



## ELECTIONS POLICY

Revised November 22, 2019.

Last reviewed November 22, 2019.

### Overview of Elections

---

Elections shall be held in accordance with applicable California statutes, in a manner prescribed by the Davis Food Co-op Bylaws, the Board of Directors and these Election Policies. Annual Elections shall include election of Directors to the Board and may also include binding votes on matters within the authority of the membership and/or non-binding votes that are advisory only.

#### E-1 Special Elections

Special Elections may be called by a majority vote of the Board of Directors or by a majority vote of owners at a lawful Membership Meeting where a quorum is present.

#### E-2 Voting

A. Each shareholder who is in good standing on the last day of balloting shall be entitled to one vote in each election. No voting shareholder shall be entitled to more than one vote regardless of the number of shares owned. All votes shall be secret votes.

B. Proxy voting is prohibited in cooperatives by California law. Giving a vote to a member of the household who is not designated as co-owner in the member's records to cast for the shareholder is defined as proxy voting.

C. Five percent (5%) of the shareholders in good standing shall constitute a quorum for any election or action reserved to the members under the DFC Bylaws unless a larger quorum is required by law. No quorum is required for non-binding (advisory) votes.

D. Approval by a majority of those shareholders in good standing who vote in a given election shall constitute approval by the membership, unless a larger proportion is required by law or by another provision of the DFC Bylaws. Notwithstanding, election of Directors shall be by a plurality of votes.

#### E-3 Board & Management Responsibilities

A. The Board shall ensure that procedures for the annual election (and any other elections duly called) comply with applicable laws and the DFC Bylaws. Declared candidates for positions on the Board of Directors in the next election may not participate in these activities.

B. Procedures for elections shall be approved by the Board of Directors at least 60 days before the election begins and shall be posted conspicuously in the store at least 30 days before the election begins. Procedures shall include an Election Calendar, Nomination and Candidacy procedures, voting and counting methods, and a secure & confidential chain of custody for all ballots cast, at a minimum. Management shall assure that staff execute the necessary actions and contracts to carry out the procedures.

C. The Board shall appoint one or three Inspectors of Elections (as defined in the California Corporations Code §12483) at least 30 days before each election. No declared candidate shall serve as an Inspector of Elections during their candidacy.

D. The Inspector(s) of Election shall assure that votes are counted in a fair, secure, and timely manner. Once the results are reported to the Inspector(s) of Elections, the Inspector(s) shall provide a report of the election results to the Board of Directors. The results become official only upon certification by the Board. Election results shall be posted in the store, and all candidates notified, within 36 hours after certification and no later than 14 days after the close of the election.

E. Management shall assure that election results, ballots, and votes are stored for one year after the close of the election, in such a way that they are secure from tampering and available to the Board upon request.

#### **E-4 Director Candidates and Initiatives**

A. Notice of the election, the names of any eligible candidates for election to the Board of Directors, and the full text of any proposed initiatives that meet the requirements in the Bylaws and Board Policies on the ballot shall be conspicuously posted in the store and on the Co-op's website for the duration of the election.

B. In an election that includes replacing one or more board members whose full terms are incomplete, Board seats shall be allocated according to the number of votes cast. Board members with the higher number of votes will be assigned the longer terms, and those with the lower number of votes will be assigned the shorter terms.

C. Leafleting, petitioning, or soliciting outside the store on Co-op property shall be subject to reasonable regulations. No one may engage in leafleting, petitioning or soliciting within the store proper. Soliciting means being present for the purpose of engaging in election discussions with members and attempting to convince them to vote in a certain way.