A DEEPER DIVE FROM VOLUME 5

Strengthening Democratic Member Control

A self-check for co-op boards on access and transparency.

ABOUT THE DEEPER DIVES

Deeper Dives are practical companions to the Co-op Foundations Series. Each one picks up a topic from a volume and goes a little further. This one builds on Volume 5, Member Engagement.

Introduction

Democratic member control is the second cooperative principle, so every co-op has it. In many co-ops, though, only a small share of members take part. Bylaws, policies, and everyday habits can help or hinder that engagement, as can members' awareness of their options.

This self-check covers six areas where the details often decide whether members can and will participate. For each area, it asks whether the option exists and whether members know about it.

The board leads this effort, since it owns the bylaws and sets policy, but it works best as a partnership with staff. Staff see firsthand how members experience elections, notices, and records, and much of the follow-through falls to them. Work through the self-check together. With staff input, the board decides *what* should change, and the CEO and staff help shape *how* it gets done.

WHY THIS MATTERS

Member Control Is the Model

Democratic control is what sets co-ops apart, but it only counts if members can participate.

Knowing Comes Before Doing

An option is only useful if members know it exists.

Trust Pays Off

Members who can see how decisions get made are more likely to stand behind them, even the hard ones.

WHERE TO BEGIN

Assess	Decide What's Next	Take Action
Answer twelve quick questions to see where your co-op stands.	Pick your next move in each area, at a pace that fits your co-op.	Learn *why* each area matters and *how* to put them to work.
PAGE 2	PAGES 3–4	ACTION GUIDES PAGES 7–12

Assess Where You Stand

Work through this page with your bylaws and policies in hand, marking each question on the scale below. For the clearest picture, have each board member and the CEO answer on their own, then compare. The pages that follow give ideas on how to improve each area.

KEY | NO Not in place yet. | IN THEORY Exists, but isn't working yet. | IN PRACTICE Members know and use it.

		NO	IN THEORY	IN PRACTICE
1 Information Access	Are bylaws, board minutes, and financial reports posted without a request?	☐	☐	☐
	Are members' capital credit statements easy to read and understand?	☐	☐	☐
2 Meetings & Notice	Does annual meeting notice give members reasonable time to plan, vote, or run?	☐	☐	☐
	Can members attend board meetings?	☐	☐	☐
3 How Members Vote	Do members have more than one way to vote, such as by mail, online, or proxy?	☐	☐	☐
	Is the voting period long enough for members to vote by mail or online?	☐	☐	☐
4 Getting on the Ballot	Can members get on the ballot by petition, not only through the nominating committee?	☐	☐	☐
	Do members learn the petition deadline early enough to reasonably meet it?	☐	☐	☐
5 Board Terms & Seats	When a seat opens mid-term, does it go on the ballot at the next election, even if the board appointed someone?	☐	☐	☐
	Is there a clear process for members to remove a director?	☐	☐	☐
6 Changing the Bylaws	Can members propose bylaw amendments by petition?	☐	☐	☐
	Do members hear about bylaw changes before they take effect?	☐	☐	☐

Decide What's Next

Start with any row you marked "No" or "In Theory." Each area has a way forward at three levels of effort. When a rule already exists but isn't working yet, the simplest fix is often making sure members know about it (see the "Start Here" column).

	START HERE *No bylaw change needed*	BUILD ON IT *A policy or bylaw update*	GO FURTHER *Longer term, bigger payoff*
1 Information Access Action Guide, p. 7	Post bylaws, board minutes, financial reports, and election info in one easy-to-find place.	Publish a simple records request process with a response time.	Make capital credit statements easy to read, and explain them each year.
2 Meetings & Notice Action Guide, p. 8	Post meeting dates and agendas early, through more than one channel.	Open board meetings to members, with set time for member comments.	Let members join annual and board meetings online.
3 How Members Vote Action Guide, p. 9	Promote every voting option you already offer, early and often.	Add mail or online voting, with a voting window long enough to use it.	Track turnout each year and set a goal to raise it.
4 Getting on the Ballot Action Guide, p. 10	Publish the petition process and deadline well before it closes.	Line up petition deadlines with meeting notice so members can act.	Use member communications to recruit candidates and invite contested races.
5 Board Terms & Seats Action Guide, p. 11	Post each director's district, term, and next election date.	Put appointed seats on the ballot at the next election.	Spell out a fair, workable director removal process in the bylaws.
6 Changing the Bylaws Action Guide, p. 12	Post the current bylaws with a plain-language summary.	Publish how members can propose amendments, with thresholds and deadlines.	Review the bylaws on a set schedule, with member input.

Set aside time at a board meeting or retreat to compare answers and pick next steps, then record them on page 4. Also, note that state law sets many of these defaults, so have legal counsel review any changes. This self-check is not legal advice.

Your Action Plan

Once you've compared answers, use this page to make a plan. For each area you decide to work on, note the step you'll take, who leads it, and when you'll check progress. Most boards start with one or two areas.

DISCUSSED ON _____ NEXT CHECK-IN _____

	STEP WE'LL TAKE	LEVEL	WHO LEADS	TARGET DATE
1 Information Access		☐ START HERE ☐ BUILD ON IT ☐ GO FURTHER		
2 Meetings & Notice		☐ START HERE ☐ BUILD ON IT ☐ GO FURTHER		
3 How Members Vote		☐ START HERE ☐ BUILD ON IT ☐ GO FURTHER		
4 Getting on the Ballot		☐ START HERE ☐ BUILD ON IT ☐ GO FURTHER		
5 Board Terms & Seats		☐ START HERE ☐ BUILD ON IT ☐ GO FURTHER		
6 Changing the Bylaws		☐ START HERE ☐ BUILD ON IT ☐ GO FURTHER		

NOTES

Keep in Mind

No co-op will mark “In Practice” on every question, and that isn’t the goal. Here are a few points to keep in mind as you decide what to change.

Openness and stability both matter.

Staggered terms, nominating committees, and quorum rules protect a co-op from sudden swings. The aim is to remove friction for members, not every safeguard.

Rules vary by state.

State law sets many of these defaults, from how members vote to which records they can see, and those laws change over time. Treat this tool as a self-check, not a list of requirements.

Tell members what changed.

A better rule only helps if members know about it. When a bylaw or policy changes, explain what changed and why.

Check with counsel first.

Before the board adopts a bylaw or policy change, or puts one to a member vote, have legal counsel review it. This self-check is not legal advice.

PEER LESSON ON OPENNESS & STABILITY

After years of closed board meetings and a board that largely chose its own successors, **Pedernales Electric Cooperative** in Texas faced a crisis in 2007 and 2008 that brought sweeping reforms, from open meetings to petition nominations. The co-op then had to balance welcoming new voices with keeping the board steady.

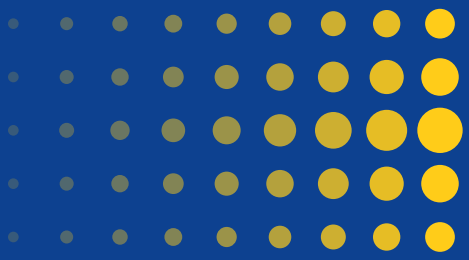
“For an electric cooperative, as for any other democratic institution, eternal vigilance is the price of liberty.”

RURAL ELECTRIFICATION ADMINISTRATION, 1939

STRENGTHENING DEMOCRATIC MEMBER CONTROL

Action Guides

One page for each area of the self-check,
with *why* it matters and *how* to take action.



Use these pages when you are ready to work on a member engagement initiative. Start with any area you marked “No” or “In Theory,” and use these guides to plan your next steps.

1	**Information Access**	Posted records, requests, and capital credits.	**p. 7**
2	**Meetings & Notice**	Annual meeting notice and open board meetings.	**p. 8**
3	**How Members Vote**	Ways to vote, and how much time members have.	**p. 9**
4	**Getting on the Ballot**	Who gets on the ballot, and how.	**p. 10**
5	**Board Terms & Seats**	Terms, vacancies, and removing a director.	**p. 11**
6	**Changing the Bylaws**	Who can change the bylaws, and how.	**p. 12**

Take Action: **Information Access**

AREA 1 OF 6

FROM THE CHECKLIST

- [ ] Are bylaws, board minutes, and financial reports posted without a request?
- [ ] Are members' capital credit statements easy to read and understand?

WHY IT MATTERS

Members trust what they can see. When bylaws, minutes, and financial reports are posted where anyone can find them, members don't have to ask, and questions are less likely to grow into concerns. When they do have to ask, it isn't always simple. In many states, members must show a proper purpose to see some records, and the co-op decides whether a request qualifies. That can make members feel questioned, slow a request, and leave little recourse if the answer is no. Posting more up front saves members the trouble and builds trust with their co-op.

Capital credit statements matter too. For many members, they're one of the few financial documents the co-op sends, but they can be hard to read. A clear statement helps members see their share in the co-op and how it's returned. That kind of openness builds trust.

HOW TO TAKE ACTION

START HERE

Post bylaws, board minutes, financial reports, and election info in one easy-to-find place.

- Gather them all on one transparency page, linked from the homepage.
- Post approved minutes soon after each meeting.
- Post candidate bios and statements before each election, alongside the ballot.

BUILD ON IT

Publish a simple records request process with a response time.

- Explain what members can request and how to ask.
- Commit to a response time and track it.
- Ask counsel what your state requires.

GO FURTHER

Make capital credit statements easy to read, and explain them each year.

- Show each member's capital credit balance, what has been paid back, and how the board decides when to pay more.
- Add a short explainer to the statement or the website.
- Test the statement with a few members before it goes out.

PEER EXAMPLE

Egyptian Electric Cooperative in Illinois keeps one transparency page with five years of audits and Form 990s, board policies, and links to board agendas and minutes.

Take Action: **Meetings & Notice**

AREA 2 OF 6

FROM THE CHECKLIST

- [ ] Does annual meeting notice give members reasonable time to plan, vote, or run?
- [ ] Can members attend board meetings?

WHY IT MATTERS

The annual meeting is where members elect the board and hear how their co-op is doing. Notice that arrives late, or in only one place, leaves members little time to plan, vote, or run.

Board meetings are where most decisions get made. Members who can attend, or at least see agendas ahead of time, understand those decisions better and are more likely to trust them, even when they disagree.

HOW TO TAKE ACTION

START HERE

Post meeting dates and agendas early, through more than one channel.

- Publish the year's board meeting dates at the start of the year.
- Post agendas on the website at least a few days ahead.
- Share annual meeting notice on the bill, the website, social media, and the newsletter.

BUILD ON IT

Open board meetings to members, with set time for member comments.

- Adopt a written policy on which sessions are open and which are closed.
- Set a regular time on the agenda for member comments.
- Keep closed sessions for matters like personnel and legal issues, and say so in plain words.

GO FURTHER

Let members join annual and board meetings online.

- Ask counsel what your state allows for remote attendance and voting.
- Start with a livestream, then add ways for members to ask questions.
- Post recordings for members who could not attend.

PEER EXAMPLE

Golden Valley Electric Association in Alaska starts the open part of its board meetings at 6:30 p.m., after most workdays end. A 2025 transparency scorecard found it drew the highest average member attendance of the four co-ops it reviewed.

Take Action: **How Members Vote**

AREA 3 OF 6

FROM THE CHECKLIST

- [ ] Do members have more than one way to vote, such as by mail, online, or proxy?
- [ ] Is the voting period long enough for members to vote by mail or online?

WHY IT MATTERS

Voting is the most direct way members exercise their ownership. When the only way to vote is to show up in person on one evening, turnout depends on distance, weather, work schedules, and health as much as on interest. Members who care about the co-op can still be left out.

The bylaws often decide how many ways members can vote. In some states, mail and proxy voting are not available unless the bylaws allow them. Timing matters too. A ballot that arrives a week before the deadline, or an online window open for only a few days, leaves busy members little room to take part.

HOW TO TAKE ACTION

START HERE

Promote every voting option you already offer, early and often.

- List each way to vote and its deadline on the bill, the website, the newsletter, and the meeting notice.
- Explain in a sentence or two how to vote by each method.
- Send reminders a week out and the day before.

BUILD ON IT

Add mail or online voting, with a voting window long enough to use it.

- Ask counsel what your state allows and what the bylaws need to say.
- Choose a method with a clear way to confirm each voter, such as a member number and a mailed code.
- Set a voting window that gives members time to receive, read, and return a ballot.

GO FURTHER

Track turnout each year and set a goal to raise it.

- Record turnout by voting method and by district after every election.
- Share the numbers with members in the annual report.
- Consider an independent election service and publish full results.

PEER EXAMPLE

Dixie Electric Power Association in Mississippi began offering online voting after a change in state law. In 2020, more than 1,400 members voted online with total votes topping 5,000, up from about 3,300 a few years earlier.

Take Action: **Getting on the Ballot**

AREA 4 OF 6

FROM THE CHECKLIST

- [ ] Can members get on the ballot by petition, not only through the nominating committee?
- [ ] Do members learn the petition deadline early enough to reasonably meet it?

WHY IT MATTERS

Contested elections give members a real choice, and that choice starts with who can run. When a board-appointed nominating committee is the only path, it's the organization, not the members, that decides who appears on the ballot. How the committee finds candidates matters too. Some committees seek out candidates on their own. Others accept applications from any member, review every one, and still let members who aren't selected run by petition.

That petition route only helps if members can use it in time. In some co-ops, the petition deadline falls before the annual meeting notice goes out, so members hear about the election after their chance to run has passed.

HOW TO TAKE ACTION

START HERE

Publish the petition process and deadline well before it closes.

- Post the steps, signature count, and deadline on the website and in the newsletter.
- Share it well before the deadline, then remind members as it nears.
- List an email address members can use for questions about running.

BUILD ON IT

Line up petition deadlines with meeting notice so members can act.

- Compare the petition deadline with the date annual meeting notice goes out.
- Adjust one or both so members hear about the election before petitions close.
- Ask counsel what your state law allows.

GO FURTHER

Use member communications to recruit candidates and invite contested races.

- Host an information session on the role, including time, pay, and training.
- Open the nominating process to applications from any member, and keep petitions open to anyone not selected.
- Report how many seats were contested each year.

PEER EXAMPLE

Connexus Energy in Minnesota takes candidate applications online, interviews every qualified candidate, and lets anyone not selected run by petition with 200 signatures.

Take Action: **Board Terms & Seats**

AREA 5 OF 6

FROM THE CHECKLIST

- [ ] When a seat opens mid-term, does it go on the ballot at the next election, even if the board appointed someone?
- [ ] Is there a clear process for members to remove a director?

WHY IT MATTERS

Staggered terms keep a board steady, since only part of it turns over in any one election. That stability has real value. It also means members need at least two elections to change a majority of the board.

How seats get filled between elections matters too. When the board appoints someone to a vacancy and that person later runs as an incumbent, members may wait years for a real say. Clear rules for filling seats, and for removing a director when needed, keep the board accountable to members.

HOW TO TAKE ACTION

START HERE

Post each director's district, term, and next election date.

- Add a board page with each director's photo, district, and term end date.
- Show members which seats are up at the next election.
- Explain in plain words how terms are staggered.

BUILD ON IT

Put appointed seats on the ballot at the next election.

- Where possible, do this at the next election, not when the original term ends.
- Tell members when a seat was filled by appointment and when it goes on the ballot.
- Ask counsel what your state law requires.

GO FURTHER

Spell out a fair, workable director removal process in the bylaws.

- Set a petition threshold members can reasonably reach.
- Include a fair hearing for the director involved.
- Publish the process alongside the bylaws.

PEER EXAMPLE

Cherryland Electric Cooperative in Michigan lets its board fill a vacancy, but an appointed director serves only until the next annual meeting, not for the rest of the original term.

Take Action: **Changing the Bylaws**

AREA 6 OF 6

FROM THE CHECKLIST

- [ ] Can members propose bylaw amendments by petition?
- [ ] Do members hear about bylaw changes before they take effect?

WHY IT MATTERS

The bylaws set most of the rules in this self-check, so who can change them matters. In most co-ops, members hold that power. In some, the board can amend the bylaws on its own, which may conflict with state law depending on the state.

Members can usually propose an amendment by petition, but thresholds and deadlines can make that hard in practice. And when changes happen, members should hear about them before they take effect, not after.

HOW TO TAKE ACTION

START HERE

Post the current bylaws with a plain-language summary.

- Post the full, current bylaws with the date of the last change.
- Add a one-page summary of the rules members use most.
- Keep a short log of past amendments.

BUILD ON IT

Publish how members can propose amendments, with thresholds and deadlines.

- Spell out the steps, signature count, and deadline.
- Check that the threshold is one members can reasonably reach.
- List an email address for questions.

GO FURTHER

Review the bylaws on a set schedule, with member input.

- Review the bylaws every few years, or after major changes in state law.
- Invite member comments before the board proposes changes.
- Explain each proposed change, and why, before the vote.

PEER EXAMPLE

Choptank Electric Cooperative in Maryland sent members a summary of the main changes in its 2026 bylaw proposal, including what wasn't changing, posted a document mapping the changes, and offered a personal reply to any member who sent questions.

Sources & Acknowledgements

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ABOUT THIS DEEPER DIVE

Written by Co-op Innovation Network for co-op boards and leadership. It builds on Volume 5, Member Engagement, of the Co-op Foundations Series.

This self-check is for general education. It is not legal advice. State law and individual bylaws vary, so review any change with legal counsel.

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