

**2019 PETITION FOR NOMINATION OF CANDIDATE FOR DIRECTOR
To The Credentials And Election Committee of Choptank Electric Cooperative, Inc.**

For Choptank official use only:

Received: ___/___/___ @ ___:___ .m.
Name: _____
Signed: _____



For C&E Committee use only:

Action taken: _____
Date: _____
Signed: _____

Type or print **Your Full Name** as the nominee (“Nominee”), and

the **Name of the Director District** in which your **Principal Residence** is located

GENERAL INSTRUCTIONS: This form of the Petition For Nomination Of Candidate For Director (hereafter “Petition”) has been approved by the Board of Directors (hereafter “Board”) of Choptank Electric Cooperative, Inc. (hereafter “Choptank”) pursuant to the bylaws of Choptank, last amended on April 26, 2018 (hereafter the “Bylaws”). This is the **ONLY** Petition form that is acceptable for use in nominating a person as a candidate for election as a director of Choptank (hereafter “Director”) in the elections to be held in conjunction with Choptank’s 2019 Annual Meeting of Members, to be held on April 25, 2019 (hereafter the “Next Annual Member Meeting”). The timely completion and filing of all Parts of this Petition form, and the signature of the person being nominated by this Petition (hereafter “Nominee”) in Part C thereof, are required for him or her (“him”) to be considered for approval by the Choptank Credentials And Election Committee (hereafter “C&E Committee”) as a candidate for election as a Director, and to have his or her (“his”) name placed on the ballot as a candidate for election as a Director at the Next Annual Member Meeting. This Petition must be delivered to the C&E Committee or its designee, at Choptank’s headquarters office, in Denton, Maryland, at least 120 days before the date of the Next Annual Member Meeting. The terms defined in these General Instructions apply to all Parts of this Petition. The Bylaws currently in effect that relate specifically to a matter addressed in this Petition are enclosed with this Petition.

If the Nominee has not previously done so, it is recommended that before he completes this Petition that he contact Choptank’s President & CEO, Michael I. Wheatley (phone: 410-479-8552 or email: mikewh@choptankelectric.coop) to obtain information about the time commitment, preparation for and attendance at meetings, continuing and education, and other duties of all Directors, so that he may better appreciate and be better prepared to fulfill the duties and demands of serving as a Director. The ten Directors collectively make decisions that affect the operation and future of Choptank, whose mission is to safely provide reliable and cost-effective electricity with a commitment to service excellence to its more than 53,000 member-owners in parts of all nine counties of Maryland’s Eastern Shore.

INSTRUCTIONS FOR PART A: As specified in Bylaw 4.05, a, the Nominee must provide with his Petition the valid signatures of at least fifteen (15) other individual persons, each of whom is a member of Choptank (hereafter “Member”) who is in “**Good Standing**” as of the **deadline date for filing the Petition**, as defined in Bylaw 2.09, c. As the membership and good standing of each person signing this Petition is a requirement that will be verified by the C&E Committee, it is recommended that the Nominee obtain the signatures of more than fifteen (15) Members. In order to facilitate such verifications, and in order for a signature to be counted toward meeting the required number of signatures, the signature of each Member in this Part A must be accompanied by the printed name, billing address, and telephone number of that Member, and it is **requested**, but not required, that for ease of identification each Member provide a Choptank account number.



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PART A - NOMINATION BY MEMBERS

WE, THE UNDERSIGNED Members of Choptank, by this Petition, hereby nominate the above-named Nominee as a candidate for election as the Choptank Director for the above-named Choptank Director District in the election to be held in conjunction with the Next Annual Member Meeting pursuant to Bylaw 4.05, a.

Printed Member Name	Member Billing Address	Telephone No.	Account No. ¹	Signature Date mm/dd/yyyy	Original Member Signature

¹ A Member who signs this Petition is not required to provide his Choptank account number. However, by providing his account number he will assist everyone involved by making it easier for the C&E Committee in verifying that he is a Member of Choptank and that his signature should be counted toward the satisfying the minimum number of Member signatures required to make this nomination.



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*the **Name of the Director District** in which your **Principal Residence** is located*

Printed Member Name	Member Billing Address	Telephone No.	Account No. ¹	Signature Date mm/dd/yyyy	Original Member Signature

¹ A Member who signs this Petition is not required to provide his Choptank account number. However, by providing his account number he will assist everyone involved by making it easier for the C&E Committee in verifying that he is a Member of Choptank and that his signature should be counted toward the satisfying the minimum number of Member signatures required to make this nomination.



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Printed Member Name	Member Billing Address	Telephone No.	Account No. ¹	Signature Date mm/dd/yyyy	Original Member Signature

¹ A Member who signs this Petition is not required to provide his Choptank account number. However, by providing his account number he will assist everyone involved by making it easier for the C&E Committee in verifying that he is a Member of Choptank and that his signature should be counted toward the satisfying the minimum number of Member signatures required to make this nomination.

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INSTRUCTIONS FOR PART B:

Bylaws 4.03 (Composition), a, 3), and 4.04 (Qualifications) contain requirements (the "Qualifications") which a Director must continuously meet during his term. Bylaw 4.05 (Nominations) requires the C&E Committee to determine whether a person who is seeking to be elected as a Director meets the Qualifications before his name can be put on the ballot. The information requested and answers to the questions asked in this Part B are intended to assist the C&E Commission in determining whether the Nominee meets the Qualifications. The Nominee shall provide in writing on this Petition form all information requested, and answer to all questions asked, in this Part B to assist the C&E Commission in making that determination.

PART B – BYLAWS QUALIFICATIONS OF THE NOMINEE

1. Print or type your full name. (*Your full name as it appears on your birth certificate, or your name as it has been legally changed by a court order. Include any suffix that you use in signing legal documents; e.g., Jr, II, etc.*)

2. Print or type all other names which you have used and/or by which you have been known at any time during your lifetime (*If none, then write "None"*):

3. Print or type your date of birth (*mm/dd/yyyy*) and the town/city, state and country where you were born:

4. Print or type the name of the Choptank Director District for which you are petitioning to run for election as a Director. (*See Bylaw 4.03, a, 1), enclosed herewith, for a description and the name of each of the ten (10) Choptank Director Districts. Note: the Director District you identify in this answer must be the same Director District that appears at the top of each page in Part A of this Petition.*)

5. Print or type the address of your Principal Residence(s), as defined by Bylaw 4.03, a, 3), located within the Director District for which you are seeking to be elected, including in your answer the street number and name, town, county and state of such Principal Residence(s).

6. To the best of my knowledge, information and belief I do not have any conflict of interest or any appearance of a conflict of interest with Choptank, as defined by Board Policy No. 108 (copy provided herewith), **EXCEPT AS HEREAFTER DESCRIBED:** (Note that depending on its nature and extent, an actual or appearance of a conflict of interest may not necessarily disqualify one from being a Director, but may require a Director to disclose such conflict to the Board and/or the Board’s attorney and to recuse himself from participating in a Board discussion and vote involving any matter relating to the subject of the actual or appearance of a conflict of interest. A written answer to the question is required, even if there is and will be no such actual or appearance of a conflict of interest. Attach such additional page(s) as are necessary to complete your answer.) **DESCRIBE THE NATURE OF ALL ACTUAL CONFLICTS AND ALL APPEARANCES OF CONFLICTS OF INTEREST. If none, then write “None”.**

INSTRUCTIONS FOR QUESTIONS NUMBERED 7 THROUGH 30 OF PART B: Place a mark in the appropriate column for “Yes” or “No” as your answer next to each of the following questions numbered 7 through 30, and provide the additional information requested in question number 18 of those questions.

Questions

7. As of the date on which you are signing this Petition have you, for more than 182 days during the immediately preceding 365 days, occupied as your place(s) of residence one or more dwellings located within the electric service territory

Yes	No

Questions

	Yes	No
<u>of Choptank?</u>		
8. To the best of your knowledge, information and belief, <u>as of the scheduled date of the Next Annual Member Meeting</u> will you have, for more than 182 days during the immediately preceding 365 days, occupied as your place(s) of residence one or more dwellings <u>located within the electric service territory of Choptank?</u>		
9. <u>As of the date on which you are signing this Petition</u> have you, for more than 182 days during the immediately preceding 365 days, occupied as your place(s) of residence one or more dwellings <u>located within the Director District for which you are seeking to run for election as Director by filing this Petition?</u>		
10. To the best of your knowledge, information and belief, <u>as of the scheduled date of the Next Annual Member Meeting</u> will you have, for more than 182 days during the immediately preceding 365 days, occupied as your place(s) of residence one or more dwellings <u>located within the Director District for which you are seeking to run for election as Director by filing this Petition?</u>		
11. As of the date on which you are signing this Petition are a registered voter in the Director District for which you are by this Petition seeking to run for election as Director?		
12. To the best of your knowledge, information and belief, as of the scheduled date of the Next Annual Member Meeting will you be a registered voter in the Director District for which you are by this Petition seeking to run for election as Director?		
13. To the best of your knowledge, information and belief, as of the scheduled date of the Next Annual Member Meeting will you have been a Member of Choptank continuously for at least the last three (3) years? (Note: The fact that you live in a household to which electricity is distributed by Choptank does not necessarily mean that you are a Member of Choptank; your name must be on a Choptank account for electric service.)		
14. To the best of your knowledge, information and belief, as of the scheduled date of the Next Annual Member Meeting will your Choptank Membership be in Good Standing, as defined by Bylaw 2.09, c, continuously for at least the last three (3) years?		
15. Except for temporary electric outages caused by such occurrences such as storms, accidents, or repairs, maintenance or replacements of electric distribution facilities, has there been any time within the last three years when all electric services being supplied to you by Choptank have been shut off at the same time? (Check "yes" or "no" on this page.) If your answer is "yes", on the next page state the reason or reasons why all electric services to you from		

Questions

		Yes	No
<p>Choptank were shut off.</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>_____</p>			
16.	<p>Are you free of all mental and other conditions that would prevent you from entering into legally binding contracts that do not involve the necessities of life?</p>		
17.	<p>Are you now, or will you be as of the scheduled date of the Next Annual Member Meeting, a graduate of an accredited high school or the recipient of a high school equivalency diploma (sometimes referred to as a general education diploma or “GED”) from an accredited educational institution? If “yes”, please state the name and address of the school or institution that issued you the diploma or certificate, and the date thereof, in the following space:</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>_____</p>		
18.	<p>If elected as a Director, except as otherwise provided by the Board of Directors for good cause, will you take the necessary training to receive a Credentialed Cooperative Director designation, a Director's Certificate, or similar designation or certification from the National Rural Electric Cooperative Association within three (3) years after first becoming a Director?</p>		
19.	<p>If elected as a Director, will you act at all times in good faith and for the best interests of Choptank?</p>		
20.	<p>If elected as a Director, will you represent all Members of Choptank on an impartial basis?</p>		
21.	<p>If elected as a Director, will you devote such time and effort to your duties as a Director as is reasonably necessary, based on your prior experience, training and tenure on the Board, to perform the duties of Director and oversee Choptank's business and affairs, such as attendance at Board meetings, committees of the Board, regional and national association meetings, and Director training and education programs?</p>		
22.	<p>If elected as a Director, will you comply with all Governing Documents of Choptank as defined in the Bylaws, the Board Policies applicable to Directors, and all lawful decisions and actions by the Board?</p>		

Questions

	Yes	No
23. Within ten (10) years prior to the scheduled date of the Next Annual Member Meeting have you been, or is any case now pending in which there is a possibility that you could be, finally adjudged to be guilty of a felony?		
24. Within ten (10) years prior to the scheduled date of the Next Annual Member Meeting have you been, or to your knowledge will you be at any time hereafter through the scheduled date of the Next Annual Member Meeting and/or during your term of office if elected as a Director, an employee of Choptank, or a director or an employee of a competing firm, or a firm selling electricity?		
25. Within ten (10) years prior to the scheduled date of the Next Annual Member Meeting have you been, or to your knowledge will you be at any time hereafter through the scheduled date of the Next Annual Member Meeting and/or during your term of office if elected as a Director, employed by a labor union that represents or has endeavored to represent any employee of Choptank?		
26. Within ten (10) years prior to the scheduled date of the Next Annual Member Meeting have you been, or to your knowledge will you be at any time hereafter through the scheduled date of the Next Annual Member Meeting and/or during your term of office if elected as a Director, a Close Relative (as defined in Bylaw 3.14, a, 1)) of an employee or a Director of Choptank?		
27. Are you now, or to your knowledge will you be at any time hereafter through the scheduled date of the Next Annual Member Meeting and/or during your term of office if elected as a Director, in any way employed by or substantially financially interested in an enterprise competing with Choptank, any subsidiaries or affiliate of Choptank, or a major supplier of any of the aforementioned entities?		
28. Are you now, or to your knowledge will you be at any time hereafter through the scheduled date of the Next Annual Member Meeting and/or during your term of office if elected as a Director, a full-time employee or agent, or a full-time employer or principal, of another Director.		
29. Do you have any other commitments or conditions that would prevent or interfere with your duty to meet or exceed the minimum requirements for preparation, attendance and participation in the meetings of the Board of Directors of Choptank (the "Board"), as described in Bylaw 4.04, b, 7)? <i>Before answering this question it is recommended that you read the document titled "Board Director Requirements and Expectations," which may be obtained by contacting Choptank's President & CEO, Michael I. Wheatley, whose contact information is on page 1 of this Petition.</i>		
30. Provide the following information in the event that the C&E Committee or a representative thereof should need to contact you to obtain additional information from you necessary for		

the C&E Committee to determine whether you meet the Qualifications and/or to notify you of the C&E Committee's decision whether to approve this Petition. By providing this information you consent to being contacted by Choptank and/or its representatives for the purposes stated in and/or to clarify and/or verify the information provided by you in this Petition.

Your mailing address (*if different than your answer to question 5 in Part B*):

Your daytime or work phone number: _____

Your home phone number: _____

Your cell phone number: _____

Your personal email address that you check regularly: _____

Proceed to Part C on the next page

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INSTRUCTIONS FOR PART C: *The signature of the Nominee is required in the place indicated in this Part C. You are not required, but at your option you may, on a separate page or pages attached to this Petition, provide any additional information about your education, employment and/or other experience that may indicate that you have qualifications to be a Director in addition to those Qualifications required by the Bylaws.*

PART C – ACKNOWLEDGEMENTS, REPRESENTATIONS AND SIGNATURE

PURSUANT TO Bylaw 4.05, a, I, the undersigned Nominee, hereby submit to the C&E Committee this Petition for my nomination as a candidate for election as a Director of Choptank, and by signing this Petition I hereby represent and acknowledge to Choptank and to the C&E Committee as follows:

1. I hereby consent to receive communications from the C&E Committee and Choptank relative to this Petition and the election to which it relates via the above telephone numbers and email address provided in this Petition.
2. The entire set of Bylaws is posted and available to the public on the Cooperative’s website, and may be downloaded therefrom.
3. I have received with this Petition a legible copy of the following sections of Bylaws (hereafter collectively the “Bylaws Sections”), which Bylaws Sections I have read in their entirety and understood before completing and signing this Petition: 2.01 (Membership); 2.02 (Joint Membership); 2.09 (Duties Of Patrons), including subsection c, which contains the definition of “Good Standing”; 3.14 (Credentials And Election Committee), including subsection a, 1) (defining “Close Relative”); 4.03 (Composition), including subsection a, 3) (defining “Principal Residence”); 4.04 (Qualifications); 4.05 (Nominations) and 5.09 (Conflict Of Interest Transaction).
4. I have received with this Petition a legible copy of Choptank Board Policy Nos. 106 (Corporate Ethics Acceptable Standards of Conduct), last amended on January 26, 2016, and 108 (Conflicts Of Interest – Directors, Officers And Key Employees), last amended on June 26, 2018, which Board Policies I have read in their entirety and understood before completing and signing this Petition.
5. All information provided by me in and/or with this Petition is complete, true and correct to the best of my knowledge, information and belief.
6. In the event that I become aware of any material change in the information provided in and/or with this Petition which renders any representation and/or response in this Petition misleading, incomplete, inaccurate and/or untruthful, or which may be evidence of whether I

satisfy any or all of the Qualifications to be a director of the Cooperative, as described in the Bylaws, then I shall immediately file a signed written report to the C&E Committee describing such change and all effects thereof on my continuing satisfaction of those Qualifications.

7. I hereby consent such verification conducted and/or directed by the Credentials & Election Committee of Choptank as that Committee deems necessary in order for it to determine whether I meet the requirements of the Bylaws to be a candidate for election as a Director of Choptank.
8. I hereby consent to the following actions by and/or on behalf of the C&E Committee and/or Choptank: (a) the publication of this Petition, any part thereof, and/or information provided herewith by me, **provided that there is no material change in the content**; and/or (b) **provided that I have first given my written approval thereof to the C&E Committee and/or Choptank**, publication of a biography of me to the Members of Choptank in Choptank's "Live Wire", on Choptank's website and/or with notices and other publications relating to the Next Annual Member Meeting.

Signature of Nominee

Date, 20__