

## Corporate Policy C-02

### Director Elections

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#### 1. Purpose

- 1.1 United Power (the Cooperative) affirms that member voting is fundamental to upholding the cooperative principle of democratic member control.
- 1.2 The Cooperative is committed to the highest standards of integrity, honesty, accountability, and transparency. To uphold these values, Director Election processes are conducted independently of Board members' influence, striving to prevent any personal or organizational conflicts of interest, thereby serving the best interests of the Cooperative and its members.

#### 2. Scope

- 2.1 To comply with and supplement any applicable state or federal law that governs a cooperative electric association's election of Board members as declared in, but not limited to, § 40-9.5-109.5, C.R.S. which states "The Board of Directors of each cooperative electric association shall adopt a written policy governing the election of directors. The association shall post on the association's website, provide notice of the policy at the time a person becomes a member, and provide a copy of the policy to a member upon request. The election policy shall contain true and complete information on the following subjects:
  - the procedure and timing for a member to become a candidate for the board of directors and the process by which elections for the board of directors are held;
  - the qualifications for candidates and requirements for appearing on the ballot;
  - the date of the election, which shall be fixed, posted on the association's website, and otherwise publicized no less than six months before the election;
  - who is entitled to vote in an election, including how joint members may vote; and
  - how a member may obtain and cast a ballot."
- 2.2 To comply with the Cooperative's Bylaws (Bylaws) Article 4 Section 6 which states "The procedure and timing for a member to become a candidate for the Board, and the process by which elections for the Board are held shall be determined by the Board and set forth in a policy of the Cooperative, subject to the Governing Documents."

#### 3. Policy and Implementation

- 3.1 **Election Timing and Notice** The election shall be conducted in conjunction with the Cooperative's Annual Meeting of Members (Annual Meeting) held prior to May 1 each year pursuant to Bylaws Article 3 Section 1.

To comply, the Cooperative designates April 15, 2026.

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3.2 **Dates, Deadlines, and Postings** pursuant to § 40-9.5-109.5, C.R.S.; § 40-9.5-109.7, C.R.S.; § 40-9.5-110, C.R.S.; and Bylaws Articles 3 and 4.

3.2.1 The date of the election shall be posted on the Cooperative's website and otherwise publicized no less than six (6) months before the election pursuant to § 40-9.5-109.5, C.R.S.

**To comply, the Cooperative designates October 15, 2025.**

3.2.2 The Cooperative will make the online candidate application portal available on or by the first business day of November if an election is slated to be held the next calendar year.

**To comply, the Cooperative designates November 3, 2025.**

3.2.3 Information on how to become a Director candidate (Candidate) and the schedule for elections shall be posted on the Cooperative's website and otherwise publicized based on a member's preferred method of communication no less than two (2) months before petitions are due pursuant to § 40-9.5-109.5, C.R.S.

**To comply, the Cooperative designates November 3, 2025.**

3.2.4 Candidate applications and petitions must be filed with the Cooperative not less than ninety (90) days prior to the date of the Annual Meeting pursuant to Bylaws Article 4 Section 6.

Filed with the Cooperative is defined as online, electronic submission as contracted by an independent, third-party election service provider (Election Service Provider) and provides an indisputable time and date receipt of Candidate's application and petition.

**To comply, and to allow ample time for local campaign advertising, the Cooperative designates January 5, 2026.**

3.2.5 The Cooperative shall post a slate of Candidate nominees at the principal office of the Cooperative, all branch offices, and on the Cooperative's website at least sixty (60) days before the Annual Meeting pursuant to Bylaws Article 4 Section 6.

**To comply, and to allow time for vetting the applicants, the Cooperative designates January 12, 2026.**

3.2.6 The ballot mailing deadline shall be posted on the Cooperative's website at least two (2) months before said deadline and shall remain so posted until after the election pursuant to § 40-9.5-109.5, C.R.S.

**To comply, the Cooperative designates January 13, 2026.**

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- 3.2.7 Members wishing to forego a paper ballot and vote electronically may choose to opt in to online voting only via the Election Service Provider's voter intent program.

**To comply, and to allow processing time for the Cooperative's Election Service Provider, the Cooperative designates February 6, 2026.**

- 3.2.8 The Record Date, which is the date the Cooperative uploads the current membership list to the Election Service Provider, will be set at thirty (30) business days (business days of the Cooperative) prior to the date of the election. Thirty (30) business days complies with Bylaws Article 3 Section 4 which states "for the purposes of determining members entitled to be noticed of, or to vote at any meeting of members, the Board may fix in advance a date as the Record Date, which shall not be more than fifty (50) days nor less than ten (10) days prior to the Annual Meeting."

**To comply, and to allow processing time for the Cooperative's Election Service Provider, the Cooperative designates March 4, 2026.**

- 3.2.9 Any person who becomes a new member of the Cooperative after the Record Date as specified above in 3.2.8, and prior to eight (8) business days before the Annual Meeting date, as specified below in 3.2.12, may request a ballot be sent via mail by notifying the Cooperative.

**To comply, the Cooperative designates March 4, 2026 as the Record Date and April 3, 2026 as the cut-off date as described in 3.2.9 above.**

- 3.2.10 Electronic voting shall open, and ballot packets will be mailed no less than thirty (30) calendar days prior to the Annual Meeting date.

**To comply, and to allow processing time for the Cooperative's Election Service Provider, the Cooperative designates March 13, 2026.**

- 3.2.11 The Election Service Provider will send two election reminder emails to members who have an email on file with the Cooperative. An email reminder will be sent two (2) weeks before the Annual Meeting and one (1) week before the Annual Meeting.

**To comply, the Cooperative designates April 1, 2026 and April 8, 2026, respectively.**

- 3.2.12 Eight (8) business days prior to the Annual Meeting date is the cut-off date for mailing a replacement ballot to a current member as of the Record Date.

The member will notify the Cooperative if a replacement ballot is needed. Upon the member's request, and during business hours of the Cooperative, the Cooperative will notify the Election Service Provider; the Election Service Provider will mail the replacement ballot to the member.

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Ballots will not be mailed after the eighth (8<sup>th</sup>) business day prior to the Annual Meeting date.

**To comply, the Cooperative designates April 3, 2026 as the cut-off date.**

- 3.2.13 Any person who becomes a member after midnight on the eighth (8<sup>th</sup>) business day prior to the Annual Meeting, and whose membership is still valid as of 11:59 a.m. one (1) business day before the Annual Meeting, must vote in person at the Annual Meeting; membership will be validated upon registration.

**To comply, the Cooperative designates this time to be between April 3-14, 2026.**

- 3.2.14 Electronic voting ends and mailed ballots must be received by the Election Service Provider no later than 11:59 a.m. one (1) business day prior to the Annual Meeting.

**To comply, the Cooperative designates April 14, 2026.**

- 3.2.15 If a recount is mandated by Bylaws Article 4 Section 5 Subsections 2 and 3 it shall commence within two (2) business days following the adjournment of the Annual Meeting.

**To comply, the Cooperative designates April 17, 2026 by close of business.**

- 3.2.16 All election materials in the possession of the Cooperative or the Election Service Provider, except the official election results, will be destroyed on or after the ninth (9<sup>th</sup>) business day following the adjournment of the Annual Meeting pursuant to Bylaws Article 4 Section 5 Subsection 4.

**To comply, the Cooperative designates April 28, 2026.**

- 3.2.17 Directors and Candidates shall not discuss the current election with Cooperative employees throughout the election process.

**To comply, the Cooperative designates 12:01 a.m., January 12, 2026 – 7:00 p.m., April 15, 2026 as the current election process.**

- 3.2.18 Candidates—including incumbent Directors—may not promote themselves or campaign at any event where the Cooperative has sponsored, purchased tables, or paid for admission, unless they have personally purchased their own admission ticket or table.

- 3.2.19 Additionally, Candidates may not staff Cooperative booths or tables at free public events where the Cooperative is officially present.

**To comply, the Cooperative designates 12:01 a.m., January 12, 2026 – 7:00 p.m., April 15, 2026 as the current election process.**

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### 3.3 Process, Procedures, and Responsibilities

- 3.3.1 Election Service Provider It is the policy of the Board that the Cooperative's elections shall be administered in as impartial a manner as possible, utilizing the services of an independent, third party that will certify the accuracy of voting.
- 3.3.1.1. All votes will be closely monitored to prevent duplicate ballots from being counted. If more than one ballot is received from the same member, only the first one received will be counted. If a member submits both a mailed (paper) ballot and an electronic vote, the paper ballot takes precedence and will be the official vote.
- 3.3.2 Board Legal Counsel, Corporate Attorney is expected to attend all Annual Meetings and assist the Board, employees, and Qualifications and Election Oversight Committee (QEOC) in all matters regarding the election process.
- 3.3.3 Qualifications and Election Oversight Committee In an election year, as defined in Bylaws Article 4 Section 5, the Board shall appoint a committee by resolution to:
- review submitted Candidate applications and petitions;
  - rule on a Candidate's qualifications and eligibility to run for the office of Director;
  - rule upon all questions that may arise concerning any election of the members;
  - certify tabulation of ballots;
  - rule upon any irregular or indecisive ballots;
  - pass upon any protest or objection filed with respect to any election; and
  - to otherwise administer the election in a manner consistent with the Governing Documents and Board established policies pursuant to Bylaws Article 3 Section 5.
- 3.3.4 Candidates Members interested in the election process or who desire to become a Candidate shall find the process, guidelines, and link to the online application portal on the Cooperative's [website](#) or may email [Elections@UnitedPower.com](mailto:Elections@UnitedPower.com).
- 3.3.4.1. Qualifications may be found in Bylaws Article 4 Section 3; the most current version is posted on the Cooperative's [website](#).
- 3.3.4.2. Pursuant to § 40-9.5-110, C.R.S. and Bylaws Article 4 Section 6, a nomination for Candidate for the Cooperative's Board may be submitted by written petition, which has been signed by at least fifteen (15) members of the Cooperative and must be signed by the Circulator, and notarized.

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- 3.3.4.3. Pursuant to Bylaws Article 4 Section 6, the petition must be filed with the Cooperative along with a complete application and required forms and information via the Cooperative's online application platform hosted by the Election Service Provider.
  - 3.3.4.4. Petition signatures will be verified as valid names on member accounts by the QEOC.
  - 3.3.4.5. A Candidate's name shall appear on the ballot if the QEOC determines the Candidate meets all requirements as outlined in this policy.
  - 3.3.4.6. The Candidate from each district who receives the highest number of votes shall be elected pursuant to Bylaws Article 4 Section 5 Subsection 1.
- 3.3.5 Campaigning/Electioneering
- 3.3.5.1. Candidates may not use Cooperative logos, trademarks, social media, or published materials in any media format, in campaign content, nor imply endorsement by the Cooperative in any form, nor encourage voting by suggesting a prize or prizes may be won. Additionally, § 40-9.5-110, C.R.S. states "During the two months immediately preceding the election, board members shall not send individual newsletters using the association's resources."
  - 3.3.5.2. Candidates may not engage in campaigning/electioneering on the Cooperative's premises or at Cooperative events. Pursuant to § 1-13-714, C.R.S. as used in this section, campaigning/electioneering includes:
    - Campaigning for or against any candidate who is on the ballot or any ballot issue or ballot question that is on the ballot.
    - The distribution or display of campaign posters, signs, or other campaign materials or apparel, including materials or apparel promoting or opposing a candidate or displaying a candidate's name, likeness, or campaign slogan.
    - Soliciting signatures for a candidate petition, a recall petition, or a petition to place a ballot issue or ballot question on a subsequent ballot.
    - "Electioneering" does not include a respectful display of the American flag.
- 3.3.6 Voting Each eligible member of the Cooperative, as defined by Bylaws Article 2, is entitled to vote in the election of Directors on the Board pursuant to § 40-9.5-110, C.R.S.

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- 3.3.6.1. A member may vote in person at the Annual Meeting, by mail, or by electronic means pursuant to § 40-9.5-110, C.R.S. and Bylaws Article 3 Section 7.
- 3.3.6.2. A member who has voted by mail or by electronic means is not entitled to vote at the Annual Meeting pursuant to § 40-9.5-110, C.R.S.
- 3.3.6.3. In the case of a joint membership, any one joint member may cast the vote for the membership pursuant to § 40-9.5-110, C.R.S. Either joint member may cast the vote, but only one vote is counted per membership.
- 3.3.6.4. Members may cast their vote either by using the mail-in ballot they receive or electronically through a secure portal provided by the Cooperative and the Election Service Provider, accessible via the member's account portal.
- 3.3.6.5. Each member shall have the right to cast one (1) vote for a Director from each Director district up for election pursuant to Bylaws Article 4 Section 5 Subsection 1.
- 3.3.6.6. A mail ballot shall be voted by the member, deposited in the provided return envelope, which must be signed by the voting member, and mailed back to the Cooperative's Election Service Provider pursuant to § 40-9.5-110, C.R.S.  
  
Each ballot received by the posted deadline (the member's mailed ballot must be received by the Election Service Provider as described in 3.2.14) will be considered valid if the ballot envelope has a signature, pursuant to § 40-9.5-110, C.R.S.  
  
Signatures will be verified by the Election Service Provider who will verify all signatures by comparing the signatures on the envelopes to the Cooperative's membership list as submitted to the Election Service Provider on the Record Date.
  - If the membership is owned by one person, the ballot will be considered valid if the ballot envelope is signed by the person whose name appears on the account.
  - If the membership is a joint membership, with the name of two people on the account, either member may sign the ballot envelope, and the ballot is considered valid.
  - If the membership is owned by a corporation, partnership, or other legal entity, the person signing must place their signature on the signature line and indicate their title or lawful representative capacity on the title line. For example:

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- A person signing for a partnership shall write Partner on the title line;
  - A person signing for a corporation shall write their title (President or other officer) on the title line; or
  - A person signing for a trade name shall write Owner on the title line.
  - If the membership is owned by a person who is deceased or the member needs assistance, the person signing must place their signature on the signature line and write their title or lawful representative capacity on the title line. For example:
    - If the member is deceased, the personal or estate representative shall write Personal Representative of the Estate of (name of deceased member); or
    - If a member is unable to write their signature, their mark will be accepted if a witness is present and signs the envelope with their signature and adds “(member’s name) is unable to sign but made his/her mark as his/her signature in my presence.”
  - Questionable or illegible signatures will be reviewed and ruled upon by the QEOC with the aid of the Corporate Attorney/Board Legal Counsel.
- 3.3.6.7. A member attending the Annual Meeting in person may vote if they have not already voted by mail or electronically and may cast their vote by electronic means upon registering at the meeting. In accordance with § 40-9.5-110, C.R.S., members who have already voted by mail or electronically are not eligible to vote in person.
- 3.3.6.8. Proxy and cumulative voting are prohibited pursuant to § 40-9.5-110, C.R.S.
- 3.3.7 Recount information may be found in Bylaws Article 4 Section 5 Subsections 2 and 3; the most current version is posted on the Cooperative’s [website](#).
- 3.3.8 A Contested or Challenged Election A letter of protest must be addressed to the QEOC Chair and filed with the Cooperative by emailing the letter of protest to [Elections@UnitedPower.com](mailto:Elections@UnitedPower.com).
- 3.3.8.1. Emailing the member’s objection provides a bona fide time stamp of receipt.



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- 3.3.8.2. All processes, procedures, timelines, and meetings regarding the challenge will be set and managed by the QEOC and the Cooperative's Legal Counsel. Pursuant to Bylaws Article 4 Section 5 Subsection 4, an election may be contested or challenged by a bona fide member of the Cooperative, no later than noon on the eighth (8<sup>th</sup>) business day following the adjournment of the Annual Meeting.
- 3.3.9 Parliamentarian The Board may appoint a parliamentarian, who need not be a member, to rule on all procedural matters pursuant to Bylaws Article 3 Section 4.
- 3.3.10 Ballots
- 3.3.10.1. Ballots will be provided by the Cooperative pursuant to § 40-9.5-110, C.R.S. The Cooperative's mail ballot packages do not include a secrecy sleeve as it is not required under Colorado law.
- 3.3.10.2. The ballot envelope mailed to a joint membership must include the name of each eligible voter pursuant to § 40-9.5-110, C.R.S.
- 3.3.10.3. Candidates will be listed by district in a random order pursuant to § 40-9.5-110, C.R.S. which states "The order of names on the ballot shall be determined randomly in a manner that does not automatically assign the top line to the incumbent."
- All qualified Candidate names for each District will be placed in a hat and the order in which the names are randomly drawn will dictate the order the Candidate names appear on the ballot for that District.
  - Names will be drawn by a member of the QEOC following the vetting process.
- 3.3.10.4. An incumbent Director's name will have the word "Incumbent" following their name on all election materials. A representative designated by a legal entity which is a member will have the legal entity's name following their name on all election materials pursuant to Bylaws Article 4 Section 6.
- 3.3.10.5. Write-in Candidates are not permitted and will not be counted.
- 3.3.10.6. All Candidates shall be given the opportunity to be present to observe the counting of the ballots pursuant to § 40-9.5-110, C.R.S.
- 3.3.11 Director Vacancies The process to fill a vacancy may be found in Bylaws Article 4 Section 7; the most current version is posted on the Cooperative's [website](#).

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- 3.3.12 Access to Information Once qualified by the QEOC, a Candidate may request an electronic membership list by submitting the Request for Information Form C-11. The list will only provide the names of the account holders and their mailing addresses, and must be used only for election purposes and returned or destroyed after the election pursuant to § 40-9.5-110, C.R.S.
- 3.3.13 Policy Posting This policy shall be posted on the Cooperative's website pursuant to § 40-9.5-109.5, C.R.S.
- 3.3.14 Quorum and Voting Electronically A member who registers in person or electronically at any cooperative electric association meeting, or who casts a vote through mail ballot or a secure electronic transmission system, if authorized by the association's bylaws, is considered present in person for the purpose of determining a quorum for action by the membership pursuant to § 40-9.5-109.7, C.R.S.

### 3.4 Prohibited Activities

#### 3.4.1 Restrictions on campaigning during an active election process

Directors are frequently invited to attend Cooperative-sponsored events, community functions, and charitable gatherings.

- 3.4.1.1. To ensure fairness and avoid any perception of undue advantage during an active election process as defined in 3.2.17, Candidates—including incumbent Directors—may not promote themselves or campaign at any event where the Cooperative has sponsored, purchased tables, or paid for admission, unless they have personally purchased their own admission ticket or table.
- 3.4.1.2. During the active election process, Candidates may not staff Cooperative booths or tables at free public events where the Cooperative is officially present.

#### 3.4.2 Directors

- 3.4.2.1. Neither the Cooperative nor the Board shall endorse or oppose the candidacy of any incumbent Director or other Candidate seeking election to the Board pursuant to § 40-9.5-110, C.R.S.
- 3.4.2.2. No Director, when supporting or opposing a Candidate, shall imply or suggest that their position represents the official stance of the Cooperative or the Board.
- 3.4.2.3. Directors and Candidates shall not discuss the current election with Cooperative employees throughout the election process as defined in 3.2.18.

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- 3.4.2.4. Directors and Candidates shall not pressure or influence employees to support or oppose any Candidate.
- 3.4.2.5. Directors and Candidates shall not use any time at a regular or special meeting of the Board to discuss their Director Candidate application, to petition for signatures, or to engage in any activity that may be perceived as exerting undue pressure or seeking preferential support from the current Board for the position of Director. Time may be used before calling the meeting to order or after the meeting adjourns.
- 3.4.2.6. In advance of an election, Directors may not seek or be provided access to Candidate information by Cooperative employees; and after an election, Directors may not seek or be provided access to Candidate information by Cooperative employees except as necessary for such Directors to perform duties mandated by law.
- 3.4.2.7. Pursuant to § 1-13-714, C.R.S., no person shall do any electioneering on the day of any election, or during the time when voting is permitted for any election, within any polling location or in any public street or room or in any public manner within one hundred (100) feet of any building in which a polling location is located.

#### 3.4.3 Cooperative Employees

- 3.4.3.1. Cooperative employees are prohibited from publicly supporting or opposing any Candidate in an election.
- 3.4.3.2. Upon request, employees may provide members or Directors with Bylaws, policies, and election materials.
- 3.4.3.3. Employees shall not discuss the qualifications of any Director or Candidate with members or others.
- 3.4.3.4. Nothing in this policy restricts an employee who is a bona fide Cooperative member from voting in Board elections, in accordance with the Articles, Bylaws, or state law.

## 4. Policy Accountability

- 4.1 Ultimate responsibility for enforcement of the Cooperative's elections lies with the Board. However, day-to-day enforcement, implementation, and any appeals are detailed above and incorporated herein.

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### 5. References and Related Documents

§ 40-9.5-109.5, C.R.S.

§ 40-9.5-109.7, C.R.S.

§ 40-9.5-110, C.R.S.

§ 7-55-119, C.R.S.

§ 1-13-714, C.R.S.

Cooperative Bylaws

Note: all times posted are Mountain Time (MST/MDT)

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Last revised:	August 27, 2025
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Approver:	United Power Board of Directors
Administrator(s):	Executive Office and Board Governance Manager
Applies to:	United Power Board of Directors
Superseding effect:	This policy supersedes all previous policies and memoranda concerning the subject matter. Only the Approver may authorize exceptions.