

**EGYPTIAN ELECTRIC PROPERTY ASSOCIATION
POLICY BULLETIN NO. 412**

GUIDELINES FOR APPOINTING REPLACEMENT DIRECTORS

PURPOSE

The purpose of this policy is to recognize the long-standing tradition of the Board of Directors of Egyptian Electric Property Association in filling vacancies on the Board of Directors.

From time to time in the past, whether due to death, disability or resignation of a sitting board member, it has become necessary for the Board of Directors to fill a vacancy by an affirmative vote of a majority of the remaining board members. The Board has historically looked to keep a fair balance by appointing directors so that each geographical area of the Cooperative's territory enjoys a fair representation on the Board of Directors. The Board desires to memorialize this policy.

Therefore, the Board establishes its policy that will endeavor to appoint replacement members to the Board of Directors based on geography, population, and proximity to other directors, so that each geographical area of the Cooperative will enjoy fair representation on the Board of Directors.

ADOPTED: 12/17/2019

Paul Pyatt, Secretary/Treasurer