

Customer-owners to Vote on Bylaw Change at 2021 Annual Meeting

The cooperative's board has proposed a change in the organization's bylaws concerning the election of directors. This change requires the approval of Walton EMC's membership.

The proposed change has to do with the timeline of nominating and accepting petitions for those wishing to serve as a cooperative director. The amendment does not change the basic procedures for becoming a director. Rather, it extends the time for these steps to take place, giving candidates more time to prepare and allowing the cooperative to save money on mailing costs connected with the election.

Every customer-owner will receive a ballot that can be used to vote at the annual meeting on Saturday, June 19.

The following proposed amendment to the Bylaws of The Walton Electric Membership Corporation (the "Co-op") dated March 9, 2021, requires a vote of the Co-op members and shall be effective upon the date of an affirmative vote of the Co-op members.

1. Article IV Directors, Section 4.02 Qualifications of the Bylaws of The Walton Electric Membership Corporation is amended as follows:

The word "for" in the fifth sentence of Section 4.02 is hereby changed to "during".

2. Article IV Directors, Section 4.06 Nominations of the Bylaws of The Walton Electric Membership Corporation is hereby deleted in its entirety and the following section is substituted therefore:

"Section 4.06 Nominations. (a) The Board of Directors shall appoint, not earlier than January 1 of each year nor later than ninety (90) days prior to the date of the meeting of members at which directors are to be elected, a Committee on Nominations. The Committee on Nominations shall consist of five (5) members of the Cooperative from five (5) different Directorate Districts. One member of the Committee shall come from each of the Directorate Districts from which a director is to be elected with the remaining members of the Committee being selected from the remaining Directorate Districts. Current employees, agents, officers, directors, or known candidates for director of the Co-op or close relatives (as hereinafter defined) or members of the same household of current employees, agents, officers, directors, or known candidates for director of the Co-op are not eligible to serve on the Committee on Nominations. Not later than eighty (80) days prior to

the date of the meeting of members at which directors are to be elected, the Committee on Nominations shall prepare and post, at the principal office of the Co-op, a list of nominees, by Directorate District, for directors to be elected. At its sole discretion, the Committee on Nominations may nominate more than one individual for election to any of the director positions.

(b) Members of the Co-op may nominate individuals for election to director positions. Not earlier than January 1 of each year nor later than seventy (70) days prior to the date of the meeting of members at which directors are to be elected, members shall submit a nomination form, which they should obtain from the principal office of the Co-op. The nomination form must contain the signatures and membership information of at least fifty (50) Co-op members. The nomination form must be filled out correctly and completely in order to be validly submitted to the principal office of the Co-op. Valid member nominations shall be posted at the principal office of the Co-op in the same location as the nominations from the Committee on Nominations.

(c) Not later than seven (7) days prior to the date of the meeting, the Secretary/Treasurer shall mail to all members a notice of the names and addresses of all nominees for each Directorate District from or with respect to which one or more directors must be elected. This notice may be included with the official notice of the meeting. The notice will designate whether a nomination was made by Committee or by member petition. In the event that the only selected nominee by the Committee on Nominations becomes ineligible or unable to serve for any reason AND there is no candidate qualified by member petition, then the Committee on Nominations shall re-convene as quickly as possible and select at least one nominee for the director position where no nominee exists. This may be accomplished at any time up to the actual convening of the meeting of members.”

3. Except as set forth hereinabove, the Bylaws of The Walton Electric Membership Corporation shall remain in full force and effect.

Your board asks that you vote “Yes” on the proposed amendment.