



# CREDENTIALS AND ELECTIONS COMMITTEE GUIDEBOOK



[Date]  
[New Committee Member Name]  
[Address]  
[City, State ZIP]

Dear [New Committee Member Name],

On behalf of the Tri-County Electric Cooperative Board of Directors, thank you for your willingness to serve on the Credentials and Elections Committee.

This committee plays an important role in protecting the integrity of the Cooperative’s director election process. Members rely on the committee to evaluate candidates thoughtfully, apply the Cooperative’s bylaws consistently, and ensure that all candidates are treated fairly and respectfully throughout the nomination process.

Service on this committee carries both trust and responsibility. Committee members are expected to review candidate materials carefully, participate fully, maintain confidentiality regarding candidate information and committee discussions, and follow the standards and procedures outlined in this guidebook.

The guidebook is intended to provide clarity and consistency in how the committee performs its responsibilities. It includes the procedures for evaluating candidates, the standards for conducting interviews, and the documentation requirements necessary to support the Cooperative’s election process.

The Board of Directors appreciates your willingness to contribute your time and judgment to this important responsibility.

Thank you again for your service to Tri-County Electric Cooperative and its members.

Warm regards,

**Sommer Portwood**  
Board Chair  
Tri-County Electric Cooperative

### Acknowledgment of Receipt and Commitment

I acknowledge that I have received the Credentials and Elections Committee Guidebook and related orientation materials. I understand these policies and expectations guide the work of the Committee, and I commit to following them as part of my service to the cooperative. If I have any questions or need clarification about these policies, I will bring them to the designated cooperative staff member.

**Signature:** \_\_\_\_\_  
**Printed Name:** \_\_\_\_\_  
**Date:** \_\_\_\_\_



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### How This Guidebook Is Used

This guidebook establishes the policies and expectations governing the work of the Tri-County Electric Cooperative Credentials and Elections Committee. It is intended to provide consistency, transparency, and clarity in the administration of the Cooperative’s director election process.

The guidebook should be read and applied in conjunction with the Cooperative’s Bylaws, the Board Governance Guidebook, and any election schedules or procedures adopted by the Board of Directors. If a conflict exists between this guidebook and the Cooperative’s Bylaws, the Bylaws shall control.

Committee members are expected to follow the policies outlined in this guidebook when reviewing candidate applications, conducting interviews, determining eligibility, and issuing nominations.



## Committee Member Position Description

### Purpose

The Credentials and Elections Committee supports the integrity of the Tri-County Electric Cooperative director election process by ensuring that applicants meet the qualifications established in the Cooperative's Bylaws and by conducting a structured evaluation of applicants seeking nomination.

The Committee verifies eligibility, conducts interviews to confirm qualifications, and nominates qualified candidates for placement on the ballot. The Committee's role is procedural and evaluative and is intended to ensure a fair, consistent, and transparent nomination process.

### Authority

The Credentials and Elections Committee operates under authority delegated by the Board of Directors and performs its duties in accordance with:

- The Tri-County Electric Cooperative Bylaws
- The Board Governance Guidebook
- Election policies adopted by the Board of Directors
- Established committee procedures

The Credentials and Elections Committee serves as the independent administrator of the Cooperative's director election process and is responsible for determining candidate eligibility, issuing nominations, and facilitating ballot placement in accordance with the Cooperative's Bylaws and established election policies.

### Core Responsibilities

Committee members are expected to perform the following duties during each election cycle.

### Application Review

1. Review all director candidate applications submitted within the application period.
2. Confirm that required application materials are complete.
3. Verify that applicants meet eligibility requirements established in the Cooperative's Bylaws.

### Eligibility Verification

Committee members confirm that applicants meet required qualifications, including but not limited to:

1. Residency requirements within the district for the required period of time
2. Membership requirements of the Cooperative
3. Absence of disqualifying affiliations or conflicts of interest
4. Other qualifications specified in the Bylaws

### Candidate Interviews

1. Participate in structured candidate interviews using standardized questions
2. Use interview questions to confirm eligibility requirements and the applicant's qualifications and understanding of director responsibilities
3. Ensure that each applicant is evaluated using the same process and criteria



### **Candidate Qualification and Nomination**

Following interviews and review of application materials, the Committee will:

1. Deliberate and vote on qualified applicants and nominate candidates
2. Nominate up to three qualified candidates per district, including the incumbent when applicable, for placement on the ballot

The Committee's nominations are provided in accordance with the procedures outlined in the Cooperative's Bylaws.

### **Petition Candidate Review**

The Committee will also review applications submitted by individuals seeking to run as petition candidates when:

1. The individual previously applied during the nomination process
2. The individual was determined to meet the eligibility requirements but was not nominated by the Committee

The Committee will confirm that the applicant continues to meet the qualifications established in the Bylaws before the petition candidate may proceed with getting on the ballot.

### **Process Integrity**

Committee members are responsible for:

1. Maintaining consistency in processes
2. Applying the same standards to every applicant
3. Protecting the confidentiality of applicant materials and committee discussions

### **Committee Composition**

The Committee is composed of Cooperative members appointed by the Board of Directors. To ensure balanced representation across the service territory, no more than one committee member may reside in any one director district.

### **Committee Member Qualifications**

Committee members must qualify to serve consistent with the Cooperative's Bylaws in addition to demonstrating:

1. Sound judgment and integrity
2. Willingness and ability to utilize technology to perform duties
3. Ability to review information objectively
4. Respect for confidentiality
5. Willingness and availability to participate in interviews and committee deliberations

### **Background Check and Eligibility Requirements**

As a condition of service on the Credentials and Elections Committee, each committee member must consent to a background check and verification of information provided to the Cooperative.

Committee members must meet and continue to meet the standards of conduct and eligibility consistent with the qualifications established for director candidates, including but not limited to the requirement that an individual has not been convicted of, or pleaded guilty to, a felony or any offense involving moral turpitude.

If a background check or other verifiable information reveals that a committee member does not meet these standards, or if information provided is found to be materially inaccurate or incomplete, the individual shall be ineligible to serve or continue serving on the committee.



For purposes of this requirement, offenses involving moral turpitude generally include, but are not limited to, crimes involving dishonesty, fraud, deceit, misrepresentation, theft, embezzlement, bribery, forgery, violence, abuse, or other conduct reflecting a lack of integrity or ethical fitness.

A committee member who intends to seek nomination for election to the Board of Directors must resign from the Credentials and Elections Committee prior to the beginning of the director election cycle for the position they intend to seek. This requirement ensures that individuals seeking election do not have access to candidate applications, interviews, committee deliberations, or nomination decisions during the election cycle in which they may become a candidate.

### **Meeting Expectations**

Committee members should expect to:

1. Review candidate application materials
2. Participate in candid interviews
3. Deliberate and vote on applicants' qualification and nomination status in each district
4. Participate in committee meetings necessary to complete the nomination process

Most committee work occurs during the director application and nomination period each year.

### **Confidentiality**

All applicant materials, committee discussions, and interview discussions are confidential. Committee members must maintain strict confidentiality to preserve the integrity of the election process.

### **Service**

Committee members serve terms established by the Board of Directors and may be reappointed at the Board's discretion. The Board of Directors may remove a committee member at any time when the Board determines that removal is in the best interest of the Cooperative or necessary to protect the integrity of the election process. Any vacancy on the Credentials and Elections Committee shall be filled by appointment of the Board of Directors for the remainder of the unexpired term.



## Code of Conduct, Ethics, and Standards (Policy #1)

### Purpose

The purpose of this policy is to ensure that members of the Tri-County Electric Cooperative Credentials and Elections Committee perform their responsibilities with the highest standards of integrity, professionalism, fairness, and confidentiality. The work of the committee directly affects the integrity of the Cooperative's democratic governance process, and the credibility of director elections depends on the impartial conduct of the committee.

This policy is intended to prevent actual, potential, or reasonably perceived bias or conflicts of interest and guide committee behavior in alignment with the Cooperative's mission, goals, and Essential Attributes. It further supports a structured process that treats all candidates respectfully and ensures that nomination decisions are based on consistent criteria.

### Scope

This policy applies to all members of the TCEC Credentials and Elections Committee while acting in an official committee capacity. Compliance with this policy is mandatory and is a condition of service as a committee member.

### Policy

#### Committee Responsibility

1. The Credentials and Elections Committee serves the Cooperative membership by administering the screening and nomination process for director elections in accordance with the Cooperative's bylaws.
2. Committee members are entrusted with reviewing candidate applications, conducting interviews, evaluating qualifications, and nominating qualified candidates for election.
3. Committee members shall carry out these responsibilities in good faith and in a manner that preserves the fairness, transparency, and credibility of the Cooperative's election process.
4. Committee members shall follow the procedures established in the Credentials and Elections Committee Guidebook and the Cooperative's bylaws when evaluating candidates and making nomination decisions.

#### Committee Conduct

Committee members are expected to:

1. Conduct themselves with integrity, impartiality, and professionalism throughout the election process.
2. Treat all candidates with respect, fairness, and professionalism during interviews and committee interactions.
3. Evaluate candidates objectively using the criteria established in the Credentials and Elections Committee Guidebook.
4. Maintain strict confidentiality regarding candidate applications, background information, interview discussions, and committee deliberations.
5. Avoid favoritism, bias, or conduct that could reasonably create the perception of unfairness in the nomination process.
6. Prepare in advance for committee meetings by reviewing candidate materials.
7. Participate actively in interviews, deliberations, and committee decisions.
8. Refrain from public commentary or discussion regarding applicants and committee deliberations outside the committee process.



### **Prohibited Conduct**

Committee members may not:

1. Disclose candidate information
2. Publicly discuss candidates
3. Advocate for or against any candidate
4. Misuse their position for personal or professional gain
5. Communicate about candidates or the process outside of official Cooperative channels
6. Attempt to influence election outcomes outside of the formal Committee process
7. Engage in conduct, while acting in their capacity as a Committee member or representing the Committee, that is unprofessional, disruptive, or inconsistent with the Cooperative's standards of conduct, or that could reasonably be expected to damage the reputation or integrity of the Committee or Tri-County Electric Cooperative

### **Use of Committee Position**

Committee members are expected to perform their responsibilities solely for the purpose of administering the Cooperative's election process in accordance with all Cooperative governing documents.

Committee members shall not use their position to:

1. Promote or oppose candidates outside the committee process.
2. Obtain personal benefit or advantage.
3. Influence election outcomes through informal communications.

### **Conflicts of Interest**

1. Committee members shall disclose any actual, potential, or reasonably perceived conflict of interest involving a candidate to the Committee Chair as soon as the conflict becomes known. Conflicts involving the Committee Chair shall be disclosed to the full committee. All disclosed conflicts and resulting actions shall be documented in the committee's official records.
2. Examples of potential conflicts may include family relationships, financial relationships, business partnerships, close personal relationships, or other circumstances that could reasonably affect or appear to affect a committee member's impartial evaluation of a candidate.
3. Committee members with a conflict of interest shall recuse themselves from discussion, interviewing, and voting related to the affected candidate. The recusal and the reason for it shall be recorded in the committee's official documentation. Committee members who recuse themselves shall not attempt to influence the committee's qualification or nomination decisions related to the affected candidate.
4. Committee members shall not advocate for or against any candidate outside the committee's formal processes, including communications with other committee members, directors, candidates, or any party that could influence the outcome of the committee's deliberations.
5. Committee members shall avoid conduct that could reasonably create the appearance that a candidate received preferential treatment or that the committee's evaluation process was influenced by personal relationships or outside interests.
6. When uncertainty exists regarding whether a circumstance constitutes a conflict of interest, committee members are expected to err on the side of disclosure and seek guidance from the Committee Chair or designated Cooperative staff.
7. Committee members shall not use confidential candidate information or their committee position for personal benefit or the benefit of any candidate or outside party.



### **Documentation and Records Integrity**

1. The committee shall maintain documentation sufficient to demonstrate that candidate eligibility review, interviews, and nomination decisions were conducted in accordance with the Cooperative's bylaws and established procedures.
2. Committee meeting minutes and related documentation shall accurately reflect disclosures, recusals, candidate determinations, committee actions, and any enforcement measures taken under this guidebook.
3. Committee members shall not make false statements, unsupported accusations, or claims regarding candidate eligibility, committee conduct, or record integrity without factual basis and appropriate process.
4. Committee members shall not alter, destroy, or remove committee records, interview materials, or other election documentation outside the committee's approved documentation process.

### **Confidentiality and Information Protection**

1. Committee members shall protect the confidentiality of candidate applications, interview responses, background checks, evaluation scores, and committee deliberations.
2. Committee members shall not share candidate information, internal communications, or committee materials with individuals outside the committee process unless authorized.
3. Committee members shall not forward committee communications, emails, documents, or materials to external parties without authorization.
4. Committee members shall handle committee materials securely in both digital and physical form.

### **Communications with Cooperative Staff**

Designated Cooperative staff may provide administrative support to the committee but do not participate in candidate qualification or nomination decisions. To preserve the integrity of the Cooperative's election process and prevent any perception of staff influence or interference, communications between Credentials and Elections Committee members and designated Cooperative staff shall occur through Cooperative-approved communication methods that create a record of the communication.

Acceptable communication methods include:

1. Cooperative email systems
2. Recorded virtual meetings or conference calls

Committee members should avoid informal or undocumented communications regarding candidate eligibility determinations, nominations, or election decisions. When practical, requests for information or assistance from designated Cooperative staff should be coordinated through the Committee Chair.

### **Reporting and Enforcement**

1. Committee members are responsible for reporting suspected violations of this policy:
  - o Reports should normally be made to the Committee Chair.
  - o If the concern involves the Chair, reports should be made to designated Cooperative staff.
2. Reported concerns shall be addressed in a manner consistent with the Cooperative's bylaws, applicable law, and due process requirements.
3. Violations of this policy may result in removal from the committee or other corrective action deemed appropriate by the Board of Directors.
4. Enforcement actions shall be documented and handled in coordination with legal counsel and, where applicable, insurance requirements.



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**Next Review: 04/2027**



## **Directors, Officers & Managers (DOM) Insurance Compliance Policy (Policy #2)**

### **Purpose**

The purpose of this policy is to inform members of the Credentials and Elections Committee that the Cooperative's Directors, Officers, and Managers (DOM) insurance coverage may extend protection to committee members when they are acting within the scope of their official committee responsibilities.

This policy also establishes conduct expectations intended to preserve the coverage and protect both the Cooperative and individual committee members from unnecessary legal or financial exposure. DOM coverage is intended to support committee members who act in good faith and in accordance with Cooperative policies, bylaws, and established committee procedures.

### **Scope**

This policy applies to members of the Credentials and Elections Committee while performing official committee duties. Compliance with this policy and other committee governance policies is a condition of service on the Credentials and Elections Committee.

### **Policy**

#### **General Principles**

1. The Cooperative maintains Directors, Officers, and Managers (DOM) insurance intended to protect the Cooperative and individuals acting on its behalf when performing authorized governance responsibilities.
2. Committee members may be covered by the Cooperative's DOM insurance when acting within the scope of their official committee duties and in accordance with Cooperative policies and procedures.
3. Coverage is not automatic and may be affected by conduct that violates Cooperative policies, applicable law, or the terms of the insurance policy.
4. Committee members should understand that actions taken outside the committee's authority or inconsistent with Cooperative policies may jeopardize insurance protection and may expose the individual to personal liability.

#### **Covered Conduct and Expectations**

Committee members shall:

1. Act in good faith and in the best interests of the Cooperative and its membership.
2. Follow the procedures established in the Credentials and Elections Committee Guidebook.
3. Maintain professionalism and impartiality during candidate interviews and committee deliberations.
4. Protect confidential candidate information and committee records.
5. Avoid conduct that could reasonably create legal, reputational, or governance risk to the Cooperative.



### **Prohibited Conduct (Coverage-Threatening Actions)**

Committee members shall not engage in conduct that could jeopardize DOM coverage or expose the Cooperative to unnecessary risk, including but not limited to:

1. Fraud, dishonesty, misrepresentation, or unlawful conduct.
2. Harassment, intimidation, defamation, retaliation, or other inappropriate treatment of candidates or other committee members.
3. Unauthorized public statements regarding candidate evaluations or committee deliberations.
4. Acting outside the committee's authority or attempting to make commitments or representations on behalf of the Cooperative.
5. Conduct that intentionally undermines the integrity of the Cooperative's election process.

### **Cooperation and Reporting**

1. Committee members shall cooperate with the Cooperative and its authorized representatives if a claim, complaint, or inquiry arises related to committee activities.
2. Committee members shall promptly report any circumstance, complaint, or concern related to committee activities that could reasonably give rise to a claim.
3. Reports should be made to the Committee Chair or designated Cooperative staff if the concern involves the Committee Chair.
4. Committee members shall not independently communicate with insurers, investigators, or legal counsel unless authorized by the Cooperative.

### **Preservation of Records and Information**

1. The committee shall preserve relevant records, communications, and materials when a claim or potential claim exists.
2. Records shall not be altered, destroyed, or selectively produced.
3. Accurate, truthful documentation is required to preserve coverage.

### **Reporting and Enforcement**

Failure to comply with this policy may result in removal from the Credentials and Elections Committee. Conduct that jeopardizes insurance coverage or exposes the Cooperative to unnecessary risk may also result in personal liability for the individual committee member.

**Originally Approved: 04/2026**

**Last Reviewed: 04/2026**

**Next Review: 04/2027**



## **Committee Meeting Participation & Preparedness Policy (Policy #3)**

### **Purpose**

The purpose of this policy is to establish clear expectations for participation, preparation, and engagement of members serving on the Tri-County Electric Cooperative Credentials and Elections Committee. The committee performs an important function in evaluating director candidates and administering the nomination process. Effective participation and preparation are necessary to ensure that candidate evaluations are conducted fairly, efficiently, and in accordance with the Cooperative's bylaws and committee procedures.

This policy supports the committee's responsibility to conduct its work in a professional and organized manner and to respect the time and preparation of fellow committee members and Cooperative staff.

### **Scope**

This policy applies to all members of the Credentials and Elections Committee while participating in committee proceedings. Participation may occur in person or through approved remote meeting technology. Compliance with this policy is a condition of service on the Credentials and Elections Committee.

### **Policy**

#### **Participation Expectations**

Committee members are expected to:

1. Participate consistently in all committee meetings and candidate interviews scheduled by the Committee Chair.
2. Arrive on time and remain engaged for the duration of meetings unless an unavoidable conflict arises.
3. Participate actively and constructively in candidate interviews and committee deliberations.
4. Listen respectfully to other committee members and contribute to thoughtful evaluation discussions.
5. Maintain professional focus and attention during meetings, avoiding distractions that interfere with effective participation.

#### **Preparedness Expectations**

Committee members are expected to:

1. Review candidate applications, background materials, and evaluation criteria prior to committee meetings or interviews.
2. Become familiar with the committee's processes and interview questions before participating in candidate interviews.
3. Come prepared to participate in candidate evaluation discussions and nomination decisions.
4. Respect the time and preparation of fellow committee members by being ready to begin interviews and deliberations at the scheduled meeting time.



Participation, as defined in this policy, reflects active engagement, not merely attendance. Preparedness ensures that candidates are evaluated fairly and that the committee can complete its responsibilities efficiently.

### **Technology Expectations for Remote Participation**

When participating in committee meetings or candidate interviews remotely, committee members are expected to:

1. Be able to use the Cooperative's approved meeting technology, including joining meetings, using audio and video functions, and reviewing electronic materials.
2. Test their technology in advance of meetings to avoid disruptions.
3. Participate from a location that allows clear communication, full attention, and protects the confidentiality of candidate interviews and committee deliberations.
4. Avoid delays or interruptions caused by lack of familiarity with meeting technology.
5. Notify the Committee Chair in advance if assistance with meeting technology is needed.

Because the committee often operates on limited meeting time, members must be able to participate in remote meetings without causing repeated delays or disruptions to the meeting process.

### **Reporting and Enforcement**

1. Patterns of non-attendance, chronic lateness, lack of preparation, or repeated inability to participate effectively in meetings may be addressed by the Committee Chair.
2. If concerns continue, the matter may be referred to the Board for consideration of appropriate action, including removal of the committee member.
3. This policy is intended to support effective committee operations and is not intended to penalize isolated or unavoidable conflicts.

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**Next Review: 04/2027**



## **Confidential Information, External Communications & Media Policy (Policy #4)**

### **Purpose**

The purpose of this policy is to protect confidential candidate information, preserve the integrity of the Cooperative's election process, and ensure that committee members do not make unauthorized public statements or disclosures regarding committee activities. This policy establishes expectations regarding confidentiality, public communications, and social media activity related to the committee's work.

### **Scope**

This policy applies to all members of the Credentials and Elections Committee while acting in an official committee capacity or when they may reasonably be perceived as representing the committee or the Cooperative in matters related to the election process. Compliance with this policy is a condition of service on the Credentials and Elections Committee.

### **Policy**

#### **A. Confidential Information**

Committee members shall protect the confidentiality of all nonpublic information obtained through their service on the Credentials and Elections Committee.

Confidential information includes, but is not limited to:

1. Candidate applications and supporting materials
2. Background checks, credit checks, or verification results
3. Candidate interview discussions and evaluation scores
4. Committee deliberations regarding candidate qualifications
5. Internal communications related to the election process

Confidential information shall not be disclosed to unauthorized individuals or entities, whether intentionally or inadvertently. Committee members shall not discuss candidate evaluations or committee deliberations outside the official committee process.

#### **B. External Communications and Media**

1. The Credentials and Elections Committee communicates through official Cooperative channels.
2. Committee members are not authorized to make statements on behalf of the committee or the Cooperative regarding candidate evaluations, committee decisions, or the nomination process unless specifically authorized.
3. Questions regarding the election process, candidate nominations, or committee activities should be directed to designated Cooperative staff.

#### **C. Social Media and Public Commentary**

Committee members should understand that public or private commentary regarding candidates or committee deliberations can undermine the integrity of the Cooperative's election process and may expose both the Cooperative and the individual committee member to legal or reputational risk.



Committee members may express personal opinions in a private capacity but shall not:

1. Disclose confidential candidate information or committee deliberations
2. Comment publicly about specific candidates under evaluation
3. Discuss interview impressions, candidate qualification or nomination decisions prior to official announcement
4. Represent themselves as speaking on behalf of the committee or the Cooperative unless authorized
5. Make statements that could reasonably undermine the fairness, credibility, or integrity of the Cooperative's election process

Committee members shall avoid speculative, inflammatory, or misleading commentary related to Cooperative elections, candidates, or committee activities.

#### **D. Information Handling**

Committee members shall:

1. Handle candidate materials securely in both digital and physical form
2. Avoid forwarding committee communications, documents, or evaluation materials to unauthorized individuals
3. Avoid sharing screenshots, recordings, or notes from committee meetings or interviews
4. Use committee information only for legitimate committee responsibilities

#### **Reporting and Enforcement**

1. Suspected violations of this policy should be reported to the Committee Chair.
2. If the concern involves the Committee Chair, the matter may be reported to designated Cooperative staff.
3. Violations of this policy may result in removal from the Credentials and Elections Committee or other action determined appropriate by the Board.
4. Enforcement may be coordinated with Cooperative leadership and legal counsel when appropriate.

**Originally Approved: 04/2026**

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**Next Review: 04/2027**



## Committee Compensation Policy (Policy #5)

### Purpose

The purpose of this policy is to establish clear expectations regarding compensation and expense reimbursement for members of the Tri-County Electric Cooperative Credentials and Elections Committee. Committee compensation is intended to recognize the time and effort required to review candidate materials, participate in interviews, and complete the nomination process while maintaining transparency, stewardship, and fiscal responsibility.

### Scope

This policy applies to all members appointed to the Credentials and Elections Committee for the purpose of administering the Cooperative's director election process.

### Policy

#### A. Compensation Structure

1. Members of the Credentials and Elections Committee shall receive a flat fee for service related to each director election cycle.
2. The amount of this fee shall be determined and approved by the Board of Directors.
3. Committee compensation shall be paid in two installments, with one-half of the flat fee paid at the beginning of the election cycle and the remaining balance paid upon completion of the committee's responsibilities for that election cycle.
4. Committee members have no authority to set, modify, negotiate, or approve their own compensation.
5. The flat fee structure is intended to recognize the full scope of committee service associated with the election process, encourage preparation, and eliminate incentives for unnecessary meetings.

#### B. Expense Reimbursement

1. Committee members may be reimbursed for mileage incurred when traveling for official committee meetings or candidate interviews.
2. Mileage reimbursement shall be provided in accordance with the Cooperative's approved mileage reimbursement rate.
3. No other expense reimbursements are authorized unless expressly approved by the Board.

#### C. Limitations

1. Committee compensation shall not be tied to the number of meetings, interviews, or hours spent performing committee duties.
2. Committee members shall not seek or accept additional compensation, benefits, or reimbursements beyond those authorized by the Board.
3. Compensation provided for committee service does not create an employment relationship with the Cooperative.

### Reporting and Enforcement

Concerns regarding committee compensation or reimbursement practices may be reported to the Committee Chair or the designated cooperative staff member. Violations of this policy may result in corrective action, including removal from the Credentials and Elections Committee.

**Originally Approved: 04/2026**

**Last Reviewed: 04/2026**

**Next Review: 04/2027**



## **Committee Orientation Policy (Policy #6)**

### **Purpose**

The purpose of this policy is to ensure that members of the Credentials and Elections Committee understand the Cooperative's Bylaws, policies, and procedures governing the director election process before performing committee responsibilities. Orientation supports consistency, fairness, and transparency in the committee's evaluation and nomination of director candidates.

### **Scope**

This policy applies to all members appointed to the Credentials and Elections Committee.

### **Policy**

1. Committee members shall participate in an orientation session at the beginning of their service on the Credentials and Elections Committee.
2. The orientation shall provide an overview of the Cooperative's bylaws, policies, and committee procedures relevant to the director election process.
3. Committee members shall participate in additional orientation or update sessions when changes to Cooperative bylaws, policies, or election procedures affect the committee's responsibilities.
4. Orientation may include review of candidate eligibility requirements, evaluation criteria, interview procedures, confidentiality expectations, and documentation standards.
5. The Committee Chair shall participate in additional orientation specific to the responsibilities of the Chair, including procedures for conducting committee meetings, reporting requirements, and appropriate communications and coordination with Cooperative staff.
6. Committee members shall coordinate requests for information or assistance from Cooperative staff through the Committee Chair unless otherwise directed by the Chair or designated Cooperative staff.

Orientation is intended to ensure that committee members understand and apply the Cooperative's election procedures consistently so that candidate evaluations and nomination decisions are conducted in accordance with the Cooperative's bylaws and established governance processes.

**Originally Approved: 04/2026**

**Last Reviewed: 04/2026**

**Next Review: 04/2027**



## **Committee Chair Authority, Meeting Decorum, and Committee Process Policy (Policy #7)**

### **Purpose**

The purpose of this policy is to clarify the authority of the Credentials and Elections Committee Chair, establish expectations for meeting decorum, and support an orderly and professional elections process.

The committee is responsible for reviewing candidate eligibility, conducting interviews, and making nomination decisions in accordance with the Cooperative's bylaws and policies. Effective meeting management and professional conduct are necessary to ensure fairness, confidentiality, and consistent application of committee procedures.

### **Scope**

This policy applies to all members of the Credentials and Elections Committee with respect to committee meetings, candidate interviews, deliberations, and other official committee proceedings.

### **Policy**

#### **A. Authority of the Committee Chair**

1. The Committee Chair is responsible for facilitating committee meetings, candidate interviews, and deliberations in an orderly and professional manner.
2. The Chair has authority to recognize speakers, manage discussion, enforce time limits, and maintain focus on the committee's responsibilities.
3. The Chair may redirect discussion when necessary to ensure that candidate evaluations remain consistent with the committee's procedures and the Cooperative's bylaws.
4. The Chair may call for breaks, recesses, or executive session when necessary to preserve confidentiality or maintain order during committee meetings.
5. The Chair's authority is exercised on behalf of the committee and does not replace the committee's collective responsibility for candidate evaluation and nomination decisions.

#### **B. Meeting Decorum and Professional Conduct**

Committee members are expected to conduct themselves professionally and respectfully during meetings and candidate interviews.

1. Disruptive behavior, personal attacks, intimidation, harassment, or conduct that undermines the orderly conduct of committee meetings is prohibited.
2. Committee members shall respect the Chair's role in managing discussion and maintaining the meeting agenda.
3. Committee members shall engage in candidate interviews and evaluation discussions respectfully and constructively.
4. Committee members shall focus discussions on candidate qualifications and governance considerations rather than personal opinions or unrelated matters.

#### **C. Committee Process and Collective Action**

1. Committee authority is exercised collectively through the evaluation and nomination process established by the Cooperative's bylaws and committee procedures.



2. Individual committee members have no authority to make commitments or representations on behalf of the committee or the Cooperative.
3. Committee determinations regarding candidate eligibility and nominations shall be made through the committee's established evaluation and voting process.

#### **D. Quorum**

A majority of the appointed voting members of the Credentials and Elections Committee shall constitute a quorum for the purpose of conducting committee business. A quorum must be present for the committee to conduct official meetings, interview candidates, deliberate on applicant qualifications, or vote on candidate eligibility and nominations. If a quorum is not present, the committee may not take official action.

#### **E. Agenda Management and Preparation**

1. Committee meeting agendas shall be established through Committee Chair-approved processes and shall reflect matters appropriate to the responsibilities of the Credentials and Elections Committee, including candidate interviews, eligibility determinations, evaluation discussions, and nomination decisions.
2. Committee members are expected to review agenda materials, including candidate applications and supporting documentation, in advance of meetings in accordance with the Committee Meeting Participation & Preparedness Policy.
3. Requests for agenda items shall be submitted through established processes and within reasonable timeframes to support effective preparation and discussion.
4. Meetings of the Credentials and Elections Committee shall not occur without a prepared agenda approved by the Committee Chair.

#### **F. Recording of Meetings and Confidentiality**

1. Committee meetings and candidate interviews may be recorded as part of the Cooperative's standard governance practice for documenting official proceedings.
2. Recordings are intended to support accurate documentation of committee activities and may be maintained as part of the Cooperative's official records.
3. Recordings of committee meetings or candidate interviews shall not be distributed publicly or released outside the Cooperative unless authorized by the Board.
4. Committee minutes shall summarize committee actions, recusals, and nomination determinations while protecting confidential candidate information.
5. When confidential candidate information, interview discussions, or committee deliberations require additional protection, the committee may enter executive session.

#### **G. Board Non-Interference**

Once the Credentials and Elections Committee is appointed, the Board of Directors shall not participate in candidate evaluation, nomination decisions, ballot preparation, or administration of the election process, except as required by the Cooperative's Bylaws or applicable law.



## **Reporting and Enforcement**

1. Concerns regarding meeting conduct, Chair authority, or committee process should be raised with the Committee Chair.
2. If the concern involves the Committee Chair, the matter may be raised with designated Cooperative staff.
3. Violations of this policy may result in corrective action, including removal from the Credentials and Elections Committee.

**Originally Approved: 04/2026**

**Last Reviewed: 04/2026**

**Next Review: 04/2027**



## **Committee Records, Meeting Minutes, and Information Management Policy (Policy #8)**

### **Purpose**

The purpose of this policy is to ensure that the Credentials and Elections Committee maintains accurate records of its activities and protects confidential information associated with the candidate evaluation and nomination process. Maintaining accurate minutes and using Cooperative-approved systems for committee communications and document storage supports transparency, accountability, and protection of sensitive information.

### **Scope**

This policy applies to all meetings, communications, records, and materials created or used by members of the Credentials and Elections Committee in connection with their official committee responsibilities.

### **Policy**

#### **A. Meeting Minutes and Official Records**

1. Minutes shall be recorded for each meeting of the Credentials and Elections Committee.
2. Minutes shall accurately document:
  - a. meeting date and time
  - b. committee members present
  - c. disclosures of conflicts of interest and any resulting recusals
  - d. motions made and seconded when applicable
  - e. vote outcomes, including the number of votes for and against (e.g., 2-1 vote)
  - f. committee determinations regarding candidate eligibility
  - g. nomination actions and other formal committee decisions
3. Minutes shall summarize committee actions and decisions while protecting confidential candidate information and interview discussions.
4. The Committee Chair, or a designated recorder, shall submit minutes for inclusion in the Cooperative's official records.

#### **B. Recording of Meetings**

1. Committee meetings and candidate interviews shall be recorded as part of the Cooperative's standard governance practice for documenting official proceedings.
2. Recordings are intended to support accurate documentation of committee activities and shall be maintained as part of the Cooperative's official records.
3. Recordings of committee meetings or candidate interviews shall not be distributed publicly or released outside the Cooperative unless authorized by the Board.
4. When confidential candidate information, interview discussions, or committee deliberations require additional protection, the committee may enter executive session.



### **C. Use of Cooperative Systems and Communications**

1. Committee documents, candidate materials, evaluation sheets, and other committee records shall be stored only on Cooperative-provided and approved software platforms.
2. Committee members shall not store committee materials on personal devices, personal cloud storage services, or other unapproved systems.
3. Committee members shall use their Cooperative-provided email accounts for all committee communications.
4. Use of Cooperative systems and email is required to protect confidential information, maintain accurate records, and ensure appropriate oversight of committee activities.

### **D. Protection of Committee Materials**

Committee members shall:

1. Handle candidate materials securely in both digital and physical form
2. Avoid forwarding committee materials outside approved Cooperative systems
3. Avoid sharing screenshots, recordings, or interview materials with unauthorized individuals

### **E. Candidate Determination Communication**

1. Written documentation of each applicant determination, including whether the applicant was determined to be qualified and nominated, qualified but not nominated, or not qualified, shall be prepared by the committee.
2. All candidate determination communications shall be submitted to designated Cooperative staff for administrative review prior to being sent to the applicant.
3. This review is intended to ensure consistency with the Cooperative's bylaws, election procedures, and documentation standards.
4. Candidate determination notices shall not be sent to applicants until this review is completed.

### **Reporting and Enforcement**

1. Concerns regarding compliance with this policy may be reported to the Committee Chair.
2. Violations may result in corrective action, including removal from the Credentials and Elections Committee.

**Originally Approved: 04/2026**

**Last Reviewed: 04/2026**

**Next Review: 04/2027**



## Candidate Interview and Evaluation Policy (Policy #9)

### Purpose

The purpose of this policy is to establish a consistent process for the Credentials and Elections Committee to interview and evaluate director applicants. The interview process allows the committee to confirm applicant qualifications, assess the applicant's understanding of the Cooperative's governance responsibilities, and evaluate the applicant's ability to serve effectively as a member of the Board of Directors. All applicants shall be interviewed using the same core questions to ensure fairness, consistency, and transparency in the nomination process.

### Scope

This policy applies to all interviews conducted by the Credentials and Elections Committee for applicants seeking nomination to the Tri-County Electric Cooperative Board of Directors.

### Policy

#### A. Interview Requirement

1. The Credentials and Elections Committee shall conduct an interview with each applicant who submits a completed application packet.
2. Interviews are intended to supplement the applicant's written materials and to allow the committee to confirm the applicant's qualifications and understanding of director responsibilities.
3. Interviews shall be conducted only after the committee has reviewed the applicant's completed application packet and verified initial eligibility requirements.

#### B. Interview Format

1. Interviews should be conducted in person whenever reasonably possible.
2. When in-person interviews are not feasible, interviews may be conducted virtually using Cooperative-approved technology.
3. All applicants shall be interviewed using the same format and the same core interview questions, regardless of whether the interview is conducted in person or virtually.
4. Interviews shall generally last approximately 30 minutes, unless the Committee Chair determines additional time is necessary.

#### C. Interview Administration

1. The Committee Chair shall manage the interview process and ensure that the established interview procedures are followed.
2. Interview questions may be asked by the Chair or may be rotated among committee members to ensure participation and balanced evaluation.
3. Each applicant shall be asked the same interview questions.
4. Committee members may ask reasonable follow-up questions to clarify an applicant's response.
5. Follow-up questions may vary based on the applicant's responses but shall remain focused on the applicant's qualifications and ability to serve as a director.



#### **D. Interview Conduct**

Committee members shall conduct interviews in a professional and respectful manner.

Committee members shall not ask questions that:

1. violate applicable employment or discrimination laws such as questions about age, religion, marital status, disability, family status, or political affiliation
2. request confidential personal information unrelated to director qualifications
3. create the appearance of bias or favoritism

Questions must remain focused on:

1. the applicant's qualifications
2. governance judgment
3. understanding of cooperative responsibilities
4. technical abilities

#### **E. Consistency**

To ensure consistency in the nomination process:

1. All applicants shall receive substantially equal interview time.
2. All applicants shall be asked the same interview questions.
3. Evaluation criteria shall be applied consistently to all applicants.

#### **Reporting and Enforcement**

1. The Committee Chair is responsible for ensuring that the interview process is conducted in accordance with this policy.
2. Concerns regarding compliance with interview procedures or candidate treatment should be raised with the Committee Chair.
3. If the concern involves the Committee Chair, the matter may be raised to designated Cooperative staff.
4. Committee members are expected to follow the interview procedures established in this policy, including the use of required interview questions.
5. Failure to follow the procedures established in this policy may result in corrective action, including removal from the Credentials and Elections Committee.

**Originally Approved: 04/2026**

**Last Reviewed: 04/2026**

**Next Review: 04/2027**



## **Candidate Eligibility Determination and Nomination Policy (Policy #10)**

### **Purpose**

The purpose of this policy is to establish the process by which the Credentials and Elections Committee determines whether applicants meet the eligibility requirements established in the Cooperative's Bylaws and determines which eligible applicants will be nominated for election to the Tri-County Electric Cooperative Board of Directors.

### **Scope**

This policy governs the Credentials and Elections Committee's process for determining candidate eligibility and issuing nominations for election to the Tri-County Electric Cooperative Board of Directors.

Consistent with the Cooperative Principle of Democratic Member Control, the Credentials and Elections Committee does not select directors. The committee's role is limited to verifying candidate eligibility and issuing nominations in accordance with the Cooperative's Bylaws. Directors are elected by cooperative members through the election process.

### **Policy**

#### **A. Eligibility Determination**

The Credentials and Elections Committee shall review all submitted candidate applications and supporting materials to determine whether each applicant meets the eligibility requirements established in the Cooperative's Bylaws.

The eligibility review process shall include at minimum:

1. Review of the completed application packet
2. Verification of required documentation
3. Background and credit checks
4. Candidate interviews conducted using the standardized interview questions included in this guidebook
5. Any additional verification necessary to confirm compliance with the Cooperative's Bylaws

Following completion of the eligibility review, the Credentials and Elections Committee shall vote on whether each applicant meets the eligibility requirements established in the Cooperative's Bylaws. The committee's determination that an applicant meets the eligibility requirements to serve as a director shall require a unanimous vote of the committee members present.

If the vote is not unanimous, any committee member voting that an applicant is not eligible must clearly state the specific qualification the applicant does not meet and the basis for that determination. The Committee Chair shall document the concerns raised regarding the applicant's eligibility and report those concerns to designated Cooperative staff. Designated Cooperative staff may consult with legal counsel or conduct additional verification as necessary to determine whether the applicant meets the eligibility requirements established in the Cooperative's Bylaws. Following any additional verification, the committee shall make the final determination regarding the applicant's eligibility based on the information available.

The results of all eligibility votes and any concerns raised shall be recorded in the committee's meeting minutes. Applicants determined to meet the eligibility requirements shall be considered qualified applicants.



## **B. Nomination Vote**

After determining which applicants are qualified, the committee shall vote on which qualified applicants will be nominated for election. The committee may nominate up to three (3) qualified candidates per district, including the incumbent when applicable, in accordance with the Cooperative's Bylaws.

Nomination decisions shall be made by vote of the committee. The results of each nomination vote shall be recorded in the committee's meeting minutes.

## **C. Candidate Determination Notifications**

After completing the eligibility and nomination votes, the committee shall document its determination for each applicant. Each applicant shall be notified in writing whether they were determined to be qualified and nominated; qualified but not nominated; or not qualified to serve.

Standard language for these notifications is included in the Appendix – Candidate Determination Notices. All candidate determination communications shall be submitted to designated Cooperative staff for administrative review prior to being sent to applicants.

## **D. Timing of Eligibility Determination**

The Credentials and Elections Committee shall determine candidate eligibility based on the information available at the time the committee completes its review and issues its nominations.

Once nominations are issued, the committee's determination of eligibility shall be considered final for purposes of issuing nominations and preparing the election ballot unless new information is discovered demonstrating that a candidate does not meet the eligibility requirements established in the Cooperative's Bylaws.

## **E. Continuing Eligibility Requirement**

Candidates nominated for election must continue to meet all eligibility requirements established in the Cooperative's Bylaws from the time of nomination through the election and assumption of office.

If a candidate becomes ineligible after nomination but prior to the election, the candidate shall not be eligible to serve as a director.

## **F. Review of Newly Discovered Information**

If credible information is received indicating that a nominated candidate may not meet the eligibility requirements established in the Cooperative's Bylaws, the matter shall be reviewed by the Credentials and Elections Committee.

The committee may request clarification, documentation, or other information necessary to determine whether the candidate continues to meet the eligibility requirements. Following review of the information, the committee shall determine whether the candidate remains eligible to serve as a director.



### **G. Candidate Withdrawal or Ineligibility After Ballots Are Issued**

If a candidate withdraws, becomes ineligible, or is determined by the Credentials and Elections Committee to no longer meet the eligibility requirements established in the Cooperative's Bylaws after ballots have been printed or distributed:

1. The candidate's name may remain on the ballot if reprinting ballots is not practical
2. If the candidate is elected but is determined to be ineligible to serve, the candidate shall not assume office.
3. In such circumstances, the position shall be filled in accordance with the vacancy provisions established in the Cooperative's Bylaws.

### **H. Documentation**

All eligibility and nomination votes shall be recorded in the committee's official meeting minutes.

### **I. Election Certification**

The Cooperative's designated election service provider shall administer the voting process and certify the election results. Such certification shall constitute the official and final determination of the election outcome.

**Originally Approved: 04/2026**

**Last Reviewed: 04/2026**

**Next Review: 04/2027**



# Appendix



## Director Applicant Required Interview Questions

All applicants shall be asked the same core interview questions. These questions are designed to confirm compliance with the eligibility requirements established in the Cooperative's Bylaws and to support the Committee's review of each applicant's qualifications and understanding of director responsibilities.

Committee members may ask reasonable follow-up questions for clarification but may not substitute or remove the required questions.

### Questions

1. How long has your primary residence been located within the director district for which you are seeking election? Is that residence the address associated with your Tri-County Electric Cooperative membership?
2. Are you currently serving, or have you served within the past three years, on the board of directors or governing body of any organization? If so, please describe the organization and your role.
3. Do you currently hold any elected public office or appointed governmental position? If so, please describe the position and responsibilities.
4. Are you currently or have you ever been employed by, contracted with, or otherwise compensated by Tri-County Electric Cooperative or any entity engaged in providing electric service or energy development?
5. Do you have any family relationships with a current director, officer, or employee of Tri-County Electric Cooperative? If so, please describe the relationship.
6. Do you or any business you own, control, or are employed by have financial or contractual relationships with Tri-County Electric Cooperative? If so, please describe the nature of the relationship.
7. Do you have any financial interests in an energy company, utility contractor, or energy developer that could create a conflict with service on the Board of Directors?
8. What motivates you to serve as a director of Tri-County Electric Cooperative?
9. Have you reviewed the Cooperative's Bylaws and Board Governance Guidebook?
10. Based on your review, describe your understanding of the role and responsibilities of a director of Tri-County Electric Cooperative.
11. The Cooperative's Bylaws and governance documents require strict adherence. Are you aware of any provision you would be unwilling or unable to follow?
12. If you disagree with a Board decision, policy, or bylaw requirement, will you still follow and uphold that requirement?
13. Directors are required to act in the best interest of the Cooperative and its membership, even when facing pressure from members, peers, or external parties. Are you able to do so?
14. Do you understand that directors are expected to comply with all applicable governance documents, policies, and legal requirements as a condition of service?
15. Board materials and communications are provided electronically. Are you able to review materials digitally and participate in meetings using electronic devices such as iPads?
16. Are you willing and able to use required Cooperative systems, applications, and communication tools as directed?
17. The Cooperative requires the use of cybersecurity measures, including multi-factor authentication (MFA), secure applications, and system updates. Are you able and willing to comply with these requirements without exception?
18. Do you currently use tools such as authentication applications, secure passwords, or other verification methods to protect sensitive information?



19. If you are not familiar with required technology or security tools, are you willing to learn and use them as a condition of serving on the Board?
20. Based on your understanding of the Cooperative's Bylaws, governance documents, and expectations of service, is there any reason you may not be able to fully comply with these requirements or serve as a director?



## Candidate Determination Communication

### Qualified and Nominated

Dear [Applicant Name],

Thank you for your interest in serving on the Tri-County Electric Cooperative Board of Directors.

After a review of your application materials, verification of eligibility requirements established in the Cooperative's Bylaws, and completion of the candidate interview process, the Credentials and Elections Committee determined that you meet the qualifications required to serve as a director.

The Committee has nominated you as a candidate for the director election in District [#]. Your name will be placed on the ballot for the upcoming election in accordance with the Cooperative's election procedures.

We appreciate your willingness to serve the membership of Tri-County Electric Cooperative.

### Qualified but Not Nominated

Dear [Applicant Name],

Thank you for your interest in serving on the Tri-County Electric Cooperative Board of Directors.

After a review of your application materials, verification of eligibility requirements established in the Cooperative's Bylaws, and completion of the candidate interview process, the Credentials and Elections Committee determined that you meet the qualifications required to serve as a director.

Following completion of the committee's evaluation, you were not selected for nomination for District [#].

Under the Cooperative's Bylaws, applicants who are determined to be qualified but are not nominated by the committee may seek placement on the ballot by petition in accordance with the Cooperative's election procedures. Please refer to the election timeline and policy for more information about nomination by petition.

We appreciate your willingness to serve the membership of Tri-County Electric Cooperative.

### Not Qualified

Dear [Applicant Name],

Thank you for your interest in serving on the Tri-County Electric Cooperative Board of Directors.

After a review of your application materials and verification of eligibility requirements established in the Cooperative's Bylaws, the Credentials and Elections Committee determined that you do not meet the qualifications required to serve as a director.

Because all candidates must meet these eligibility requirements, your name cannot be placed into nomination for the upcoming election. We appreciate your interest in serving the membership of Tri-County Electric Cooperative.



**Announcement of Director Candidates to Membership**

Dear Members,

The Tri-County Electric Cooperative Credentials and Elections Committee has completed its review of director candidate applications for the upcoming Board of Directors election.

In accordance with the Cooperative’s Bylaws, the committee reviewed submitted applications, verified eligibility requirements, and conducted candidate interviews as part of the nomination process.

Following this review, the committee nominated the following candidates for election:

District \_\_\_\_

- Candidate Name
- Candidate Name
- Candidate Name

In accordance with the Cooperative’s Bylaws, the following candidate(s) qualified for placement on the ballot through the nomination by petition process:

District \_\_\_\_

- Candidate Name

Members residing within each director district will vote for their district representative in the upcoming election. Additional information about each candidate and election procedures will be provided prior to the election.

We appreciate the willingness of these members to serve the Tri-County Electric Cooperative membership.

Sincerely,

\_\_\_\_\_  
Chair, Credentials and Elections Committee

\_\_\_\_\_  
Committee Member

\_\_\_\_\_  
Committee Member

\_\_\_\_\_  
Committee Member

\_\_\_\_\_  
Committee Member

This announcement has been approved and signed by a majority of the voting members of the Credentials and Elections Committee in accordance with the Cooperative’s Bylaws.



## **Member Application Requirements for Service on the Credentials and Elections Committee**

### **Purpose**

This section establishes the requirements and process for individuals seeking appointment to the Tri-County Electric Cooperative Credentials and Elections Committee. These requirements ensure that all applicants are evaluated consistently and understand the responsibilities and expectations of committee service.

### **Application Requirements**

Individuals seeking appointment to the Credentials and Elections Committee must submit a complete application packet.

A complete application packet includes:

1. Completed Credentials and Elections Committee (Role) Acknowledgement Form
2. Completed Credentials and Elections Committee (Process) Acknowledgement Form
3. Completed Credentials and Elections Committee (Eligibility) Form
4. Completed Background Check Authorization and any required verification forms
5. Current résumé
6. Written letter addressed to the Board of Directors outlining the applicant's interest in and qualifications for serving on the Committee.

Incomplete application packets may not be considered.

### **Acknowledgement and Consent**

Submission of an application constitutes acknowledgment that the applicant:

- Has reviewed the Responsibilities, Process, and Eligibility requirements of the Committee
- Agrees to comply with all applicable Cooperative policies, procedures, and governance documents
- Consents to background checks and verification of information provided

### **Review and Appointment**

Appointment to the Credentials and Elections Committee is made by the Board of Directors. Applicants may be required to participate in an interview with the Board of Directors as part of the review and appointment process.



## **Credentials and Elections Committee (Role)**

### **ByLaw- 2.4 Director Elections:**

The Credentials and Elections Committee serves the Cooperative membership by administering the screening and nomination process for members seeking election to the Tri-County Electric Cooperative Board of Directors.

1. The committee's purpose is to review applications, perform and receive background research, conduct candidate interviews, verify eligibility requirements established in the Cooperative's Bylaws, and evaluate any potential conflicts of interest or other factors that may affect an applicant's ability to serve as a director. The committee may request clarification, documentation, or additional information from applicants when necessary to confirm eligibility and review the applicant's qualifications and understanding of director responsibilities.

In performing these responsibilities, the committee acts in good faith to verify information provided by applicants and to evaluate qualifications based on the Cooperative's Bylaws and established election procedures. Committee determinations regarding eligibility and nominations are decisions made in accordance with election policies and shall be documented in the committee's official records.

2. After completing its review, the committee shall vote to determine whether each applicant meets the eligibility requirements to serve as a director. Determination that an applicant meets the eligibility requirements requires a unanimous vote of the committee members present.
3. Following eligibility determinations, the committee shall vote on which qualified applicants will be nominated for election. The committee may nominate up to three (3) qualified candidates for each director district scheduled for election, including the incumbent when applicable.
4. The committee verifies candidate eligibility and issues nominations in accordance with the Cooperative's Bylaws. Directors are elected by the Cooperative's members through the election process.
5. The committee serves as the primary point of contact during the election process by communicating with candidates, responding to candidate questions, and addressing concerns raised by candidates, or other members, as appropriate, to ensure the integrity of the election process is maintained.
6. Members of the committee must be members in good standing of the Cooperative and may not be a candidate for director; be closely related to a director or candidate for director; be a current or former director; or be a current or former employee.
7. The Credentials and Elections Committee shall consist of five (5) members appointed by the Board of Directors. To ensure balanced representation across the Cooperative's service territory, no more than one committee member may reside within the same director district.
8. The committee shall meet as necessary to review director candidate applications, conduct interviews, determine candidate eligibility, and vote on nominations for the director districts scheduled for election.



9. In receiving and reviewing director candidate applications, the committee may receive administrative support from designated Cooperative staff. If legal interpretation or guidance is needed, the committee may request that the Cooperative initiate consultation with legal counsel. The committee does not retain or direct legal counsel independently. Cooperative staff do not participate in candidate eligibility determinations or nomination decisions.
10. All eligibility and nomination votes of the committee shall be recorded in the committee's official meeting minutes in accordance with the Committee Records and Information Management Policy.

By signing below, I hereby acknowledge that I have read, understand, and agree to the Credentials and Elections Committee (Role) for Tri-County Electric Cooperative, Inc. outlined in this document.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Witnessed By: \_\_\_\_\_ Date: \_\_\_\_\_



## **Credentials and Elections Committee (Process)**

### **ByLaw- Section 2.4 - Committee Process:**

1. The committee shall select its own Chair; and issue its nominations to the Cooperative Membership, signed by a majority of the voting committee members.
2. Committee Members shall be entitled to compensation and reimbursement of expenses consistent with the Committee Compensation Policy in the Credentials and Elections Committee Guidebook.
3. Eligible members seeking nomination as a director shall file all required application materials by the deadline established in the most recent "Director Election Schedule", using forms provided by the cooperative. Each applicant shall execute the consent forms for credit and criminal background checks and any other required election documents as may be deemed necessary. All applicants shall include the signatures of at least twenty-five (25) members with voting residence within the director district for which the applicant seeks election. Each applicant shall pay an application fee of one hundred fifty dollars (\$150.00) or other fees as determined by the Board.
4. Incumbent directors shall be nominated for re-election upon timely submission of all required election materials and payments, provided the Credentials and Elections Committee determines the director continues to meet all qualifications for office under these bylaws. The Credentials and Elections Committee shall not withhold nomination from an incumbent director except upon finding that the director no longer meets eligibility or qualification requirements established in these bylaws.
5. A member determined to be qualified but not nominated by the committee may seek nomination by petition by resubmitting all required election materials and submitting a petition containing an additional twenty-five (25) signatures, for a total of fifty (50) signatures of members with voting residence in the district in which they seek election, by the deadline established in the election schedule. Each applicant seeking election by petition shall also pay an application fee of fifty dollars (\$50.00) or other fee as determined by the Board of Directors. This application fee is separate from the fee outlined in Section 2.4 G of these bylaws.
6. Each Member of a Director district shall be entitled to one (1) vote upon each Director election for that individual Director district, and only Members of a Director district may vote in that Director district election. At each annual meeting of the members, directors are elected by and from the members in their Director district, to serve until their successor shall have been elected and have qualified.
7. The candidate receiving the highest number of votes from members voting within the Director district shall be elected at the next member meeting. Any unchallenged candidate shall be duly elected at the next member meeting without requiring balloting for the director position. The elected director's term begins immediately after adjournment of the meeting at which the director is elected or at the beginning of the first board meeting after a director is appointed; and after the elected director consents to being elected or appointed

By signing below, I hereby acknowledge that I have read, understand, and agree to the Credentials and Elections Committee (Process) for Tri-County Electric Cooperative, Inc. outlined in this document.



Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Witnessed By: \_\_\_\_\_ Date: \_\_\_\_\_





5. Are you closely related to a candidate(s) of the cooperative?

Yes \_\_\_\_\_ No \_\_\_\_\_ If yes, please explain:

\_\_\_\_\_

6. Are you a candidate for a director position of the cooperative?

Yes \_\_\_\_\_ No \_\_\_\_\_ If yes, please explain:

\_\_\_\_\_

7. Have you been convicted of, or plead guilty to, a felony or misdemeanor (exclusive of traffic violations), or found guilty of any offense involving moral turpitude?

Yes \_\_\_\_\_ No \_\_\_\_\_ If yes, please explain:

\_\_\_\_\_

8. As a condition of service, do you consent to a background check and verification of information provided in this application?

Yes \_\_\_\_\_ No \_\_\_\_\_ If no, please explain:

\_\_\_\_\_

9. Have you read and understand the Credentials and Elections Committee Guidebook, and do you agree to be bound by, comply with, and adhere to all current and future policies and procedures related to the Board of Directors election?

Yes \_\_\_\_\_ No \_\_\_\_\_ If no, please explain:

\_\_\_\_\_

By signing below, I hereby acknowledge that I have read, understand, and agree to the Credentials and Elections Committee (Eligibility) for Tri-County Electric Cooperative, Inc. outlined in this document.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Witnessed By: \_\_\_\_\_ Date: \_\_\_\_\_



## Background Check Consent Form

Members applying to serve on the Tri-County Electric Cooperative Credentials and Elections Committee are subject to reasonable credit and criminal background checks.

### Disclosure

Tri-County Electric Cooperative may obtain information about you from a third-party consumer reporting agency to determine your eligibility to serve on the Credentials and Elections Committee.

Thus, you may be the subject of a “consumer report” or “investigative consumer report” which may include information about your character, general reputation, personal characteristics, and/or mode of living. These reports may contain information regarding your credit history, criminal history, public court records, social security verification, motor vehicle records (“driving records”), verification of your education or employment history, or other background checks, subject to any limitations imposed by applicable federal and state law.

You have the right, upon written request made within a reasonable time, to request whether a consumer report has been run about you and to request a copy of your report. These searches will be conducted by Foley Carrier Services, LLC, 2 Huntington Quadrangle, South Building, Second Floor, Suite 2S04, Melville, NY 11747, phone number (631) 557-0100, [www.foleyservices.com](http://www.foleyservices.com).

### Acknowledgement and Authorization

I acknowledge that I read and understand the “Disclosure” above regarding the background check investigation. I hereby authorize Tri-County Electric Cooperative to obtain any necessary “consumer reports” and/or “investigative consumer reports” at any time after receipt of this authorization and throughout my term as a committee member, if applicable. To this end, I hereby authorize, without reservation, any law enforcement agency, administrator, state or federal agency, institution, school or university (public or private), information service bureau, employer, or insurance company to furnish all background information requested by Foley Carrier Services, LLC, 2 Huntington Quadrangle, South Building, Second Floor, Suite 2S04, Melville, NY 11747, phone number (631) 557-0100, [www.foleyservices.com](http://www.foleyservices.com), and/or company. I agree that an electronic or photographic copy of this Authorization shall be as valid as the original.

\_\_\_\_\_  
Applicant Name, Printed

\_\_\_\_\_  
Applicant Signature



**Credentials and Elections Committee  
CONFIDENTIALITY AGREEMENT**

WHEREAS, \_\_\_\_\_ (hereinafter referred to as “Credentials and Elections Committee Member”) has been elected to the Credentials and Elections Committee of Tri-County Electric Cooperative, Inc., a Texas corporation, (hereinafter referred to as “Company” and /or “Cooperative”); and,

WHEREAS, Credentials and Elections Committee, in connection with his/her service on the Committee with the Company or Board of Directors may, in the course of scope of his/her duty, come into contact, have access to, or otherwise acquire confidential or proprietary information that might otherwise relate to the employees, their compensation, their medical conditions, Company projects, both present and anticipated, as well as Company strategies, plans, and proposals; and,

WHEREAS, the Company wishes to protect and preserve the integrity of its internal organization, as well as the privacy of each of its employees and directors; and,

WHEREAS, the undersigned, as a condition of his/her election to the Cooperative Credentials and Elections Committee acknowledges and agrees to be bound by this covenant not to use or otherwise disclose confidential information; and,

WHEREAS, the parties wish to memorialize the understanding and agreement between the Company and the Credentials and Elections Committee Member, and do hereby make the following agreement:

NOW THEREFORE, KNOW ALL MEN BY THESE PRESENTS, that for and in consideration of the continued election to the Credentials and Elections Committee, the undersigned Credentials and Elections Committee Member does specifically agree:

- a. Credentials and Elections Committee Member will not at any time during or following election, in any fashion, form, or manner, either directly or indirectly, divulge, disclose, or communicate to any person, firm, or corporation in any manner whatsoever any information of any kind, nature, or description concerning any matters affecting or relating to the business of the Cooperative, its manner of operation, its plans, processes, or other data of any kind nature, or description without regard to whether any or all of the foregoing matters would be deemed confidential, material, or important.
- b. Credentials and Elections Committee Members will not at any time during or following service on the Credentials and Elections Committee, in any fashion, form, or manner, either directly or indirectly, divulge, disclose, or communicate to any person, firm or corporation in any manner whatsoever any personal or private information concerning any other Credentials and Elections Committee Member or employee that might otherwise be obtained through his or her election with the Company, including wage scales, medical condition or other information that would otherwise be considered personal to a Credentials and Elections Member or employee. It being the intent at all times to preserve and protect the personal and private lives of the Cooperative.
- c. The parties stipulate that, as between them, the matters are important, material, and confidential and gravely affect the effective and successful conduct of the business of the Cooperative and its goodwill, and that any breach of the terms of this section is material breach of his/her agreement.



d. Any breach of this covenant by the undersigned Committee Member shall be considered as an extremely serious matter by the Cooperative and shall be grounds for Board action.

\_\_\_\_\_  
Credentials and Elections Committee Member Signature

\_\_\_\_\_  
Date



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**Committee Member Photo Release and Waiver**

I hereby give Tri-County Electric Cooperative, Inc. (TCEC), my consent to photograph, videotape and record my image and/or voice for use by TCEC, including but not limited to intracompany communications, internal and external advertisement, and public relations.

I further understand no compensation will be provided to me or my family members for use of my image or recording, and that I may not be informed in advance of the specific use of my image or recording. I waive any right to inspect or approve the finished photograph, video, recording, electronic advertising or printed material. I understand my image and voice can be used by TCEC while currently serving as a member of the Credentials and Elections Committee or no longer serving as a member of the Credentials and Elections Committee of the company.

I agree to allow TCEC to use my photograph for company use.

I DO NOT agree to allow TCEC to use my photograph for company use.

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Committee Member Name (Please Print)

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Date

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Committee Member Signature

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Form **W-9**  
(Rev. March 2024)  
Department of the Treasury  
Internal Revenue Service

### Request for Taxpayer Identification Number and Certification

Go to [www.irs.gov/FormW9](http://www.irs.gov/FormW9) for instructions and the latest information.

Give form to the requester. Do not send to the IRS.

**Before you begin.** For guidance related to the purpose of Form W-9, see *Purpose of Form*, below.

Print or type. See Specific Instructions on page 3.	1 Name of entity/individual. An entry is required. (For a sole proprietor or disregarded entity, enter the owner's name on line 1, and enter the business/disregarded entity's name on line 2.)		
	2 Business name/disregarded entity name, if different from above.		
	3a Check the appropriate box for federal tax classification of the entity/individual whose name is entered on line 1. Check only <b>one</b> of the following seven boxes.  <input type="checkbox"/> Individual/sole proprietor <input type="checkbox"/> C corporation <input type="checkbox"/> S corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input type="checkbox"/> LLC. Enter the tax classification (C = C corporation, S = S corporation, P = Partnership) _____ <b>Note:</b> Check the "LLC" box above and, in the entry space, enter the appropriate code (C, S, or P) for the tax classification of the LLC, unless it is a disregarded entity. A disregarded entity should instead check the appropriate box for the tax classification of its owner. <input type="checkbox"/> Other (see instructions) _____		4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):  Exempt payee code (if any) _____  Exemption from Foreign Account Tax Compliance Act (FATCA) reporting code (if any) _____  <i>(Applies to accounts maintained outside the United States.)</i>
	3b If on line 3a you checked "Partnership" or "Trust/estate," or checked "LLC" and entered "P" as its tax classification, and you are providing this form to a partnership, trust, or estate in which you have an ownership interest, check this box if you have any foreign partners, owners, or beneficiaries. See instructions _____ <input type="checkbox"/>		
	5 Address (number, street, and apt. or suite no.). See instructions.		Requester's name and address (optional)
	6 City, state, and ZIP code		
	7 List account number(s) here (optional)		

#### Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*, later.

**Note:** If the account is in more than one name, see the instructions for line 1. See also *What Name and Number To Give the Requester* for guidelines on whose number to enter.

Social security number										
				-				-		
OR										
Employer identification number										
				-						

#### Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
- I am not subject to backup withholding because (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
- I am a U.S. citizen or other U.S. person (defined below); and
- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

**Certification instructions.** You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and, generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

Sign Here	Signature of U.S. person	Date

#### General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

**Future developments.** For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to [www.irs.gov/FormW9](http://www.irs.gov/FormW9).

#### What's New

Line 3a has been modified to clarify how a disregarded entity completes this line. An LLC that is a disregarded entity should check the appropriate box for the tax classification of its owner. Otherwise, it should check the "LLC" box and enter its appropriate tax classification.

New line 3b has been added to this form. A flow-through entity is required to complete this line to indicate that it has direct or indirect foreign partners, owners, or beneficiaries when it provides the Form W-9 to another flow-through entity in which it has an ownership interest. This change is intended to provide a flow-through entity with information regarding the status of its indirect foreign partners, owners, or beneficiaries, so that it can satisfy any applicable reporting requirements. For example, a partnership that has any indirect foreign partners may be required to complete Schedules K-2 and K-3. See the Partnership Instructions for Schedules K-2 and K-3 (Form 1065).

#### Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS is giving you this form because they



**Direct Deposit Information**

**To:** Accounting Department

**Date:** \_\_\_\_\_

**Subject:** Direct Deposit

Below is the information needed to direct deposit my net pay into my bank account. I have a **“VOIDED CHECK”** enclosed with my request.

\_\_\_\_\_  
Name – (Printed)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Bank Name - Printed

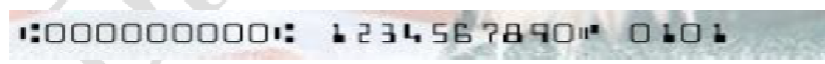
\_\_\_\_\_  
Checking      \_\_\_\_\_ Savings

\_\_\_\_\_  
Bank Routing Number

\_\_\_\_\_  
Account Number

\_\_\_\_\_ % (or \$ amount) of Net Pay to this Account

**Enclose a Voided Check or Direct Deposit information sheet from your banking institution along with this information. It cannot be processed without it.**



**Routing/Transit Number**  
Is a 9-digit number that identifies  
The financial institution where your  
Checking account is located.

**Account Number**  
this is your account  
number

**Check Number**  
the financial institution scans the  
check number electronically in order  
For it to appear on your  
monthly statement

\*W-9 Form is Required for New Committee Members