

## Would you like to become a Elmhurst Director?

Thanks for your interest in running for Director on the Elmhurst Mutual Power & Light Company Board. We have attached an application for you to fill out that is on Page Three, Upon return of your application, we will ask you to help us write a short biography to include in our Voter's Pamphlet. Voting will take place during the month of April and will conclude the day of our Annual Meeting, April 28<sup>th</sup>. We encourage you to attend the meeting, it will be held at the Spanaway Junior High School at 7:00 pm.

Within the Bylaws and Policies of Elmhurst, there are eligibility requirements that every candidate must be meet. Please review the following to verify your eligibility.

Article 4.1 of the bylaws of Elmhurst Mutual Power & Light states the following:

4.1 (a) Number, Election and Terms. The Board of Directors of the corporation shall be five (5) in number to be chosen from among the members at the annual meeting of the corporation by the members voting. In the event that one or more full three-year terms are available, the candidates for the Board of Directors need not declare which position they are seeking. In this instance, the candidate or candidates with the most votes would fill the positions available. However, when more than one position is available, and one or more of these positions are for a partial term, the candidates must declare which position they are seeking. The candidate with the most votes in each desired position will fill that specific position. The Directors shall hold office for three (3) years or until their successors are elected.

(b) Eligibility. Eligibility to serve as a Board member of the corporation requires that the candidate be a member of record at the time of election and that the candidate reside in a place served by the corporation. In addition, while a director, and during the one (1) year immediately prior to becoming a director, a director or director candidate must not be, nor have been:

1. A close relative of any exiting director, other than an existing director who will cease being a director within one (1) year prior to the relative becoming a director (Close relative shall mean Brother, Sister, Father, Mother, Daughter, or Son, whether by marriage or adoption),
2. An existing, or close relative of an existing cooperative employee, agent, or representative,
3. Employed by, materially affiliated with, or share in a material financial interest with any other director,

4. Engaged in, nor employed by, materially affiliated with, or have a material financial interest in, any individual or entity, directly and substantially competing with Elmhurst Mutual Power and Light Company,

5. An existing, or close relative of an existing member, officer, agent or employee of any labor union that presently represents employees of Elmhurst Mutual Power and Light Company, or

(c) Continuing Qualifications. Only natural persons complying with these qualifications may be nominated, serve, or continue to serve, as a director. After being elected or appointed a director, if any director fails to comply with any qualification, the board is authorized to, and shall, remove the director, unless compliance with the qualification is determined by the board of directors to be excused for good cause and in the best interests of the company.

(d) Conflicts of Interest. Directors are required to disclose all conflicts of interest and excuse themselves from any vote related to any conflict of interest. The failure of any director to meet the qualifications for a director without excuse for good cause shall not invalidate any board action if a majority of directors who do meet the qualifications vote in favor of the measure.

Policy E-2 of the policies of Elmhurst Mutual Power & Light states the following.  
*“It is an Elmhurst policy that no person will be employed who is related by common blood, or marriage to another employee, board member or attorney of Elmhurst. For the purpose of this policy, related by marriage shall include in-laws and cohabitation shall be deemed the same as marriage.”*

If you do meet the above eligibility requirements, please return the Director Application. Again, thanks for your interest and good luck to you!

Sincerely,

Daniel E. Brooks, General Manager

## **CANDIDATE FOR POSITION OF DIRECTOR ELMHURST MUTUAL POWER AND LIGHT COMPANY**

This is to give notice that the undersigned is declaring candidacy for the position of Director on the Elmhurst Mutual Power & Light Company Board of Directors. An election will be held at the Annual Meeting of the Company to be held in April 2011. One Director will be up for re-election for a three-year term.

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Name \_\_\_\_\_

Address \_\_\_\_\_

Phone No. \_\_\_\_\_

Member of Elmhurst Mutual Power & Light Company \_\_\_\_\_ years.

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Briefly describe your business or community experience, interest, priorities, and goals for Elmhurst Mutual Power & Light Company, as well as additional information indicating your potential value as a member of the Board of Directors. *(Include attachments if necessary.)*

As a candidate for the Board of Directors of Elmhurst Mutual Power & Light, I certify that I comply with the eligibility bylaws of the Company. Also, permission is granted to Elmhurst to use the information given here for any purpose deemed proper by the Company.

Date: \_\_\_\_\_

Signed: \_\_\_\_\_