



Farmers Rural Electric Cooperative Corporation

504 S. Broadway, Glasgow, KY 42141 • P.O. Box 1298, Glasgow, KY 42142 • (270) 651-2191 • Fax (270) 651-7332

Bylaws – Nomination of Directors
Article IV – Board of Directors

Section 5. Nominations

It shall be the duty of the Board of Directors to select and appoint not less than fifty (50) days nor more than ninety (90) days before the Annual Meeting of the members a Nominating Committee consisting of not less than five (5) nor more than eleven (11) members of the Cooperative.

The members chosen by the Board shall be selected so as to give, as far as possible, equitable representation on the Nominating Committee considering the geographical areas served by the Cooperative. No officer or member of the Board shall be appointed a member of the Nominating Committee.

It shall be the responsibility of the Nominating Committee to select candidates to run for office of Director to fill the vacancies caused by the expiration of Directors' terms. The Nominating Committee shall prepare and post its nominations in a conspicuous manner in the lobby of the Cooperative's Headquarters Building not less than forty-five (45) days prior to the date set for the Annual Meeting, at which the results of the election of Directors shall be announced.

Any fifty (50) or more qualified members may, by written or printed petition, make other nominations from the membership for the office of Director, not exceeding the number of directors to be elected in any one calendar year, by personally affixing their signatures and addresses to the petition or petitions. In no event shall a member or members sign a petition or petitions for more than the number of directors to be elected in any one calendar year. In the event a member or members do sign a petition or petitions for more candidates than there are directors to be elected in any one calendar year, then their signatures shall be invalid on all petitions signed by them.

Petition or petitions by qualified members nominating candidates for the office of Director shall be filed at the headquarters office of the Cooperative during the regular office hours of the Cooperative, but in any event not later than forty (40) days prior to the date set for the Annual Meeting.

A certification date of seventy (70) days prior to the Annual Meeting shall be established on which it shall be determined whether a member is in good standing and qualified for the purposes of signing nominating petitions and/or voting in the election of directors.

A "Member in good standing" is any member of the Cooperative who is in compliance with the bylaws, rules and regulations of the Cooperative and the rules and orders of the Kentucky Public Service Commission and who is not delinquent in payment of his account as billed by the Cooperative more than 30 days from date of billing.

The Board of Directors shall have the duty of naming a Provost who shall be in charge of the election of directors. The Provost shall have responsibilities and duties regarding nominating petitions and the counting of votes.

In case the Committee on Nominations selects only one nominee for each forthcoming vacancy on the Board of Directors, and should no candidates be nominated from the



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membership by written or printed petition within the prescribed time, as set forth in Article IV, Section 5 of these Bylaws, the Provost shall then certify to the Secretary of the Board that no petition has been filed within the prescribed time and that the candidates nominated by the Committee on Nominations are therefore officially without opposition. The Provost will so announce at the Annual Membership Meeting, and the nominees shall be deemed elected to the Board by acclamation without the necessity of mailing official ballots through the United States mail and following the mail-ballot election procedures set forth in these Bylaws.

(Amended November 29, 2001)

NOTE: The preceding section of Farmers Rural Electric Cooperative Corporation's bylaws is only a summary. Should you desire a complete copy or additional information concerning the bylaws, please contact the cooperative's office.