

Keweenaw Cooperative, Inc.
Policy for Director Nominations & Elections
As authorized by the Bylaws and prescribed by the Board
Approved October 12, 2022
Amended: Feb 8, 2023

In accordance with **Bylaws Section 5.4**, this Policy for Director Nominations and Elections is hereby adopted by the Board and is intended to fulfill the requirement that the Board “adopt policies and guidelines with respect to the nomination and election of Directors that permit and encourage fair representation of the Members.”

Should any items specified below be determined to violate the most current version of the Bylaws, especially **Article 5 — Board of Directors**, the Bylaws shall prevail and said items shall be null and void.

I: Eligibility for Nomination, Election, and Service

Bylaws Governance:

In accordance with **Bylaws Section 5.3**, to be qualified to be *nominated, elected, and serve* as a Director, an individual must:

1. be a Member or the duly-appointed designated representative of a Member that is not a natural person.
2. not be an employee of the Cooperative.
3. not be a former employee of the Cooperative whose last day of employment with the Cooperative was less than 6 months prior to the individual’s nomination or election as a Director.
4. meet the minimum qualifications established by the Board pursuant to the policies described in **Bylaws Section 5.4** (those minimum qualifications are established further below).
5. execute a Director Agreement in the form approved by the Board and containing such terms as are approved by the Board, including without limitation, agreeing to be bound by and comply with the Cooperative’s Director Code of Conduct and other Cooperative policies.

In accordance with **Bylaws Section 5.5**,

6. an individual may serve as Director for up to three consecutive full 3-year terms, followed by one year of ineligibility.

In coordination with **Sections 4 and 15 of the Uniform Conditions of Membership**,

7. only one of two holders of a Joint Membership may run, be elected, or serve on the Board of Directors at the same time.

Furthermore, by effect of this Policy:

As authorized by **Bylaws Section 5.4**, the following additional Minimum Qualifications are hereby established:

8. **Good Standing:** Nominees must be Members in Good Standing, as defined by the Uniform Conditions of Membership.

9. **Orientation:** Nominees who do not have prior Keweenaw Cooperative board service must have completed an orientation session covering the expectations and responsibilities of Board service.
10. **Prior Board Meeting Attendance:** Nominees must have attended at least one Keweenaw Co-op Board of Directors meeting, no later than the regular March Board meeting when the Nominations Committee presents their slate of fully qualified nominees to the Board for approval of election eligibility.
11. **Application:** Nominees must have submitted their completed application materials by the deadline announced by the Nominations & Elections Committee, which shall be set to allow sufficient time for the Committee to present their slate of nominees to the Board for approval of candidacy at the regular Board Meeting in March.
12. **Conflict of Interest Disclosure:** In the course of their publishable application responses, nominees must disclose anything that may be a perceived or actual conflict of interest with the Cooperative. As a basic guide, nominees should be sure to mention any potential conflict of interest that Members would be surprised and potentially “unsettled” to have learned after casting a vote for them.
13. **Permission to Publish:** Nominees must permit publication of designated application materials for review by Membership prior to voting.
14. **Campaign Restrictions:** Board-approved candidates are encouraged to participate in all Co-op sponsored activities for Membership to meet and question candidates. Candidates are NOT permitted to otherwise campaign on Keweenaw Co-op, Inc. property or by means of Keweenaw Co-op mailing lists, social media platforms, or any other resources owned or controlled by the Co-op. Violations will result in the loss of nomination and candidate eligibility at any point in the election cycle.

II. Election Process & Seating Directors

Bylaws Governance:

In accordance with **Bylaw Article 5.2,**

1. The Board is comprised of 9 Directors elected by the Members, subject to the right of the Board to fill vacancies as described in **Bylaws Section 5.7**

In accordance with **Bylaw Article 5.5,**

2. The Board will be divided into 3 classes of 3 Directors each with staggered terms, and each Director will hold office for a term of 3 years.

In accordance with Bylaws Article 4.1 through 4.4, 4.13, and 4.14,

3. the Board shall declare the format for the Annual Meeting and Elections, the “Record Date” for the elections, and any other items necessary for Management to prepare the Notice of Meeting to Members and the Membership rolls for the Election and Annual Meeting.

Furthermore, by effect of this Policy:

4. **Voting Procedures:** all voting procedures shall be conducted in accordance with applicable Bylaws and Board policy governing Member Meetings and Voting.

5. **Vacant Seats:** While the Board is empowered by **Bylaws Section 5.7** to appoint Directors for the duration of any terms vacated early or not filled by election, the Board, at its sole discretion, may instead leave the seat vacant until the next election cycle and thereby allow Membership to elect a candidate for the remainder of the unexpired term. Remainder terms shall be filled from the pool of duly elected candidate(s) in accordance with the principle that newly elected directors receiving the fewest votes shall receive the shortest terms, respectively.
6. **Tied Vote:** In the case of a tied vote for the last remaining open seat in an election, a run-off election with Membership will be held within one month to determine the winner.
7. **Member-Removed Director Vacancy:** Should a Director be removed by vote of the Membership outside of the normal election cycle (as per **Bylaws Section 5.6**), this same nomination and election process shall be adapted and followed within two months of said removal to allow Membership to elect a replacement for the remainder of the vacated term.

III. Committee for Director Nominations & Elections

The Board shall form the Committee for Director Nominations & Elections no later than September, consisting of Directors who will not be standing for election and, if desired, former Cooperative Directors or other Members who are not seeking nomination.

The Committee for Director Nominations & Elections shall at least assure all of the following:

1. **Coordination with General Manager/Staff:** The committee shall be responsible for coordinating all nominations and elections activities with the General Manager and appropriate staff members.
2. **Updated Nominations & Elections Materials:** According to the respective deadlines noted below, the committee must provide to the Board the following materials for review and feedback.
 - a. **Updated Process Calendar:** The committee must present an updated Nominations & Elections Process Calendar at the October Board meeting, including all new official dates and deadlines for the upcoming election cycle and major committee responsibilities and milestones clearly noted.
 - b. **Candidate Application:** The committee must present the updated candidate application at the November Board meeting, assuring that all deadlines are accurate, candidate qualifications are fully disclosed to applicants, and any changes to the questions or other information to be collected from candidates are duly noted. At a minimum, the application must collect the date that the nominee initiated Co-op Membership, solicit sufficient information for Members to assess and compare candidates fairly, and require applicants to include/disclose any potential conflicts of interest within the publishable information they provide.

- c. **Updated Recruitment Materials:** The committee must present updated recruitment materials at the December Board meeting, such flyers, posters, and other major materials or plans that the Board should be aware of before they go public.
3. **Recruitment Priorities:** No later than the November Board meeting, the Committee must solicit and discuss with the Board any possible need for recruitment of candidates with specific qualities, such as may be desired for current Co-op business priorities/challenges or Board function priorities.
4. **Active Recruitment:** Candidate recruitment must be active and vigorous even if all Directors with expiring terms intend to run for re-election. Recruitment should be sufficient that Members will choose from a full slate of candidates that fulfills the representational intentions articulated in **Bylaws Section 5.4**. A “full slate” means there will be more candidates than open seats and that all open seats will be filled. The Committee can expect all Directors to actively participate in recruitment efforts under the Committee’s direction. Recruits should be immediately referred to the Committee for inclusion in the nominations process.
5. **Required Orientation:** The committee shall provide the required orientation to all potential nominees.
6. **Fully Qualified Slate of Nominees:** The committee must assure and attest that all nominees presented to the Board are fully qualified in accordance with the Bylaws and this policy.
7. **Presentation of Slate of Nominees:** The Committee is expected to submit to the Board a full slate of qualified nominees for approval, no later than the March Board meeting, after which the approved candidates can be presented to Membership and election processes started.
8. **Membership Engagement:** The committee must provide sufficient means and opportunities for Members to review and assess candidate materials after the announcement of candidates and throughout the voting period.
9. **Confidentiality of Nominee Materials:** The committee must keep all materials confidential until the candidates are announced, including assurance that current Directors running for re-election do not have access to other candidates’ materials.
10. **Final Report:** Following the election, the Committee must submit a final report to the Board detailing any suggested changes and recommendations for the next election cycle.