

# DIRECTOR DISTRICT REVISION TIMELINE

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# KEY CONSIDERATIONS

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- BYLAWS AND POLICY
- EQUITABLE CONSIDERATIONS
  - SINGLE MEMBER DISTRICT VOTING ROTATION
  - DISTRICT MEMBER VARIANCE IN 2019 VOTING DISTRICT

# BYLAWS AND POLICY

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- BYLAWS
  - Article III Section 1
    - Director Districts. Based upon Memberships, Cooperative growth or other equitable considerations determined by the Board of Directors, the Board of Directors shall divide the general area in which the Cooperative provides Electric Service (the "Service Area") into seven (7) districts that equitably represent the Members (the "Director Districts"). As necessary, based upon equitable considerations determined by the Board of Directors, the Board of Directors may revise the Director District boundaries.

# BYLAWS AND POLICY

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- BYLAWS

- Article II Section 6

- Section 6. Voting. Each Member shall be entitled to one (1) vote upon each matter submitted to a vote at a Member Meeting. Each Member of a Director district shall be entitled to one (1) vote upon each Director election for that individual Director district, and only Members of a Director district may vote in that Director district election. Except as otherwise provided in these Bylaws, Members shall be deemed to have approved a matter, or elected a Director, if: (1) an appropriate Quorum is present and (2) a majority of the Member Quorum vote in favor of the matter in a Member Meeting, or a plurality of the Quorum in a Director election. Except in instances specifically mandated by law or the Articles of Incorporation, a Member may not appoint another individual person ("Member Proxy") to vote on any matter for the Member.

# BYLAWS AND POLICY

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- BYLAWS
  - Article II Section 9
    - Section 9. **Record Date**. The "Record Date" is the date for determining the total number of Members and Members entitled to: (1) sign any petition, request, demand, consent, appointment, or similar document; (2) receive a ballot, notice of a Member Meeting, or similar document; or (3) vote. If a party is not a Member on the Record Date, then the party may not sign a document, receive a document, or vote. The Record Date for voting at a Member Meeting is the date of the Member Meeting; provided, however, the Board of Directors may fix a different Record Date so long as such date is **no more than twenty (20) days before the date a ballot, notice, or similar document is due or required**

# BYLAWS AND POLICY

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- ELECTIONS POLICY
  - Section 5.2

The Record Date for a Member to cast a Ballot in a Director Election is the **close of business on the fourth business day preceding the date of the Member Meeting** at which the election is to be held, meaning that only parties that are Members at the close of that Record Date will be eligible to have their Ballot counted, and to be counted toward the Member Quorum for that Member Meeting. At the close of business on that Record Date, or as soon as practicable thereafter, PEC will provide the Election Service Provider with an up-to-date list of PEC Members as of the Record Date

# BYLAWS AND POLICY

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- ELECTIONS POLICY

- 8.1 One Member-One Vote
- Each Member shall be entitled to one (1) vote upon each matter submitted to a vote at a Member Meeting. Any officer of an entity Member, as listed in Texas Secretary of State records, or any person listed in PEC's records as authorized to act on behalf of an entity Member, may cast a vote on behalf of that entity Member.
- Each Member of a Director district shall be entitled to one (1) vote upon each Director election for that individual Director district, and only Members of a Director district may vote in that Director district election
- A Member's individual Director district is established by the location of the Member's Primary Account as that term is defined in the Tariff and Business Rules. For a Member with multiple accounts, a Member may request and PEC will only change a Member's Primary Account once every (3) three years.

# EQUITABLE CONSIDERATIONS

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- SINGLE MEMBER DISTRICT VOTING ROTATION
  - Single Member District Voting Began in 2017
  - 2017 Districts 2 and 3
  - 2018 Districts 1,6 and 7
  - 2019 Districts 4 and 5

# EQUITABLE CONSIDERATIONS

Voting District	# of Members	Even Distribution Of Members	Variance from Even Distribution	% Variance from Even Distribution
1	34,937	36,077	(1140)	-3.16%
2	41,190	36,077	5113	+14.2%
3	33,047	36,077	(3030)	-8.4%
4	36,241	36,077	164	+.45%
5	34,009	36,077	(2068)	-5.73%
6	35,752	36,077	(325)	-.9%
7	37361	36,077	1284	+3.56%
<b>TOTAL</b>				
	252,537			

# DISCUSSION?

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