, each member of the committee is authorized to carry out the provisions and purposes of this code. Specific duties of the Election Committee are defined in the remainder of this code.

The committee shall ensure that election materials are available at the store and that potential nominees know where to obtain them and are aware of the deadlines for submitting materials.

The Board may, at its discretion and by majority vote, dismiss from the Election Committee any member who fails to comply with the provisions of this code.

Section 2.2.2: Supervision

The Election Committee shall operate under the general supervision of the Board of Directors.

Section 2.2.3: Recruitment and Composition

A. General.

The Board shall recruit and appoint at least three members for the Election Committee.

B. Restrictions on Committee Membership.

The Board of Directors shall not appoint to the Election Committee any person who, at the time of appointment, has officially declared an intention to run for a seat on the Board.

C. Chair.

The committee shall elect a member chair, or Co-chairs as needed. No person shall serve as chair for more than three consecutive years.

D. Vacancies.

In the event the committee falls below the minimum number of members, the Board shall appoint additional committee members.

Division 3: Nomination of Candidates for the Board

Article 3.1: Eligibility and Restrictions

Any Patron Member of TRM, who is in good standing and a member for one year, is eligible to run for the Board of Directors, with the following exceptions:

A. The General Manager (GM) of TRM.

B. Current TRM employees or anyone with whom they have a shared financial arrangement.

C. Any former TRM employee must wait two years from their last date of employment before becoming eligible to run for the board.

Article 3.2: Candidacy and Withdrawal from Candidacy

Section 3.2.1: Certification of Candidates

TRM Operations staff shall verify the eligibility of each candidate who has submitted the Declaration of Candidacy by the deadline. Each nominee who is verified as eligible is certified as a candidate for the Board of Directors. If a candidate is found to be ineligible, she/he shall be notified immediately by the committee.

Section 3.3.2: Information to be Submitted by Candidates

Each candidate must complete the Board Candidate Application. Completed applications submitted in accordance with the following guidelines shall be posted in the store, on the TRM website and made available at the annual meeting.

A. Candidate Applications.

I. Applications must be submitted by the deadline specified by the election schedule.

II. Applications shall be submitted electronically in computer-generated form.

III. After submission, applications may not be edited or amended except for a computer spell check.

Section 3.3.3: Withdrawal from Candidacy

Any candidate may withdraw her/his candidacy prior to the election by submitting a request to TRM Board. The request shall be appended to the candidate's Declaration of Candidacy, and a notice of the withdrawal posted in the store.

Division 4: Campaign Practices

Article 4.1: General Provisions

This division shall apply to all individuals who campaign for election to the Board of Directors.

Each candidate shall be responsible for the conduct of her/his campaign.

Article 4.2: Campaigning

Section 4.2.1: Use of Co-op Funds for Campaigning

TRM funds may not be used for campaigning beyond the distribution of candidates' applications.

Section 4.2.2: Campaign Literature

Election-related materials authorized by TRM GM or TRM staff may be posted on the store premises.

Section 4.2.3: Campaigning at the Store or at Co-op Functions

Campaigning shall not in any way interfere with the conduct of meetings or the operation of the store.

Campaigning may not be conducted within the store or during any function of the Cooperative, unless the function, or portion of the function, is designed specifically to allow member discussion of candidates or measures. Campaigning outside the store must not take place within 6 feet of the store entrance.

Section 4.2.4: Member Lists

No listing of names, addresses, or telephone numbers shall be supplied by TRM to any individual for the purposes of campaigning.

Division 5: Balloting

Article 5.1: General Provisions

Patron members may vote at the annual meeting or in the TRM store.

The basic procedure for balloting applies to all types of elections.

Article 5.2: Ballot

A. Heading.

The ballot shall be headed with the following information:

- i. Type of election.
- ii. Cooperative's name.
- iii. Date ballots must be in.

B. Information to be Included With Each Item.

- i. Each type of item on the ballot must have a title.
- ii. For election of Directors, information shall be given as to how many to vote for (i.e., the total number of seats to be filled) and the terms of each seat.

Candidates for the Board of Directors shall be presented in random order.

Article 5.3: Ballot Packet

A ballot packet is a packet containing the items set forth in this. Ballot packets will at the minimum, be available at the annual meeting and in TRM.

Section 5.3.1: Contents of Ballot Packet

Each ballot packet shall contain:

- A. Instructions to voters
- B. A ballot
- C. Completed candidate applications
- D. A statement of candidate(s) who have withdrawn, if any
- E. Envelope(s) required to enclose the completed ballot for return

Article 5.4: Distribution, Casting, and Collection of Ballots

Section 5.4.1: Distribution

Ballot packets can be obtained by members in several ways:

- A. Ballots packets may be picked up at the annual meeting.
- B. Ballot packets may be picked up in the store.

Section 5.4.2: Casting of Ballots

Ballots must be completed and assembled according to the instructions provided in the packet, and members may cast them:

- A. Ballots may be deposited in the ballot box in the store after voting has commenced, and at the annual meeting.

Section 5.4.3: Collection of Ballots (Ballot Box)

A. Construction of Ballot Box.

The ballot box shall be constructed with a keyed lock. One key for the lock shall be maintained by the Chair of the Election Committee. The other shall be maintained by the GM or GM appointed staff as a reserve. The box should also be constructed so that the Election Committee can seal it to prevent deposit of materials after voting is closed.

An additional holding box may be used for storage of completed ballots until validation and counting. This box must have the same construction features as the ballot box.

B. Location and Marking of Ballot Box.

Once the voting period begins, the ballot box shall be made available in TRM and placed in a visible location. During the voting period of an election cycle, the ballot box shall be available at the annual meeting. It shall be plainly marked as the ballot box.

C. Use of Ballot Box.

- i. The GM or appropriate TRM staff shall be responsible for seeing that mailed ballots received at least by the date of the annual meeting are submitted to the ballot box. Ballots received after the voting period has closed will not be counted. The General Manager shall hold ballots submitted after the close of voting for the Election Committee.
- ii. Members may deposit their own ballots in the ballot box.
- iii. When voting is closed, the ballot box shall be sealed by a member of the Election Committee, and stored in a secure place until validation and counting can be completed.

Division 6: Tabulation of Votes and Reporting of Results

Article 6.1: Delegation of Tabulation Duties

Upon approval by the Board of Directors, the Election Committee may delegate some or all of the steps described in this article to an independent, paid vote-counting service. The committee must first review the service's vote-counting procedures to determine their compliance with the requirements of this code.

Article 6.2: Preparation for Tabulation

Section 6.2.1: Ballots Received after Election Day

A. Ballots received after stated deadlines will not be valid.

Section 6.2.2: Obtaining Roster of Active Patron Members

The Election Committee or TRM appropriate staff must obtain a roster of eligible Patron members once the rolls are closed in order to validate the ballots in preparation for counting.

Article 6.3: Validation and Counting of Ballots

Section 6.3.1: Requirements to Conduct Validation

- A. A minimum of two people shall validate the ballots cast, one of whom must be on the Election Committee.
- B. Validation of ballots may be started prior to the day of counting of the ballots, provided:
 - i. All questioned envelopes are held for consideration of the full counting committee.
 - ii. The validated envelopes are segregated from the unexamined ones.
 - iii. Records are kept of the names of voters that have already been validated.
 - iv. Validated envelopes must be replaced in a secure ballot box until they are counted.

Section 6.3.2: Validation of Envelopes

- A. The name and membership number on each ballot-return envelope shall be checked against the eligible Patron membership roster.
- B. If duplicate envelopes with the same name or number are found, any not marked as a replacement ballot is invalid.
- C. The committee shall record the number of valid return envelopes.
- D. Invalid envelopes shall be held, unopened, in the Election Committee's files until the Board meeting after the election, unless the election is challenged, in which case they shall be held until the Board decides the case.

Section 6.3.3: Opening of Envelopes and Extraction of Ballots

- A. The committee shall open or oversee opening all valid ballot envelopes, recording the number of ballots and ensuring the confidentiality of the ballots.
- B. The failure of a voter to utilize the envelope shall invalidate the voter's ballot.
- C. The committee shall compare the number of envelopes with the number of ballots and be able to explain any discrepancies.

Section 6.3.4: Validation of Ballots

- A. If a person votes for more candidates for the Board of Directors than there are seats to be filled, the vote for all candidates shall be considered to be invalid.
- B. Votes cast for a withdrawn candidate shall not be counted.
- C. If a person marks more than one option (yes, no, abstain) for the same measure, the vote on that measure shall be considered invalid.

Section 6.3.5: Counting of Ballots

- A. The Election Committee shall ensure that the counting method employed ensures an accurate count.
- B. If counting is done by the committee itself, the votes on each ballot shall be counted independently by at least two committee members. If the results do not agree, the counts shall be repeated until two counts are obtained that agree.
- C. The committee shall maintain a record of votes cast for each candidate, and each vote cast for or against a measure.

Article 6.4: Certification and Reporting of Results

Section 6.4.1: Determination of Results

The results of the vote shall be determined as follows:

- A. Directors elected shall be those candidates receiving the highest number of votes, consistent with the number of Directors to be elected.
- B. In the event of a tie vote between candidates, the outcome will be decided at the December Board of Directors meeting by coin toss handled by the Board Chair. The candidate whose last name comes earlier in the alphabet will be heads, and the latter, tails. In the event of a tie on a ballot measure that is not an advisory survey, the ballot measure does not pass.

Section 6.4.2: Preparation and Certification of Results

After all votes have been counted and recorded, the Election Committee shall prepare a report summarizing the election.

This report shall include:

- A. Statistics on the number of ballot-return envelopes received, number of valid ballot-return envelopes, and number of valid ballots. The committee shall include explanations of any discrepancies in these statistics.
- B. List of candidates that have won seats.
- C. An indication of which measures passed, including the identifying sentence or phrase that appeared on the ballot.
- D. Signatures and date of signing for all committee members who participated in the validation and counting process.

Section 6.4.3: Reporting of Results

The Election Committee shall:

- A. Notify the Board Chair as per Section 1.3.2.
- B. Have a representative present the report and answer any questions at the Board of Directors meeting immediately following the annual meeting.
- C. Place the report, along with a copy of the ballot packet in the Board Archives. This material may be stored electronically.

Section 6.4.4: Correction of Bylaws

If any changes to the Bylaws were passed, the Board of Directors shall take the following steps:

- A. Ensure that changes are made on the master copy and that the revision date is changed.
- B. Ensure that updated copies are available to members at the store according to the election calendar.
- C. Provide updated copies to the Board Secretary and GM for distribution to Directors and placement in corporate files.
- D. Ensure that appropriate staff has a corrected master copy.