

CARROLL ELECTRIC MEMBERSHIP CORPORATION
BYLAWS – ARTICLE III
2025 DIRECTOR NOMINATIONS
ANNUAL MEETING – OCTOBER 2, 2025

SECTION 3.06. Nominations.

- (a) The Board of Directors shall appoint, not less than one hundred thirty (130) days before the date of the meeting at which members of the Board of Directors are to be elected, a committee on nominations, consisting of not less than two (2) Members residing in the Districts in which Directors' terms expire in that year (the "Nominating Committee"). No Member nor Close Relative nor member of the same household of a Director may serve on such committee. The committee shall meet and nominate not less than one (1) nor more than two (2) qualified Member(s) residing in the District where a vacancy will occur by term expiration. The committee shall prepare and post at the principal office of the Cooperative at least one hundred twenty (120) days before the meeting its list of nominees.
- (b) In addition, any one hundred (100) or more Members of the Cooperative acting together may make additional nominations in writing not less than seventy-five (75) days prior to the meeting (the "Nominating Petition"), and the Secretary shall post such nominations at the same place where the list of nominations made by the Committee is posted. The Nominating Petition shall:
 - (1) list on each page of the Nominating Petition the name of the Member;
 - (2) indicate on each page of the Nominating Petition the director position for which the Member so nominated will run; and
 - (3) contain the printed names, addresses, telephone numbers and original dated signatures signed within sixty (60) days of the first signature.
- (c) At the Member Meeting, no nominations may be made from the floor except that such nominations may be made and shall be allowed for any directorate to be filled for which there would not otherwise be any eligible nominee. Notwithstanding the provisions contained in this Section 3.06 failure to comply with any of such provisions shall not affect in any manner whatsoever the validity of any action taken by the Board of Directors after the election of Directors.

SECTION 3.07. Notice of Nominees. The Secretary shall be responsible for posting at the headquarters of the Cooperative the nominees for the election made by the Nominating Committee and by petition.