



Board of Directors Policies

Policy Number: 105	Subject: Director Districts and Regions & Election of Directors
Review Date: 08/25/2026	Previous Version: 12/16/2025

OBJECTIVE

To establish (i) direction for the Board of Directors (Board) to divide Delta-Montrose Electric Association's (DMEA) service area into Director Districts and Director Regions that equitably represent the members and (ii) requirements for elections of members of the Board (Directors).

ACCOUNTABILITY

Board, General Counsel

POLICY

1. Revisions to Director Districts and Director Regions.

- a. If the Board revises the Director Districts and Director Regions (as defined in the Bylaws), any Director affected by such revision shall continue to hold office until the Director's term expires, the Director resigns, or the Director is removed from the Board, regardless of whether the Director remains a resident of the revised Director District or Director Region.
- b. If a revision to a Director District or Director Region results in no sitting Director who resides within a Director District or Director Region or more than one sitting Director residing within a Director District or Director Region, the Board will assign sitting Directors to each of the reconfigured Director Districts and Director Regions using the following criteria and in the following order:
 - i. A Director residing within a Director District or Director Region shall serve that Director District or Director Region;
 - ii. If two sitting Directors reside within the same Director District or Director Region, then one shall be selected to serve that Director District or Director Region and the other shall be assigned to another Director District or Director Region; or
 - iii. If no Director resides within a Director District or Director Region, the Board shall select another Director to represent that Director District or Director Region regardless of residency, but will give preference to a Director who resides closest to such Director District or Director Region.
 - iv. Directors may represent a Director District or a Director Region. When assigning Directors to revised Director Districts or Director Regions, the



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Board may appoint a Director representing a Director Region to represent a Director District and may appoint a Director representing a Director District to represent a Director Region.

2. Director Residency Requirements.

- a. For purposes of this policy, "resident" means the Director or candidate has their primary home or place of abode in the respective Director District or Director Region, taking into account voter registration, business pursuits, employment income sources, residence for income or other tax purposes, age, marital status, residence of parents, spouse or civil union partner, and children, if any, leaseholds, situs of personal and real property, existence of any other residences and amount of time spent at each residence, and motor vehicle registration, as determined by the Board.
- b. Except as caused by a revision to a Director District or Director Region, if a Director moves their residence outside of their assigned Director District or Director Region during their term of office, such Director will no longer be qualified to serve on the Board. Temporary changes in residency, such as selling a home or renting while a new home is being built or purchased within the Director District or Director Region may be allowed on a case-by-case basis, upon approval of the Board.
- c. Incumbent Directors may run for re-election in their Director District or Director Region, as applicable, if the boundaries of their Director District or Director Region were revised such that they no longer reside in their Director District or Director Region and the incumbent Director is otherwise eligible to serve.

3. Director Elections.

a. Administration.

- i. Each year the Board will appoint an independent, third-party professional election services company to oversee the storage and counting of election ballots.
- ii. All elections shall be under the direction of DMEA's General Counsel who shall coordinate the election with the independent, third-party election services company.



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- iii. Neither DMEA, the Board nor any Director shall endorse or oppose the candidacy of an incumbent Director or other candidate for the Board.
- iv. During the two (2) months immediately preceding the election, Directors shall not send individual campaign newsletters using DMEA resources, including a DMEA issued e-mail address. Except for use of membership lists or DMEA-issued merchandise or apparel, no candidate may electioneer on DMEA property or use DMEA property for electioneering purposes, including, but not limited to DMEA's logo, signage, or other communications resources for any campaign purposes. Incumbent candidates communicating with the media to promote their individual candidacy must identify position statements as their own, and not the views of the Board as a whole, other Directors, or DMEA's employees.
- v. When campaigning or soliciting support for nomination or election as a Director, candidates may only communicate regarding their qualification(s) or ability to serve as a Director.

b. Determination of Director Qualifications. If DMEA determines that a candidate does not meet the Director Qualifications following submission of a petition for candidacy as set forth in the Bylaws, the disqualified candidate may request reconsideration of such determination as set forth in this section.

- i. The candidate must submit a written request for reconsideration to the Board President at the contact information provided on the DMEA website no later than two (2) business days following such determination.
- ii. The Board President shall call a special meeting in accordance with the Bylaws to consider the request for reconsideration. The special meeting shall be held within five (5) business days of receipt of the request and may be held virtually. The disqualified candidate shall be permitted to provide comments to the Board at such special meeting.
- iii. As such special meeting, the Board shall consider and decide whether the candidate has met the Director Qualifications, which decision shall be final. Any Director running against the disqualified candidate for the same Director District or Director Region position shall recuse themselves from such discussion and action.

- iv. If the candidate is determined to have met the Director Qualifications



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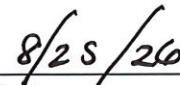
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and the candidate's petition for candidacy was otherwise complete and accurate, the petition shall be deemed to have been timely completed.

c. Recounts.

- i. A recount must be conducted if the difference between the highest number of votes cast, and the next highest number of votes cast is less than or equal to one-half of one percent (0.5%) of the highest number of votes cast. An election contest is for the specific, individual ballot question or Director position contest, not the election in its entirety. The cost of the recount shall be paid by DMEA.
- ii. If the difference between the highest number of votes cast and the second highest number of votes cast is greater than one-half of one percent (0.5%) but less than two percent (2.0%), the candidate with the second fewer number of votes cast may request a recount no later than the end of the business meeting in which the election results are announced. Candidates shall be provided the estimated cost of a recount prior to the business meeting. The estimated cost of the recount must be deposited by the candidate prior to the commencement of the recount. The cost of the recount shall be refunded if the recount changes the election results.
- iii. If a recount is required, the results shall be certified and returned to DMEA's General Counsel by the end of the first (1st) business day following the election. The results shall be announced as soon as practicable following certification.


President of the Board


Date