

QUALIFICATIONS

BOARD OF DIRECTOR NOMINEES

**To be elected at the Annual Meeting of Central Electric Cooperative, Inc.
Aug. 8, 2024**

General: Will be elected to a four (4) year term, beginning on the day of the next regular monthly meeting of the Board of Directors following the Annual Meeting of the Members to be held Aug. 8, 2024.

Vacancy: Terms of two (2) incumbent directors run out at the Annual Meeting.

Districts to be represented by the 2024 election: Clarion and Butler counties.

Bylaw provisions of Board Member Qualifications:

ARTICLE IV

SECTION 4.03. QUALIFICATIONS. Members accepting a seat on the Board of Directors are expected to be able and available to perform all the functions of the position. This includes regular attendance at board meetings, special board meetings, committee meetings and other activities of the cooperative in which board members are expected to participate. It also includes the ability and availability to serve in board offices, committees and as a delegate to affiliated organizations such as the Pennsylvania Rural Electric Association and Allegheny Electric Cooperative.

No persons meeting any of the violations listed in (a) through (m) of this section 4.03 shall be eligible to become a Board Member. Upon the establishment of the fact that a Board member, holding office, meets any of the violations listed in (a) through (m) of this section 4.03, the Board, by the affirmative vote of not less than two-thirds of the remaining Board Members, at any regular or special meeting, may remove such Board member from office.

Any person is deemed to be in violation if such person:

- (a) is not a natural person with the legal capacity to execute binding contracts;
- (b) is not a member in good standing;
- (c) has been convicted of a felony within the last five (5) years;

- (d) is not a bona fide resident of the county which he or she is to represent for a minimum period of one continuous year immediately preceding his election;
- (e) is, or a member of his or her immediate family is, in any other way employed in any other business enterprise engaged in selling or distributing electric energy, or is a retired employee of such business enterprise;
- (f) is not consuming and taking service from the facilities of Central Electric Cooperative, Inc., at his or her residence home;
- (g) is, or a member of his or her immediate family is, engaged in selling at wholesale or retail goods, equipment, or material that is used or could be used in and about the business of the Cooperative, the proposed or elected Director shall refrain from sale to the Cooperative during his term of office and candidacy to office;
- (h) is unwilling to become acquainted with the business and workings of the Cooperative; does not become familiar and informed in and about the business and affairs of the Cooperative, including training and attendance at seminars and sessions for Directors;
- (i) shall miss more than 2 regular meetings of the board in a calendar year;
- (j) is or was, or his or her spouse is or was, in any way regularly employed by the Cooperative, (the term “regularly employed”, as used in these Bylaws, shall not include employment of any person employed only as a “summer employee” and/or as an “intern” and therefore any such employment shall not, in and of itself, deem any person ineligible to become a Board Member, but only to the extent that any such person’s employment was not terminated by the General Manager and/or CEO of the Cooperative);
- (k) is the parent, husband, wife, son, daughter, brother, sister, step-father, step-mother, step-son, step-daughter, step-brother, step-sister, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, uncle, aunt, niece or nephew of a person regularly employed by the Cooperative, or currently a member of the Board, whether by the whole or half blood or adoptive;
- (l) is in violation of these bylaws, published policies of the Cooperative, or any other governing documents;
- (m) is not in compliance with any other reasonable qualifications determined by the Board.

Nothing contained in this section shall affect in any manner whatsoever the validity of any action taken at any meeting of the Board.