

NOTICE OF DECLARATION AS CANDIDATE FOR TRUSTEE

“I, _____, _____
(Name) (Address)

hereby declare myself a candidate for trustee on the Board of Trustees of
Tri-County Electric Cooperative, Inc., to serve in District _____,
_____ County.

By signing below, I hereby certify that I am a member of Tri-County Electric Cooperative, Inc. and that I meet/am able to meet all eligibility requirements and qualifications to become or remain a member of the Board of Trustees of Tri-County Electric Cooperative, Inc. as set forth in Article IV, Section 2 of the Tri-County Electric Cooperative, Inc. Bylaws.

By signing below, I authorize the Cooperative to perform a record check on my background.

Candidate's Signature: _____ Date: _____

Received by: _____ on _____, 20____.
(TCEC Authorized Representative)

I, _____, candidate for Trustee in District _____, hereby affirm that I am in compliance with the qualifications as stated in Article IV, Section 2 of the Bylaws of Tri-County Electric Cooperative, Inc.; viz

_____ I am a natural person or individual.

_____ I am not a current or former employee of Tri-County Electric Cooperative, Inc.

_____ I agree for the Cooperative to obtain a criminal background check.

_____ I agree for the Cooperative to obtain a credit check.

_____ I am a member in good standing of the Cooperative without any disconnections for non-payment of utility services within the last five (5) years.

_____ I am a member and bona fide full-time resident of District _____ for 12 months preceding my nomination.

_____ I have the capacity to enter into legally binding contracts.

_____ I have not acquired and do not have a financial interest in or relationship with an outside organization or individual having business dealings with the Cooperative that would impair my ability as a trustee to serve the best interests of the Cooperative, and will annually complete and sign a conflict-of-interest certification and disclosure form approved by the Board.

_____ I am not related to a current trustee as defined in the Conflict-of-Interest Board Policy.

_____ I have not previously been removed as a Trustee.

_____ I have not been convicted of nor have I pleaded guilty to a felony or first-degree misdemeanor in the last five (5) years.

_____ I agree to attend at least two-thirds of all board meetings during each year if elected.

Signed _____ Date _____

STATE OF FLORIDA,
COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 20____, by _____ [] who is personally known to me or [] who has produced _____ as identification and who did take an oath.

[Seal]

Notary Public

Full Name: _____

Driver's License Number: _____

Social Security Number: _____

Date of Birth: _____

Address: _____

I, _____, agree to a credit check and background check, understanding that to become or remain a Trustee is conditional based on the approval of such screenings.

Signature: _____

Date: _____

NOMINATION AND ELECTION OF TRUSTEES INFORMATION

ARTICLE III, SECTION 7. Nomination and Election of Trustees.

(a) Election at District Meetings. Not less than thirty days nor more than sixty days before the annual meeting of the members, the Board of Trustees shall call a separate meeting of the members of each district at a suitable place in such district for the purpose of electing one person as trustee to represent the members located within such district. The notice of such meeting shall be delivered to each member located in such district as provided in Section 3 of this Article and shall indicate the district to which such member belongs. The notice shall state that an election of their trustee to represent their District is to be made at the meeting. The meeting shall, however, be open for discussion of any other matters pertaining to the business of the Cooperative, regardless of whether or not such matters were listed in the notice of the meeting, and recommendations with respect thereto may be submitted to the Board of Trustees or the entire membership.

(b) In order for a member to be nominated at a district meeting for the position of trustee (including incumbent trustees) his or her name and intent to run for such position must be received by the Cooperative in writing at its headquarters in Madison, Florida at least 21 days before the district meeting at which nominations for trustee are to be made. After receiving such written notice, the Cooperative will confirm that the member is a resident of the district for which he/she intends to be a candidate for trustee, and is otherwise qualified to be a trustee. In the event that the member is not qualified to be a trustee, the Cooperative will notify the member of this in writing prior to the district meeting at which elections for trustee are to be made. The Secretary of the Cooperative shall, prior to the district meeting, certify the names of all prospective candidates who shall satisfy the said requirements.

The district meeting shall be called to order by the trustee representing the district or by another designated representative of the Board of Trustees, or, in his absence, by any member residing within the district. The members shall then proceed to elect a chairman, who shall be someone other than a trustee, and who shall appoint a secretary to act for the duration of the meeting. Fifteen members residing in the District present at such duly called district meeting shall constitute a quorum provided, however, that members casting votes during voting hours in an election of trustees shall be counted as present in person for the determination of a quorum as provided by law. Members of other districts present at the meeting may be heard but shall have no vote. Only those persons who have been certified by the Secretary as provided in Section 7 (b) hereof, shall be considered nominated and eligible for election at the meeting. Candidates must be members residing in the district and must be certified as required by paragraph (b) of this section and possess the qualifications for trustee specified in Section 2 of Article IV of these bylaws.

(c) Voting shall be by ballot. Each member may vote for one candidate. The candidate receiving the highest number of votes shall be declared the trustee of the district. The minutes of such district meeting shall set forth, among other matters, the name of each person nominated at the meeting and the number of votes received by each, and shall specify the trustee of the district. A certified copy of the minutes, signed by the secretary and the chairman of the district meeting, shall be delivered to the Secretary of the Cooperative within five days after such district meeting.

(d) Not less than ten days before an annual meeting of the members, the Secretary of the Cooperative shall mail to each member a list of the trustees elected at all district meetings, the names to be arranged by districts. This list may be included with the notice of the meeting.

(e) In the event the election of a trustee does not occur on the day designated herein for the district meeting due to being unable to establish a quorum at the district meeting, the election of those qualified candidate(s) for trustee shall occur at the annual meeting of the members.

**TRUSTEE
QUALIFICATIONS AND
TENURE**

ARTICLE IV, Section 2. Qualification and Tenure.

The persons named as trustees in the articles of incorporation shall compose the Board of Trustees until the first Annual Meeting or until their successors shall have been elected and shall have qualified. If the election of trustees shall not be held on the day designated herein for the District Meeting, or at any adjournment thereof, the Board of Trustees shall cause the election to be held at the annual or a special meeting of the members as soon thereafter as conveniently may be. Trustees shall be elected by ballot at each District Meeting of the members beginning with the year 2019, by and from the members, to serve the established term of office or until the next Annual Meeting of the members or until their successors shall have been elected and shall have qualified.

To become or remain a Trustee, a person must have the following general qualifications:

- (a) Is a natural person or individual;
- (b) Is not a current employee of the Cooperative, and if a former employee of the Cooperative who was not in good standing at the time that employment with the Cooperative ended, a minimum of three (3) years must have elapsed since the last day of employment with the Cooperative;
- (c) Has been subjected to a criminal background check administered by the Cooperative;
- (d) Has been subjected to a credit check performed by the Cooperative without evidence of a history of financial irresponsibility;
- (e) Is a member in good standing of the Cooperative without any disconnections for non-payment of utility services within the last five (5) years; and
- (f) Be an individual who is a member and bona fide full-time resident of the district which the individual is to represent for at least 12 months preceding nomination;
- (g) Has the capacity to enter into legally binding contracts;
- (h) Has not acquired and does not have a financial interest in or relationship with an outside organization or individual having business dealings with the Cooperative if this interest or relationship would likely impair the ability of the trustee to serve the best interests of the Cooperative, and annually complete and sign a conflict-of-interest certification and disclosure form approved by the board;
- (i) Is not related to a current trustee as defined in the Conflict of Interest Board Policy;
- (j) Has not been previously removed as a trustee, or has not resigned as a trustee while a proceeding to remove him or her was pending;
- (k) While a trustee and during the 5 years immediately before becoming a trustee, has not been convicted of or have pleaded guilty to a felony or first-degree misdemeanor; and
- (l) Except as otherwise provided by board policy for good cause, attend at least two-thirds of all board meetings during each year of the trustee's term of office.

All persons desiring eligibility to become or remain a Trustee shall be required to (1) execute a document that affirms compliance with the qualifications as stated in this Article IV, Section 2 of these By-laws, and (2) provide a release for the Cooperative to investigate and acquire reports necessary to affirm such compliance in order to be deemed qualified.

After being elected, designated, or appointed, if a Trustee does not comply with all Trustee qualifications, then, except as otherwise provided by the Board for good cause, the Board shall disqualify the Trustee and the individual is no longer a Trustee if:

The Board notifies the Trustee in writing of the basis for, and provides the Trustee an opportunity to comment regarding, the Board's proposed disqualification; and within 60 days after the Board notifies the Trustee of the proposed disqualification, the Trustee neither complies with nor meets the Trustee Qualification.

If a majority of Trustees authorized by these Bylaws complies with the Trustee Qualifications and approves a Board action, then the failure of a Trustee to comply with the Trustee Qualifications does not affect the board action.

I. **SUBJECT:** ELECTION OF COOPERATIVE TRUSTEES

II. **OBJECTIVE:**

To define guidelines and procedures for the election of Cooperative Trustees.

III. **POLICY:**

- A. In accordance with the Cooperative's By-laws, proxy voting shall not be allowed.
- B. However, business and institutional members (non-natural person members such as churches, corporations, governmental entities with memberships) shall be entitled to designate one natural person to vote on behalf of the business or institutional members. The designation shall be memorialized on a form ("Designation Form") prescribed by the Cooperative. This does not entitle a business or institutional member to designate a natural person to vote on behalf of the business or institutional member if the business or institutional member is listed with the cooperative with a natural person as first line membership. Example: John Doe, XYZ Corporation. Only John Doe can vote that membership.
- C. "Designation Forms" shall be mailed by the Cooperative to the business and institutional members in conjunction with the Official Notice of any Annual, District or Special Meeting of the members. The Designation forms shall be identified by color as determined by the Cooperative and have a fixed mailing label attached. If the Designation Form is alleged to have been lost and the member requests a duplicate form, then the Cooperative shall provide the duplicate form (stamped DUPLICATE in red) to the business or institutional members. During the membership voting registration, the duplicate Designation Form shall not be approved until it has been determined that the original Designation Form was lost and does not appear during the voting registration. After it has been determined that the original Designation Form was lost then the natural person with the duplicate form stamped DUPLICATE in red may be authorized to vote.

- D. The person designated to vote on behalf of the business or institutional member shall present the completed Designation Form and appropriate identification during registration at the Annual, District or Special Meeting. No person shall vote on behalf of a business or institutional member without a duly executed designation form. A natural person shall not cast more than one (1) vote on behalf of businesses or institutional members. Natural persons, Businesses and Institutional Members shall be entitled to receive a prize drawing ticket and door prizes without having the completed Designation Form. The Designation Form is only required for voting purposes.
- E. No person shall directly or indirectly give or promise anything of value to another intending thereby to buy that person's or another's vote or to corruptly influence that person or another in casting his or her vote. This provision shall not be construed to prohibit the giving of door prizes by the Cooperative.
- F. No person shall intimidate, threaten, coerce, or attempt to intimidate, threaten, or coerce, any other person for the purpose of interfering with the right of such person to vote or not to vote as that person may choose.
- G. An employee who is a member of the cooperative shall be entitled to vote in any matter of business including, but not limited to the election for trustee in his or her district. Employees shall be free to support or oppose any candidate for office of trustee after working hours; however, employees shall not engage in any activity associated with the support of or opposition to any candidate for trustee while working or during working hours or while acting or implying to be a representative of the cooperative.
- H. Members of management and other employees with supervisory responsibilities shall not request, threaten or coerce employees to support or oppose any candidate.
- I. Trustees and candidates for trustee shall not threaten or coerce employees to support or oppose any candidate. This prohibition shall not be construed to prohibit a trustee candidate from contacting employees residing in the trustee candidate's district for the purpose of requesting his or her vote.
- J. Any and all written materials sent to members, signs, advertisements and other election related materials sent by or on behalf of a trustee candidate that promotes or opposes the election of any candidate for trustee shall conspicuously display the following disclaimer: "This advertisement was approved and sent by or on behalf of _____, candidate of Trustee, District _____, and has not been approved or paid for by Tri-County

Electric Cooperative, Inc.” A candidate for trustee may not use the Cooperative’s stationery or logo in any election related advertisement or communication with members.

- K. No person shall solicit votes or promote or oppose the election of any candidate within 50 feet of the entrance of the polling room or within the polling room.
- L. Prior to the Annual Meeting each candidate for trustee shall designate two (2) persons to serve as election observers and two (2) persons to serve as election officials at the Annual Meeting. All election observers and election officials shall wear a name badge reflecting his or her status as an election observer or election official. Election observers shall monitor the voting procedures to ensure the fairness of the voting procedures. Election Officials shall count the votes and shall report the results of the elections to the chair at the annual meeting.
- M. Candidates for the office of trustee, trustees and other non-voting persons shall refrain from loitering within or around the polling area. This paragraph shall not be construed to prohibit duly appointed elections observers or election officials from observing the voting procedures and monitoring the fairness of the elections or counting the votes cast.

IV. APPLICABILITY

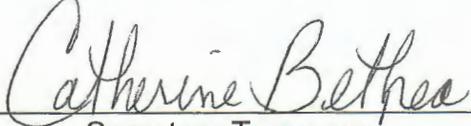
- A. Cooperative members, trustees, incumbents and any natural person associated with the election process of electing a member to serve as trustee of a district and to hold a seat on the Board of Trustees of the Cooperative.

V. RESPONSIBILITY:

- A. The President and each Cooperative Trustee shall make every reasonable effort to insure the adherence to this policy.
- B. The CEO or his designated agent will provide necessary cooperative forms, letters, lists and documents to comply with the policy.

- C. General Counsel will provide legal guidance to ensure that all requirements are met or do not conflict with the Rural Utilities Service (RUS) or any other lending agency, regulatory and administrative agencies or state or federal laws.

Attested:


Secretary-Treasurer

Reviewed: May 14, 2012; July 13, 2015
Approved: July 9, 2001
Revised: August 9, 2004; April 11, 2011; October 12, 2015; July 10, 2017
Effective: July 9, 2001; August 9, 2004; April 11, 2011; October 12, 2015; July 10, 2017
Reference: Minutes, Board of Trustees' Meeting, July 9, 2001; August 9, 2004; April 11, 2011; October 12, 2015; July 10, 2017

I. SUBJECT: MEMBERSHIP ACCOUNT LIST

II. OBJECTIVE:

To establish a procedure for the release of Tri-County Electric Cooperative, Inc. membership account list reflecting name, address and telephone number.

III. POLICY AND PROCEDURE:

A. For the protection of its membership Tri-County Electric Cooperative, Inc., hereinafter referred to as "the Cooperative," will not provide to any individual, group of individuals, organizations, governmental agencies or members of the cooperative, or allow to be copied, or any part thereof, the membership account list of its members except as follows:

1. Pursuant to court Order
2. Pursuant to subpoena
3. Cooperative election purposes per Board policy.
4. To vendors or contractors of the Cooperative for the purpose of accomplishing Cooperative business, subject to a non-disclosure/confidentiality agreement.

IV. APPLICABILITY

- A. Cooperative members.
- B. Individuals.
- C. Group of individuals.
- D. Organizations.
- E. Governmental Agencies.

V. RESPONSIBILITY:

It shall be the responsibility of the Cooperative's General Manager to insure compliance with this policy.

Attested:


Secretary-Treasurer

Reviewed: May 14, 2012; July 8, 2013
Approved: June 14, 2004
Revised: July 12, 2010
Effective: June 14, 2004; July 12, 2010
Reference: Minutes, Board of Trustees' Meeting, June 14, 2004; July 12, 2010



Tri-County Electric Cooperative, Inc.

A Touchstone Energy® Cooperative 

A G R E E M E N T

It is the policy of this cooperative to provide a membership list, upon request, to a potential candidate for the Tri-County Electric Cooperative Board of Trustees. This request must be made at the Tri-County Electric Cooperative headquarters office building in Madison, Florida, during normal business hours, following the mailing of the district meeting notices.

I, _____ do hereby certify that I am a member of Tri-County Electric Cooperative, Inc. residing in District ____ . In consideration of my candidacy for the Tri-County Electric Cooperative, Inc. Board of Trustees, I hereby request a list of electric consumers in District ____ .

I hereby agree that I will not inappropriately utilize the list of consumers in District ____ and will use this list for election purposes only. I further agree that I will make no use of the list of consumers in District ____ that will in any way be harmful to said consumers. Further, I agree to defend, indemnify and hold harmless Tri-County Electric Cooperative, Inc. from any and all claims, liability and expenses, including reasonable attorneys' fees and costs, arising out of the use of this list of consumers.

I further agree that I will return the complete list of consumers in the aforementioned district to the management of Tri-County Electric Cooperative within five days following the Annual Meeting for which I am a candidate for Trustee. It is also agreed that I will not copy or distribute in any way the list of consumers furnished to me.

Signed by _____

Date _____

STATE OF FLORIDA, COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of _____, 20____, by _____ who is personally known to me or who has produced _____ as identification and who did take an oath.

(S E A L)

Notary Public