

## **NOTICE OF BYLAW UPDATE AND RESTATEMENT**

The Board of Directors of Wake Electric Membership Corporation is conducting a comprehensive review, update and restatement of the Cooperative's Bylaws.

During the Board Meeting conducted on January 6, 2026, the Board adopted the following updated and restated Bylaw provisions, which are effective immediately and supersede all contrary or like provisions in the previously existing Bylaws.

These updated provisions will regulate all matters relating to the 2026 Annual Member Meeting. Future updates will address other necessary and appropriate Bylaw provisions.

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## **Article II - Cooperative Membership**

### **SECTION 2.01 - Membership Eligibility.**

Any natural person with the capacity to enter legally binding contracts or any legal entity, including any firm, association, corporation, business trust, partnership, federal agency, state or political subdivision thereof, or body politic, shall be eligible to become a Member (hereinafter “Member”) of, and, at one or more premises owned or directly occupied or used by the Member, to receive electric service from Wake Electric Membership Corporation (hereinafter called the “Cooperative”). No person or legal entity shall hold more than one (1) Cooperative Membership.

The existence of a legal entity shall be established by verification with the corporations division of the North Carolina Secretary of State or by presentation of the legal entity’s Federal Tax Identification Number.

### **SECTION 2.05 - Joint Membership.**

Married spouses, by specifically requesting in writing, may be accepted into Joint Membership or, if one of them is already a Member, may automatically convert such singular Membership into a Joint Membership by jointly executing another membership application. The terms “Member,” as used in these Bylaws, shall include a spouse holding a Joint Membership (“Joint Member”), unless otherwise clearly distinguished in the text; and all provisions relating to the rights, powers, terms, conditions, obligations, responsibilities and liabilities of Membership shall apply equally, severally and jointly to them. Without limiting the generality of the foregoing:

1. the presence at a meeting of either or both shall constitute the presence of one Member, a joint waiver of notice of the meeting and a revocation of any proxy executed by either or both;
2. the vote of, or proxy executed by, either or both shall constitute, respectively, one joint vote. Parties to a Joint Membership are responsible for resolving disagreements involving their vote prior to the time of the election;
3. notice to, or waiver of notice signed by, either or both shall constitute, respectively, a joint notice or waiver of notice;
4. termination in any manner of either shall constitute termination of the Joint Membership;
5. either, but not both concurrently, shall be eligible to serve as a Director of the Cooperative, but only if both meet the qualifications required therefor; and
6. neither will be permitted to have any additional service connections except through their one Joint Membership.

## **Article III - Membership Suspension and Termination**

### **SECTION 3.07 - Membership List.**

The Cooperative, or the Cooperative’s agent, shall maintain a record of current Members in a form permitting the Cooperative to alphabetically list the names and main addresses of all Members. (“Membership List”).

## **Article IV – Meeting of Members**

### **SECTION 4.01 – Annual Member Meetings.**

For the purposes of electing Directors, hearing reports covering the previous fiscal year, and transacting such other business as may properly come before the meeting, the Annual Member Meeting (“Annual Member Meeting”) shall be held on the fourth Friday of the month of March each year, at such place within Durham, Franklin, Granville, Johnston, Nash, Vance, or Wake counties, North Carolina, as shall be designated in the notice of the meeting: PROVIDED, that, for cause sufficient to it, the Board may fix a different date for such Annual Member Meeting not more than one hundred twenty (120) days prior or subsequent to the day otherwise established for such meeting in this Section. In such an event, all other dates throughout these Bylaws may be adjusted accordingly, upon reasonable advanced notice. Failure to hold the Annual Member Meeting at the designated time and place shall not work a forfeiture or dissolution of the Cooperative. Draft minutes of each Annual Member Meeting shall be posted on the Cooperative’s website at least thirty (30) days prior to the next Annual Member Meeting. Members may submit written comments about the draft minutes at any time prior to approval by the body or, in the absence of an in-person meeting, approval by the Credentials and Election Committee. The Board may also establish and announce other temporary rules, procedures and schedules to account for pandemic, emergency or otherwise unforeseeable circumstances, as determined by the Board, regardless of any other conflicting provisions of these Bylaws.

### **SECTION 4.02 – Special Member Meetings.**

A Special Member Meeting may be called by resolution of the Board (“Special Member Meeting”). The Board shall call such a meeting upon written request signed by at least a majority of the Directors or by written request signed by not less than ten percent (10%) of the Cooperative’s total non-suspended Members (“Total Membership”) requesting, and describing the purpose of, a Special Member Meeting (“Member Demand”). The Board shall be solely responsible for determining the place, date and time for any such special meeting; PROVIDED, however, that such a Special Member Meeting shall be held within one of the counties being served by the Cooperative. Upon the adoption of such a resolution calling a Special Member Meeting, it shall be the duty of the Secretary to cause notice of such meeting to be given as provided in Section 4.03.

### **SECTION 4.03 - Notice of Member Meetings.**

The Cooperative shall ensure that notice of an Annual Member Meeting or Special Member Meeting (collectively “Member Meeting”) shall be in accordance with this Section.

The Cooperative shall deliver written notice of the Annual Member Meeting:

1. Personally or by mail, which may include electronic mail;
2. To all Members entitled to vote at the Annual Member Meeting; and
3. Indicating the date, time, location and/or media platform of the meeting, as applicable.

Notice of the Annual Member Meeting shall be mailed or delivered electronically to each member not less than ten (10) days nor more than ninety (90) days before the date of the Annual Member Meeting. Notice shall be accompanied by or include the corresponding Ballot, if applicable.

For Special Member Meetings, notice shall be mailed by first class mail at least ten (10) but not more than forty (40) days prior to the meeting, stating the purpose of, and describing any matter to be considered, or voted or acted upon, at the Special Member Meeting.

Deposit in the United States Mail, with prepaid postage affixed and addressed to a Member at the Member's address shown on the Membership List, shall constitute a permissible form of notice. Publication of the notice in *Carolina Country*, or other such Member publications shall be an acceptable means of providing the notice.

The inadvertent and unintended failure to send, or of any Member to receive, notice of any Member Meeting shall not affect any action taken at the Member Meeting.

When notifying Members of any Member Meeting, the Cooperative shall include notice of any matter which a Member may raise or discuss, and intends to raise or discuss, at the Member Meeting if:

1. Requested, in writing, by a percentage of the Total Membership entitled to call a Special Member Meeting; and
2. The Cooperative receives the written request at least thirty (30) days prior to delivering notice of the Member Meeting.

Unless otherwise provided in these Bylaws, the Cooperative shall notify Members of a Member Meeting adjourned to another date, time, or location unless:

1. The Member Meeting is adjourned to another date occurring within one hundred twenty (120) days following the Record Date for the original Member Meeting; and
2. The new date, time, or location is announced at the Member Meeting prior to adjournment.

Members may only vote upon matters described in the notice of the Member Meeting.

#### **SECTION 4.04 –Record Date.**

1. The Record Date for the purpose of determining the Members entitled to notice of a Member Meeting (Notice Record Date) shall not be more than ninety (90) days preceding the date of the Member Meeting. A determination of Members entitled to notice of a Member Meeting remains effective for any adjournment of the meeting unless the Board fixes a new date for determining the right to notice, which it shall do if the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting.
2. The Record Date for the purpose of determining the Members entitled to vote in the election of Directors (Voter Eligibility Date) shall not be more than thirty-one (31) days preceding the opening of Director elections.

#### **SECTION 4.05 - Member Meeting List.**

After fixing the Notice Record Date and Voter Eligibility Date, and through the duration of the Member Meeting or any adjournment thereof, the Cooperative shall prepare, update, and maintain an alphabetical list (“Member Meeting List”) indicating (i) the name and address of each current Member and (ii) specifying those Members eligible to vote.

Beginning on the Voter Eligibility Date and continuing through the duration of the Member Meeting or any adjournment, and in order to facilitate communications among Members concerning voting and the Member Meeting, the Cooperative shall make the Member Meeting List available for inspection by any Member. Said list will be maintained at the Cooperative's principal office, or at a reasonable place identified in the notice of the Member Meeting and located in the city in which the Member Meeting will be held.

Upon written demand and at a reasonable time during the period a Member Meeting List is available for inspection:

1. A Member, Member's agent, or Member's attorney may inspect the Member Meeting List and copy the Member Meeting List at the Member's expense; or
2. If reasonable, as determined by the Cooperative, and upon paying the Cooperative a reasonable charge determined by the Cooperative covering the Cooperative's labor and material cost of copying the Member Meeting List, the Cooperative shall provide a copy of the Member Meeting List to the Member, Member's agent, or Member's attorney if:
  - a. The written demand is made in good faith and according to applicable policy; and
  - b. The Member Meeting List are not used to solicit money or property unless the money or property is used solely to solicit Member votes at the Member Meeting; and
  - c. The Member Meeting List are not used for any commercial purpose, or sold to, or purchased by, any person or entity.

The Cooperative shall also make the Member Meeting List available at the Member Meeting. Any Member, Member's agent, or Member's attorney may inspect the Meeting Lists at any time during the Member Meeting or any adjournment thereof.

Before acting as allowed under this Bylaw, a Member's agent or attorney must provide written evidence satisfactory to the Cooperative that the Member properly authorized the agent or attorney to act on the Member's behalf.

Refusal or failure to prepare or make available the Member Meeting List does not affect the validity of action taken at the meeting.

#### **SECTION 4.06 - Member Action by Written Consent.**

Any action required or permitted to be taken or approved by a majority of all Members may be taken by written consent without a Member Meeting if the written consent satisfies the following standards:

1. Contains the printed names and original dated signatures of all Members entitled to vote on the action; and
2. Describes the action in detail; and
3. Is delivered to the Cooperative for inclusion in the minutes or filing with the corporate records.

("Member Written Consent"). Any material soliciting approval of any action by Member Written Consent must contain, or be accompanied by, a copy or summary of the proposed action.

A Member may withdraw the Member's consent any time prior to the Cooperative receiving the Member Written Consent. A Member's consent may not be procured through fraud or other improper means, and any Member consent procured through fraud or other improper means is invalid. A Member Written Consent has the effect of a vote taken at a Member Meeting, and may be so described in any document.

#### **SECTION 4.07 - Member Quorum.**

Registration in person or online, or otherwise casting a valid vote, of or by at least one hundred (100) members, shall constitute a Member Quorum ("Member Quorum"). If less than a Member Quorum is present at any meeting, the meeting shall be adjourned until the next year. At all meetings of the Members, whether a Member Quorum be present or not, the Secretary shall annex to the meeting minutes, or incorporate therein by reference, a list of those Members who were registered as present in person or, if allowed by Section 4.10, by proxy.

#### **SECTION 4.08 - Voting.**

1. Except as provided in Section 4.04, each Member or their spouse who is not suspended or terminated, as provided for in Article III, shall be entitled to one vote and no more upon each matter submitted to a vote at any Member Meeting. A non-Member spouse may be required to present satisfactory proof of the marital relationship (e.g., same last name and same address on a valid ID) prior to voting the Membership interest. The Member spouse's proxy is not required.
2. For voting by Members other than Members who are natural persons, the Cooperative may require, prior to or upon registration at each Member Meeting, a notarized and otherwise satisfactory resolution of the entity ("Member Voting Document") entitling the person presenting the same to vote. A person entitled to cast the vote of such an entity, who is also personally a Member, may vote the personal Membership as well as that of the represented entity.
3. At all meetings of the Members and all elections of Directors, all questions shall be decided by a majority of the Members voting thereon, except as otherwise provided by law or by the Cooperative's Certificate of Incorporation or these Bylaws.
4. Members shall be afforded a period of at least (21) days from the final voting deadline to submit any mail or remote electronic ballot, if applicable.

#### **SECTION 4.09 - Accepting and Rejecting Notarized Member Voting Documents.**

Regarding any Member Voting, and subject to the authority vested in the Credentials and Elections Committee with respect to questions involving the election of Directors, the following rules shall apply:

1. Acceptance. Without limiting other discretionary proof requirements, the Cooperative may accept, and give effect to, the Member Voting Document if the name signed on the Member Voting Document corresponds to a Member's name, and the Cooperative acts in good faith; or the Cooperative reasonably believes the Member Voting Document is valid and authorized.

2. Rejection. The Cooperative may reject, and not give effect to, the Member Voting Document if the Cooperative acts in good faith; and has reasonable basis for doubting the validity of the signature on the Member Voting Document; or the signatory's authority to sign on behalf of the Member.
3. Liability. Neither the Cooperative, nor any Cooperative Member, Director, Officer, employee, or agent, is liable to any Member for accepting or rejecting a Member Voting Document as provided in this Bylaw.

#### **SECTION 4.10 - Proxies.**

1. Proxy voting shall be allowed only on matters that require the affirmative votes of a clear majority of all the Cooperative's entire membership. Accordingly, proxy voting is not allowed on any other matters, including, but not limited to, Director elections under Section 5.03.
  - a. When allowed, a proxy vote shall be sufficient if it (a) is registered with the Cooperative at its principal office in Wake Forest, North Carolina, during office hours on or before the third business day preceding the date of the meeting or any adjournment thereof, as the case may be, (b) is executed by the Member in writing and designates the holder thereof, (and, if the Member so desires, an alternative holder thereof and/or conferring upon the holder(s) full power of substitution), which holder(s) (or substitutes, if any) shall be the Member's spouse, an adult Close Relative (18 years or older) residing in the same household as the Member, or another Member who is a natural person (except that the natural person holding the proxy of a Member which is not a natural person need not personally be a Member; and (c) specifies the particular meeting and/or any adjournment thereof at which it is to be voted and is dated not more than sixty (60) days prior to the date of such meeting or any adjournment thereof ("Member Proxy Appointment").
  - b. Any mailed proxies not otherwise dated shall be deemed dated as postmarked if the postmark is satisfactorily evidenced.
  - c. Any proxy valid at any meeting shall be valid at any adjournment of that same meeting unless the proxy itself specifies otherwise or is subsequently revoked by another proxy or by the presence in person of the Member at such adjournment.
  - d. A proxy may be unlimited as to the matters on which it may be voted or it may be restricted; a proxy containing no restriction shall be deemed to be unlimited.
  - e. In the event a Member executes two or more proxies for the same meeting or for any adjournment thereof, the most recently dated proxy shall revoke any proxy theretofore executed for such meeting or for such adjournment thereof, as the case may be.
  - f. If two or more proxies executed by one Member carry the same date, none of such proxies shall be valid.
  - g. Notwithstanding a Member's execution of a proxy, the Member's personal presence at any meeting or adjournment thereof shall revoke such proxy, and the Member shall be entitled to vote in the same manner and with the same effect as if the Member had not executed a proxy.

2. Except as provided above, proxy voting is not allowed on any other matters, including, but not limited to, Director elections under Section 5.03.

#### **SECTION 4.11 - Order of Business.**

The order of business at the Annual Member Meeting and, insofar as practicable or desirable, at all other meetings of the Members shall be essentially as follows:

1. report on the number of registered Members in order to determine the existence of a Member Quorum;
2. reading of the notice of the meeting and proof of the due delivery thereof, or of the waiver or waivers of notice of the meeting, as the case may be;
3. report on and/or approval of minutes of previous meetings and taking of any necessary action thereon;
4. presentation and consideration of report of officers, Directors and committees;
5. report on election results and inauguration of Directors;
6. unfinished business;
7. new business; and
8. adjournment.

Notwithstanding the foregoing, the Board of Directors may from time to time establish a different order of business for the purpose of assuring the earlier consideration of and action upon any item of business the transaction of which is necessary or desirable in advance of any other item of business; PROVIDED, that no business other than adjournment of the meeting to another time and place may be transacted until and unless the existence of a Member Quorum is first established.

#### **SECTION 4.12 - Credentials and Election Committee.**

The Board shall, no more than one hundred eighty (180) days before the proposed opening of any director elections, appoint a Credentials and Election Committee (“C & E Committee”) consisting of an uneven number of Cooperative Members that is sufficient in number, but at least five (5), but no more than fifteen (15), to carry out the responsibilities of the Committee. Committee members shall not be members of the Nominating Committee or existing Cooperative or subsidiary employees, agents, officers, Directors or known candidates for Director, or the Close Relatives (as defined elsewhere in these Bylaws) or members of the same household of persons in the excluded categories. The Committee shall elect its own Chair, Vice Chair, and Secretary, prior to the Annual Member Meeting. Acting within the parameters of these Bylaws, it shall be the responsibility of the Committee:

1. to review and approve the dates for the opening and closing of Director elections, including the deadline for receiving votes in accordance with Section 4.04.
2. if an in-person meeting is not being held, and after considering any timely member comments, to review and approve the minutes of the prior Annual Member Meeting and report thereon at the next Annual Member Meeting.
3. to review and approve the method and manner of balloting for the election of Directors;

4. to review and approve the adequate delivery of Ballots;
5. to review and approve the Committee's method of receiving the Ballots from the Members, including receipt by its designated agent;
6. to determine and rule upon all questions that may arise with respect to the eligibility of a nominee for election to the Board of Directors;
7. to pass upon all questions that may arise with respect to a Member's eligibility to vote;
8. to supervise vote recounts when a request for recount is made and authorized as set out in this section, or in the case votes were originally counted by a third-party service or firm, to provide for a recount which may be conducted at any office or customary business location of said third-party service or firm;
9. to rule upon the validity and effect of any Ballots or other vote irregularly or indecisively marked or cast;
10. to rule upon all other questions that may arise relating to Member voting and the election of Directors, including but not limited to the validity of protests and objections as allowed below, and except as reserved to the Nominating Committee, any such questions arising under or relating to Sections 5.02 through 5.08 of these Bylaws;
11. In the absence of a contested election and an in-person Annual Member Meeting, to represent the Members in electing the Directors by acclamation on motion and second of the committee; and
12. To comply with other applicable provisions of these Bylaws.

Subject to retaining its right of oversight or review, the C&E Committee may delegate its functions to a third-party vendor.

In the event that a candidate files a request for a recount, such filing must be made by the candidate in the office of the Chief Executive Officer of the Cooperative within three (3) business days following the announcement of election results. Upon such filing, the Committee shall be reconvened, not less than seven (7) days or more than thirty (30) days after such request is filed, for the purpose of supervising the recount of votes.

Candidates may only request a re-count of the specific race in which their candidacy was at issue and then only if (a) the margin of the contested race was less than 2% of the sum of the total number of valid Ballots cast in the challenging candidate's race, and (b) a re-count has not already occurred at the direction of the Committee. Re-counts at a remote location shall be permitted if an independent third party was retained to count Ballots. The Committee's decision, as reflected by a majority of at least three (3) Committee members actually present and voting, shall be final on all recount matters covered by this Section. As applicable, the Committee may delegate recount responsibility to the third-party vendor.

In the event that a candidate files a protest or objection to the conduct of the election ("Candidate Challenge"), such filing must be made by the candidate in the office of the Chief Executive Officer of the Cooperative within three (3) business days following the adjournment of the subject meeting. Candidates may only file protests and objections on their own behalf and may not protest or object to the results of any other candidates' races. The concerns of any candidate who does not file protests and objections as provided for herein shall be deemed waived. The Committee shall

be reconvened, not less than seven (7) days or more than thirty (30) days after such protest or objection is filed. It shall be the duty of the Committee to rule upon any protest or objection filed with respect to any election. The Committee shall hear such evidence as is presented by the protesting or objecting candidate(s), their counsel, or both. The Cooperative shall provide legal counsel for the Committee, if requested. The Committee, by a majority of those actually present and voting, shall within a reasonable time but not later than thirty (30) days after such hearing, issue a decision on whether to:

1. affirm the results of the election;
2. correct the results of the election; or
3. set aside the election if the Committee determines that there exists a reasonable likelihood that the results of the election could be different, that a re-run election would likely be a better reflection of the Membership's interest, and that a re-run election is otherwise consistent with the best interests of the Membership in its entirety.

The decision of the Committee shall be final.

As determined by the Board, and as allowed by the Governing Documents, the Cooperative may reasonably compensate or reimburse Credentials and Election Committee Members.

## **Article V - Directors**

### **SECTION 5.03 – Election and Forms of Ballots.**

Except as provided below, at each Annual Member Meeting, any election of Directors shall be conducted by written or electronic ballot, which may include voting via United States mail, voting through an online service or application, or via some other forms of remote electronic voting (“Ballot”). Each Member entitled to vote in the election of Directors shall be provided access to a Ballot and notified of the date and time by which the Credentials and Election Committee or its designated agent must receive the completed Ballot.

- a. Members shall cast their vote for Directors using and appropriately transmitting the Ballots as the exclusive method of balloting. Regardless of whether an in-person meeting is held, no in-person balloting will occur at the premises of the Annual Member Meeting.
- b. Ballots received prior to 5:00 PM on the final date for voting as established by the Credentials and Elections Committee shall count in determining whether a Member Quorum exists at the Member Meeting and/or for the election of Directors. Ballots received after that date and time shall be void for all purposes.
- c. As determined by the Credentials and Elections Committee, a Ballot procured or cast through fraud or other improper means is void.
- d. The Cooperative's inadvertent failure to send, or a Member's failure to receive, a Ballot does not affect a vote or action taken by Ballot.

Directors shall be elected by a plurality vote of the Members. Drawing by lot shall resolve, where necessary, any tie votes.

To spare the Cooperative from incurring unnecessary expenses, the Cooperative shall dispense with balloting for uncontested elections. Such elections shall instead be conducted by acclamation on motion and second of the Members during an in-person meeting or of the Credentials and Elections committee, at any time, if the meeting is or will be conducted remotely or in the event of any irregularity in procedure or otherwise.

## **SECTION 5.05 - Nominations.**

1. **Nominations by Committee.** It shall be the duty of the Board to appoint at least three (3) but no more than five (5) Cooperative Members to serve on a Nominating Committee (“Nominating Committee”) for each district from which a Director shall be nominated. Neither employees of the Cooperative or any Cooperative subsidiary, incumbent Directors, Close Relatives of such Directors, nor known candidates to become Directors, shall be eligible to serve on the Nominating Committee. Within five (5) business days of making nomination selections, the Committee shall prepare and post at the principal office of the Cooperative a list of nominations for Directors (“Nominating Committee Nomination”). The list may include a greater number of nominees than are to be elected. As determined by the Board, and as allowed by the Governing Documents, the Cooperative may reasonably compensate or reimburse Nominating Committee Members.
2. **Member Petition Nominations.** Without regard to the actions of the Nominating Committee, Cooperative Members are also entitled to nominate additional individuals to run for election for any Director position for which Members are scheduled to vote at any Annual Member Meeting (“Member Petition Nominations”). The Cooperative shall establish and provide reasonable advanced notice of a deadline for Member Petition Nominations that is no more than ninety (90) days prior to the opening of Director elections. Members make such Member Petition Nominations by delivering to the Cooperative a written petition (“Member Petition”) for each Member Petition Nomination:
  - a. Listing the name of the Member Petition Nominee;
  - b. Indicating the Directorate District from which the Member Petition Nominee will run; and
  - c. Containing the printed names, main service addresses (as they appear on the Members’ account), telephone numbers, and original dated signatures, of at least fifty (50) Members. Each Member’s signature must be presented in the same name as the Member is billed by the Cooperative. The signature must be dated within ninety (90) days of the election.

After the Credentials and Election Committee verifies that a Member Petition complies with this Bylaw, the Cooperative shall post the Member Petition Nominations in approximately the same location as the Nominating Committee Nominations.

Nominations for Directors shall be made only by the Nominating Committee or by written Member nominations as set forth herein. All nominations, however made, shall specify the nominee’s district. Except as otherwise provided herein, write in candidates and/or floor nominees are not eligible for election to the Board.

Failure to comply with the provisions of this Section shall not affect the validity of any action taken by the Board after its election.

## **SECTION 5.06 – Directorate Districts.**

The territory served by the Cooperative shall be divided into a total of nine (9) Districts as follows:

**District One** is an at-large district that includes the Cooperative's entire service area.

**District Two** is an at-large district that includes the Cooperative's entire service area.

**District Three** is an at-large district that includes the Cooperative's entire service area.

**District Four** is that portion of the Cooperative's service area located in Wake County north of the Neuse River; west of U.S. Highway 1 until it intersects with U.S. Highway 1-A south of Wake Forest, then west of U.S. 1-A, and in Durham and Granville Counties south of N.C. Highway 56 and west of N.C. Highway 50.

**District Five** is that portion of the Cooperative's service area located in Wake County east of U.S. Highway 1 up to its intersection with U.S. Highway 1-A south of Wake Forest and then east of U.S. Highway 1-A; south of Rogers Road; west of U.S. Highway 401; and north of the Neuse River.

**District Six** is that portion of the Cooperative's service area located in Wake County east of U.S. Highway 1-A; west of N.C. 96; west of U.S. Highway 401; and north of Rogers Road.

**District Seven** is that portion of the Cooperative's service area located in Granville, Franklin and Wake Counties east of N.C. Highway 50; south of N.C. Highway 56; and west of U.S. 401; east of N.C. Highway 96; and following the Wake/Franklin and Wake/Granville County lines.

**District Eight** is that portion of the Cooperative's service area located in Wake and Franklin Counties north of the Neuse River; east of U.S. Highway 401; south of Tarboro Road; and south of N.C. Highway 98.

**District Nine** is that portion of the Cooperative's service area located in Johnston and Nash Counties; and Franklin County east of Highway 401; north of Tarboro Road; and north of N.C. Highway 98.

The Directorate Residential Districts (Districts 4-9) are intended to disperse Directors throughout the service territory, without an expectation or obligation of equal Member populations.

All Directors shall represent the best interests of the Cooperative as a whole, without favor or preference toward any Residential District. Nothing contained in this section shall affect in any manner whatsoever the validity of any action taken at any meeting of the board of directors. The Board may adjust District boundaries from time to time in the interests of overall equity among Members.

## **SECTION 5.07 - Voting for Directors.**

All Director elections and all Member voting are held and conducted on a Cooperative-wide basis. Members are entitled, but not required, to vote for as many candidates in each election as there are contested seats in that race. The candidate(s) receiving the highest number of votes shall prevail. Cumulative voting is not allowed. Attempts to attribute more than one vote to a single candidate shall be counted as a single vote for that candidate but shall not otherwise spoil the Ballot. Members may not change the vote of their first-recorded Ballot regardless of order of receipt.