

SECTION 5.05 - Nominations.

1. Nominations by Committee. It shall be the duty of the Board to appoint at least five (5) but no more than 15 Cooperative Members to serve on a Nominating Committee (“Nominating Committee”). The appointment shall be made at least sixty (60) days but no more than one hundred twenty (120) days prior to the date of an Annual Member Meeting at which Directors are to be elected. Neither employees of the Cooperative or any Cooperative subsidiary, incumbent Directors, Close Relatives of such Directors, nor known candidates to become Directors, shall be eligible to serve on the Nominating Committee. At least thirty (30) days before the meeting, the Committee shall prepare and post at the principal office of the Cooperative a list of nominations for Directors (“Nominating Committee Nomination”). The list may include a greater number of nominees than are to be elected. As determined by the Board, and as allowed by the Governing Documents, the Cooperative may reasonably compensate or reimburse Nominating Committee Members.
2. Member Petition Nominations. Without regard to the actions of the Nominating Committee, Cooperative Members are also entitled to nominate additional individuals to run for election for any Director position for which Members are scheduled to vote at any Annual Member Meeting (“Member Petition Nominations”). The Cooperative shall announce a deadline for Member Petition Nominations that is at least forty-five (45) days but no more than ninety (90) days prior to the Annual Member Meeting. Members make such Member Petition Nominations by delivering to the Cooperative a written petition (“Member Petition”) for each Member Petition Nomination:
 - a. Listing the name of the Member Petition Nominee;
 - b. Indicating the Directorate District from which the Member Petition Nominee will run; and
 - c. Containing the printed names, main service addresses (as they appear on the Members’ account), telephone numbers, and original dated signatures, of at least thirty (30) Members. Each Member’s signature must be presented in the same name as he is billed by the Cooperative. The signature must be dated within ninety (90) days of the election.

After verifying that a Member Petition complies with this Bylaw, the Cooperative shall post the Member Petition Nominations in approximately the same location as the Nominating Committee Nominations.

Nominations for Directors shall be made only by the Nominating Committee or by written Member nominations as set forth herein. All nominations, however made, shall specify the nominee’s district. Write in candidates and/or floor nominees are not eligible for election to the Board.

The Secretary shall mail to the Members, either with the notice of the meeting or separately but at least seven (7) days prior to the date of the meeting, a statement of the number of Directors to be elected and the names and addresses of all nominees. The statement shall separately list nominations made by the Committee from any nominations made by petition.

Failure to comply with the provisions of this Section shall not affect the validity of any action taken by the Board after its election.