

SUBJECT: Credentials and Election Committee

I. OBJECTIVES

- A. To establish guidelines and procedures for the Credentials and Election Committee to follow in carrying out its responsibilities related to voting and elections by the membership.
- B. To establish the manner for validating petitions of nomination and reviewing qualifications of candidates nominated by petition.

II. POLICY CONTENT

The Board of Directors has adopted the following policy relating to responsibilities and functions of the Credentials and Election Committee (see Bylaws Section 2.07).

- A. Appointment and Representation: Directors not up for reelection at the upcoming Annual Meeting shall select natural members to serve on the Credentials and Election Committee. The Board of Directors shall appoint in October each year, a Credentials and Election Committee consisting of an odd number of members, not less than five (5) nor more than nine (9) for a one year term. One (1) member from each district plus one additional member appointed for a total of five (5) or alternatively two (2) members from each district plus one additional member for a total of nine (9) members. The additional member responsibility shall be rotated each year beginning with the Caldwell District and rotated to the Watauga District, then to the Ashe and Alleghany Districts in that order. This schedule shall be repeated after the completion of the four year district rotation. One (1) member from each district and one additional member shall also be selected and asked to serve as alternates if vacancies occur. Once the Committee is appointed, representation by district will be accommodated if possible, but not required. These members shall not serve on the Nominating Committee for the same election cycle.

An appointed member of the Committee who later chooses to run for the Board of Directors must immediately withdraw from the Committee before submitting a Candidate Application Form for consideration.

The selection process will consider the following criteria when identifying Credentials and Election Committee members:

- 1) A member whose primary residence (as defined in section 3.02 of the Bylaws) is the service address where electric service is provided by the Cooperative.
 - 2) A member who has experience serving in some capacity for the Cooperative.
 - 3) A member who fully understands the role of a Credentials and Election Committee member, the Committee's purpose and the importance of its decisions.
 - 4) A member who has not been up for delinquency disconnect in the previous twelve (12) months.
- B. Meetings: The Credentials and Election Committee will meet in December of each year to approve the election administration vendor, if utilized and to fulfill any other responsibilities. The Committee will be called to meet in April to certify the validity of any petition and to determine if the Director Candidate by petition meets the Bylaw qualifications, prior to such Director Candidate being placed on the proxy and ballot and to approve the official election ballot and proxy forms. The members of the Committee will also attend the Annual Meeting of the membership in June of each year to certify a quorum and election results and oversee the election administration vendor, if utilized. An additional meeting may be called should any issues arise during the election process. The Senior Vice President and Chief Administrative Officer and General Counsel for the Cooperative will meet with this Committee to assist them in carrying out their responsibilities.

The Committee may not act on any matter unless a majority of the Committee is present in person.

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- C. Functions at Annual Meeting: Committee members will be available during registration to answer questions concerning the member election process. This Committee is also responsible for certifying and reporting the results of all ballots or proxies cast in any election, to rule upon the effect of any ballots, proxies or other vote irregularity, and to rule on all other questions that may arise relating to member voting and the election of Directors.
- D. Certification of Election: The Credentials and Election Committee is responsible for certifying the results of the election of Directors. A form is provided for this purpose and must be signed by a majority of members of the Committee present at the Annual Meeting. The original signed form is placed in the permanent minute book along with the Annual Meeting minutes.

The independent election administration vendor, if utilized, will assist the Credentials and Election Committee in the tallying and certification of election results. After the certification of both a quorum and the election results the ballots and proxies are complete and the candidate is certified, the chairperson of the Committee may announce at the Annual Meeting the results of the election or that the results will be announced at a later date.

- E. Advice of Counsel: The Committee shall have the advice of the General Counsel to the Cooperative in all matters pertaining to registration, voting, proxies, ballots and election of Directors.
- F. Protest or Objection of Election: Should there be a protest or objection concerning the election, guidelines as set forth in Section 2.07 of the Bylaws will be followed.
- G. Reimbursement for Expenses: Compensation (mileage and per diem) shall be paid for attendance at all Committee meetings and at the Annual Meeting in accordance with Board Policy Statement 6-2B.

III. RESPONSIBILITY

- A. The Board of Directors of the Cooperative is responsible for the administration of this policy and for changes in this policy to meet current conditions.
- B. The Chief Executive Officer is responsible to administer the portion of this policy relating to staff involvement and assistance to the Committee.
- C. The Cooperative's General Counsel and Senior Vice President and Chief Administrative Officer shall serve as resources to assist the Committee in carrying out its responsibilities.

APPLICATION OF POLICY

Blue Ridge Electric Membership Corporation reserves the right, in its sole discretion, to interpret, deviate from, amend, modify, reduce or eliminate all or any aspect of this policy at any time.

This policy will be modified as necessary, to comply with applicable federal, state and/or local laws.

Date Adopted: March 23, 1991

Dates Revised: 3/92, 3/94, 3/97, 10/00, 9/07, 10/09, 9/10, 9/11, 9/13, 9/14