

FAIRFIELD ELECTRIC COOPERATIVE, INC.
COMMITTEE ON NOMINATIONS MEETING
February 14, 2024

In accordance with the Bylaws of Fairfield Electric Cooperative, Inc., the organizational meeting of the Committee on Nominations for Fairfield Electric Cooperative, Inc. was held at the cooperative headquarters located at 701 Blythewood Road, Richland County, South Carolina, at 11:00 a.m. on Wednesday, February 14, 2024.

The following committee members were present:

Al Bozard	Lonnie Campbell	William Ingram
Jimmy Jackson	Ronald Jennings	John Kubin
Henry Long	Carlton Payne	David Smith
Derrick Stanley	Creighton Taylor	

None were **absent**.

Attorney Jay Bender **welcomed** everyone. Al Bozard gave the **Invocation**.

Attorney Jay Bender reported the first items of business for the organizational meeting was to **elect a committee chairperson and secretary** as provided in the Bylaws. After discussion among committee members, upon motion made by Lonnie Campbell, seconded by Creighton Taylor, motion carried, **Al Bozard was elected Chairman**.

After discussion among committee members, upon motion made by Derrick Stanley, seconded by Al Bozard, motion carried, **Lonnie Campbell was elected Secretary** of the Committee of Nominations for 2024.

Attorney Jay Bender reviewed Bylaws **Section 4.02 Director Qualifications** and Bylaws **Section 4.06 Nominations for Trustees** with the committee members.

Attorney Jay Bender discussed the **Committee on Nominations' responsibilities and qualifications for board candidates**.

Attorney Jay Bender reviewed the "**Candidate Information Packet**" that will be sent to board candidates on behalf of the Committee on Nominations. After review, upon motion made by John Kubin, seconded by Carlton Payne, motion carried; the "Candidate Information Packet" was approved by the Committee on Nominations.

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NOMINATING COMMITTEE MEETING CONTINUED
February 14, 2024

The committee discussed with Attorney Jay Bender the ability to nominate a candidate by proxy in the absence of a committee member at a subsequent meeting. After the discussion, a motion was made to “allow a member of the Committee on Nominations to nominate by proxy an incumbent member of the board in the Committee member’s absence at a voting meeting. This proxy must be in writing and given to the CEO of the Cooperative and then to be given to the Secretary of the Committee on Nominations in advance of the voting meeting. Upon motion made by Lonnie Campbell, seconded by Henry Long, motion carried, and the proxy nomination was approved.

Attorney Jay Bender **recessed the meeting** subject to recall to approve the Minutes of the Meeting. Upon motion made by Al Bozard, seconded by Lonnie Campbell, motion carried.

Thereafter, Attorney Bender reconvened the meeting of the Committee on Nominations. Upon motion made by Lonnie Campbell, seconded by Al Bozard, motion carried, the **Minutes of the Committee on Nominations** meeting held on, Wednesday, February 14, 2024, were **approved as presented**.

There being **no further business** to come before the Committee on Nominations, upon motion made by Lonnie Campbell, seconded by Al Bozard, and carried, the committee meeting adjourned.

Lonnie Campbell, Secretary
Committee on Nominations

Al Bozard, Chairperson
Committee on Nominations