

Keweenaw Cooperative, Inc.
Policy for Board Nominations and Elections

As First Adopted on: January 13, 2021

Revised on:

I. Nominations and Elections Governance

Bylaws Governance:

1. In accordance with the mandate in Bylaw 4.1(E), this Policy for Board Nominations and Elections is hereby adopted by the Board of the Keweenaw Cooperative, Inc. and is intended to permit and encourage fair representation of the Membership when nominating and electing members to the Board.
2. In accordance with Bylaw 4.1(B), the Election of Directors must be held at each Annual Meeting of the Membership, or a Special Meeting called for that purpose, to elect a successor for each Elected Director whose term has expired.
3. In accordance with Bylaws 4.1(A), (D), and (F), the Board will consist of nine Directors each serving a three-year term. The nine positions will be staggered so that three Director positions expire each year and stand for nomination and election. When a vacancy occurs at any time *other* than expiration of term or removal from office by vote of the Membership, the Board *may* appoint any member to that Director position for the remainder of the unexpired term.

Furthermore, by effect of this Policy for Nominations and Elections:

4. Open board positions will be filled by the corresponding number of candidates receiving the most votes at the Annual Meeting or any Special Meeting called for Board elections.
5. While the Board is empowered to appoint Directors for the duration of any terms vacated early or not filled by election, the Board, at their discretion, may instead appoint an Interim Director to any such position to serve only until the next election cycle and then allow Membership to elect a candidate for the remainder of the unexpired term. Candidates may choose to run specifically for such shorted (partial) terms; otherwise, such terms shall be filled from the pool of duly elected candidate(s) in accordance with the principle that the new directors receiving the fewest votes shall receive the shortest terms, respectively.
6. Should a Director be removed by vote of the Membership outside of the normal election cycle (as per Bylaw 4.1(f)), this same nomination and election process shall be adapted and followed within two months of said removal to allow Membership to vote and replace that director.

II: Eligibility for Nomination to Stand for Election

Bylaws Governance:

1. In accordance with Bylaw 4.1(C), only current Keweenaw Co-op members are eligible for election to the Board and continuing board service.

Furthermore, by effect of this Policy for Nominations and Elections:

2. Candidates for nomination must be current members of the Keweenaw Co-op, in good standing
3. Candidates must attend at least one Keweenaw Co-op Board of Directors meeting prior to standing for election, no later than the Board meeting at which the Nominations Committee presents their slate of nominees to the Board for approval of election eligibility (usually at the March regular Board meeting).
4. Candidates must submit their completed application materials by the deadline announced by the Nominations Committee, which shall be set to allow sufficient time for the committee to present their slate of nominees to the Board for approval of election eligibility (usually at the March regular Board meeting).
5. Candidates must permit publication of designated application materials for review by Membership prior to voting, and are encouraged to also participate in any Co-op sponsored activities for Membership to meet and question candidates.
6. 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.

III. Additional Guidance: Process and Timeline

The following process timeline is to be generally observed, with hard deadlines for candidates and Board action to be announced by the Nominations Committee in a timely manner

September:

- The Keweenaw Co-op Board of Directors will form a Nominations Committee comprised of Directors whose seats are not up for election or who will not be seeking re-election. Past Directors and/or other current Members may serve on the committee.
- The Nominations Committee reviews all process documents and deadlines for the upcoming election cycle, including this Board Policy for Nominations and Elections, this process timeline, and candidate application and information packet materials. The committee submits document revisions and proposed deadlines to the full Board for October approval or response, as appropriate.
- The Nominations Committee prepares a search plan for prospective Board candidates regardless of whether or not all Directors with expiring terms intend to run for re-election. All Directors are responsible for recruitment;

however, it is the responsibility of the Nominations Committee to provide information to potential candidates.

October:

- The Nominations Committee updates all election and nominations materials for this election cycle, including new deadlines and any changes approved by the Board at the October meeting.
- The Nominations Committee begins communication to Co-op Members about Board Service and the Nominations process (Circumspice article, posters and flyers, email to owners, and other social media may be used).

November:

- All Board members begin presenting names of potential Board candidates. The Nominations Committee will use this list to reach out and extend invitations to potential nominees.

December

- Potential candidates begin satisfying the requirement that they attend at least one Board of Directors meeting prior to nomination. Nominations Committee members continue educating potential candidates on Board meetings, Policy Governance, and the nature and degree of the commitment that serving on the Board requires.
- The Nominating Committee plans and sets dates for any Q&A Sessions that they will hold for educating potential candidates about board service (in person or virtual, usually by the end of January)

January

- The Nominations Committee assures that persons expressing an interest in serving on the Keweenaw Co-op Board of Directors are being given a prospective Board member packet and/or properly directed to on-line resources. They will also be further encouraged to attend any Q&A sessions and read Governance documents and policies posted on the Keweenaw Co-op website prior to submitting their statement of interest.
- The Nominations Committee plans and sets a date for any “town hall” forums for Membership to meet and question nominees before voting begins (in person or virtual, and to be held in later March after nominees are approved).

February:

- Potential nominees must submit all application materials by the announced deadline, which must allow enough time for the Nominations Committee to present the slate of qualified candidates to the Board in March for approval.
- The Nominations Committee submits for the March Board Packet the following: all candidates application materials and, for approval, a list of all candidates who they deem fully qualified, any who are qualified contingent

upon attending the March meeting, and any who are found not qualified and the reason(s) why.

March:

- The Board of Directors reviews the recommended slate of candidates from the Nominations Committee, approves or disapproves qualifications, and authorizes the General Manager to oversee the creation of voting procedures and publication of all qualified candidate materials for review by Membership.
- The Nominations Committee may host a “town hall” forum (in person or virtual) for Membership to meet and question qualified candidates.

April:

- Election held and new Directors determined.
- If any open Director positions are not filled by direct election by Membership, the Board will fill positions from Membership by appointment and in accordance with their options described in Section I above.