

# Intercounty Electric Cooperative Association

## Annual Meeting of the Membership

### **Nominating Committee Meeting**

The Nominating Committee will meet on Thursday, April 9, 2026. This committee will meet to nominate candidates for the Board of Directors to be presented to the membership at the 2026 Annual Meeting. The directors whose terms will expire are:

Angela L. Mallery - North District

Tom Fleener - Central District

James R. Swindell - South District

### **IECA Director Nomination — Bylaw Notice**

IECA's 2026 Annual Meeting has been set for **June 26<sup>th</sup>**. In order to comply with RUS regulations, portions of our bylaws must be published.

#### **Article III — Meeting of Members**

##### ***Section 1. Annual Meeting***

The annual meeting of the members shall be held on the fourth Tuesday of June in the year 1951, and beginning with the year 1952 and thereafter, said annual meeting shall be held on some day during the months of June, July or August of each year, the exact day each year to be determined and fixed by the Board at least sixty days before the date set for the meeting, at such place in the city in which the principal office of the Co-op is located, as shall be designated in the notice of the meeting, for the purpose of electing directors, passing upon reports for the previous fiscal year and transacting other business as may come before the meeting. If the day fixed for the annual meeting shall fall on a Sunday or legal holiday, such meeting shall be held on the next succeeding business day. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Co-op.

#### **Article IV — Directors**

##### ***Section 3. Qualifications***

No person shall be eligible to become or remain a director or to hold any position of trust in the Co-op who:

(a) Is not a member in good standing of the Co-op, a bona fide resident in the area served by the Co-op and receiving electric service from the Co-op at his/her primary residential abode that must be within his/her Co-op District (North, Central, or South); or

(b) Is in any way employed by or financially interested in a competing enterprise or a business selling electric energy or supplies to the Co-op, or a business primarily engaged in selling electrical or plumbing appliances, fixtures or supplies to the members of the Co-op.

(c) does not have the capacity to enter legally binding contracts; or

(d) has a criminal history involving a conviction of a felony or crime of moral turpitude (i.e., embezzlement, fraud, stealing, forgery, robbery, or similar crime of dishonesty or immorality); or

(e) has been employed by the Co-op, or has been a “close relative” of an employee or a director of the Co-op, within the past three (3) years; or

(f) has been formally censured by the Board of the Co-op more than once in accord with the Co-op's policies governing board member duties and standards of conduct.

Upon establishment of the fact that a director is holding office in violation of any of the foregoing provisions, the Board shall remove such director from office. Nothing contained in this section shall affect in any manner whatsoever the validity of any action taken at any meeting of the Board.

#### **Section 4. Nominations**

(1) Nominating Committee. It shall be the duty of the Board to appoint, not less than thirty-five days nor more than ninety 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 members nor more than nine members who shall be selected from different districts so as to insure equitable representation. No member of the board may serve on such committee. The committee, keeping in mind the principle of equitable representation, shall prepare and post at the principal office of the Co-op at least thirty days before the meeting a list of nominations for directors which may include a greater number of candidates than are to be selected.

(2) By Petition. Any fifteen or more members acting together may make other nominations by petition not less than forty-five days prior to the meeting and the Secretary shall post such nominations at the same place where the list of nominations made by the committee on nominations is posted; however, director candidates who receive money, financial benefits, or campaign contributions of any kind from third-parties or outside sources must be nominated as a Board candidate by the committee on nominations and cannot be nominated as a candidate by petition.

(3) The Secretary shall mail with the notice of meeting or separately but at least ten days before the date of the meeting a statement of the number of directors to be elected and the names and addresses of the candidates nominated listed by districts, specifying separately the nominations made by the committee on nominations and also the nominations made by petition, if any.