

West Kentucky Rural Electric Cooperative Corporation

Board Policy No. 23

Subject: Board Election Campaign Policy

Dated: November 9, 2023

Replaces: None

Reviewed:

I. OBJECTIVE

To establish a code of conduct for a candidate standing for election to the Cooperative's Board of Directors to ensure that the candidate's campaign for a director position is conducted in a fair, transparent, and democratic manner, and to establish limits on director conduct during a Board election.

II. PURPOSE

The purpose of this policy is to establish a code of conduct for incumbent and non-incumbent Board candidates, and limitations on the conduct of Cooperative directors in connection with a Board election to 1) protect the member-owners' democratic control of the Cooperative, and 2) ensure that candidates do not gain an unfair advantage through bias, manipulation, or undue influence unrelated to the candidate's qualifications for a position on the Cooperative's corporate Board.

III. POLICY

1. Any Cooperative member running for the Cooperative's Board of Directors is required to sign an acknowledgement form provided by the Cooperative indicating that the candidate understands the structure and governing principles of the Cooperative and that he/she agrees to abide by the Board Election Rules and Procedures as set forth by the Cooperative.
2. Director candidates are prohibited from engaging in dishonest or unethical practices or activities as set forth in the Board Election Rules and Procedures.
3. Director candidates will abide by the Cooperative's policies and standards of conduct, such as personal decorum policies, and the candidate shall treat his or her opponents, Cooperative members, directors, and employees with courtesy, respect, and professionalism to create an atmosphere free of animosity and bad faith.
4. Director candidates are prohibited from appealing to negative prejudices based on race, sex, gender, sexual orientation, religion, or national origin or using character defamation, whispering campaigns, libel, slander, or scurrilous attacks on any candidate, the candidate's personal or family life, and any director or Cooperative employee.
5. Director candidates are responsible for disclosing to the Cooperative any conflict of interest that arises before or during the election process or that the candidate knows or has reason to know will arise after the election results are certified.
6. Director candidates standing for election shall not pressure, threaten, or coerce an employee of the Cooperative to campaign, advocate or vote for or against any candidate seeking election to the Board of Directors.
7. Director candidates standing for election shall not ask an employee of the Cooperative to pressure, threaten, or coerce another employee to campaign, advocate or vote for or against any candidate seeking election to the Board of Directors.
8. Director candidates standing for election shall not pressure, threaten, or coerce a Cooperative member or group of members to campaign, advocate or vote for or against any candidate seeking election to the Board of Directors.

9. Director candidates standing for election shall not obtain, attempt to obtain, or disclose information from or about the Cooperative for use by a candidate or a candidate's campaign without following the procedures and policies for obtaining such information.
10. Director candidates must abide by the Cooperative's campaign communication requirements as set forth in the Cooperative's Board Election Rules and Procedures.
11. Director candidates must abide by the Cooperative's campaign finance disclosure requirements as set forth in the Cooperative's Board Election Rules and Procedures.
12. Director candidates failing to comply with this policy may be removed from the ballot before the election or required to resign from the Board after the election in accordance with procedures established by the Cooperative.
13. This policy supplements and does not replace other policies adopted to govern the process and procedure for Board of Director elections.

IV. RESPONSIBILITY

The Board of Directors is responsible for evaluating and adopting this policy and administering and enforcing the provisions of this policy that apply to directors, including incumbent directors standing for election, and the President/CEO.

A committee of directors not standing for election is responsible for administering and enforcing the provisions of this policy that apply to candidates who are not incumbent directors, unless the Board of Directors delegates that responsibility to the President/CEO.

The President/CEO of the Cooperative is responsible for assisting the Board President in administering and enforcing the provisions of this policy.

V. BOARD APPROVAL

This policy is adopted by the Board of Directors on 11/09/23 and shall become effective on this date.

Date Approved: November 9, 2023

Attested: 
Board President