

2022



RECNEWS

March 2022

DIRECTOR ELECTIONS

Three (3) positions on the Rappahannock Electric Cooperative (REC) Board of Directors will be elected at the Cooperative's virtual Annual Meeting on Aug. 10. REC's Bylaws require that any member-owner who seeks election to the Board of Directors submit a nomination petition signed by at least 25 REC member-owners.

Interested member-owners should also complete the 2022 Director Elections Nomination Packet. **Nomination Packets are now available.** To obtain the candidate nomination packet, visit myrec.coop/directorelections, email directorelections@myrec.coop or call 540-891-5889.

Nomination petitions will be distributed by Assistant Secretary to the Board Whitney Watts electronically or by scheduling an appointment to pick up the petition in person. To request the nomination petition email directorelections@myrec.coop or call 540-891-5889.

No nominations can be accepted at the Annual Meeting in August.

The completed nomination materials and petition must be returned to the office of REC's president by 5 p.m. on April 29, 2022.

All REC member-owners will have the opportunity to participate in the Annual Meeting and to elect one director from each of the following three regions:

- **Region I** – the counties of Frederick, Shenandoah & portions of Page, Warren and Rappahannock.
Currently represented by Michael W. Lindsay.
- **Region VI** – Caroline County.
Currently represented by Linda R. Gray.
- **Region VII** – Louisa County.
Currently represented by J. Mark Wood.

To **become a candidate** in one of the director elections, you must be an REC member-owner as defined under Article I of the REC Bylaws. You must also reside in the region that you wish to represent as provided under Article IV of the REC Bylaws. Member-owners signing the nomination petition can be from any of REC's nine regions. For further details on director qualifications and the nomination procedures, please review Article IV of REC's Bylaws.

The Bylaws are available in the Governance Center of the My Cooperative section of myrec.coop.

Qualifications for directors are further defined in the Board Policy as stated below. Directors should:



- Possess an understanding of basic financial matters and fiduciary responsibilities of a board member;
• Be recognized as a leader in their industry and community because of their strong record of accomplishment;
• Be experienced in serving on a board or reporting directly to a board;
• Be committed to learning about the Cooperative and its diverse membership and willing to devote 24 to 44 days per year in order to be a meaningful contributor on behalf of all member-owners;
• Be willing and capable of articulating points of view that may challenge the thinking of the board and management;
• Place a high value on personal and corporate integrity and ethical behavior;
• Have an understanding of cooperatives;
• Be willing and able to successfully complete National Rural Electric Cooperative Association's Credentialed Cooperative Director program within five years of becoming a director;
• Be willing and able to participate in the Cooperative's New Director Orientation program; and
• Be financially secure (not motivated by director compensation).



Your Cooperative, Your Voice!

As a member-owner of REC, you have the power to select fellow member-owners to represent you on the Board of Directors. We urge you to join with thousands of other member-owners in July and August to designate your proxy.

How to Participate

The Proxy Designation Process opens July 1, 2022, and closes Aug. 3, 2022, at 5 p.m.

Member-Owner Proxy Designation Options



ONLINE: Member-owners will have two online options to access their proxy designation. In July, the online proxy portal will be available to all member-owners. Members will also have access to the portal when they log in to MyREC SmartHub.



BY MAIL: All member-owners will receive their official 2022 Proxy Designation Form by U.S. mail in July. This form can be completed and returned with the postage-paid envelope.



DURING VIRTUAL MEETING: Participate in the 2022 Virtual Annual Meeting on Aug. 10 and vote during the meeting.

MORE DETAILS: To obtain further information regarding the Director Elections, visit myrec.coop/directorelections, email directorelections@myrec.coop or call 1-800-552-3904.

YOUR VOICE MATTERS



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