



Your Touchstone Energy® Partner 

## Cooperative Light & Power (CLP) Director Nominations and Elections (As they appear in Article III, Sections 5 and 6, of CLP's Bylaws)

Section 5. Nominations. It shall be the duty of the Board of Directors to appoint, not less than thirty (30) days or more than ninety (90) days before the date of a meeting of the members at which directors are to be elected, a chairperson for the Nominating Committee. A Nominating Committee will be established for each district that will have a Director position up for election. Such chairperson shall be a member of the district in question. No officer or member of the Board of Directors shall be appointed a chairperson of such committee.

The Board shall also notify the members residing in the district in question of the time and place of the nominating meeting by appropriate notice in the Cooperative newsletter.

The business of the Nominating Committee shall be to nominate not more than two candidates for director. Each nominating meeting shall first decide by majority vote of those present the process by which nominees shall be determined. This list of nominations from each district shall be submitted to the principal office of the Cooperative at least twenty-five (25) days before the date of the annual meeting. Nominations may also be made from the floor at the annual meeting by any member from the district in question provided notice of the intent to nominate candidates and the name of the candidate to be nominated, shall be provided in writing to the Cooperative at least 15 days prior to the annual meeting. All nominations must be of qualified candidates from the district in question. All nominations of the Nominating Committee and from the floor must be seconded.

Section 6. Election of Directors. At the annual meeting in each year, the membership shall vote to fill those director positions that have expired or have been vacated. These directors shall be elected by ballot from the members to serve until their successors have been both elected and qualified subject to the provisions or unless otherwise terminated or vacated of these By-Laws.

Each membership present shall be eligible to cast one vote only for each director to be elected. If a quorum of fifty (50) or more memberships is present from a district where a director is going to be elected, only those members of the district shall be allowed to vote for that director. Otherwise, all members eligible to vote at the annual meeting shall be eligible to vote for the director of that district. The nominee receiving the highest number of votes cast shall be elected director. If there is a tie, the winner shall be determined by a coin toss. The calling of heads or tails shall be made by an alphabetical order by the tied nominees. The result(s) of the election of Director(s) shall be announced prior to the adjournment of the Annual Meeting.