Decatur County REMC
1430 W. Main Street
Greensburg, IN 47240

OFFICE 812.663.3391
TOLL FREE 800.844.7362
www.dcremc.com

SUMMARY OF RULES FOR PETITION TO NOMINATE A CANDIDATE FOR THE BOARD OF DIRECTORS

Fifty (50) or more members may make nominations in writing over their signatures not less than seventy five (75) days prior to the meeting and filed at the headquarters building. The qualifications for Directors are set forth in Bylaw 4.03.
If a husband and wife have a joint membership, only one may sign the petition. Bylaw 1.04 also applies to their joint memberships.
Review the Bylaws for other requirements.

Decatur County REMC Bylaws Article IV

Section 4.03. Director Qualifications

A Director or Director candidate must comply with this Bylaw. The REMC may conduct an investigation, or require information, to determine whether a Director or Director candidate complies with this Bylaw.

a. General Director Qualifications. To become and remain a Director, a person must comply with the following general qualifications ("General Director Qualifications"):

1. be an individual
2. have the capacity to enter legally binding contracts
3. be lawfully present in the United States of America
4. not have been previously removed or disqualified as a Director
5. while a Director, and during the five years immediately before becoming a Director, not be convicted of, or plead guilty to, a felony
6. before becoming a Director, graduate from high school or earn an equivalent degree or certification
7. except as otherwise provided by the Board for good cause, attend at least two-thirds of all Board Meetings during each twelve- month period following the annual meeting of the members
8. comply with any other reasonable qualifications determined by the Board, including, but not limited to, the Director Conduct policy and other policies applicable to Directors that are enacted by the Board

b. Membership Director Qualifications. To become and remain a Director, an individual must, while a Director and during the one (1) year immediately prior to becoming a Director, comply with the following membership qualifications ("Membership Director Qualifications"):

1. Be a member of the REMC in good standing
2. For at least eight (8) months each calendar year occupy as a primary residence and use electric energy provided by the REMC at a location within the Director District from which the Director is nominated or elected.

c. Independence Director Qualifications. To become and remain a Director, an individual must comply with the following independence qualifications ("Independence Director Qualifications"):

1. annually complete and sign an independence certification and disclosure form approved by the Board

2. while a Director and during the five (5) years immediately before becoming a Director, not be an employee of the REMC or an employee of an entity controlled by the REMC or in which the REMC owns a majority interest
3. while a Director, not be a close relative of any existing Director, officer, or employee or incumbent Nominating Committee member of the REMC
4. while a Director, not be employed by, materially affiliated with, nor sharing a material financial interest with, any other Director
5. while a Director and during the one (1) year immediately before becoming a Director, not be a party in a mediation, arbitration, lawsuit, or other legal action against or by the REMC or any of its subsidiaries
6. while a Director, not be engaged in any business, nor employed by, materially affiliated with, nor having a material financial interest in any entity, nor be a close relative of someone who has a material financial interest in any entity, other than an entity in which the REMC owns an interest, that:
    a. Regularly, directly, and substantially competes with the REMC or a subsidiary of the REMC; or
    b. Regularly sells goods or services in substantial quantity to the REMC or a subsidiary of the REMC; or
c. Possesses any conflict of interest with the REMC or a subsidiary of the REMC that is not resolved within a reasonable time in accordance with Section 4.13, to the satisfaction of the Board.

d. Director Disqualification. After being elected, if a Director does not comply with all General Director Qualifications, Membership Director Qualifications, and Independence Director Qualifications (collectively, "Director Qualifications"), then, except as otherwise provided by the Board for good cause, the Board may, by majority vote, disqualify the Director and the individual is no longer a Director if:
1. the Board notifies the Director in writing of the basis for, and provides the Director an opportunity to comment regarding, the Board's proposed disqualification; and 3
2. within thirty (30) days after the Board notifies the Director of the proposed disqualification, the Director neither complies with nor meets the Director Qualification.

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

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NOMINATION OF DIRECTOR CANDIDATE FORM

We nominate _____ as a candidate for the Directorship of District _____ of Decatur County REMC. The nominee lives at _____, and receives electric service from the REMC there. To the best of our knowledge, the nominee is not a close relative of an employee, a present Director, a present Nominating Committee member, a present candidate for Director or a present candidate for the Nominating Committee. Additional bylaw requirements for Directors are attached.

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