

Excerpt from Bylaws of Fleming-Mason Energy Cooperative, Inc.\*\*

## Article IV

### Directors

#### Section 4

##### Nomination and Election of Directors.

It shall be the duty of the board of directors to appoint, not less than sixty (60) days nor more than ninety (90) days before the date of a meeting of the members at which directors are to be elected, a committee on nominations consisting of not less than five (5) nor more than eleven (11) members who shall be selected so as to give equitable representation on the committee to the geographical areas served or to be served by the Cooperative. No officer or member of the Board of Directors shall be appointed a member of such committee. The committee shall prepare and post at the principal office of the Cooperative at least twenty (20) days before the meeting a list of nominations for directors. At least two persons on the nominating committee shall reside in the District for which each director is to be nominated and elected. Nominations for the office of director may be made by a petition signed by one hundred (100) members living in the District for which the person is being nominated accompanied by an "Affidavit of Qualifications for Director for Fleming-Mason Energy Cooperative, Inc." (as set out in Section 3. ARTICLE IV DIRECTORS) signed by the nominee. This petition must be mailed, given or handed to the Secretary not less than 60 days prior to the meeting and the Secretary shall post the petition at the same place where a list of the nominations made by the committee is posted. The secretary shall mail with the notice of the meeting a statement of the number of directors to be elected and showing separately the nominations made by the committee on nominations and the nominations made by petition, if any. The members may at any meeting at which a director or directors, shall be removed, as herein before provided, elect a successor or successors thereto without compliance with the foregoing provisions with respect to nominations. Notwithstanding anything in this section contained failure to comply with any of the provisions of this section shall not affect in any manner whatsoever the validity of any election of directors.

*\*\*Originally adopted by the Board of Directors on April 2, 1938  
Including all amendments and delineations adopted up to June 6, 2019*