

## Board of Director Nomination Process

*The 59th Annual Meeting of Guadalupe Valley Telephone Cooperative, Inc. will be held on Wednesday, June 25, 2014. Persons interested in the nominations process should be familiar with ARTICLE IV. SECTION 4. Nominations of the bylaws, which reads as follows:*

“It shall be the duty of the Board to appoint, not later than sixty (60) nor more than ninety (90) days before the date of a meeting of the members at which Directors are to be elected, a committee of at least one (1) member from each district in which there is a Director position vacancy to be filled and one (1) member for each Director position to be elected within each such District, the selection of which must be at random. The Committee shall prepare and post, or cause to be posted at the principal office of the Cooperative at least forty-five (45) days before the meeting, a list of nominations for Directors which shall include at least two (2) candidates for each anticipated vacancy in the office of Director to be elected. Provided however, that if, after diligent search and request of at least, successively, three (3) persons to be nominated in addition to one person nominated for a position, the Committee is unsuccessful in securing a second nominee as a candidate for a Director position within a District, the Committee shall so report and the nomination of one (1) person shall be deemed sufficient, subject to the other provisions of this Section. In such case, the Committee shall file a list of the names of three (3) persons contacted who refused the nomination with the Report of the Nominations Committee.

Any one hundred (100) members or ten percent (10%), or more, of the members, whichever is the lesser acting together may make other nominations by petition not less than thirty (30) days prior to the meeting and the Secretary shall post, or cause to be posted, such nominations at the same place where the list of nominations made by the committee is posted. The Secretary shall mail with the notice of the meeting or separately, but at least ten (10) days before the date of the meeting, a statement of the number of Directors to be elected and the names and addresses of the candidates, specifying separately the nominations made by the committee and the nominations made by petition, if any. The ballot to be used at the election shall list the names of the candidates nominated by the nominations committee appointed by the Board and the candidates who may be nominated by petition, separately, and shall provide a space for the listing of the names of any candidates who may be nominated from the floor. The chairman shall call for additional nominations from the floor and nominations shall not be closed until at least one (1) minute has passed during which no additional nomination has been made. No member may nominate more than one (1) candidate. All members nominated, whether by the nominating committee, by petition, or from the floor, must reside in the District in which a vacancy exists for the office of Director.”

*Individuals with questions and or comments about the nominations process should contact Robert Hunt, Vice President Regulatory Affairs and Business Operations, at 800-367-4882.*

