

Exhibit J Credentials & Election Committee

GENERAL DUTIES

The Credentials & Election Committee ("Committee") shall consider and decide all questions, issues, or disputes regarding the following:

1. Member Meeting Issues, as defined in ECE Bylaws Article III, Section 3.13b. (4)
 - a. Member registration and voting.
 - b. Tabulation of member votes.
 - c. Director nomination.
 - d. Whether a Director nominee or seated Director satisfies the Director qualifications set forth in the Bylaws.
 - e. Campaign ethics and/or practice complaints (collectively, "Member Meeting, Election and Campaign Issues").

2. Campaign Issues
Campaign Rules. No candidate for the Board of Directors, nor any current Director, whether a candidate or not, shall intentionally engage in any of the following activities, nor shall any such candidate or Director conspire, solicit, or arrange for any member or group of members to engage in such activities:
 - a. Use the ECE logo on any campaign materials;
 - b. Cast more than one ballot per member;
 - c. Alter or tamper with a ballot;
 - d. Duplicate a ballot;
 - e. Distribute a ballot to a member by any unauthorized means;
 - f. Make a statement that the candidate is supported by another person or organization without having first obtained the written permission from that person or organization;
 - g. Disseminate, publish, circulate, or in any way (verbal, printed, or electronic) make a false or malicious statement about another candidate or a candidate's position on an issue involving ECE;
 - h. Use the term "re-elect" in connection with the election for Directors, unless the candidate is the current ECE Director;
 - i. Threaten, coerce, restrain, or exercise undue influence over the casting of a ballot;
 - j. Threaten, coerce, restrain, or exercise undue influence over an ECE employee to obtain the assistance in the candidate's election campaign;
 - k. Accept a financial contribution or other financial assistance from a person, corporation, or entity that competes directly with the business of ECE or its subsidiaries;
 - l. Disseminate, publish, or circulate any campaign materials (printed or electronic) without a disclaimer of the name and address of the candidate or the

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candidate's committee responsible for the preparation, dissemination, publication, or circulation of such materials. The disclaimer shall read: "Prepared and paid for by [name and address of candidate or candidate's committee]"; the name of any such candidate's committee shall clearly state the name of the candidate;

- m. Offer any item of monetary value to a member to induce the member to vote for a particular candidate, or on an issue in a particular way.

SPECIAL DUTIES

It is expected that the ECE Board of Directors may occasionally request that the Committee consider and decide upon special questions, issues, or disputes that might arise when there is no election in process but would be best addressed by the Committee.

CHALLENGE/COMPLAINT PROCEDURES

1. Member Meeting Issue or Election Issue Challenge

- a. Any member may comment upon a Member Meeting Issue or challenge the Committee's decision regarding a Member Meeting Issue and/or Election Issue by filing a written complaint ("Complaint") at any time during the campaign and election process, but no later than three business days following the Member Meeting.
- b. The Complaint must be filed with the Committee at the Braham Headquarters office of ECE, together with any supporting documents.
- c. Signed Complaints that are emailed or faxed to ECE's Braham Headquarters office within three business days of the Member Meeting will be regarded as timely filed, provided the original Complaint bearing a notarized signature of the Complainant is received by ECE within one business day.
- d. The Complainant must send a copy of the Complaint to the candidate or Director against whom the Complaint is made (the "Respondent"), if applicable.
- e. A filing fee of \$250 must be paid by the person issuing the challenge at the time of filing the Complaint.
- f. The filing fee will be refunded if the Committee determines the Complaint or challenge has sufficient merit.
- g. If the Committee finds the Complaint to be frivolous or without sufficient merit, the fee may be retained by the Cooperative to help offset legal fees and other costs associated with addressing the Complaint.
- h. The Committee has the authority to initiate a Complaint on its own without receiving a Complaint filed by a member.
- i. No filing fee will apply if the Committee initiates the Complaint on its own.

2. Preliminary Review, Investigation and Determination of Probable Cause so as to Merit a Hearing

The Committee will promptly investigate the Complaint and, if it finds that the Complaint is not frivolous and has sufficient merit so as to warrant further review, shall

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arrange for a hearing date as soon as possible so as to ensure that the Committee will be able to consider, decide, and rule upon the Complaint no later than 30 days after receiving the Complaint.

The Committee may dismiss any Complaint without convening a hearing on the same if, in its sole discretion, it determines that either: (i) the Complaint does not contain sufficient specific allegations which, even if proven by the Complainant, would constitute a claim upon which the Committee would take punitive or remedial action, or (ii) that the Complaint and written Responses thereto, if any, contain sufficient information so as to enable the Committee to reach a decision without the necessity of a hearing.

3. Hearing Rules and Guidelines

- a. The Complainant and Respondent shall be entitled to appear at the hearing with counsel and present evidence for and against the charges made in the Complaint.
- b. The Complainant shall bear the burden of proof. It is the obligation of the Complainant to provide the Committee with all evidence necessary to substantiate the allegations in the Complaint.
- c. Any hearing conducted by the Committee shall not be deemed a legal or judicial hearing with all the formalities that those types of hearings might entail.
- d. While the parties are entitled to have legal counsel present, no court reporters, tape recorders, and/or other recording devices are permissible.
- e. Parties and witnesses shall not be put under oath.
- f. Media and other people and entities not formally involved in the hearing process shall not be entitled to be present.
- g. ECE shall make arrangements for legal counsel to represent the Committee if requested by the Committee Chair, at no expense to the Committee and/or its individual members.
- h. The Committee, through its Chair, shall have the right to request the availability of any ECE employees that it deems appropriate for the furnishing of information to the Committee for background purposes and/or to respond to allegations in the Complaint against ECE or its employees.

4. Penalties

If the allegation(s) in the Complaint are a challenge to the C&E Committee's decision regarding a Member meeting, Election or Campaign Issue, the Committee will determine whether any action is appropriate under the circumstances. If the allegation(s) in the Complaint pertain to a candidate or Director, penalties may include an order to cease and desist from further violations, a reprimand, a censure, a disqualification of the Respondent's candidacy or, in the event of a sitting Director, a recommendation to the Board of Directors that the Director resign or be removed from office, or such other penalty or remedial action as the Committee determines is

appropriate under the circumstances. The penalty must be appropriate to the violation committed.

5. Finality

The determination of the Committee shall be final, except that in those circumstances where the Committee determines that a Director or a candidate for a Director position should be removed from office or from the election; then such Committee determination shall not be final but instead shall be forwarded to the Board of Directors as a recommendation for final action by the Board of Directors alone. In such instances, the Board of Directors shall confirm the recommendation of the Committee as it pertains to the removal of a seated Director, or a candidate for a Director position, unless the determination and/or penalty are clearly erroneous based on the evidence presented.

CONFIDENTIALITY

All communications, deliberations, activities and functions of the Committee shall be maintained in strict confidence by the Committee members and no member of the Committee shall respond or communicate directly with the media. If contacted by the media, Committee members shall notify the Chair who, in turn, shall promptly notify the office of the ECE President/CEO for proper handling.

DIRECTOR CANDIDATE ACKNOWLEDGMENT REQUIREMENT

As part of the director nomination and election process, all candidates are required to formally acknowledge their understanding and agreement with the policies and procedures outlined in Board Operating Policy PD-19, Exhibit K. This acknowledgment confirms that the candidate has received, read, and agrees to comply with the following:

1. The general duties of the Credentials & Election Committee.
2. The campaign rules.
3. The challenge and complaint procedures.

Each candidate must sign an acknowledgment form affirming their understanding of and commitment to abide by these policies and rules. This form must be submitted to the Credentials & Election Committee prior to being officially placed on the ballot. Failure to submit a signed acknowledgment form will result in disqualification from the election process.