



NRECA
® America's Electric Cooperatives

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Notice of NRECA Director Election

To: NRECA Voting Members Located in the State of Texas
From: Jim Matheson, NRECA Chief Executive Officer
Date: June 9, 2017 *Jim Matheson*

As a NRECA voting member located in the state, *and regardless of whether you are a member of a NRECA statewide member*, you may vote for the NRECA Director. You may vote, however, only for the NRECA Director representing this state. The NRECA Director elected will serve the term which begins with the adjournment of the 2018 annual meeting of the NRECA Board of Directors ("Board") and ends with the adjournment of the 2020 annual meeting of the Board.

NRECA notifies you that the NRECA Director representing your state for this term will be elected at the following date, time, and place, and under the following procedure:

Date: August 8, 2017

Time: 4:15 p.m.

Place: Renaissance Austin Hotel, 9721 Arboretum Boulevard, Austin, Texas

Procedure: In nominating and electing the NRECA Director:

- Each NRECA voting member located in the state may select a voting delegate and alternate voting delegate, each voting delegate has one vote only, no voting delegate may vote for more than one NRECA voting member, and *each voting delegate must complete the enclosed Certification of Voting Delegate for NRECA Director Election and submit it by July 31 to Jen Johnston, at Texas Electric Cooperatives, 1122 Colorado Street, 24th Floor, Austin, TX 78701 or email jjohnston@texas-ec.org; fax (512) 486-6206. Certifications may also be submitted at the election;*
- Voting by proxy is prohibited, voting by mail is prohibited and the presence of voting delegates representing at least 20 percent of the NRECA voting members located in the state is a quorum;
- The incumbent NRECA Director will designate an individual to preside over the election, subject to the approval of the NRECA voting members present;
- A NRECA Director candidate may be nominated in the manner specified in the enclosed "NRECA Director Elections" policy; additional candidates may be nominated from the floor and no second is required;
- Voting is by secret ballot unless only one candidate is nominated, in which case the candidate may be declared elected by acclamation; and
- The NRECA Director must be elected by a plurality of votes cast (largest number of votes cast), and, if there is a tie vote, then voting is repeated and the nominee receiving the lowest number of votes is removed from the next ballot.
- Additional election procedures are addressed in the enclosed "NRECA Director Elections" policy

A NRECA Director candidate must be located in the state, and must be a member, director, officer, or employee of a NRECA voting member in good standing located in the state. To become and remain a NRECA Director, an individual must comply with the *NRECA Board of Directors Conflict of Interest Policy* and annually complete and sign a *Conflict of Interest Certification and Disclosure Form*. The *NRECA Director Job Description* is available upon request.

For a copy of these documents, or for *administrative* questions about the NRECA Director Election process, please contact Bernita Faulkner, Liaison to the NRECA Board of Directors, at 703-907-5541 or bernitafaulkner@nreca.coop. If you have *legal* questions about the election process, please contact Jessica Healy, NRECA Office of General Counsel, at 703-907-5846 or jessica.healy@nreca.coop.

Certification of Voting Delegate for NRECA Director Election

Please complete this form and submit it by July 31 to Jen Johnston, Texas Electric Cooperatives, 1122 Colorado Street, 24th Floor, Austin TX 78701 or email jjohnston@texas-ec.org; fax (512) 486-6206. Certifications may also be submitted at the election.

Pursuant to the NRECA Bylaws, the undersigned director who is president or chair, and the director who is secretary, of the following NRECA voting member certify that the voting member has selected the following voting delegate and alternate voting delegate for, and that the delegates are authorized to cast the voting member's vote in, the election of the NRECA Director from Texas:

NRECA Voting Member

System Name: _____

System Mailing Address: _____

System E-Mail Address: _____

System Phone Number: _____

Voting Delegate

Voting Delegate Name: _____

Voting Delegate Title: _____

Voting Delegate E-Mail Address: _____

Voting Delegate Phone Number: _____

Alternate Voting Delegate

Alternate Delegate Name: _____

Alternate Delegate Title: _____

Alternate Delegate E-Mail Address: _____

Alternate Delegate Phone Number: _____

Certified By

Director who is President or Chair of the NRECA Voting Member

Signature: _____

Printed Name: _____

Date: _____

Director who is Secretary of the NRECA Voting Member

Signature: _____

Printed Name: _____

Date: _____

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TITLE: **NRECA DIRECTOR ELECTIONS**

OBJECTIVE:

To develop a formal procedure to be followed in qualifying and electing the NRECA director from Texas, and the establishment of the duties of the position.

Notice of election:

NRECA will mail a notice of election to each member system headquartered in Texas prior to the special meeting at which the NRECA Texas Director is to be elected.

Qualification of Candidates/Director

The NRECA director from Texas must be a member, director, officer or employee of an NRECA member system headquartered in Texas in good standing with the Association (NRECA).

Nomination of Candidates to the NRECA Texas Director Position

Each Group within Texas Electric Cooperatives is allowed to nominate one (1) candidate from their respective Group for consideration by NRECA member systems headquartered in Texas. If an NRECA member is not a member of TEC, that system shall have the right to nominate a candidate.

Nominations must be submitted to the NRECA Texas Director Election Committee by July 1 of the year in which the NRECA Texas Director election is held.

Role of NRECA Director Election Committee (This committee is not a standing committee of TEC and will be composed of one NRECA member representative from each TEC Group appointed by the respective Group Chairman.) The Committee shall preside over the special meeting of NRECA members headquartered in Texas for the purpose of electing the NRECA Texas Director, present the slate of candidates nominated, qualify voting delegates, allow candidates time to address the delegates, issue official ballots, tabulate the election results, and forward the election certification to NRECA.

Election of the NRECA Texas Director

The NRECA Texas director is elected biennially at a special meeting of Texas NRECA members headquartered in Texas in conjunction with a Texas Electric Cooperatives Annual Meeting, which is held prior to the NRECA annual meeting

at which the incumbent NRECA Texas director's term expires. Each NRECA member system headquartered in Texas is entitled to a vote at this special meeting.

The election of the NRECA Texas member of the board of directors shall be conducted by secret ballot – unless there is a single candidate. NRECA bylaws do not allow for absentee voting.

The NRECA Director must be elected by a plurality of votes cast (largest number of votes cast), and, if there is a tie vote, then voting is repeated and the nominee receiving the lowest number of votes is removed from the next ballot.

The NRECA Texas director-elect's term of office begins with the organizational meeting of the NRECA Board in conjunction with the NRECA annual meeting following the NRECA Texas director's election and shall last for a term of two (2) years. NRECA bylaws do not limit the number of terms a director may serve.

NRECA Director Duties

It is the duty of the NRECA Texas Director to represent Texas in directing the business and affairs of NRECA, exercising all the powers thereof, except such as are by law or by the Articles of Incorporation or the Bylaws conferred upon or reserved to the Members; and to provide guidance and counsel to the Chief Executive Officer (CEO) of NRECA.

In addition to NRECA board meetings, NRECA directors are encouraged to attend all NRECA meetings; the annual meeting, the Legislative Conference and the Regional meeting.

The NRECA director hosts the Region X meeting when it is held in his/her state and presides over one session of each Region X meeting when held in other states.

The NRECA director is responsible for reporting results of each NRECA board meeting to the Texas Electric Cooperatives Board and individual members who are not members of TEC and shall seek the advice of the Texas NRECA membership on issues that need to be addressed by NRECA.

Under any circumstances wherein the NRECA Texas Director is unwilling or unable to serve, the executive committee person from Region X of NRECA, in consultation with the Texas Electric Cooperatives Board of Directors, shall appoint a NRECA Texas Director to act for the period of such absence or vacancy.