



## **Producer Board Representation Procedures Updated November 2016**

### **I. Director Qualifications**

Directors serving on the CHS Primeland producer board shall meet the following qualifications.

- A. At the time of election, the candidate shall be less than 68 years old.
- B. The individual must be a member in good standing with this cooperative.
- C. The individual must be actively engaged in farming or ranching in the geographic area represented by the director.
- D. The individual cannot be an employee of this cooperative.

### **II. Representation**

It is the intent of the CHS Primeland producer board that directors remain geographically distributed throughout the region to maintain equitable representation.

The CHS Primeland producer board will consist of twelve (12) directors from the following geographic areas:

- 2 directors Lapwai, Culusac, Asotin and Garfield counties
- 2 directors Lawyers Canyon North
- 2 directors Lawyers Canyon South
- 2 directors Moscow, Kendrick, Cavendish
- 2 directors St. John, Rockford, Worley, Spangle
- 2 directors Walla Walla, Tri-Cities

Revision of board size and geographic areas (based upon patron numbers and sales volumes) is subject to consideration by the CHS Primeland producer board whenever it is deemed necessary.

Directors of the CHS Primeland producer board will be elected for a term of three (3) years, and may succeed themselves until such time that their successor is qualified and elected.

The producer board terms will be arranged such that the terms of no more than one (1) director will expire in any geographic region in one year.

### **III. Nominating Procedures**

- A. Candidates for director will be nominated by petition. A minimum of three (3) signatures supporting a specific candidate will be required to place that candidate's name on the ballot.
- B. Individuals signing the petition must meet director qualifications for the specified geographic region as stated in section I. above.

- C. Petitions will be submitted to CHS Primeland no later than October 1<sup>st</sup>.

#### **IV. Election Procedures**

- A. In the event that no petitions are submitted for an open position by October 1, the producer board may appoint a director to fill that position or the board may choose to leave that position open.
- B. If only one qualifying petition is submitted for a given position, no election will be held. If more than one qualifying petition is submitted for the same position, an election will be held to determine which candidate will fill the position.
- C. If an election is held, patrons will only be eligible to vote for candidates in one geographic area.
- D. Ballots will be mailed to qualified patrons no later than the first business day of November. Ballots must be returned to CHS Primeland by December 1, or mailed and post marked by December 1 to be counted in the election.
- E. The producer board will arrange for a count of the ballots and certify the election at the December meeting. The new director will take office starting January 1.

#### **V. Disqualification and Removal of Directors**

- A. If a director no longer meets the qualifications set forth in section I, that director will resign his position.
- B. A director may be removed from the board by a two thirds majority vote if the board finds both of the following to be true.
  - 1. The director does not meet minimum ethical and professional standards of conduct.
  - 2. The removal of the director is clearly serving the best interests of the patrons of CHS Primeland.
- C. The board may choose to remove any director by a two thirds majority vote if that director has failed to attend 80% or more of the producer board meetings.
- D. If for any reason there is a vacancy on the board, the directors may chose to either leave that position open until filled by a director as outlined in section IV, or the board may appoint a new director to serve the remainder of the term for the vacant position.

#### **VI. Resolution of disputes regarding election procedures**

- A. The CHS Primeland producer board will have sole and absolute discretion in resolving any disputes regarding interpretation or implementation of the rules and procedures outlined in sections I through V.