

Ballot Instructions

Mark only one as your choice for each Amendment.

Jackson Electric Cooperative, Inc.

OFFICIAL BALLOT

PROPOSED AMENDMENT NO. 1 TO THE BY-LAWS. THIS AMENDMENT WOULD REMOVE THE REQUIREMENT OF APPROVAL BY THE BOARD OF DIRECTORS AND WOULD READ AS FOLLOWS:

Section 2.1 – Requirements for Membership. Any person, firm, association, corporation, or body politic or subdivision thereof will become a member of Jackson Electric Cooperative, Inc. (hereinafter called the “Cooperative”) upon receipt of electric service from the Cooperative, provided that he or it has first:

- (1) Made a written application for membership therein.
- (2) Agreed to purchase from the Cooperative electric energy as hereinafter specified.
- (3) Agreed to comply with and be bound by the Articles of Incorporation and Bylaws of the Cooperative and any rules and regulations adopted by the Board, and
- (4) Paid the membership fee hereinafter specified.

No member may hold more than one membership in the Cooperative, and no membership in the Cooperative shall be transferable, except as provided in these Bylaws. A membership shall entitle each member to one vote in the affairs of the Cooperative.

YES NO

PROPOSED AMENDMENT NO. 2 TO THE BY-LAWS. THIS AMENDMENT WOULD ALLOW FOR THE ELECTION OF THE BOARD OF DIRECTORS OR OTHER MATTERS TO BE ACCOMPLISHED BY MAIL-IN BALLOTS IN LIGHT OF THE POSSIBILITY THAT AN ANNUAL MEETING MAY NOT BE HELD AND WOULD READ AS FOLLOWS:

Section 3.3 - Agenda, Attendance, and Action at Member Meetings. Except as otherwise provided in these Bylaws, before or at an Annual or Special Member Meeting ("Member Meeting"), the Board: (1) shall determine the agenda, program, or order of business for the Member Meeting; and (2) may limit attendance at the Member Meeting to Members and Persons Occupying a Location with Members.

Except as otherwise provided by the Board before or at a Member Meeting, the President: (1) shall preside at the Member Meeting; and (2) may exercise power reasonably necessary for efficiently and effectively conducting the Member Meeting.

YES NO

PROPOSED AMENDMENT NO. 3 TO THE BY-LAWS. THIS AMENDMENT WOULD ALLOW FOR THE ELECTION OF THE BOARD OF DIRECTORS OR OTHER MATTERS TO BE ACCOMPLISHED BY MAIL-IN BALLOTS IN LIGHT OF THE POSSIBILITY THAT AN ANNUAL MEETING MAY NOT BE HELD AND WOULD READ AS FOLLOWS:

Section 3.7 - Member Voting by Mail or Electronic Ballot. Except as otherwise provided in these Bylaws or by the Board, a Member may vote or act by mail or electronic transmission as provided in this Bylaw and in a manner determined by the Board.

- (a) Mail or Electronic Ballot. A Member may vote or act by mail or electronic transmission on any matter by the Cooperative delivering or providing access to a written or Electronic mail ballot to each member entitled to vote on the matter. A proposed action is approved if: (1) the number of completed Mail or Electronic Ballots timely received by the Cooperative and persons voting in person equals or exceeds the Member Quorum; and (2) the number of votes favoring the proposed action exceeds the number of votes against the proposed action.

The Cooperative must count as a Member's vote a properly completed Mail Ballot received on or before, the time and date stated in the Mail or Electronic Ballot.

(b) A Mail Ballot ("Mail Ballot") must:

- (1) set forth and describe a proposed action, identify a candidate, and include the language of a motion, resolution, Bylaw Amendment, or other written statement, upon which a Member is asked to vote or act;
- (2) provide an opportunity to vote for or against, or to abstain from voting on, the matter;
- (3) instruct the Member how to complete and return the Mail Ballot; and
- (4) state the time and date by which the Cooperative must receive the completed Mail Ballot.

YES NO

PROPOSED AMENDMENT NO. 4 TO THE BY-LAWS ALLOWS FOR A QUORUM TO BE ACHIEVED THROUGH MAIL-IN BALLOTS AND WOULD READ AS FOLLOWS:

Section 3.8 - Quorum. A total of one hundred (100) unsuspended members, present in person and by completed mail ballot received by the cooperative prior to the member meeting, shall constitute a quorum for transaction of all business at all meetings of the members, provided such membership meeting is not called for the purpose of selling the Cooperative as a whole. A total of one hundred (100) unsuspended Members of the Cooperative voting by Mail or Electronic Ballot and/or attending a meeting in person shall constitute a quorum for the transaction of business by Members, provided such business is not the selling of the Cooperative as a whole. In order to constitute a quorum for the purpose of considering a proposition of sale of the Cooperative as a whole, three-fourths (3/4ths) of the total membership of the Cooperative must be present by mail ballot and two-thirds (2/3rds) of Members voting must vote in favor of the sale thereof, in order to accomplish a sale.

YES NO

PROPOSED AMENDMENT NO. 5 TO THE BY-LAWS CLARIFIES THAT DIRECTOR ELECTIONS MAY BE ACCOMPLISHED BY MAIL-IN BALLOTS AND WOULD READ AS FOLLOWS:

Section 4.5 – Director Elections. For each Director position scheduled for election by Members, the Members shall elect the Director from the Nominating Committee Nominations or Member Petition Nominations by a majority of votes cast by Members with a Member Quorum voting by Mail or Electronic Ballot, or in person, subject to the provisions of Section 3.7. Members may not vote for write-in candidates. If a Director position is unfilled after the first round of voting, then voting must be repeated until the Director position is filled, with the nominee receiving the lowest number of votes removed from the next round of voting. As determined by the President, the number of votes received by each nominee may or may not be announced. If only one individual is nominated to run for election for a Director position scheduled for election by Members, then the individual presiding at the Member Meeting may announce that the nominated individual is elected by acclamation and no vote is required. A formal Members Meeting is not required to accomplish Director Elections as all voting in conjunction therewith may be accomplished by Mail or Electronic Ballot.

YES NO

PROPOSED AMENDMENT NO. 6 TO THE BY-LAWS STATES THAT BYLAW AMENDMENTS MAY BE MADE BY MAIL-IN BALLOT AND WOULD READ AS FOLLOWS:

Section 9.2 – Bylaw Amendment. Except as otherwise provided in these Bylaws, these Bylaws may be adopted, amended, or repealed ("Amended") only by the vote of a majority of Members voting by Mail or Electronic Ballot, or in person, subject to the provisions of Section 3.7. Except as otherwise provided in a Bylaw Amendment, the Amendment is effective immediately after the vote approving the Amendment. The Cooperative must notify Members of Amended Bylaws.

YES NO