



**376 Grindstone Rd.
Waynesville, NC 28785**

**Phone: 828-452-2281
Fax: 828-456-9443**

***Director Appointing
Candidate Application***

September 19, 2024

Dear Member-Owner:

Thank you for your interest in serving as a Haywood Electric Membership Corporation (HEMC) Board Director. Currently, District 7's seat is vacant and in need of being filled for the remainder of the term. Please find enclosed documents regarding running for the Haywood EMC Board of Directors. Documents included in this packet are:

1. Qualifications
2. Director Responsibilities
3. Term and Compensation
4. Nomination Process
5. Verification of Qualifications and Declaration of Candidacy
6. Pages of the Director Nomination Petition

Please follow these instructions for completing the documents.

1. Review all the documents. If you have any questions or wish to discuss any of the areas covered, please contact Haywood EMC.
2. Complete the Verification of Qualifications and Declaration of Candidacy. Answer all the questions, sign and date at the bottom.
3. Please submit a digital photograph by email to summer.lindsay@haywoodemc.com before Friday, November 1, 2024 to be used.
4. All documents must be received by Haywood EMC no later than Friday, November 1, 2024.



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Prospective Director Candidate Questionnaire

Name: _____

Mailing Address: _____

Service Address (if different): _____

Home Phone: _____ Cell: _____

Email address: _____

Number of Years Petitioner has been a Member of HEMC: _____

Occupation: _____

What business experience do you have and/or previously had during the past five years? Please list employer/business, type of business if not an electric cooperative, dates of employment and job titles.

Please describe your experience with and knowledge of the electric cooperative industry and any other experiences, qualifications, attributes or skills you possess that you feel qualify you to serve as a member of the HEMC Board of Directors?

Please list any civic, service, business and fraternal organizations you are currently a member of, and any offices (elective or otherwise) or previously held.

Please provide a summary of your educational background and any degrees or certification received.

Why are you interested in serving as a Director, and what is your goal?

Please provide any further information or comments that you feel are important to the consideration of your application, and attach any additional information that you feel is relevant to the consideration of your application.

Declaration of Candidacy

Being a member of Haywood Electric Membership Corporation, I, the undersigned, hereby request my candidacy for the special appointment of Directors:

- ☐ District 7: South of U.S. 64 from Brevard to the South Carolina State line and U.S. 64 to the intersection of NC 281/Lower White-Water Road then northwest to the Jackson County line. Sapphire Lakes, Connetsee Falls, East Fork, Flat Creek, Frozen Creek, Indian Camp, Lyons Mountain Road, Middle Fork, Nancy Mountain, Old Toxaway, Rosman, Walnut Hollow.
Including surrounding communities.

By completing and signing this form and submitting it to the Secretary of the Cooperative, I declare my candidacy for election of Haywood EMC Director. I have read the application packet in its entirety, answered the verification of qualifications truthfully, and I meet all of the qualifications to be a Haywood EMC Director.

Signed: _____ Date: _____

Verification of Qualification

Please read each qualifying statement carefully. Indicate your answer by checking the appropriate box.

If you answered “Yes” to any of the following questions, attach answers on a separate piece of paper.

	Yes	No
Are you a member of the cooperative?		
Do you currently received electric service at your primary residence within the district you seek to represent and in the preceding 270 days? Weekend and vacation homes do not constitute a primary residential abode.		
Are you current in all respects regarding payment to the cooperative, and not subject to disconnection for non-payment of electric services?		
Are you a spouse or a close relative of any existing Director, Cooperative employee, or a cooperative subsidiary employee?		
Are you employed by, materially affiliated with, or share a material financial interest with, any other Director?		
Are you employed by a company that competes with or sells energy to Haywood EMC?		
Are you employed by or do you own a business that routinely performs work for Haywood EMC?		
Were you previously subject to an involuntary separation of employment from the Cooperative or any Cooperative subsidiary?		
Do you have a direct financial interest in a contractor, vendor, company or organization that routinely provides materials, equipment or services to Haywood EMC?		
Have you been employed by the Cooperative or any Cooperative subsidiary, or engaged contractually (as an employee, principal, owner, partner, or shareholder, except through passive investment) with a firm that contracts with the Cooperative or any Cooperative subsidiary as a prime or sub-contractor in the past 15 years?		
Are you able to attend monthly scheduled (midday) and special meetings of the Board of Directors and to attend national, state, and meetings of local organizations and its committees with associated interests that further the Cooperative way of doing business, and attend director training institutes or seminars which will aid in keeping the director well informed on matters affecting the Cooperative?		
In the past twenty-five years have you been convicted or plead guilty to a felony?		
Do you understand that Directors are required to work towards the National Rural Electric Cooperative Association (NRECA) Credentialed Cooperative Director (CCD) certification? This is accomplished by successfully completing certain courses that are offered at various dates and locations?		
To the best of your knowledge, are you able to fulfill the duties and responsibilities of serving as a member of the Board of Directors?		

Signature: _____

Date: _____

Printed Name: _____

Please return to Summer Lindsay at Summer.Lindsay@haywoodemc.com or return to:

Attn: Summer Lindsay

Haywood EMC

376 Grindstone Road

Waynesville, NC 28785

Haywood EMC Bylaws

Article V- Directors

SECTION 5.02 - Qualifications

1. General Director Qualifications. A Director or Director candidate must:
 - a. Be a natural person;
 - b. Have the capacity to enter legally binding contracts;
 - c. While a Director and during the 270 days immediately preceding the Director election, maintain their primary residential abode within the boundaries of the applicable residential Directorate District;
 - d. While a Director, and during the twenty-five (25) years immediately prior to becoming a Director, not:
 - i. Be, nor have been, convicted of a felony; or
 - ii. Plead, nor have pled, guilty to a felony.

Primary residential abode shall be determined by the Member's primary service address, voter registration records, tax records, current North Carolina driver's license address and other current State-issued documents, to the extent each exists. Weekend and vacation homes do not constitute a primary residential abode. Disputes regarding the Member's primary residence shall be resolved by the Credentials and Elections Committee, which in its sole discretion, may require and consider any such other testimony or evidence it deems relevant.

2. Membership Qualifications. While a Director, and during the 270 days immediately prior to becoming a Director, a Director or Director candidate must:
 - a. Be a Member using, receiving, and purchasing electric service from the Cooperative at the Director's or Director candidate's primary residence; and
 - b. Be current in all respects regarding payment to the Cooperative of Additional Payments and obligations, and not be subject to disconnection for non-payment of electric service at the Director or Director candidate's primary residence.
3. Conflict of Interest Disqualification. A Director or Director candidate must not be:
 - a. A spouse or other Close Relative of any existing Director, Cooperative employee, or Cooperative subsidiary employee;
 - b. Employed by, materially affiliated with, or share a material financial interest with, any other Director;
 - c. Engaged in, nor employed by, materially affiliated with, or have a material financial interest in, any individual or entity:
 - i. Directly and substantially competing with the Cooperative or any Cooperative subsidiary; or
 - ii. Possessing a substantial conflict of interest with the Cooperative or any Cooperative subsidiary;
 - d. Previously subject to an involuntary separation of employment from the Cooperative or any Cooperative subsidiary; or
 - e. While a Director or during the fifteen (15) years immediately prior to becoming a Director, employed by the Cooperative or any Cooperative subsidiary, or apply for a job with the cooperative or any Cooperative subsidiary, or engaged contractually (as an employee, principal, owner, partner, or shareholder, except through passive investment) with a firm that contracts with the Cooperative or any Cooperative subsidiary as a prime or sub-contractor.

4. Continuing Qualifications. Only natural persons complying with the General Director Qualifications and the Membership Qualifications, and not disqualified due to a Conflict of Interest Disqualification may serve, or continue to serve, as a Director.
- a. Within a reasonable period of time after becoming a Director, and unless excused by the Board for good cause, a Director is expected to receive a Director's Certificate or similar certification of education and training as specified by the Board;
 - b. Unless excused for good cause by the Board or Members, a Director shall attend all 12 monthly Board Meetings during any calendar year;
 - c. Recognizing that in person attendance provides the Board with clearer communications, fewer interruptions, stronger interpersonal relationships, better trust, and attentive participation, any request of remote attendance must be approved in advance by the President and no Director may fail to provide in person attendance during three or more meetings during a rolling 12-month period;
 - d. Directors shall maintain the physical and mental capacity to perform the essential functions of the role of Director, with or without reasonable accommodation; and
 - e. Directors shall comply with any other reasonable qualifications determined by the Board.

Additional Information

Term & Compensation:

- Director terms are three (3) years beginning with the Annual Meeting (August).
- Directors are required to submit time sheets and expense reports.
- Directors are compensated for their service to the cooperative, including but not limited to the following; communication fee, board meeting fee, out of town meetings, travel expenses.

HAYWOOD ELECTRIC MEMBERSHIP CORPORATION

POLICY 112

SUBJECT: QUALIFICATIONS and EXPECTATIONS FOR DIRECTORSHIP

I. OBJECTIVES:

- A. To set out the desirable qualifications of directors, based upon past and present experiences and future needs.
- B. To inform the membership of qualifications for service on the Board of Directors (a volunteer service group acting as trustees for and representatives of the membership).
- C. To provide the membership with information about those seeking election to the Board of Directors.

II. POLICY:

The member-owners of Haywood EMC hereby set forth this policy for use when considering director candidates.

A. Director Qualifications:

Those who nominate an individual for election to the Board of Directors should consider carefully and seriously the following personal and legal requirements of a potential Director:

The nominee shall provide geographical representation as provided for in the Bylaws, Article V, Section 5.06. In addition, the nominee:

- 1. Must be a member-owner and bona fide resident of that particular district served by the Cooperative and receiving service therefrom at his primary residential abode, as provided for in the Bylaws, Article V, Section 5.02;
- 2. Must be willing to promote and safeguard the interests of the Cooperative and the general public;
- 3. Shall represent the membership on an impartial basis for the good of and in the best interest of the Cooperative as a whole.;
- 4. Must not be an employee of the Cooperative or in any way employed or financially interested in a competing enterprise or business selling electric energy or electrical supplies to the Cooperative as provided by the Bylaws;
- 5. Must be willing to attend regularly scheduled and special meetings of the Board of Directors and to attend national, state, and meetings of organizations and committees with interests that further the Cooperative's business, and attend director training to keep the director well informed on matters affecting the Cooperative;

6. Must be aware that the Directors receive only such compensation as authorized by law and the Bylaws and reimbursement for reasonable expenses in connection with such authorized activities;
7. Must agree to serve the term of office for which elected or until a successor has been appointed or elected
8. Shall not use or cause to be used the position as director to further political ambitions; and
9. The provisions of Bylaws Section 5.02 will control if there is a conflict between the policies of the Cooperative and the Bylaws.

B. Director Responsibilities:

Service as a director includes the following responsibilities for growth and development in keeping the Director and others informed, and participating in the functions of the Board; a Director is expected to:

1. Regularly attend Board meetings and related local, regional, state, and national events.
2. Know, understand, and promote the cooperative's mission, vision, and strategic objectives.
3. Understand the cooperative's operations and finances.
4. Come to meetings prepared, having reviewed materials and formulated questions for clarification of issues. Study conscientiously the information contained in reports submitted to the Board.
5. Actively participate in Board discussions, periodic evaluations and planning efforts.
6. Build a productive working relationship with other Directors that contributes to moving the cooperative forward.
7. Serve on committees, task forces or work groups as assigned.
8. Participate in training and education to increase knowledge and understanding of industry and governance issues. Use basic technologies including an iPad, email, and other applications or technologies used by the cooperative and the Board to communicate and conduct business.
9. Recognize that unless authorized by the Board of Directors, a director may not speak on the Board's behalf; direct, or supervise cooperative employees or agents; or disclose confidential information or documents.
10. Support all decisions and actions made or taken by the majority of the Board.
11. Evaluate and consider objectively the questions and problems with which the Cooperative is faced.

12. Keep informed as to the aims and objectives of the Cooperative and to study and analyze the policies, plans, and problems which result from efforts to achieve such aims and objectives.

C. Commitment:

A candidate for election (or re-election) to the Board of Directors shall be considered on the basis of willingness and ability to carry out the functions of a director.

D. Personal Qualifications of Potential Candidate:

Those nominating an individual for election to the Board of Directors of the Cooperative should consider the following questions when reviewing the personal qualifications of the nominee:

1. What is the business record of the individual and what has the management of the particular individual's own affairs indicated as to the possession of sound business judgment?
2. What is the reputation of the proposed nominee among neighbors as to demonstrated capacity for leadership, honesty, and integrity?
3. What has the proposed nominee done that would demonstrate capacity for working as a team-member-owner?
4. What are the ideas and objectives of the proposed nominee as they relate to Cooperative principles and philosophy?

E. Non-Discrimination:

Directors shall be selected on the basis of the above-stated criteria and without regard to race, color, religion, sex, sexual orientation, gender identity, national origin, age, disability status, genetic information, veteran status or any other legally protected status.

F. Supplement to Charter and Bylaws:

This policy shall be in addition to existing provisions of the Certificate of Incorporation and approved Bylaws, and is intended to serve as a guide for keeping the Board of Directors and member-owners informed on nominating and election obligations. However, if any provision of the Policy conflicts with the Certificate of Incorporation or the Bylaws, the Certificate shall control or in the appropriate case, the Bylaws shall prevail over Policy.

III. RESPONSIBILITIES:

- A. The President is the chief presiding officer of the Board and is responsible for determining that this policy is adhered to and made known to all interested persons at all times.
- B. The Board of Directors, when filling a vacancy on the Board by appointment as outlined in the bylaws, shall adhere to the bylaws when making such an appointment.

Attested:

Secretary/Treasurer

Adopted: 07-16-1986
Reviewed: 02-02-2023
Revised: 07-11-1990, 9-28-99, 10-24-2007, 11-28-2012, 01-28-2015, 02-23-2022, 11-30-2022
Effective: 2-23-22, 11-30-2022
Reference: Minutes of Board of Directors' Meeting, 11-30-2022