

Three Rivers Market 2020 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 Perpetuation Committee (the "Committee") of the Board of Directors of Three Rivers Market (TRM) in accordance with Board Policy D9 and shall be known as the Election Code. References to divisions, articles, and section numbers are to parts of this Election 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 Election Code is to present guidelines for conducting fair and consistent elections. The Election Code should be reviewed by the Committee annually and updated if necessary. The Election Code may be amended by the Committee at any time, as needed.

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 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 decide on a solution, the chair of the Committee should notify 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.

Article 1.2. Types of Elections

Section 1.2.1. General Election

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

Article 1.3. Schedule for General Elections

Section 1.3.1. Prior to the Voting Period

- A. The Committee shall be appointed by the Board at its January meeting.
- B. The Board shall provide an opportunity for potential candidates to meet with Board members prior to the 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 start of the Voting Period.
- D. Candidate Applications will be provided in the store and posted on the TRM website on the first day of the Voting Period.

Section 1.3.2. The Voting Period

- A. The Voting Period will begin at least three (3) weeks before the annual meeting.
- B. The Voting Period will close at the annual meeting.

Section 1.3.3. Events After the Voting Period

- A. The Committee must count the ballots, unless counting is delegated pursuant to Division 6, verify the results, and notify the Board Chair of the results after five (5) days after the close of the Voting Period.
- 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 General Manager.
- C. The last day to file a challenge to the election, pursuant to Article 6.3., is five (5) calendar days after the Voting Period ends.
- D. Newly elected Directors will be installed at the December Board meeting.

Section 1.3.4. Creation of the Election Schedule

Each year, and no later than the April Board meeting, the Committee shall create and submit to the Board an Election Schedule with dates specific to that year's 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 Election Schedule will be revised annually to coincide with the annual meeting date. The Election Schedule will be included in the Board's annual calendar and will be included as an appendix to this Code.

Article 1.4. Eligibility for Voting in Elections

Section 1.4.1. General

Only Members of TRM, as defined in its Bylaws, may vote in elections.

Section 1.4.2. Record Date for Eligibility to Vote

The Record Date for any determination of Members entitled to vote in general elections shall be September 30th.

Article 1.5. Election Materials

Section 1.5.1. Materials Available

The following election-related materials shall be available on the TRM website and in the store during the election cycle, upon request:

- A. The Election Code;
- B. Candidate Application packets; and
- C. A current copy of Board Policies.

Other materials available to Members, posted in a designated area in the store or on the TRM website as required by this Code include: the schedule for the upcoming general election; notice of withdrawn candidates, if any; and election results.

Division 2. Board Perpetuation Committee

Article 2.1. Purpose and Duties

Section 2.1.1. Purpose.

The Committee is mandated by TRM Board Policy D9, and the Committee shall administer all TRM elections with impartiality and in accordance with this 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.

Section 2.1.2. Duties.

With support from and consultation with the General Manager, the Committee shall ensure that election materials are readily available to potential nominees, and that potential nominees are aware of the deadlines for submitting Application materials. Specific duties of the Committee in regard to elections are defined in the remainder of this Code.

Article 2.2. Supervision

The Committee shall operate under the general supervision of the Board of Directors. The Board may, at its discretion and by majority vote, dismiss from the Committee any member who fails to comply with the provisions of this Code.

Article 2.3. Recruitment and Composition

Section 2.3.1. General.

The Board shall recruit and appoint at least two (2) Directors for the Committee.

Section 2.3.2. Restrictions on Committee Membership.

No potential candidate for the current Board may serve on the Committee.

Section 2.3.3. Chair.

The committee shall elect a Chair, or Co-Chairs as needed. No person shall serve as Chair for more than three (3) consecutive years.

Section 2.3.4. Vacancies.

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

Division 3. Board Candidates

Article 3.1. Candidate Eligibility and Restrictions

As pursuant to Section 6.3 of TRM Bylaws, an individual must be a Member in good standing for at least one (1) year to be eligible to serve on for the Board; provided, however, that the following individuals are prohibited from serving on the Board:

- A. A current employee of the Cooperative.
- B. A former employee of the Cooperative who is within two (2) years of their last date of employment.
- C. Those with inherent personal, business, or professional conflicts of interest with current employees or Directors, including but not limited to spouses or domestic partners.
- D. A service provider or Member who does business with the Cooperative, except in the same manner as other Members generally do business with the Cooperative.

Article 3.2. Candidacy, Certification, and Withdrawal from Candidacy

Section 3.2.1. Information to be Submitted by Candidates

- A. Required. Each candidate for election to the Board must complete the requirements laid out in the Candidate Application packet, which shall incorporate questions created by the Committee to verify the candidate's eligibility pursuant to Article 3.1. Candidate Application forms shall be submitted electronically. After submission, a Candidate Application form may not be edited or amended by TRM except for a computer spell check.
- B. Applications for Elections. For an election, Candidate Applications must be submitted by the deadline specified by the election schedule, which shall be at least thirty (30) days before the annual meeting. Completed Candidate Applications for elections submitted in accordance with the guidelines in Division 3 shall be posted on the TRM website and made available at the annual meeting.

Section 3.2.2. Certification of Candidates for Election

Certification for Election. The Committee, with support from the GM, shall verify the eligibility of each candidate nominee. Each nominee who is verified as eligible is certified as a candidate for the Board of Directors. If a nominee is found to be ineligible, the Committee shall notify the nominee immediately with an explanation in writing. The Committee's determination of a nominee's eligibility shall be final.

Section 3.2.3. Withdrawal from Candidacy

Any candidate may withdraw their candidacy prior to the election by submitting a request in writing to the Board Chair. The withdrawal request shall be appended to the candidate's Candidate Application and a notice of the withdrawal shall be posted on the TRM website.

Article 3.3. Additional Candidate Requirements

All candidates for election are also required to fulfill the requirements of this Article 3.3. to be eligible to run or serve on the Board. Failure to meet these requirements shall deem a candidate ineligible.

Section 3.3.1. Candidate Information Session

The Committee shall host at least one (1) Candidate Information Session for candidates for election prior to the deadline specified for the election cycle. All candidates for election to the Board are required to attend a Candidate Information Session.

Section 3.3.2. Attending a Board Meeting

All candidates for election shall attend a Board meeting.

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 their 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's General Manager or staff may be posted on the store premises.

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

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. Campaigning outside the store must not take place within six (6) feet of the store entrance. Campaigning shall not in any way interfere with the conduct of meetings or the operation of the store.

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

As designated by the Board, Members may vote at the annual meeting, at TRM, or through an electronic voting system. The basic procedure for balloting applies to all types of elections.

Article 5.2. Ballot. The ballot for an election shall contain the following components:

- A. Heading. The ballot shall be headed with the following information: (i) the Cooperative's name; (ii) the type (or types) of election; and the Voting Period.
- B. Information about 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.
- C. Candidates for the Board of Directors shall be presented in random order and the ballot will indicate as such.

Article 5.3. Ballot Packet. The ballot packet will be delivered electronically to eligible Members at the start of the Voting Period. Each ballot packet shall contain:

- A. Instructions to voters.
- B. A ballot.
- C. Completed Candidate Applications, if applicable.
- D. A statement of candidate(s) who have withdrawn, if any.

Article 5.4. Distribution and Casting of Ballots

- A. As designated by the Board, ballots will be electronically distributed to, and cast by, Members using a Committee-vetted electronic voting system, as per Appendix B.
 - i. Members will be provided the opportunity to cast their electronic ballots at TRM.
- B. In the unusual circumstance that non-electronic voting procedures be followed, the Committee and the Board shall comply with the requirements of Appendix C.

Division 6. Tabulation of Votes and Reporting of Results

Article 6.1. Delegation of Tabulation Duties

Upon approval by the Board of Directors, the Committee may delegate some or all 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. Certification and Reporting of Results

Section 6.2.1. Determination of Results

The results of the vote shall be determined as follows:

- A. Directors elected shall be those candidates receiving at least ten (10) percent of affirmative votes out of total ballots cast and 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.

Section 6.2.2. Preparation and Certification of Results

After all votes have been counted and recorded, the Committee shall prepare a report summarizing the election. This report shall include, as applicable:

- A. For electronic voting, statistics on the number of ballots cast. For non-electronic voting, 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. For non-electronic voting, signatures and date of signing for all Committee members who participated in the validation and counting process.

Section 6.2.3. Reporting of Results

The Committee shall:

- A. Notify the Board Chair as per Section 1.3.3.
- B. Have a representative present the report and answer any questions at the Board of Directors meeting immediately following the Voting Period.
- C. Place the report, along with a copy of the ballot packet in the Board Archives. This material may be stored electronically.

Article 6.3. Challenging an Election

Section 6.3.1. Filing a Challenge

Any Member may file a challenge to an election if they believe that the outcome was compromised. The challenge must clearly state what circumstances have compromised the election and must be filed within five (5) calendar days after the Voting Period ends. The Member must file the challenge to the Customer Service Desk, addressed to the Board Perpetuation Committee chair and Board Chair, and the Member must email the Board Chair to advise that a challenge has been filed.

Section 6.3.2. Board Determination

The Board will determine if the challenge has merit, and if so, will hear evidence offered by the involved parties regarding the following:

- A. Whether the election was improperly administered or unauthorized campaign practices were committed.
- B. Whether the improper administration or practice prejudiced the outcome of the election.

If the Board determines the improper administration of the election or an unauthorized campaign practice has prejudiced the outcome of the election, the Board may develop a remedy that serves the best interests of the Cooperative. The Board's determination on the challenge shall be final.

CERTIFICATION:

I, Graciela Cabana, the duly appointed, qualifies, and acting Chair of the Board Perpetuation Committee of the Board of Directors of Three Rivers Market, do hereby certify that this is a true, correct, and compared copy of the Election Code as adopted by the Committee on the following date: May 14, 2020

Signature

May 14, 2020

Date

Appendix A

Election Cycle Schedule

- **January Board Meeting:** Board Perpetuation Committee formed.
- **February Board Meeting:** Board Perpetuation Committee chartered.
- **End of March:** Board Perpetuation Committee completes a final draft Election Code, including Election Cycle Schedule.
- **April Board Meeting:** Board Perpetuation Committee presents Election Code to Board for approval.
- **April:** General Manager provides Candidate Application packet to Committee for approval, with updated dates and deadlines for the year.
- **April 30:** Any changes or suggestions to final candidate packet due to the General Manager.
- **May 20:** General Manager provides final draft of candidate application to Board Perpetuation Committee.
- **May 30:** Committee provides final approval of packet.
- **June 1:** General Manager posts election materials to TRM website. Committee email address is established.
- **September 30:** Record book closure (fixed date for determining Members eligible to vote).
- **October 1:** Deadline for candidate applications.
- **November 3 (1st Tuesday in November):** Election starts in the store.
- **December 5:** Annual Meeting, close of Voting Period.
- **December 10 (5 days after close of Voting Period):** Last day to challenge elections.

Appendix B

Voting Procedures for Electronic Voting

Section B.1. Electronic Voting Service

- a. The Board Perpetuation Committee shall review TRM's electronic voting service* on an annual basis, prior to the start of the Voting Period, to ensure the system's security and accuracy.
- b. The General Manager and/or designated staff shall provide the electronic voting service with requisite information of Members who are eligible to vote.

Section B.2. Member Information Verification

The General Manager and/or designated staff will make every effort to obtain valid Member email addresses by

- a. tracking all invalid addresses on a weekly basis over the course of the Voting Period, and
- b. correcting them (e.g., by creating a prompt on the Point of Sale [POS] system to request a valid email address).

Section B.3. Distribution and Casting of Ballots

Ballot information packets will be distributed to eligible voters.

- a. On the first day of the Voting Period, TRM staff will send an email with ballot information to each Member eligible to vote and whose information was successfully uploaded to the electronic system.
- b. Ballot information packets will provide links each candidate's Candidate Application.
- c. On a weekly basis during the Voting Period, TRM will send a reminder email to Members who have not yet voted, including Members whose email addresses were newly validated within the prior week.

Section B.4. Collection of Ballots and Tabulation

At the close of the Voting Period, the General Manager will send the tabulated results and any other relevant statistics to the Board Perpetuation Committee.

* In 2018, TRM used the following Electronic Voting Service: Simply Voting (<https://www.simplyvoting.com>).

Appendix C

Voting Procedures for Non-Electronic Voting

Section C.1. 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 C.2. 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 Board Perpetuation Committee. The other shall be maintained by the General Manager, or General Manager-appointed staff as a reserve. The box should also be constructed so that the Board Perpetuation Committee can seal it to prevent deposit of materials after the Voting Period has 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.**
 - a. The General Manager or appropriate TRM staff shall be responsible for seeing that mailed ballots received at least by end date of the Voting Period 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 Board Perpetuation Committee.
 - b. Members may deposit their own ballots in the ballot box.
 - c. When voting is closed, the ballot box shall be sealed by a member of the Board Perpetuation Committee and stored in a secure place until validation and counting can be completed.

Section C.3. Delegation of Tabulation Duties

Upon approval by the Board of Directors, the Board Perpetuation Committee may delegate some or all of the steps described in this Appendix 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.

Section C.4. Preparation for Tabulation

- a. **Ballots Received after Election Day.** Ballots received after stated deadlines will not be valid.
- b. **Obtaining Roster of Active Patron Members.** The Board Perpetuation Committee or TRM appropriate staff must obtain a roster of eligible Members once the rolls are closed to validate the ballots in preparation for counting.

Section C.5. Validation and Counting of Ballots

- a. **Requirements to Conduct Validation**
 - i. A minimum of two (2) Board Directors shall validate the ballots cast, one of whom must be on the Board Perpetuation Committee.
 - ii. Validation of ballots may be started prior to the day of counting of the ballots, provided:
 - A. All questioned envelopes are held for consideration of the full counting committee.
 - B. The validated envelopes are segregated from the unexamined ones.
 - C. Records are kept of the names of voters that have already been validated.
 - D. Validated envelopes must be replaced in a secure ballot box until they are counted.

Section C.6. Validation of Envelopes

- a. The name and membership number on each ballot-return envelope shall be checked against the eligible 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 Board Perpetuation 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 C.7. 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 use 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 C.8. Validation of Ballots

- a. If a Member 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.

Section C.9. Counting of Ballots

- a. The Board Perpetuation 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 (2) Committee members. If the results do not agree, the counts shall be repeated until two (2) counts are obtained that agree.
- c. The Committee shall maintain a record of votes cast for each candidate.