

# Wheatsville Co-op Board of Directors

## Procedures for Co-op Votes

Adopted July 28, 2009 pursuant to Board Policy B.4.6

The following procedures will be followed for all Co-op Votes, as authorized in Article III of the Wheatsville Bylaws.

### AUTHORITY AND ACCOUNTABILITY

Role of the Secretary. The Secretary will be accountable to the Board to assure that the procedures established by this resolution are followed. In the event that the Secretary has a conflict of interest (e.g., is running for re-election) or is unable to fulfill the duties described in this resolution, the Board may appoint another individual to take the place of the Secretary for this purpose.

Vote Coordinator. The general manager will assign a staff member to coordinate Co-op Votes and will provide the resources reasonably necessary for the vote to be conducted in compliance with this resolution. The Vote Coordinator will prepare and distribute all materials needed for the vote, tally the vote results, and perform other tasks as necessary to implement the Co-op Vote in compliance with this resolution. In order to establish best practices and provide continuity from one Co-op Vote to the next, a checklist will be created and maintained under the direction of the general manager to document tasks performed by the Vote Coordinator. The Vote Coordinator is accountable to the general manager but will coordinate and communicate with the Secretary to assure transparency of the process.

### TYPES OF CO-OP VOTES

The Co-op Vote procedure is used for a variety of matters. On an annual basis, a Co-op Vote will be held to elect members of the Board of Directors as provided in Article V of the Bylaws. The Board will schedule this vote so that newly elected directors can begin their responsibilities at the first meeting of the Board in January. Other types of Co-op Votes may be scheduled to coincide with the election of officers or they may be held at other times during the year.

## Votes to Elect Directors.

- *Candidate Vetting.* The Board has established the following criteria to screen candidates for their preparation and commitment to serve on the Board: (1) attend at least one meeting of the Board of Directors, (2) attend an orientation session, (3) agree to abide by the directors' codes of ethics and conduct if elected, and (4) submit candidate packet by a pre-determined deadline. All candidates who meet these criteria will be acknowledged on the ballot as having met the Board's candidate vetting criteria.
- *Ballot Access by Self-Nomination and Petition.* Failure to meet the Board's vetting criteria will not disqualify a candidate from being on the ballot. Any Wheatsville owner who meets the requirements as stated in Article V of the Bylaws may have his or her name placed on the ballot by submitting a timely application to the Vote Coordinator. If for any reason a candidate who meets the requirements as stated in Article V is not accepted by the Vote Coordinator, that candidate will be included on the ballot if he or she submits a petition signed by 100 or 1% (whichever is greater) of the owners in good standing, as provided in Bylaw Section 5.2.
- *Candidate Profiles.* Information provided by the candidates about their qualifications will be made available to the owners.
- *Campaigning.* All candidates will be provided an equal opportunity to present their candidacy to the owners.
- *Determining Results.* Winners of the election will be determined as provided in Bylaw Section 5.4.

## Other Types of Co-op Votes.

- *Binding decisions on matters within the authority of the ownership.* This type of vote includes proposals to amend the bylaws and other matters that could be considered at a regular or special meeting of the owners.
- *Non-binding decisions.* This type of vote includes product boycott proposals and selection of recipients for Community Action donations. These votes provide advisory input from the owners to the Board and management and will be clearly designated on the ballot as "advisory" votes.

## COMMENCEMENT OF A CO-OP VOTE

Initiating the Process. A Co-op Vote may be initiated in three ways:

- By vote of the Board of Directors
- By vote of owners at a regular or special meeting
- By petition submitted to the Secretary and signed by at least 500 or 5% (whichever is fewer) of owners in good standing. The Secretary may submit any petition that appears to have sufficient signatures to the Vote Coordinator for verification of the membership status of the signers.

Scheduling the Vote. By majority vote, the Board will determine commencement and termination dates and times for the vote, allowing at least 14 days for notice to owners of the exact content of all proposals before the voting commences and at least 60 days during which ballots will be available and may be cast before the vote is terminated. In the case of a Co-op Vote initiated by a petition signed by at least 1,000 or 10% (whichever is fewer) of owners in good standing, the vote must be scheduled to commence no sooner than 30 days and no later than 60 days from the date the petition was submitted.

Notice to Owners. The general manager will assure that owners are properly informed and have a fair opportunity to participate in Co-op Votes. The date, time, and location of the confirmation meeting that will conclude the vote and the exact content of all proposals will be made available to owners at least 14 days before voting commences by means of prominent signage posted in the store. Unless otherwise instructed by the Board of Directors, the general manager will also inform owners by including information in a special or regularly scheduled edition of *The Breeze* or other mailing to owners' addresses as found in the current membership database. This mailing should be received by owners in a timely manner, but not necessarily before voting commences. The general manager may utilize additional means of communication such as email at his discretion. All information provided to owners about issues presented in the Co-op Vote shall be factual, fair, and balanced.

## THE VOTING PROCESS

Co-op Votes may include ballots cast in the store, ballots cast at ownership meetings or events if approved in advance by the Board, ballots cast by mail or hand delivered if received by the Vote Coordinator before the termination of the vote, and ballots cast electronically through the Wheatsville website. All ballots must include the owner's name and identifying number, and the Vote Coordinator will take appropriate measures to assure that each owner has only one vote and no votes by proxy are allowed.

Ballots. The Vote Coordinator will prepare ballot forms presenting the voting options in an impartial manner with clear instructions how to vote. Reproductions or ballots in an alternative format are acceptable if they clearly indicate the voter's intentions and otherwise comply with voting requirements.

Voting at Website. Electronic voting may be provided through the Wheatsville website. A paper ballot will be created for each vote submitted through the website to assure a verifiable audit trail.

Confidentiality of Ballots. Ballots that have been cast will be held in a secure location. The Vote Coordinator will have custody of the ballots and will assure that the votes on individual ballots are not viewed by unauthorized persons except as provided herein. Those authorized to view the ballots are the Vote Coordinator and the Secretary, who will both be under an affirmative obligation not to reveal how any individual owner voted except with the explicit permission of the owner-voter. If any ballots that have been cast are determined by the Secretary and/or the Vote Coordinator to be invalid, however, those ballots will be made available for inspection by owners at the meeting held to confirm the vote. All ballots shall be retained in a secure location until the Board has certified the vote results and for a period of 30 days thereafter. The board may authorize additional inspection of ballots on a confidential basis after the Secretary presents the vote results if necessary in order to verify the outcome.

Verification of Ballots and Compilation of Results. The Vote Coordinator will verify that the name and identification number on each ballot corresponds to an owner in good standing and that no more than one ballot is cast by an owner. Votes by proxy are not allowed and will be disqualified.

Votes may be tallied by the Vote Coordinator as they come in or periodically during the voting period. A password-protected electronic spreadsheet record will be created for each ballot itemizing the owner name, owner number, and votes cast on each issue on the ballot. The Vote Coordinator may contact individual owners directly to clarify or authenticate their ballots. Owners may change their votes at any time before the election is concluded by submitting a signed and dated request to the Vote Coordinator, who will attach the request to the original ballot and adjust the vote tally to reflect the revised votes.

The Secretary will oversee the verification and compilation process and may review any or all ballots to assure they have been accurately recorded. Progress reports may be provided by the Vote Coordinator or the Secretary as to the total number of votes cast on individual ballot issues and the total number of ballots received, but the number of votes for or against individual candidates or ballot questions will not be disclosed until the conclusion of voting at the confirmation meeting.

Confirmation Meeting. A confirmation meeting open to all owners will be held at the time, date, and location established at the beginning of the Co-op Vote process. At this meeting, the Vote Coordinator will declare the vote to be concluded and present the number of votes cast for each item on the ballot. All the ballots received will be exhibited at this meeting, although the individual ballots will be obscured to maintain confidentiality. Any ballots that were disqualified, however, will be made available for inspection at the meeting. The Secretary will report on any unusual or noteworthy circumstances that may have been observed in the voting process, and the Vote Coordinator will answer any questions owners may have. If the results are challenged or for any other reason the Secretary is unable to confirm the election results at this time, the confirmation meeting may be adjourned from time to time until the Secretary is prepared to report conclusive results to the Board.

Certification of Co-op Vote Results. The Secretary will report the results to the Board of Directors at the next Board meeting following the conclusion of the vote, and acceptance of the Secretary's report by the Board will constitute certification of the results of the Co-op Vote.