

Three Rivers Market Election Code Template Division 1. Overview

Article 1.1. Election Code

- **Section 1.1.1. Authorization**

This document is established by the Board of Directors (“Board”) of Three Rivers Market (“TRM”), by and through the formation of the Board Perpetuation Committee (“Committee”), and in accordance with Board Policy D8 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 Election Code intends to present guidelines for conducting fair and consistent elections. The Election Code should be reviewed by the Board annually and updated if necessary. The Election Code may be amended by the Board 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 the Committee encounters a dispute or question on how to handle a particular situation, the Board should determine the solution that is closest to the intent of 308B, TRM Bylaws, Board Policy, and the Election Code.

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.

Article 1.3. Schedule for General Elections

- **Section 1.3.1. Before the Voting Period**

A. The Committee shall be appointed by the Board.

B. The Board shall provide opportunity for potential candidates to meet with Board members before the candidate application due date.

C. Candidate Applications for members interested in running for a Board seat are due at least 60 days before the start of the Voting Period.

D. Candidate Applications will be 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 within 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 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 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 D8, 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 regarding elections are defined in the remainder of this Code.

Article 2.2. Supervision

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

- **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 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. Requirements of Candidates**

- A. **Attend a Board Meeting.** Any prospective candidate is required to attend a general Board meeting once in the three months prior to the application deadline, unless deemed exempt by the Board.
- B. **Candidate Interview.** Each prospective candidate must meet with at least one member of the Board, as delegated by the Board, to complete a Candidate Interview.
- C. **Deadline for Application.** Candidate Applications must be submitted by prospective candidates by the deadline specified by the election schedule, which shall be at least sixty (60) days before the start of the Voting Period.
- D. **Required Submissions.** 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 Board 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.

- **Section 3.2.2. Certification of Candidates for Election**

Certification for Election. The Board, with support from the GM, shall verify the eligibility of each candidate nominee. If a nominee is found to be ineligible, the Board shall notify the nominee immediately with an explanation in writing. The Board determination of a nominee's eligibility shall be final. Certified 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 3.2.3. Withdrawal from Candidacy**

Any candidate may withdraw their candidacy before the election by submitting a request in writing to the Board Chair. If a request to withdraw their candidacy is submitted in writing to the Board Chair after the voting period has started, the withdrawal request shall be appended to the candidate's Candidate Application in the Board's archives, and a notice of the withdrawal shall be posted on the TRM website.

-----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 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 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 the 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 the 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 Board-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 are followed, 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

The Board may delegate some or all the steps described in this article to an independent, paid vote-counting service. The Board 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, a report summarizing the election will be prepared by the Board, General Manager, and/or designated staff. 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, the number of valid ballot-return envelopes, and the number of valid ballots are provided. The report shall include explanations of any discrepancies in these statistics.

B. List of candidates who 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 that 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.

-----Appendix A. Election Cycle Schedule

- **January:** Board Perpetuation Committee formed.
- **April Board Meeting:** Board Perpetuation Committee chartered.
- **April Board Meeting:** Reviewed and/or revised Election Code submitted to Board for approval.
- **By End of April:** Candidate Application packet reviewed by Committee and submitted for approval by the Board, with updated dates and deadlines for the year.
- **April 30:** Any Board revisions to the final Candidate Application packet are due to the General Manager.
- **May 20:** General Manager provides draft of Candidate Application packet to the Committee.
- **By End of May:** Board provides final approval of Candidate Application packet.
- **June 30:** General Manager posts election materials to the Three Rivers Market website.

- **September 1:** Candidate Application deadline. Candidates must attend one Board meeting in the three months prior to the application deadline, unless deemed exempt by the Board.
- **September 30:** Record book closure (fixed date for determining Members eligible to vote).
- **October 1:** Deadline for the Board to determine candidate eligibility and make certified Candidate Applications available to the General Manager for establishing the ballot.
- **1st Tuesday in November:** Election begins online via Simply Voting, with accommodations available for in-store voting.
- **1st Week in December:** Annual Meeting. Voting ends at the conclusion of the Annual Meeting. Results reported to the Board by General Manager and/or designated staff. The Board Chair contacts all candidates to confirm candidate acceptance before results are publicized.
- **5 days after the close of the Voting Period:** Last day to challenge elections.

-----Appendix B. Voting Procedures for Electronic Voting

- **Section B.1. Electronic Voting Service**

- a. The Board 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 the 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, the General Manager and/or designated 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 to 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 and/or designated staff will send the tabulated results and any other relevant statistics to the Board.

* Three Rivers Market currently uses 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 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 Committee can seal it to prevent the deposit of materials after the Voting Period has closed. An additional holding box may be

used for the 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 and/or designated TRM staff shall be responsible for seeing that mailed ballots received at least by the 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 and/or designated TRM staff shall hold ballots submitted after the close of voting for the 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 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, the Committee may delegate some or all of the steps described in this Appendix to an independent, paid vote-counting service.

- **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 Committee or designated TRM 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 Committee.

ii. Validation of ballots may be started before 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 who 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 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 the opening of 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 than there are seats to be filled, the vote for all candidates shall be considered invalid.

b. Votes cast for a withdrawn candidate shall not be counted.

- **Section C.9. Counting of Ballots**

a. The 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.