

San Patricio Electric Cooperative, Inc.
Nomination by Petition

Members may be nominated to run for election for any Director position for which Members are scheduled to vote at any Member Meeting by submitting to the Nominating Committee a petition signed by at least twenty-five (25) Members proposing that individual for such Director position ("Member Nominations").

Member Nominations for a District Director may only be made by a petition submitted by twenty-five (25) or more Members residing or located in the Director District. Member Nominations for Director-at-Large (if a Director-at-Large is to be elected at such Member Meeting) may be made by a petition submitted by twenty-five (25) or more Members residing or located anywhere within the Cooperative Service Area.

Attached to the petition shall be a written consent by the nominee to serve as a Director, if elected, as well as biographical information. The form for Member Nomination petitions is available at the Cooperative's principal office and on the Cooperative's website at www.sanpatricioelectric.org.

Member Nomination petitions must be properly completed and delivered to the Nominating Committee at the Cooperative's principal office (or other location designated by the Nominating Committee) not less than fifty (50) days prior to the Member Meeting at which Members are scheduled to vote. Petition forms received after that deadline shall be void.

A Member can sign only one Member Nomination petition. If a Member signs more than one Member Nomination petition, that signature becomes invalid on all petitions signed by the Member.

The Nominating Committee will authenticate Member Nomination petition signatures not later than forty-five (45) days prior to the Member Meeting. Candidates nominated by Member Nomination petition may be required to provide the Nominating Committee and Credentials & Election Committee with information necessary to verify that the candidate meets all Director Qualifications as set forth in the Bylaws, a copy of which is attached. Once the signatures on the Member Nomination petition have been authenticated, the Member Nomination petition nominations shall be posted at the Cooperative's principal office.

Mail Completed Nomination Petition form to: ATTN: Nominating Committee
San Patricio Electric Cooperative, Inc.
P. O. Drawer 400
Sinton, Texas 78387

Or drop off at: ATTN: Nominating Committee
San Patricio Electric Cooperative, Inc.
402 E. Sinton Street
Sinton, Texas 78387

Petition must be received by 5:00 PM on August 8, 2019.

San Patricio Electric Cooperative, Inc.
Nomination Information

Nominees must receive electric service in the district for which election is sought.

Name: _____ **Telephone Number:** _____

Address: _____ **Email address:** _____

Age: _____

Board Position Sought:

District 1 Director

District 5 Director

(Two-hundred word limit for Entire Section)

Introduction: _____

Previous Board of Director Experience: _____

Business/Government Experience: _____

Education/Training: _____

Why I Should Be on the Board of Directors for SPEC: _____

I certify that I am qualified, pursuant with the *Bylaws* requirements, to serve as a Director and that the information contained in this petition is correct and complete to the best of my knowledge. I authorize investigation of *all* statements contained in this petition. I understand that misrepresentation or omission of facts called for in my petition or any other materials is grounds for removal from the Board. The information submitted is true and correct. If elected, I consent to serve as a Director of SPEC.

Nominee Signature

_____, 2018
Date

San Patricio Electric Cooperative, Inc.

Required Signatures

Signatures from at least twenty-five (25) SPEC members located or residing in the applicable Director District are required for Nomination.

| | |
|---------------|---------------|
| | |
| Signature | Signature |
| Print Name | Print Name |
| Print Address | Print Address |
| | |
| Signature | Signature |
| Print Name | Print Name |
| Print Address | Print Address |
| | |
| Signature | Signature |
| Print Name | Print Name |
| Print Address | Print Address |
| | |
| Signature | Signature |
| Print Name | Print Name |
| Print Address | Print Address |

| | |
|---------------|---------------|
| | |
| Signature | Signature |
| Print Name | Print Name |
| Print Address | Print Address |
| | |
| Signature | Signature |
| Print Name | Print Name |
| Print Address | Print Address |
| | |
| Signature | Signature |
| Print Name | Print Name |
| Print Address | Print Address |
| | |
| Signature | Signature |
| Print Name | Print Name |
| Print Address | Print Address |
| | |
| Signature | Signature |
| Print Name | Print Name |
| Print Address | Print Address |

| | |
|---------------|---------------|
| | |
| Signature | Signature |
| Print Name | Print Name |
| Print Address | Print Address |
| | |
| Signature | Signature |
| Print Name | Print Name |
| Print Address | Print Address |
| | |
| Signature | Signature |
| Print Name | Print Name |
| Print Address | Print Address |
| | |
| Signature | Signature |
| Print Name | Print Name |
| Print Address | Print Address |
| | |
| Signature | Signature |
| Print Name | Print Name |
| Print Address | Print Address |

San Patricio Electric Cooperative, Inc.
Director Qualifications (Bylaws Section 4.03)

SECTION 4.03 Director Qualifications. Any Director or Director candidate must comply with this Bylaw.

1. General Director Qualifications. A Director or Director candidate must:
 - a. Be a natural person;
 - b. Have the capacity to enter legally binding contracts;
 - c. While a Director, and during the five (5) years immediately prior to becoming a Director, not:
 - (i) Be, nor have been, convicted of a felony; or
 - (ii) Plead, nor have pled, guilty to a felony;
 - d. Within three (3) years of becoming a Director, and unless excused by the Board for good cause, receive a Credentialed Cooperative Director designation or Director's Certificate or similar certification from the National Rural Electric Cooperative Association;
 - e. Unless excused for good cause by the Board or Members, attend at least two-thirds (2/3) of all Board Meetings during any (12) month period; and
 - f. Comply with any other reasonable qualifications determined by the board. (collectively, "General Director Qualifications").

2. Membership Director Qualification. While a Director, and during the one (1) year immediately prior to becoming a Director, a Director or Director candidate must:
 - a. Be a Member in good standing and if a District Director, permanently residing in the Director District from which the Director is elected or chosen, and if a Director-at-Large, permanently residing in the Cooperative Service Area; and
 - b. Use, receive, or purchase a Cooperative Service at the Director's primary residence;or:
 - a. Be duly authorized by a non-natural person Member:
 - (i) In good standing and permanently located; and
 - (ii) Continuously and materially using, receiving, or purchasing a Cooperative Service within the Director District from which the Director is elected or chosen, if a District Director, or within the Cooperative Service Area, if a Director-at-Large; and
 - b. Permanently reside within one-hundred (100) miles of the Cooperative's principal office

(Collectively, "Membership Director Qualifications").

At any time:

- a. No non-natural person Member may authorize more than one (1) Director or Director Candidate; and
 - b. No more than three (3) Directors may be authorized by non-natural person Members.
3. Conflict of Interest Director Qualifications. While a Director, and during the one (1) year immediately prior to becoming a Director, a Director or Director candidate must not be, nor have been:
- a. A Close Relative of any existing Director, other than an existing Director who will cease being a Director within one (1) year;
 - b. An existing, or a Close Relative of an existing, non-Director Cooperative Officer, employee, agent, or representative;
 - c. Employed by, materially affiliated with, or share a material financial interest with, any other Director; or
 - d. Engaged in, nor employed by, materially affiliated with, or have a material financial interest in any individual or entity:
 - (i) Directly and substantially competing with the Cooperative;
 - (ii) Selling goods or services in substantial quantity to the Cooperative, or to a substantial number of Members; or
 - (iii) Possessing a substantial conflict of interest with the Cooperative (collectively, "Conflict of Interest Director Qualifications").
4. Continuing Director Qualification. Only natural persons complying with the General Director Qualifications, Membership Director Qualifications, and Conflict of Interest Director Qualifications (collectively, "Director Qualifications") may serve, or continue to serve, as a Director.

After being elected or appointed a Director, if any Director fails to comply with any Director Qualification, as reasonably determined by the Board, then the Board is authorized to remove the Director. If at least a majority of Directors authorized by these Bylaws comply with the Director Qualifications and approve a Board action, then the failure of any director to comply with all Director Qualifications does not affect the Board action.