

Keweenaw Cooperative, Inc.
Member Meetings & Ballot Voting Policy

ADOPTED: 01 11 2023

In accordance with the Bylaws, the Board must hold an Annual Membership Meeting on the third Thursday of April in connection with an annual Membership vote for Directors. In addition to the Annual Meeting, a Regular or Special Meeting of the Members may be called at any time according to the means specified in the Bylaws. Member Meetings may be held in person, solely by means of remote communication, or both in person and with remote participants.

The Board may authorize voting, by paper or electronic ballot, in connection with any Member Meeting, or in lieu of a meeting, on any action that the Members are required or permitted to take at a meeting.

In addition to the Bylaws governing Member Meetings, the Board will adhere to the following policies and procedures to conduct meetings and ballot voting.

1. Board Authorization

For any vote or meeting of the Membership, the Board will adopt a resolution that specifies the following information.

a. Voting (**Bylaw 4.10**):

- i. The proposed action/candidate content for the ballot
- ii. The membership record date to qualify voters
- iii. The manner of voting
- iv. The time period in which polls will be open
- v. The method(s) and schedule of notice
- vi. The procedures for authenticating votes if the manner of voting is other than electronic.

b. Meeting (**Bylaw 4.8a**):

- i. The purpose of the meeting
- ii. The date and start time
- iii. The meeting location and/or means for remote participation
- iv. The method(s) and schedule of notice

- v. How and when Members can access the meeting minutes and any other meeting records

2. **Serving Notice**

A notice of meeting or vote in lieu of meeting shall be given to each Member according to the methods and schedules specified in the Bylaws. The General Manager is responsible for drafting and serving the notice according to the information provided in the Board resolution. The Board President or Secretary must approve the notice before serving it to the Members. The content of the notice must include the following.

- a. Voting and meeting (Bylaw 4.4):
 - i. The date and time of meeting
 - ii. The meeting location and/or a description of the permitted means of remote participation
 - iii. The manner of voting
 - iv. A description of each proposed action that is included on the ballot
 - v. The time period when the voting is open
 - vi. The credentials for voting (the information required for qualified voters to access the voting platform)
 - vii. The information required to access the Member List
- b. Voting in lieu of a meeting (Bylaw 4.10bii):
 - i. A description of each proposed action that is included on the ballot
 - ii. The manner of voting
 - iii. The time period when the voting is open
 - iv. The credentials for voting (the information required for qualified voters to access the voting platform)
 - v. The information required to access the Member List

3. **Conducting the Vote / Meeting**

- a. Qualified Voter

Any Member in good standing as of the membership record date, determined by the Board for a vote, will be considered a qualified voter.
- b. Member List (Bylaw 4.14)

A Member List of qualified voters, generated and certified by the General

Manager or other officer appointed by the General Manager, must be available at any meeting, in-person or remote, conducted in conjunction with a vote. Upon request of any qualified voter, and at any point during the meeting, or at any point during the voting period in lieu of a meeting, the list shall be made available for viewing only. If viewed remotely, this must be done using a secure online space.

- c. Member Voter Verification (Bylaw 4.8c) & Ballot Authentication (4.10bi)
Access to ballots, paper or electronic, shall be limited to qualified voters only. If an electronic ballot is used, unique credentials will be assigned and distributed to qualified voters by email. Any person who logs in with these credentials will be considered a verified voter and their ballot authentic. The General Manager is responsible for drafting the ballot according to the information provided in the Board resolution. The Board President or Secretary must approve/validate the ballot before opening the vote to Members.
- d. Remote Communication Technology (Bylaw 4.8a)
The remote communication technology used to conduct meetings must allow Members to participate in a meeting so that all persons participating in the meeting can communicate with the other participants.
- e. Calculating Quorum (Bylaw 4.6)
Only qualified voting Members are counted as part of the quorum. If voting occurs in lieu of a meeting, then quorum will be calculated by the number of total votes cast. If voting is conducted in conjunction with a meeting, then quorum will be calculated by the number of total votes cast plus any qualified voters in the attendance record of the meeting who abstained from voting.
- f. Closing & Tallying Electronic Ballot Voting at a Meeting
If voting occurs in conjunction with a meeting then a last call to vote will be announced during the meeting along with the official closing time. The necessary equipment must be provided for Members to vote electronically at in-person meetings. If quorum is met, the voting results will be announced before the meeting's end.

4. **Record Keeping (Bylaw 4.8ciii)**

- a. Attendance at meetings with remote participants will be recorded using an electronic sign-in form accessible via a link on the meeting platform.
- b. A vote tally receipt generated by the electronic voting platform must be filed with the Board records.

- c. Meeting minutes will be taken at all member meetings involving a vote or other action.
- d. A draft of the Member Meeting minutes will be made available to Members in accordance with the process specified in the board resolution for the meeting.

*****Statement about how this policy is adopted/amended/monitored.*****