

Carroll Electric Cooperative, Inc.

**EXHIBIT A**  
(PROPOSED AMENDMENT)

The Board of Trustees recommends the adoption of the following resolution.

**Vote YES** to accept the change as presented.

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RESOLVED, that the Code of Regulations of Carroll Electric Cooperative, Inc. be, and the same hereby is, amended as follows:

In each designated provision of the Code of Regulations set forth below, the words with a line drawn through them are deleted (e.g. ~~deletion~~) and the words that are double-underlined are added (e.g. addition) so that the designated provisions read as follows:

**REVISED CODE OF REGULATIONS OF  
CARROLL ELECTRIC COOPERATIVE, INC.**

**Article III — Trustees**

**Section 4. Nominations.** It shall be the duty of the Board of Trustees to appoint not less than 120 days before the date of a meeting of the members at which trustees are to be elected, a committee on nominations consisting of not less than five (5) nor more than eleven (11) members who shall be appointed so as to give equitable representation on the committee to the districts from which board members are to be elected and to the geographical areas served or to be served by the Cooperative. No officer or member of the Board of Trustees shall be appointed a member of such committee. The committee shall prepare and post at the principal office of the Cooperative at least 90 days before the meeting a list of nominations for trustee (such list to include not more than three (3) nominees for each position), but any fifteen (15) or more members may make other nominations in writing over their signatures not less than 60 days prior to the meeting and the Secretary shall post the same at the same place where the list of nominations made by the committee is posted. The Secretary shall deliver with the

notice of the meeting a statement of the number of trustees to be elected and showing separately the nominations made by the committee on nominations and nominations made by the petition, if any. In the case of voting by mail or by authorized communications equipment, the Secretary shall also deliver a ballot (and instructions for completing and returning the ballot to the Cooperative) with the notice of the meeting of members, or, separately, at approximately the same time that the notice of the meeting of members is delivered. ~~In the case of voting by mail or authorized communications equipment, all ballots must be voted on and returned to the Cooperative at least seven (7) days prior to the meeting of members.~~ Additional nominations from the floor at any meeting of the members shall not be permitted. Notwithstanding anything in this section contained, failure to comply with any of the provisions of this section shall not affect in any manner whatsoever the validity of any election of trustees.

RESOLVED FURTHER, that any provisions of the Code of Regulations of Carroll Electric Cooperative, Inc. not amended by deletion or addition as indicated above by strikethrough (e.g. ~~deletion~~) or double-underline (e.g. addition) shall remain unchanged and in full force and effect.