



# COOCVE'S GOVERNANCE OF THE REPORTER

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[www.coocve.com](http://www.coocve.com)

This document sets forth how COOCVE, as the sole shareholder of CVE Reporter, Inc. ("The Reporter"), and The Reporter's Board of Directors collaborate to maintain effective governance and alignment with shared objectives. COOCVE's Executive Board has authorized the COOCVE Executive Committee to act on its behalf in matters relating to its role as shareholder, specifically including:

**1. Election of Directors.** In accordance with the COOCVE Bylaws, the President appoints directors, subject to Executive Committee approval. Consistent with The Reporter Bylaws, shareholders formally elect those directors to serve until the next annual meeting.

The President's appointments, once approved by the Executive Committee, establish eligibility for service on The Reporter's Board. To maintain balanced board composition, candidates are presented and voted upon as a complete slate. The Executive Committee's approval of the slate satisfies both the appointment process under the COOCVE Bylaws and the election process under The Reporter Bylaws, in accordance with Florida statutory requirements.

The COOCVE President appoints candidates for all available Director positions, currently seven. At the duly noticed annual shareholder meeting, the Executive Committee approves the President's appointments under COOCVE authority and formally elects the approved slate as shareholder; a single vote accomplishes both actions, is recorded in the meeting minutes, and requires a majority of the entire Executive Committee. Newly elected Directors assume office immediately. If the slate is not approved, the President may present an alternate slate at the same meeting or a special meeting within thirty (30) days, which may include original or new candidates, following the same combined approval and election process.

**2. Removal of Directors.** The Executive Committee may remove any or all Directors, with or without cause, as provided in The Reporter Bylaws. Removal requires a majority vote of the entire Executive Committee at a duly called meeting and is effective immediately. Any resulting vacancies are filled according to The Reporter's governing documents.

**3. Approval of Amendments to Governing Documents.** Proposed amendments are first presented at a COOCVE Board of Directors meeting for informational purposes. No quorum or formal action is required at this stage. Amendments must be approved at a duly called Executive Committee meeting by majority vote. Voting is conducted openly and recorded. If the COOCVE Board meeting is recorded, the recording will be made available to Executive Committee members prior to the vote.

**4. Revision of Procedures and Shareholder Changes.** If COOCVE ceases to be the sole shareholder or governance practices require adjustment, these procedures may be revised by

COOCVE, provided revisions comply with applicable law and the governing documents of both COOCVE and The Reporter.

**5. Other Matters.** Except as provided in these procedures, all shareholder decisions regarding The Reporter are the responsibility of the COOCVE Executive Board. The Board may exercise authority directly or delegate specific matters to the COOCVE Board of Directors or the Executive Committee, consistent with the COOCVE Bylaws, The Reporter Bylaws, and applicable law.