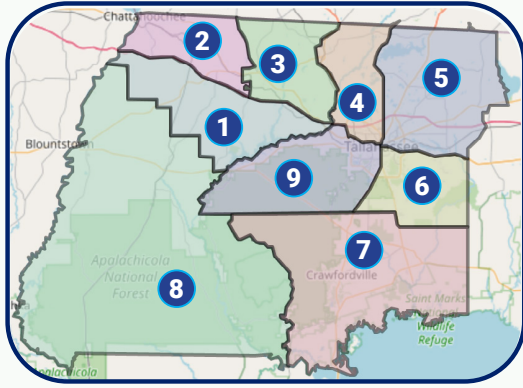


2023 TRUSTEE ELECTIONS

The Board of Trustees of Talquin Electric Cooperative, Inc. has designated **Saturday, April 29**, as the date for Talquin's Annual Meeting of the Members in 2023. All voting will be by mail-in ballot. In order to be added to the ballot for trusteeship, interested parties must submit petitions with 15 signatures, no sooner than **Thursday, January 19**, and no later than **Tuesday, February 28**. Petition packets may be obtained from Talquin Electric Cooperative Inc. Headquarters Office during normal business hours at 1640 West Jefferson Street, Quincy, Florida, 32351, or by calling 850-627-7651.



Districts 3, 6, and 9 are up for election.

The present incumbents are:

District 3 – Joseph Alexander

District 6 – Jason O'Steen

District 9 – Sam Fenn

This map is provided as a general guide only and can also be viewed online in greater detail at www.talquinelectric.com/about/board-districts-map/.

Precise lines are determined by those printed in ARTICLE IV, SECTION 3, of the By-laws.

BYLAWS PROVIDE GUIDANCE FOR ANNUAL MEETING AND TRUSTEE SELECTION

ARTICLE III Meetings of Members

SECTION 1. ANNUAL MEETING. The Annual Meeting of the members shall be held once each calendar year at a time and place in the service area of the Cooperative as shall be selected by the Board of Trustees and designated in the notice of the meeting, for the purpose of electing Trustees, passing upon reports for fiscal year and transacting such other business as may come before the meeting.

SECTION 5. VOTING. Each member shall be entitled to only one vote on each matter submitted to a vote. A majority of a quorum is required to approve each motion or matter presented to the members for a vote. The voting method may either be by in-person ballot or mail-in ballot as determined by the Board of Trustees. If the vote will be in conjunction with a members' meeting, then the Board shall designate the voting method not less than one hundred forty (140) days prior to the members' meeting. If the vote will not be in conjunction with a members' meeting, then the vote shall be by mail-in ballot and the Board shall provide members notice of each specific matter to be voted upon not less than forty-five (45) days prior to the date on which the ballots are due. However, notwithstanding the foregoing or the remainder of this Section, all voting shall be conducted in person for mergers, consolidations, or voting required by Article VIII of these Bylaws for the disposition or sale of all or any substantial portion of the Cooperative's property.

To be eligible to vote, a member must be a member of record: (a) at the time the ballot is cast if voting is conducted in-person or at the time the ballot is due if voting is conducted by mail in ballot; and (b) as of sixty (60) days prior to the date of the members' meeting if the voting (whether by mail or in-person) is to be conducted in conjunction with a members' meeting or sixty (60) days prior to the date on which ballots are due if voting is by mail in ballot and not in conjunction with a members' meeting.

If the designated voting method is by in-person ballot, then all voting shall be by in-person ballot at the members' meeting.

If the designated voting method is by mail-in ballot in conjunction with a members' meeting, then the ballot must be mailed to the members at least thirty (30) days prior to the date of the meeting. If not in conjunction with a members' meeting, then the ballot must be mailed to the members at least thirty (30) days prior to the date on which ballots are due. Mail-in ballots must be returned by mail or in person to a secure drop box at a location(s) designated by the Board. For votes conducted in conjunction with the members' meeting, completed ballots must be received by the Cooperative or its designee not later than ten (10) days prior to the meeting to be counted as a vote of the member at such meeting. The date of receipt of a ballot by the Cooperative shall be the day the ballot is physically received by the Cooperative. The failure of any member to receive a copy of any such ballot by mail shall not invalidate any action which may be taken at the meeting at which the ballot is to be voted. The counting of ballots shall be by an independent third party designated by the Board. Unless otherwise prescribed by these Bylaws or the Florida Statutes, the Board shall establish the

procedure for conducting member voting by mail-in ballot.

To ensure the winning candidate in a Trustee election meets the required vote threshold of a majority of a quorum, where three or more nominees qualify as candidates for election from a single district, votes shall be cast and counted by "Ranked Choice Voting." Under Ranked Choice Voting, voters will select a first-choice candidate and have the option to rank backup candidates in order of their preference: second choice, third choice, and so on. If a candidate receives a majority of the first-choice votes, then that candidate wins. If no candidate receives a majority vote, then the race is decided by an "instant runoff" (i.e., the candidate with the fewest votes is eliminated, and voters who selected that candidate as their first choice will have their votes for their second choice counted). The Board shall adopt policies and procedures for conducting an election by Ranked Choice Voting not less than one hundred forty (140) days prior to the date of the Annual Meeting.

In the case of any tie vote in the election of a Trustee, the prevailing candidate will be decided by coin toss. The coin toss shall be conducted by the Cooperative's attorney or designee. The nominee whose last name appears first alphabetically by last name shall choose heads or tails.

Voting by proxy shall not be allowed.

ARTICLE IV Trustees

SECTION 2. QUALIFICATIONS AND TENURE. The persons named as trustees in the articles of incorporation shall compose the Board of Trustees until the first Annual Meeting or until their successors shall have been elected and shall have qualified. If the election of trustees shall not be held on the day designated herein for the Annual Meeting, or at any adjournment thereof, the Board of Trustees shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be. Trustees shall be elected by ballot at each Annual Meeting of the members beginning with the year 1941, by and from the members, to serve the established term of office or until the next Annual Meeting of the members or until their successors shall have been elected and shall have qualified. To become or remain a Trustee, a person must have the following general qualifications:

- Is a natural person or individual;
- Has earned a high school diploma from an accredited institution, or obtained state certification through General Educational Development tests (GED), by the deadline to submit nominations by petition;
- Is a member and bona fide resident in the area served by the Cooperative and is a resident of the district for which he or she is nominated to serve;
- Is not in any way employed by or financially interested in a competing enterprise or a business selling electric energy or supplies to the Cooperative or a business primarily engaged in selling electrical or plumbing appliances, fixtures or supplies to the members of the Cooperative;

(e) Is not presently employed by and has not been employed for a period of at least five (5) years, by the Cooperative or any entity controlled by the Cooperative or an entity in which the Cooperative owns a majority interest;

(f) Is not the incumbent or candidate for an elective public office in connection with which a salary or compensation in excess of one hundred dollars per annum is paid;

(g) Has the capacity to enter legally binding contracts;

(h) Has not been convicted of a felony;

(i) Has been subjected to a criminal background check administered by the Cooperative;

(j) Has been subjected to and passed the initial and periodic random drug screenings administered by the Cooperative for its employees;

(k) Has been subjected to a credit check performed by the Cooperative without evidence of a history of financial irresponsibility;

(l) Is a member in good standing of the Cooperative without any disconnections for non-payment of utility services within the last five (5) years;

(m) Is willing to devote such time and effort to his or her duties as a Trustee as may be necessary to oversee the Cooperative's business and affairs;

(n) Not be a close relative of a Cooperative employee, Trustee, or any person in a position of trust with the Cooperative. A close relative is considered to be an individual who through blood, law, or marriage, is a spouse, child, stepchild, father, stepfather, mother, stepmother, brother, stepbrother, half-brother, sister, stepsister, half-sister, grandparent, grandchild, father-in-law, mother-in-law, brother-in-law, sister-in-law, son-in-law, or daughter-in-law; or resides in the same residence; and

(o) Is not employed by another Trustee, or employed by an entity over which another Trustee exercises substantial control.

All persons desiring eligibility to become or remain a Trustee shall be required to (1) execute a document that affirms compliance with the qualifications as stated in this Article IV, Section 2 of these Bylaws, and (2) provide a release for the Cooperative to investigate and acquire reports necessary to affirm such compliance in order to be deemed qualified. Verification of a nominee's qualifications to be a Trustee shall be made by the Cooperative designee with the assistance of the Cooperative's attorney. Any current or potential Trustee who is found not qualified may submit an appeal of that decision in writing to the Board of Trustees for final determination. A Trustee shall recuse himself or herself and abstain from any discussion, deliberation, or vote concerning his or her own qualifications or the qualifications of any candidates from his or her representative geographic district.

For purposes of this section, the term "convicted" shall include a finding of guilt, a plea of guilty, a plea of nolo contendere or a verdict of guilty, whether or not adjudication was withheld or clemency has been granted.

Upon establishment of the fact that a Trustee is holding office in violation of any of the foregoing provisions, it shall immediately become incumbent upon the Board of Trustees to remove such Trustee from office.

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

As terms of office are staggered, trustees shall be elected for a term of office of three (3) years.

SECTION 3. NOMINATION AND ELECTION OF TRUSTEES

(b) Nominations. Nominations for Trustee shall be by Petition only. To be nominated and included on the ballot to represent one of the nine (9) geographic districts, a candidate for Trustee must submit to the Talquin Electric Cooperative Headquarters located at 1640 West Jefferson Street, Quincy, Florida 32351 a written Petition including the names, addresses, and verifiable signatures of at least fifteen (15) current Cooperative members. All Petitions must be submitted to the Talquin Electric Cooperative Headquarters prior to the deadline prescribed below and shall include the name of the nominee and his or her district. A member may sign the Petition of more than one candidate.

To be considered for inclusion on the ballot, Petitions must be submitted to Talquin Electric Cooperative Headquarters, located at 1640 West Jefferson Street, Quincy, Florida 32351 by 5:00 P.M. E.S.T. not less than sixty (60) days, but not more than one hundred (100) days before the date of the Annual Meeting. A Cooperative designee with the assistance of the Cooperative's attorney shall verify the signatures on the Petitions and refer the names of those candidates who have satisfied the fifteen (15) signature requirement for qualification review in accordance with Article IV, Section 2.

Not less than forty-five (45) days prior to the date of the Annual Meeting, the Secretary shall be responsible for posting the names of the qualified nominees for election at the Talquin Electric Cooperative Headquarters, located at 1640 West Jefferson Street, Quincy, Florida 32351. If the designated voting method is by in-person ballot, then the Secretary shall be responsible for mailing with the Annual Meeting Notice a complete list of the names and addresses of all qualified nominees for election. If the designated voting method is by mail-in ballot, then the ballot shall be mailed with the Annual Meeting Notice.

If any of the dates for compliance specified in this Article shall fall on a Saturday or Sunday or legal holiday, then the next business day following the Saturday, Sunday or legal holiday shall be the day of compliance. All dates for compliance specified in this Article shall be posted on the Cooperative's website at least one hundred thirty-five (135) days before the Annual Meeting.

For a full set of By-laws or a petition form, contact (850) 627-7651 or visit <https://www.talquinelectric.com/trustee-elections/>