

NOTICE

The following is the Section of the Bylaws of Clay Electric Co-operative, Inc. that describes the process of nominating candidates for Trustees that serve on the Co-operative's Board.

ARTICLE III SECTION 3. Nominations.

(a) For the purposes of nomination of candidates for the office of Trustee, and to determine the number of Trustees elected to represent each district, the following districts and number of Trustees representing each district are established as follows:

DISTRICT	NUMBER OF TRUSTEES
District I to include Bible Grove Township, Clay County; Lucas Township, Effingham County; and South Muddy Township, Jasper County	1
District II to include Blair Township, Clay County and Union Township, Effingham County	1
District III to include Larkinsburg Township, Clay County; Mason Township, Effingham County; and LaCledde Township, Fayette County	1
District IV to include Pixley Township, Clay County; and Noble Township and Denver Township, Richland County	1
District V to include Hoosier Township and Louisville Township, Clay County	1
District VI to include Oskaloosa Township and Songer Township, Clay County; and Meacham Township and Omega Township, Marion County	1
District VII to include Clay City Township and Stanford Township, Clay County; and Keith Township, Wayne County	1
District VIII to include Harter Township, Clay County; and Keith Township and Indian Prairie Township, Wayne County	1
District IX to include Xenia Township, Clay County; Iuka Township and Romine Township, Marion County; and Garden Hill Township and Orchard Township, Wayne County	1

(b) It shall be the duty of the Board of Trustees to appoint, not less than ninety (90) days before the date of a meeting of the members at which Trustees are to be elected, a nominating committee consisting of not less than five (5) nor more than eleven (11) members, who shall be selected from the District represented by the Trustee to be elected, and shall be selected from different sections of the District so as to insure equitable representation; provided, however, that no nominee for the office of Trustee shall be qualified to hold office unless he be a bonafide resident of the District from which he is nominated. No officer or member of the Board may serve on such committee. The committee shall prepare, and forward to the Secretary, who shall post at the principal office of the Co-operative, at least sixty (60) days before the meeting, a list of nominations for Trustees which shall include at least one candidate for each Trustee to be elected from the particular District. Any fifteen or more members, from said District, acting together may make other nominations by petition not less than thirty (30) days prior to the meeting and the Secretary shall post such nominations at the same place where the list of nominations made by the committee is posted. The Secretary shall mail with the notice or separately, but at least five (5) days before the date of the meeting, a statement of the number of Trustees to be elected and the names and addresses of the candidates, specifying separately the nominations made by petition, if any. The ballot to be used at the election shall list the names of the candidates nominated by the committee and the names of the candidates nominated by petition, if any. No nominations shall be made from the floor.

Candidates for Trustees will be nominated from Districts I, III and IX and action will be taken at the Annual Meeting to be held on September 2, 2010.



Clay Electric Co-operative, Inc.