

### Summary of Proposed Bylaw Revision

At the 2019 Annual Meeting of Members, the Board of Directors will present proposed revisions to two bylaw sections. The purpose of the revisions is to ensure that:

- a. Members who serve on the Board meet the required qualifications set forth in Section 4.02.
- b. All vacancies on the Board of Directors are filled in the same manner.

Bylaws Section 4.08 Removal of Directors by Members is revised to delete language that allows an individual to be elected to serve on the Board without confirmation of the required qualifications. (See attached redline version)

Bylaw Section 4.09 is revised to allow any vacancy on the Board of Directors to be filled in the same way, regardless of the reason for the vacancy, to ensure that the candidate meets the required qualifications. (See attached redline version)

### Early Voting for JEC Bylaw Revisions

If you are unable to attend the **Annual Meeting on Tuesday, July 16**, you can vote early by registering at any JEC office on July 1 – July 11, 2019. On July 9, 10, and 11, our offices will delay closing until 7:00 p.m. nightly to allow members expanded hours to register to vote. Upon registration, you will receive a ballot to mail in to vote for the Proposed Bylaw Revisions. Mail in ballots must be received in the Post Office by Monday, July 15, 2019.

If you do not take advantage of the Early Voting opportunity, you may still register and vote in person at the Annual Meeting. If you registered early, but did not mail your ballot, you can bring the ballot to the Annual Meeting to vote.

NOTE: Members who register early and receive a ballot cannot register again at the Annual Meeting. If the ballot is lost, it cannot be replaced. One registration/One ballot.

**SECTION 4.08** Removal of Directors by Members. Any member may bring charges for cause against a director and, by filing with the Secretary such charges in writing together with a petition signed by not less than ten (10%) of the members, may request the removal of such director by reason thereof. Such director shall be informed in writing of the charges at least twenty (20) days prior to the meeting of the members at which the charges are to be considered and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence in respect of the charges; and the member or members bringing the charges against him shall have the same opportunity. To remove a director ~~and to elect his successor shall, in each case,~~ requires the votes of an affirmative majority of the members represented at the meeting, and the number of such affirmative votes must be not less than five (5%) of the Cooperative's then-total membership. The question of the removal of such director shall be considered and voted upon at such meeting and any vacancy created by such removal will be filled as set forth in Section 4.09 Vacancies. ~~may be filled by vote of the members at such meeting without compliance with the foregoing provisions with respect to nominations; PROVIDED, that the newly elected director shall be from the same Region which the director whose office he succeeds represented.~~

SECTION 4.09 Vacancies. ~~Subject to the provisions of these bylaws with respect to the filling of vacancies caused by the removal of directors by the members,~~ a A vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors. A director thus elected shall serve out the unexpired term of the director whose office was originally vacated and until his successor is elected and qualified. A director elected to fill a vacancy shall represent the same Region which the director whose office he succeeds represented.

In filling such a vacancy, the Board of Directors shall not elect a close relative (as defined in these bylaws) of an incumbent director or of anyone who has served on the Board within the period of one (1) year prior to the occurrence of the vacancy.