

SEATING OF DIRECTORS

I. OBJECTIVE

To specify when and by what means newly elected or appointed directors are seated.

II. POLICY

A. The seating of directors who are elected will occur as follows:

1. The Chairman of the Board will ensure that a report of the election results, signed by the election judges who participated in the counting of the ballots, is submitted to the Board prior to the first regular meeting of the Board following the count of regular or run-off elections.
2. The report will be received by the Board for acceptance as the first order of business following the call to order and approval of the agenda of such meeting.
3. Immediately following acceptance by the Board of the election report, the newly elected directors will take the oath of office specified in Paragraph II.C. of this policy and will be seated.

B. Directors appointed to fill a vacancy on the Board occurring as a result of the death or resignation of a director, or the removal of a director pursuant to Article V, Section 6 or 7, of GVEA's Bylaws, will take the oath of office specified in Paragraph II.C. of this policy, and will be seated at the first regular meeting of the Board following the appointment. That seating will occur as the first order of business following the call to order and approval of the agenda.

C. The oath to be administered to new directors will be as follows: "I, _____, a newly elected/appointed director of Golden Valley Electric Association, mindful of the responsibilities of my office and the trust the members of my district have placed upon me, hereby pledge my commitment to diligently, and in good faith, comply fully with the letter and spirit of the laws, rules, regulations, Bylaws and policies which govern my actions as a director. I will fulfill my duties in such a manner that my conduct as a director will be in the best interests of GVEA."

A Board member deemed by the Board to have violated GVEA's Oath of Office is subject to disciplinary action by the Board. Such disciplinary action may range from a private confidential admonition to forfeiture or reduced payment of the meeting fees for

a period of time deemed appropriate by the Board, or if applicable, legal action taken to the fullest extent of the law.

III. RESPONSIBILITY

The Chairman of the Board will be responsible for ensuring the seating of directors occurs in the manner stated in this policy.

ADOPTED: December 19, 1988
AMENDED: March 27, 2017