

# 2018 Elections Procedures Manual

Approved by WSM's Board of Directors, April 2018

## I. Purpose

This manual is intended to provide guidelines that will ensure fair and consistent elections of members of the Board of Directors. The elections are conducted by the Elections Committee and the process is accountable to the Board of Directors. The Elections Committee is expected to always be mindful of the co-op owners' interest in transparent and open elections. The Manual will be reviewed by the Elections Committee following the elections each year and updated as necessary to reflect any needed changes in the elections procedures. The revised manual will be submitted to the Board for approval to ensure compliance with the Bylaws and Board Policies.

## II. Limitations of Elections Procedures

It is to be expected that contingencies will arise for which this Manual will contain no specific procedure. In such case, the Elections Committee will attempt to implement a solution that is in alignment with the intent of these Elections Procedures and Board Policies and will notify the Board of its action. If the Elections Committee decides it is unable to make a determination under the terms of its delegated authority it will request a determination from the Board.

## III. Elections Committee

1. **The Elections Committee** is appointed annually by the Board of Directors as provided for in its Policies (Appendix 1: Policy C-8 Election and Orientation of New Board Members).
2. **The Elections Committee Chair** is appointed by the Board of Directors unless it directs the Elections Committee to elect a chair from amongst its members.
3. If a member of the Elections Committee decides to run for election, he or she must resign from the committee.
4. **Staff Support.** The General Manager designates a staff member ("EC Staff") to provide staff support to the Elections Committee. This person is responsible for 1) performing or coordinating election process functions in this document delegated to staff and 2) taking minutes and documenting the work of the Elections Committee. The remaining tasks in this document are the responsibility of the committee ("EC").
5. **Time Commitment**
  - a) It is expected that the Elections Committee will meet as needed (approximately five times a year) to plan and conduct the elections.
  - b) Each committee member is expected to help with possible election tabling events. (2-hour session)
  - c) Each committee member is expected to help at the annual meeting.
6. **Responsibilities.** The Elections Committee responsibilities include:
  - a) Review the Elections Timeline. (Appendix 2; also see Section IV below.)
  - b) Determine the format of the Call for Candidates application package based on content provided by the Board of Directors.
  - c) Determine the format and criteria for a valid candidate application. In consultation with EC staff, the Board may specify the maximum length of the candidate statement and may suggest or require that the question/answer format strictly be adhered to. (Appendix 1)
  - d) Meet to validate candidate applications and approve the Ballot Design. (Section VII)
  - e) Oversee the election process and maintain ballot box security.
  - f) Attend election events at the stores and annual meeting.
  - g) Meet to validate and count votes.

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- h) Post-election, meet to review the elections process and update procedures.
  - i) Submit a final report, including an updated version of this manual, to the Board.
7. **The EC Chair** is responsible for:
- a) Scheduling EC meetings.
  - b) Ensuring the EC carries out its responsibilities.
  - c) Facilitating communication among EC members.
  - d) Communicating with the Board including regular reports to the Board on the EC's actions in the performance of its duties and responsibilities.
  - e) Communicating with the candidates about the elections process. (Section VI.5)
  - f) Keeping the entire EC apprised of communications from candidates.

## IV. Elections Timeline

1. **Draft of Timeline.** Prior to the start of the election season, EC Staff updates the previous year's Elections Timeline for review by the Elections Committee. (Appendix 2)  
**Approval of Timeline.** The Elections Committee modifies/approves the timeline prior to the start of the elections process. The committee needs to set deadlines and schedule meetings with awareness of relevant print deadlines:
  - a) The meeting to approve Call for Candidates application packets must be in advance of the print deadline for production of Call for Candidates.
  - b) The deadline for submission of completed candidate applications must be early enough to allow the committee to meet and validate candidacies in advance of the print deadline for the annual report; the annual report contains the candidate statements and the ballots.

## V. Eligibility

1. **Eligibility to be a Candidate.** Eligibility of candidates is described in the Board Policy Manual, C-8: Election and Orientation of New Board Members. (Appendix 1) Note that the Manual refers to the eligible candidates having been owners for one year prior to date of application. Since an application can be submitted up until the deadline, the practical application of this requirement translates into one year before the closing date for applications.
2. **Eligibility to Vote.** Eligibility to vote is described in the By-Laws. (Appendix 3)

## VI. Candidates

1. **Call for Candidates.** Each Consumer Owner and Worker Owner receives a Call for Candidates e-Newsletter that explains how to become a candidate.
2. **Call for Candidates Reminders.** Regular communication vehicles are used to send a series of Call for Candidates reminders according to the Elections Timeline.
3. **Candidate Applications.** Candidates are required to submit an application (Appendix 4), a candidate statement, and a photo by the application deadline.
4. **Review of Candidate Applications.** The Elections Committee meets to review all applications received and validate that the candidates are eligible and that their applications meet the format requirements as set by the Board.
5. **Publication of Candidate Statements.** Candidate statements will ordinarily be printed as submitted with only minor edits by the marketing department to fit publishing guidelines. If the committee decides it is necessary,

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however, EC staff will organize *copyedits* and translation of candidate statements. EC staff will organize through HR translations of the Worker Owner statements. EC staff will make every effort to make each candidate's statement and picture appear with equal prominence in the election materials. .

6. **Communicating with Candidates.** The EC Chair informs candidates that they are qualified and provides information via EC Staff about the elections process including the Elections Timeline, candidate-engagement guidelines, the time and place of the annual meeting, how results are communicated, how to observe the vote counting, post-election procedures and feedback, and how to get questions answered. Candidates are requested to confirm that they have received communications from the EC.
7. See Appendix 5 for the previous elections' Candidate Information Packets.

## VII. Ballot Design

1. **Draft of Ballots.** EC Staff updates previous year's ballots for review by the Elections Committee. (Appendix 6)
2. **Approval of Ballots.** The Elections Committee approves the ballots by the deadline in the Elections Timeline.

## VIII. Publicizing the Elections

Election publicity should constantly emphasize why it is important to vote, including information on the Board's role in the governance of the co-op. Methods for publicizing the elections include:

1. **In-Store Displays for Consumer Owner Election.** EC Staff sets up in-store displays with Candidate Abstracts and Statements and extra ballots in the Carrboro, Southern Village, and Hillsborough stores. Informational posters will also be deployed to instruct owners how to ensure their votes are valid (Section X.2) and will be counted.
2. **Break Room Displays for Worker Owner Election.** EC Staff sets up displays in the break rooms of the three stores and the Food House.
3. **Elections Tabling.** The EC may staff tables to educate, publicize, and facilitate the elections process and voting.
5. **Website.** EC Staff sets up separate website pages with the candidate statements and voting instructions for both the Consumer Owner and Worker Owner elections.
6. **Reminders to Vote.** Follow up reminders to vote with voting instructions are put in regular communication vehicles according to the Elections Timeline.

## IX. Candidate Owner Engagement

1. **Candidacy guidelines.** The following guidelines are given to candidates: "Weaver Street Market wishes to provide an open and democratic elections process that honors our status as a cooperative while not intruding on our owners' shopping experience. Please be respectful of your fellow owners." See Appendix 7 for additional engagement guidelines.
2. **Opportunities for Engaging with Owners.**
  - a. **Candidate Statement.** (Section VI.6)
  - b. **Video.** Candidates will be offered the option of recording a brief video in the form of an interview with questions which will be given to the candidates beforehand. Subject to each candidate's review and
  - c. Elections Committee will organize an opportunity for candidates to interact with owners informally at the Annual approval, this video will be posted online with links from the WSM website.
  - d. **Engagement with Worker Owners.** Worker Owner candidates will be provided an opportunity to engage worker owners at the annual unit meetings. Candidates will be given adequate notice of the unit meeting schedule as to coordinate their work schedule with their managers.

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- e. **Engagement with Consumer Owners.** The Meeting and at EC-sponsored events. Ballot boxes will be separate from engagement with candidates. Candidates will adhere to WSM's policy of passive engagement and other guidelines, and an Elections Committee member will be present.
- f. **Meet the Candidates at the Annual Meeting.** The voting period will include the Annual Meeting. The Annual Meeting provides owners with ample opportunities to interact with the candidates. EC Staff will provide candidates with buttons or badges identifying them as Consumer Owner or Worker Owner candidates.

### X. Voting Methods

1. **Voting Method.**
  - a. Voting takes place by written ballot and online voting (consumer owners only). The written ballot may be either mailed to the administrative office or deposited in a ballot box.
2. **Valid Votes.** For a ballot to record a valid vote, it must:
  - a. Have a valid Co-op Ownership Share number (referred to below as "owner number").
  - b. Have a name that matches one of the names we have listed for that share. Note: Each name listed on the share is entitled to one vote. (This item will need to be updated when the new share system is implemented.)
  - c. Have a box checked for one of the candidates (WSM elections do not allow for write-in candidates).
  - d. Not be a duplicate.
3. **Worker Owner Anonymity.** Each Worker Owner will receive in his or her mailbox a blank ballot, a green unmarked envelope, and a white envelope which has a space to record the owner's name and employee discount number. The marked ballot is to be placed into the green envelope which is in turn placed in the white envelope. The envelopes will be separated when the votes are counted. (Section XI)
4. **Ballot Boxes.** Eight secure, locked ballot boxes that are large enough to hold all the ballots are placed as follows: one in each store convenient for Consumer Owners; one in each store break room convenient for Worker Owners; one at the food house; one at the Annual Meeting. EC staff is responsible for delivery of ballot boxes to the various locations. The ballot boxes will be designed so as to prevent ballots from being read once placed inside the box, for example, by using opaque materials or covering. Consumer Owner and Worker Owner ballots are valid irrespective of which box they are deposited in.
5. **Ballot Box Security.** The EC will ensure that the ballot boxes are locked and/or sealed during the voting period. If numbered seals are used (Appendix 8), the EC will keep a record of the numbers. The EC members or EC staff will transport the boxes to the counting location.
6. **Mail-in Ballot Security.** Ballots mailed to the administrative office will be deposited, with their envelopes, into the Food House ballot box.
7. **Late Ballots.** Ballots received after the closing date and time of the elections are invalid and will not be counted.

### XI. Procedures for Counting Ballots

1. **General Principles:** The counting process has to take into account several factors that are peculiar to the WSM structure.

**Two Classes of Owners:** WSM has two classes of share owners, Worker Owners and Consumer Owners, and the two classes of owners each vote for candidates from their own class. This leads to slightly different voting practices and more importantly, the need to count each class of vote separately.

**Multiple Owners on a Share:** A WSM ownership share may be owned jointly by up to four members of a household each of whom has the right to a vote. This complicates the recognition of potentially duplicate votes since more than one ballot may be legitimately labeled with the same owner number.

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We need to ensure that the number of ballots received for any given owner number is no more than the number recorded on the share. There are two ways to accomplish this. Traditionally, we have physically sorted the ballots by owner number so that when the ballots are subsequently checked against the membership list it is readily apparent how many votes are received under any given owner number. It has proven easier to use a dedicated database program which records all the data from each ballot and allows the identification and elimination of duplicate votes from the final tally.

**Integrity of the Vote:** In order to safeguard the integrity of the vote, all votes are validated and counted by at least two committee members working together.

2. **Valid Ballots.** Refer to Section 5.2.
3. **Invalid Ballots.** It is inevitable that some of the ballots received will not be valid under WSM's election policies. Those that are obviously invalid — for example, "joke" votes for Superman or Mickey Mouse or votes cast by an owner for the wrong class of candidate — can be immediately classified as such. Other common reasons for invalidating a ballot are missing owner name or owner number. (Appendix 9 lists the most common reasons for a ballot to be considered invalid).
4. **Questionable Ballots.** Some ballots may be deemed "questionable" for various reasons when first examined. The most common reasons are a mismatch between name or owner number on the ballot and WSM's official record of the share. There are two "slots" on the ballot: owner name and owner number. Some common errors with the first slot can be the substitution of first name with a familiar form (for example, "Bill for "William") or replacement of the maiden name in our records with a married name. Reference to our records can help resolve these discrepancies. Common errors in the second slot include the transposition of two numerals; the absence of one digit; or, for worker owners, the usage of the last four digits of the SSN. Again, reference to our records can be helpful. When a ballot has a "reasonable" error in one slot, it should be immediately counted as valid. However, if there is an error in both slots it should be marked as "questionable" and resolved by the committee as a whole.
5. **Duplicate ballots** are defined as ballots that have the same owner number and owner name. If the duplicate ballots indicate votes for the same candidate, only one vote is recorded. If the duplicate votes are for different candidates, they are to be ruled invalid and no vote is recorded.
6. **Resolution of Questionable Ballots.** At the end of the process of tallying votes there should only be two categories of votes: valid votes which are counted, and invalid votes which are tallied only for reporting. The guiding principle when resolving questionable ballots is to ensure that as many owners as possible are able to participate in the election.

It is conceivable that the situation may arise in which the vote tallies for two or more candidates are so close that ruling a few questionable votes as valid or invalid may alter the outcome of the election. To avoid any possible appearance of bias, the questionable votes should be ruled as valid or invalid **before** the possible outcome is known.

The decision on whether to declare a questionable ballot valid or invalid should be made by committee consensus.

7. **Observation of Counting by Candidates or Candidate Representatives.** Each candidate, or a representative appointed by the candidate, is invited to observe the count at a distance that keeps confidential which candidate an individual owner voted for, and in a manner that does not disrupt the concentration of the vote counters.

### Needed to Count the Votes

- a. A majority of the Elections Committee including at least two consumer owners and one worker owner.
- b. Ballot boxes from all voting locations
- c. Archive envelopes marked:
  - i. Opened Worker Envelopes
  - ii. Counted Worker Ballots

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- iii. Invalid Worker Ballots
- iv. Counted Consumer Ballots
- v. Invalid Consumer Ballots
- d. Ballot-counting software
- e. Archive flash drive
- f. Worker Owner and Consumer Owner lists sorted by number
- g. Computer with Worker Owner and Consumer Owner lists.
- h. Invalid Worker Ballot form and Invalid Consumer Ballot form (Appendix 9) if counted by hand.
- i. Worker Owner Count Sheet and Consumer Owner Count Sheets (Appendix 9) if counted by hand.

## **8. Preliminary Steps**

- a. The ballot-counting software is installed on two Apple laptops.
- b. The ballot boxes are inspected to ensure there is no evidence of tampering.
- c. The seals are removed from each box.
- d. The Worker Owner ballots — in the specially marked white envelopes — are separated from the Consumer Owner ballots.
- e. The Elections Committee receives by secure email the spreadsheet of online ballots, which includes timestamp, owner number, name, vote cast, and record number.

## **9. Procedure for Counting the Worker Owner Votes**

- a. Worker Owner ballots should be counted by two or more EC members who are Consumer Owners.
- b. Verify that the white envelope is valid, i.e. the name and employee discount number on the outside of the white envelope are a unique match with the list of Worker Owner employee discount numbers.
- c. If counting by hand, number the invalid white envelopes consecutively starting with #x1, enter the reason on the “Invalid Worker Ballots” form, and place the invalid envelopes in the “Invalid Worker Ballots” envelope. If the EC members counting the worker owner ballots cannot agree whether or not an envelope is invalid, it becomes a “Questionable” ballot and is put aside and dealt with like the other questionable ballots below.
- d. Remove the green envelopes from the valid white envelopes and place the empty white envelopes in the envelope marked “Opened Worker Envelopes.”
- e. Open the green envelopes and determine the validity of the enclosed ballots (refer to Section X.2). Invalid ballots should be treated as in ‘c’ above. Questionable ballots are put aside to be dealt with as described in ‘g’ below.

A special case occurs when a Worker Owner has filled out the white envelope correctly and inserted a ballot directly into it without using the green envelope. This is NOT an invalid ballot — the double envelope system is designed to ensure Worker Owner anonymity, but if an individual chooses not to take advantage of this provision, it should not invalidate his or her vote.

- f. Number the valid ballots consecutively starting with #1. The ballot number and vote cast are recorded on the Worker Owner Count Sheet by committee members working in pairs to prevent errors.
- g. The Committee as a whole reviews questionable ballots and agrees on which can be determined to be valid.
- h. Count the valid votes as recorded on the tally sheets.

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- i. Place the counted ballots and completed Count Sheets in the “Counted Worker Ballots” envelope.

### 10. Counting the Consumer Owner Votes Manually.

#### Paper Ballots

- a. Sort the ballots into numerical order of owner number. This speeds up the verification of owner name and ensures the determination that no more ballots have been cast than the owner's share allows.
- b. Verify that the ballot is valid (as described in Section X.2) and number valid ballots consecutively starting with #1. The ballot number and vote cast are recorded on the Consumer Owner Count Sheet by committee members working in pairs to prevent errors.
- c. Number invalid ballots consecutively starting with #x1, enter the reason on the “Invalid Consumer Ballots” form, and place the invalid ballots in the “Invalid Consumer Ballots” envelope. If the EC members counting the consumer owner ballots cannot agree whether or not a ballot is invalid, it becomes a “Questionable” ballot and is put aside to be dealt with later as described in paragraph d.
- d. The Committee as a whole reviews questionable ballots and agrees on which can be determined to be valid.
- e. Count the valid votes as recorded on the tally sheets.
- f. Place the counted ballots and the completed Count Sheets in the “Counted Consumer Ballots” envelope.

#### Online Ballots

- a. Online votes are downloaded into a spreadsheet and printed; then, each vote is treated as if it were a paper ballot.

### 11. Counting Consumer Owner Votes Using the Elections Software.

- a. If two computers are being used concurrently, one of them has its ballot numbers set to start at 1 and the other at 1001 or 2001 etc. as desired.
- b. Committee members working in pairs look up the owner number on each ballot (if there is no number or no name it is recorded as an invalid ballot). If the name on the ballot matches the database, the vote is recorded. If there is a mismatch, the ballot is deemed “questionable.” If a ballot has already been recorded with the same name and number, it is recorded as a duplicate. The reasons for a vote being invalid or questionable are entered.
- c. All ballots are numbered consecutively using the numbers assigned by the software.
- d. When all ballots have been processed, if two computers have been used the data from each are merged and reconciled for duplicates.
- e. The committee considers the questionable ballots and/or duplicates and rules each one valid or invalid.
- f. The records corresponding to questionable votes reassessed as valid are altered as appropriate.
- g. The vote counts and tallies are printed.
- h. Ballots and lists are archived in the labeled archive envelopes, and electronic files, including the ballot-counting software, are stored on the archive flash drive.
- i. Ballot-counting software, voting tallies, and owner lists are removed from the laptops.

## XII. Announcing the Elections Results

1. **Notifying the Candidates.** *The Elections Committee Chair or designee notifies each Consumer and Worker Owner candidate of the elections results by email by midnight after the votes are counted.*

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2. **Notifying the Board.** *The Elections Committee Chair* or designee notifies the Board of the elections results by email immediately after the votes are counted.
3. **Notifying Owners.** The EC staff posts the names of the winning candidates at the elections displays, on the website, and in *The Beet* and in the *Market Messenger* within 48 hours (or in the next publication). In addition, the details of the Worker Owner election results will be posted in the break rooms the morning after the ballots have been counted. In addition, a link to a web page with details will be provided. Details will include the number and the percentage of valid ballots received by each candidate.

### **XIII. Election Challenges**

1. **Election Challenges.** Only candidates may challenge the result of the election and must do so within 24 hours of being informed of the results. Challenges are made by email to the Elections Committee Chair. Upon receipt of a challenge, the Elections Committee Chair notifies the Board Chair (or the Board's designee if the Board Chair is running in the challenged election).
2. **Election Disputes.** The Board will investigate and make the final decision in the case of a disputed result. Any sitting director who is party to the dispute is automatically recused from the process. The Elections Committee is available to the Board as a resource in this process.

### **XIV. Post-Election Review**

1. **Elections Committee Review Process.** Following the elections, the Elections Committee meets to review the elections process and make recommendations for changes to the Elections Manual.
2. **Board Approves Changes to Elections Manual.** The Elections Committee presents changes to the manual for Board approval.

### **XV. Appendices**

- 1 Board Policy C8 – Election and Orientation of New Board Members
- 2 2018 Elections Timeline
- 3 WSM Bylaws, Article VII: Board of Directors
- 4 2018 Call for Candidates Application Packet
- 5 Candidate Information Packets
- 6 2017 Consumer-Owner and Worker-Owner Ballots
- 7 Guidelines for Consumer Candidate Engagement with Owners
- 8 Seals for Ballot Boxes
- 9 Vote Count Sheet Templates

## **Appendix 1: Board Policy C8 – Election and Orientation of New Board Members**

### **C8 – Election and Orientation of New Board Members**

[Reference: By-law provisions: Article VI, Sections 2,3,4,5]

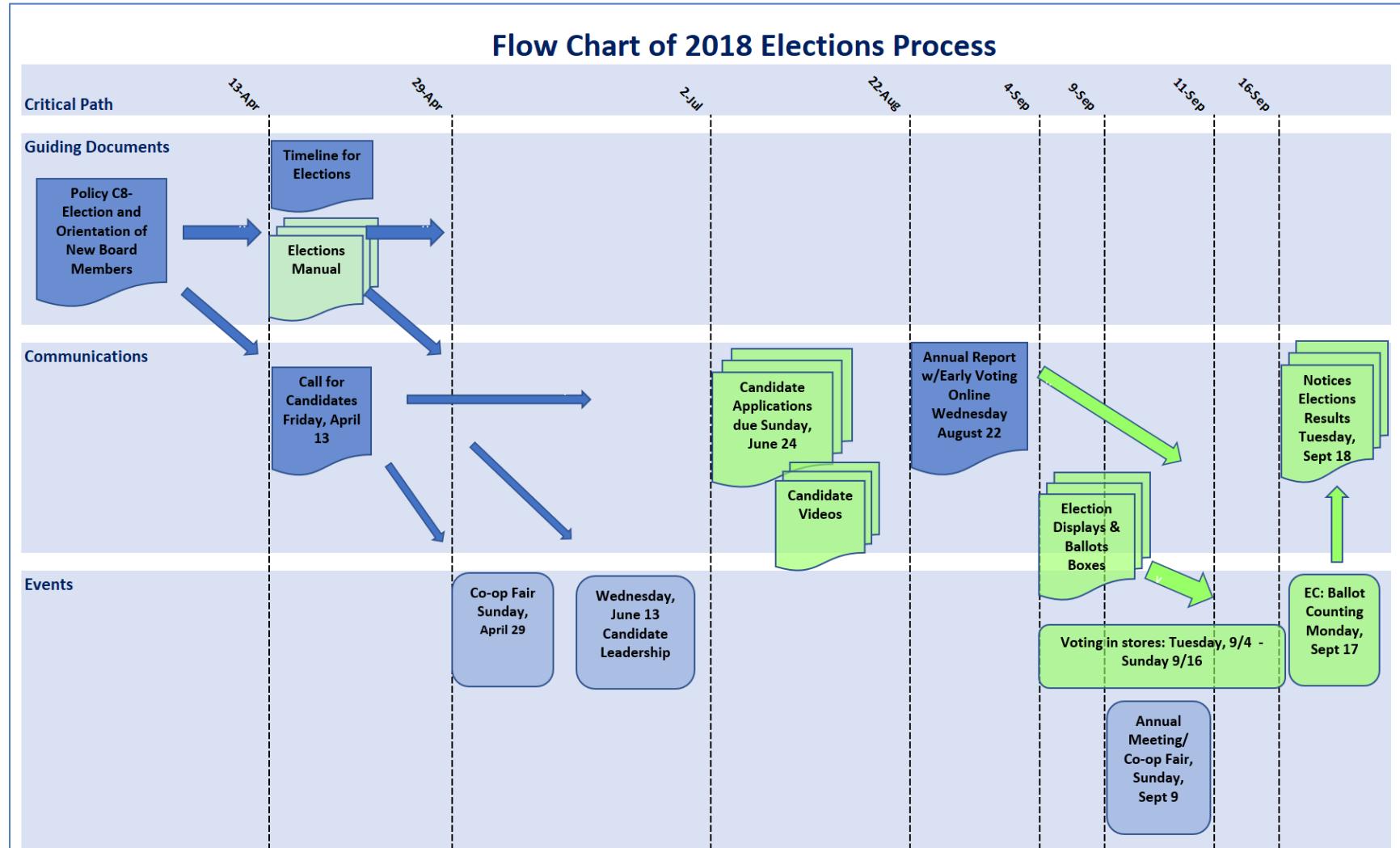
Elections will have the following outcomes:

1. Qualified candidates and choice for the owners (BOD)
2. Accurate information regarding candidates' qualifications (BOD)
3. Ample opportunity for owners to assess the candidates (Delegated to the Elections Committee)
4. Fair and open voting (Delegated to Elections Committee)
5. Transparent process that gives owners confidence to support the result regardless of personal views (Delegated to Elections Committee)

Accordingly, the Board will

1. Inform owners and interested qualified candidates by:
  - a. Inviting owners to attend strategic sessions at Board meetings that highlight the current issues facing WSM and the important work in which the Board is engaged.
  - b. Talking with owners about what it is like to be on the Board.
  - c. Determining and reviewing annually the content of the Board candidate information, requirements, and application packet.
  - d. Holding information sessions for potential Board candidates, so they understand the Board's role and Board process and can meet with Board members.
  - e. Ensure proper training of new Board members.
2. Establish a standing Elections Committee to run the election independent from the Board.
  - a. Appoint or re-appoint between five and seven owners to the committee at the start of each year. The committee includes at least one Board member, who cannot be up for election; at least one worker owner; and at least two consumer owner. The remainder of the committee is a reasonable balance of consumer and worker owners.
  - b. Appoint the Elections Committee Chair unless it directs the Elections Committee to elect a Chair from among its members.
  - c. Set a stipend for the Elections Committee members in appreciation of their service.
3. Delegate the following responsibilities to the Elections Committee:
  - a. Produce an election consistent with outcomes 3, 4, 5 above and with the Elections Manual.
  - b. Keep the Board informed regarding anything that would affect either the Elections Committee or the Board's responsibilities.
  - c. Provide an accounting to the Board following an election cycle demonstrating compliance with expectations.
  - d. Provide for continual improvement of the election process consistent with outcomes 3, 4, 5 above.
  - e. Maintain the Elections Manual such that it is relevant, up to date, and in compliance with the Bylaws and this Board Policy. Provide recommendations and updates for Board approval.

## Appendix 2: 2018 Elections Timeline



## **Appendix 3: WSM Bylaws, Article VII: Board of Directors**

### **Article VII: Board of Directors**

amended 03/21/12

**Section 1. Number.** The general powers to manage the affairs of the corporation are delegated by the ownership to a seven member Board of Directors.

**Section 2. Composition of Board of Directors.** The Board of Directors shall consist of the following:

- a. Two (2) directors elected by the Worker-owners
- b. Two (2) directors elected by the Consumer-owners
- c. The President, who shall be selected by the board
- d. Two (2) appointed directors, who shall be selected by the five directors above

**Section 3. Eligibility.** The directors shall accept any Consumer or Worker-owner in good standing, who has been an owner for at least one year, as a candidate for election to the appropriate class of the Board of Directors.

**Section 4. Election of Directors.** Directors will be elected during a voting period that includes the Annual Meeting. Voting occurs at each of the locations where consumer owners shop or employees work or at the annual meeting. A simple majority determines the winners. Owners may vote only for that class of directors of which they are a part. Owners unable to submit their ballots in person may vote with a valid absentee ballot.

**Section 5. Term of Office.** The initial Board of Directors of the corporation shall hold office until their successors assume office. The first Board of Directors shall decide by lot or otherwise as they deem best, who shall constitute the one-half of the directors whose terms of office are to be at the next two annual meetings of the members. Thereafter, one-half of the elected directors are to be elected for a term of two years at each annual meeting and assume office the following January. One-half of the appointed directors are to be appointed each year before the end of the fiscal year and assume office in July.

**Section 6. Removal of Directors.** Any elected director may be removed from office with or without cause by a vote of not less than two-thirds of the membership class from which the director had been elected. Any appointed director may be removed from office with or without cause by a vote of five of the other six directors.

**Section 7. Vacancies.** In the event of any vacancy in the Board of Directors through death, resignation, or other cause, the remaining directors may, by a majority vote, elect a successor to hold office until the next annual meeting, at which time a director shall be elected to complete the terms of the director whose place was vacant. The board shall appoint an individual who is qualified to represent the ownership Class represented by the previous director. In the event of a vacancy in an appointed position on the Board of Directors, the remaining directors may appoint, by a process of their determining, a replacement director to fulfill the remaining term of the director whose place was vacant. Candidates for the appointed position must in all other respects be qualified to serve as a director of the corporation.

**Section 8. Duties of the Board.** The duties and powers of the Board of Directors shall include all powers given a corporation under the laws on North Carolina, consistent with the laws of the United States and with the company's Articles of Incorporation and By-laws.



# Call for Candidates

Weaver Street Market seeks qualified candidates to run in the 2018 Board Elections. Two seats are open for election—one consumer-owner seat and one worker-owner seat. Applications are due Sunday, June 24, 10 pm.

## Becoming a Candidate Is a 3-Step Process:

**STEP 1** Read through and be clear about the application process.

**STEP 2** Complete two required activities. (see details inside)

- Attend the Board candidate information session/Board meeting on June 13.
- Talk with a current Board member.

**STEP 3** Complete an application. (see insert)



## Appendix 4: 2018 Call for Candidates Application Packet

### 2018 Candidate Application Process

#### Candidate Application Packet

Thank you for your interest in candidacy for Weaver Street Market's Board of Directors.

**Choosing to become a candidate involves three steps:**

#### STEP 1

**Read through and be clear about this entire application packet.**

If you have questions about anything included in this application packet, or if you need any further information, please contact the Elections Committee at [elections@weaverstreetmarket.coop](mailto:elections@weaverstreetmarket.coop).

#### STEP 2

**Complete two required activities by the date of application:**

- Attend the Board candidate information session/Board meeting on June 13.
- Discuss the experience of serving on the Board with at least one current Board member (Alice Ammerman, Hank Becker, Dave Bright, Jon McDonald, Linda Stier, Ruffin Slater, Charles Traitor).

To arrange to speak with a Board member, e-mail:  
[board@weaverstreetmarket.coop](mailto:board@weaverstreetmarket.coop).

#### STEP 3

**Complete and submit the enclosed application form. Applications are due on Sunday, June 24, 2018 at 10 pm.** Weaver Street Market Board policies do not allow for write-in candidates after the application deadline.

### Board Member Qualities, Commitment, and Rewards

Weaver Street Market is seeking Board candidates who are dedicated to the cooperative and its mission and who understand and will contribute to the task of governance. Desirable qualities include:

- **Visionary, conceptual thinker** – able to envision an alternative future and to put small considerations into a perspective guided by a larger view.
- **Connected to the ownership** – familiar with how owners use the co-op, able to translate owners' needs into organizational goals and to communicate progress to owners.
- **Ability to work as a group** – to operate using consensus and to take responsibility for the performance of the Board as a whole.
- **Accept authority and use it responsibly** – accept the importance of the position and be willing to take a stand even if it's unpopular. Encourage management leadership and judge performance using clear criteria.

## Appendix 4: 2018 Call for Candidates Application Packet



Governing an organization effectively is a serious commitment. Board members are expected to prepare for and actively participate in monthly Board meetings and two full-day retreats. While this may seem daunting, the Board is a team, sharing responsibilities in such a way as to make Board work a manageable part of members' lives. The monthly time commitment averages 6 to 12 hours.

Elected Directors may serve up to four consecutive two-year terms. Upon election to a fourth term, said Director may not run for the Board nor otherwise hold appointed office on the Board for two (2) consecutive two-year terms.

In return, Board members:

- Receive training in governance and cooperatives.
- Build skills in group dynamics and group process.
- Receive a \$1,200 annual stipend in the form of store credit.
- Have the opportunity to ensure the success of their community-owned cooperative in a highly competitive market.

### Board Structure and Responsibilities

Weaver Street Market is governed by a seven-member Board of Directors, four of whom are directly elected by the members of their ownership class (two consumer-owner representatives and two worker-owner representatives). Two positions are appointed by the Board itself to fill the need for particular skills or knowledge. The General Manager holds the seventh position.

**The Board is directly accountable to the consumer owners and worker owners for the activities and accomplishments of the co-op.**

**Specifically, it is responsible for:**

- Interacting with the owners – to understand their values and vision for the store.
- Developing, monitoring, and revising a body of policies that guide the co-op to achieve outcomes that are consistent with the owners' values and vision.
- Ensuring, through consistent monitoring mechanisms, that management achieves the goals set by the Board.
- Ensuring that the Board operates according to its established processes.

The Board fulfills its responsibilities through a system of governance called policy governance. See [www.policygovernance.com](http://www.policygovernance.com) for more information about Policy Governance.

## Appendix 4: 2018 Call for Candidates Application Packet

### Eligibility

Each year, one consumer-owner position and one worker-owner position are open for election by the shareholders of the respective group. Any current owner in good standing who has been an owner in their current class of ownership for at least one year by the date of their application is eligible to become a candidate.

### Important Dates for Candidates

#### Co-op Fair

Sunday, April 29, 2-5 pm, WSM Admin Center, Hillsborough

#### Candidate Information Session/Board Meeting

Tuesday, June 13, 6:30-9:30 pm, WSM Admin Center, Hillsborough

Join the Board for a light meal at 6:15 pm.

(If you cannot attend this meeting, please email [board@weaverstreetmarket.coop](mailto:board@weaverstreetmarket.coop).)

#### Application Deadline

(email application to [elections@weaverstreetmarket.coop](mailto:elections@weaverstreetmarket.coop))

Sunday, June 24, 10 pm

#### Voting

Tuesday, September 4 - Sunday, September 16

Early voting online begins Wednesday, August 22

#### Co-op Fair/Annual Meeting

Sunday, September 9, 2-5 pm, WSM Admin Center, Hillsborough

WSM Admin center is located at 437 Dimmocks Mill Rd, Suite 10, Hillsborough, 27278

## **2018 Board Candidate Application**

### **Weaver Street Market BOARD OF DIRECTORS**

Only complete applications that conform to the following format and that are received by 10 pm on Sunday, June 24, 2018, will be accepted by the Elections Committee.

Please email your responses to 1 through 7 below to [elections@weaverstreetmarket.coop](mailto:elections@weaverstreetmarket.coop). You will receive confirmation that your application has been received.

**1) Your contact information (for staff use only):**

Owner Number: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email: \_\_\_\_\_

Telephone: (day) \_\_\_\_\_ (evening) \_\_\_\_\_  
(Please specify preference)

Please answer each question below using a question/answer format.  
Limit your responses to a total of 1,000 words. Your answers will be published as your candidate statement.

- 2) Describe your occupation and community involvement.**
- 3) Why do you want to serve on the Board of Directors?**
- 4) What experience do you have with Weaver Street Market, cooperatives, or small community-minded businesses?**
- 5) What experience, skills, or perspective will you bring to the Board?**
- 6) Include anything else about yourself that you may like others to know.**
- 7) Contact information you want published with your candidate statement.**

## **Appendix 5: Candidate Information Packets**

Hello, Consumer-Owner Candidates,

As the support staff for the Elections Committee (EC) and the Board, I will coordinate a number of activities with you during the election process. I am also available to answer any questions you have or to direct you to the appropriate resources. In this message, I have included a list of important dates and information about opportunities you'll have for engaging with owners.

**Slate of Candidates:**

Charles Traitor, worker-owner candidate

Alicia Altmueller, consumer-owner candidate

Alice Ammerman, consumer-owner candidate

**Important Dates (details follow below):**

Thursday, July 20: Candidate photos and abstract due

Monday, July 17 through Thursday, July 20: Candidate videos taped at Admin Center in Hillsborough

Wednesday, August 23: *2017 Annual Report* appears online

Wednesday, August 23 through Sunday, September 10: Voting Period

Sunday, September 10: Co-op Fair/Annual Meeting at Admin Center/Food House, Hillsborough, 2-5 pm

Monday, September 11: Ballot Counting at Admin Center/ Food House in Hillsborough, 5:30 pm

**Candidate Materials in Annual Report and Election Displays:**

Candidacy materials will be published in the annual report and on candidate posters displayed in the stores and at the annual meeting. Your responses to the candidate questions in your application will be published in full. In addition, we need the following items as soon as possible, but no later than Thursday, July 20.

**Abstract/Blurb:** Please send a 35-word or less statement about your candidacy. This statement will be featured on the posters. It might be helpful to think of this as your “elevator speech”—it may be all that some owners read, or it might be what prompts them to read your full statement.

**Photos:** Please send 1) a high-resolution photo that we can use as a head shot for your materials and 2) a casual photo to place within your annual report page. You may find it useful to look at last year’s candidate photos and abstracts:

<http://annualreport2016.weaverstreetmarket.coop/>

**Candidate Videos:**

Candidates are given the option of making a video as part of their candidacy. The video will involve you responding to questions listed below. The EC recommends that the video responses be no more than 4 minutes, and will be edited to no more than 5 minutes. Please send an email to Emily Buehler, our videographer on the marketing staff, at [emily.b@weaverstreetmarket.coop](mailto:emily.b@weaverstreetmarket.coop) by Wednesday, July 12

## Appendix 5: Candidate Information Packets

with time slots that will work for you during the days located below. The videos take about 30 minutes to record.

**Video Location and Dates:** Admin offices in Hillsborough, Monday, July 17 through Thursday, July 20, 8 am to 4 pm.

**Questions for Videos (and suggested timing):**

*"Tell us something about yourself—your personal background or experiences you've had that led you to be a candidate?" (30 seconds to 1 minute)*

*"Like many co-ops, Weaver Street Market faces a number of challenges. If elected to the Board, what would you like the co-op to accomplish over the next couple of years?" (1 to 1 1/2 minutes)*

*"How would you see yourself helping Weaver Street Market to accomplish these goals—your experiences or the kind of person you are?" (1 to 1 1/2 minutes)*

*"What's one other thing that you'd like your fellow co-op owners to know about you?" (30 seconds)*

**Notes about Video Format:** You'll be asked the questions one at a time while our videographer, Emily, records your responses. There will be a pause between questions to record the times and give you an update on remaining time. We recommend practicing your responses ahead of time and that you bring notes.

The edited version will include a text slide with the question followed by your response to the question, so please respond to the questions asked rather than an extemporaneous response. You will be allowed to view the edited version of the video before it's posted, and you may choose to not have it posted. However, there will not be an opportunity for redoing the video.

**Annual Meeting/Co-op Fair, Sunday, September 10:** Co-op Fair/Annual Meeting at Admin Center/Food House in Hillsborough, 2 to 5 pm. The candidates will have an extended opportunity to meet candidates at the Annual Meeting/Co-op Fair. Last year 450 owners attended the meeting. We will have space for candidates to have short informal conversations with owners attending the meeting. Your posters will be on display. The event will feature WSM's 2018 Plan as well as opportunities for owners to participate in several new initiatives. We will have tastings on the patio that feature local products and products from our co-op partners. There will be guided tours of our bakeries and kitchen facilities with samplings of WSM-made products.

**Ballot Counting:**

The Elections Committee will count ballots and determine the election winners—one consumer owner and one worker owner on Monday, September 11, Admin Center/Food House in Hillsborough, 5:30

## **Appendix 5: Candidate Information Packets**

pm. Candidates are invited to observe the ballot counting activities. The chair of the EC or her representative will notify candidates of the results by email later that evening.

**Feedback:**

At the end of the elections cycle, we will solicit feedback from you about the elections process, including the support you received, your access to owners, and the effectiveness of the information we provided owners.

## **Appendix 5: Candidate Information Packets**

Hello, Worker-Owner Candidates,

As the support staff for the Elections Committee (EC) and the Board, I will coordinate a number of activities with you during the election process. I am also available to answer any questions you have or to direct you to the appropriate resources. In this message, I have included a list of important dates and information about opportunities you'll have for engaging with owners.

**Slate of Candidates:**

Charles Traitor, worker-owner candidate

Alicia Altmueller, consumer-owner candidate

Alice Ammerman, consumer-owner candidate

**Important Dates (details follow below):**

Thursday, July 20: Candidate photos and abstract due

Monday, July 17 through Thursday, July 20: Candidate videos taped at Admin Center in Hillsborough

August 15, 16, 17: Worker-owner tabling at Food House and three stores (see proposed times below)

Wednesday, August 23: *2017 Annual Report* appears online

Wednesday, August 23 through Sunday, September 10: Voting Period

Sunday, September 10: Co-op Fair/Annual Meeting at Admin Center/Food House, Hillsborough, 2-5 pm

Monday, September 11: Ballot Counting at Admin Center/ Food House in Hillsborough, 5:30 pm

**Candidate Materials in Annual Report and Election Displays:**

Candidacy materials will be published in the annual report and on candidate posters displayed in the stores and at the annual meeting. Your responses to the candidate questions in your application will be published in full. In addition, we need the following items as soon as possible, but no later than Thursday, July 20.

**Abstract/Blurb:** Please send a 35-word or less statement about your candidacy. This statement will be featured on the posters. It might be helpful to think of this as your “elevator speech”—it may be all that some owners read, or it might be what prompts them to read your full statement.

**Photos:** Please send 1) a high-resolution photo that we can use as a head shot for your materials and 2) a casual photo to place within your annual report page. You may find it useful to look at last year's candidate photos and abstracts:

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## Appendix 5: Candidate Information Packets

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*"How would you see yourself helping Weaver Street Market to accomplish these goals—your experiences or the kind of person you are?" (1 to 1 1/2 minutes)*

*"What's one other thing that you'd like your fellow co-op owners to know about you?" (30 seconds)*

**Notes about Video Format:** You'll be asked the questions one at a time while our videographer, Emily, records your responses. There will be a pause between questions to record the times and give you an update on remaining time. We recommend practicing your responses ahead of time and that you bring notes.

The edited version will include a text slide with the question followed by your response to the question, so please respond to the questions asked rather than an extemporaneous response. You will be allowed to view the edited version of the video before it's posted, and you may choose to not have it posted. However, there will not be an opportunity for redoing the video.

**Introductions and 3-Minute Talk at the Unit Meetings:**

Charles, this is new. We'll work out the details with you next week. There are 7 meetings so maybe it would be playing your video at some, and you attended others. The goal is to physically connect the candidates with all the worker owners so that they know who you are and a bit about you. Then, they may feel more comfortable initiating a conversation with you. Ruffin has the schedule so we can look at that.

**Annual Meeting/Co-op Fair,** Sunday, September 10: Co-op Fair/Annual Meeting at Admin Center/Food House in Hillsborough, 2 to 5 pm. The candidates will have an extended opportunity to meet candidates at the Annual Meeting/Co-op Fair. Last year 450 owners attended the meeting. We will have space for candidates to have short informal conversations with owners attending the meeting.

## **Appendix 5: Candidate Information Packets**

Your posters will be on display. The event will feature WSM's 2018 Plan as well as opportunities for owners to participate in several new initiatives. We will have tastings on the patio that feature local products and products from our co-op partners. There will be guided tours of our bakeries and kitchen facilities with samplings of WSM-made products.

**Ballot Counting:**

The Elections Committee will count ballots and determine the election winners—one consumer owner and one worker owner on Monday, September 11, Admin Center/Food House in Hillsborough, 5:30 pm. Candidates are invited to observe the ballot counting activities. The chair of the EC or her representative will notify candidates of the results by email later that evening.

**Feedback:**

At the end of the elections cycle, we will solicit feedback from you about the elections process, including the support you received, your access to owners, and the effectiveness of the information we provided owners.

## Appendix 6: 2017 Consumer-Owner and Worker-Owner Ballots

### Consumer Owner Ballots in 2017 Annual Report:

**BALLOT**

**Consumer-Owner Representative to Weaver Street Market Board of Directors**

**VOTE**  
August 23 - September 10

Each person listed on the owner share is entitled to cast her or his own individual ballot.

**VOTE**  
by 10 pm  
September 10

**Vote for ONE candidate.**

Alicia Altmueller

Alice Ammerman

Ballots must include the following to be counted:

Your Name: \_\_\_\_\_  
Name should be as it appears on the share.

Owner Number: \_\_\_\_\_  
Number must be correct.

DEPOSIT: in Ballot Box near the check-out at any WSM store August 23 - September 10 OR  
MAIL TO: Election at Weaver Street Market, 437 Dimmocks Mill Rd., Suite 10, Hillsborough, NC 27278 Must be received by 10 pm, September 10, 2017.

Thanks for voting! Your co-op welcomes your participation. Consider running in next year's election.

### Worker Owner Ballots Distributed with Elections Packet to Employee Mailboxes:

**VOTE**  
by 10:00 pm  
September 10

**VOTE** antes  
de 10:00 pm  
10 de  
septiembre

**Worker-Owner Representative Ballot**  
for Weaver Street Market Board of Directors  
*Boleto de Voto para Socios que son Empleados*  
Para La Junta Directiva de Weaver Street Market

Vote for one candidate: Vote por un candidato:

**Charles Traitor**

WEAVER  
STREET  
MARKET  
Your Community-Owned Grocery

Thanks for voting! Your co-op welcomes your participation. Consider running in next year's election.

## **Appendix 7: Guidelines for Consumer Candidate Engagement with Owners**

Creating a satisfying customer experience is paramount to WSM's success and its sustainability. The co-op has established a few simple guidelines to ensure that our owners, shoppers, and visitors have pleasant experiences while shopping in our stores; enjoying our patios, lawns, and cafes; and walking to and from neighboring businesses. The Election Committee asks candidates to honor this commitment to excellent customer experience by following this candidate engagement policy:

Candidate engagement with owners must take place within the voting period.

Consumer candidates may not initiate interactions with people on WSM property and surrounding areas about any aspect of the elections. (This includes: inside the stores, gathering areas outside the stores, and parking lots and sidewalks leading to the stores).

This policy does not prohibit passive engagement with owners. (For example: wearing a nametag stating your candidacy, engaging in conversation about the election when approached about it, or sitting at a table on the lawn or on a patio with a small sign about your candidacy. However, candidates should not occupy a table when they are needed for diners.)

Candidates may not violate any local ordinances or property management restrictions. Our landlord in Carrboro has additional restrictions, which are posted on the front lawn of the Carrboro store.

## **Appendix 8: Seal for Ballot Boxes**

Beginning in 2015, Ballot boxes have been sealed with Sentry Seal 1/16 seals, each marked a unique 7-digit serial number. The locks were obtained from Dickey Manufacturing Company (<http://www.securityseals.com/productcart/pc/viewPrd.asp?idproduct=288&idcategory=238>). SKU: 50301A-10; Stock Sentry Seals \$15.00 per pack of 10.



## Appendix 9: Vote Count Sheet Templates

### Valid Ballots:

Ballot Number	Candidate 1	Candidate 2	Candidate 3*
1			
2			
3			
4			
etc.			

Notes: \* Number of columns will reflect number of active candidates.  
§ EC Staff will supply sufficient sheets with ongoing numbering.

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### Invalid Ballots:

Ballot Number	Reason	Notes
x1		
x2		
x3		
x4		
etc.		

### Reason Codes:

1. Ballot received after deadline.
2. Name and/or number on the white envelope (Worker Owner) or on ballot (Consumer Owner) does not match data on the owner lists.
3. Ballot is blank.
4. Vote for wrong category of owner.
5. Ballot is marked for more than one candidate.
6. More than one ballot per owner (duplicate ballot).
7. Other (describe in notes).

Note that separate sets of tally sheets will be needed for Worker Owner and Consumer Owner ballots.