

2018 Nominating Petition

for position on Board of Directors of Barton County Electric Cooperative

(Candidate must collect a minimum of fifteen (15) current BCEC member's signatures, one (1) signature per membership)

Candidate's Name: _____ Residence Address: _____

All positions are three-year terms

We, the undersigned members of Barton County Electric Cooperative,
nominate the above named member as a candidate for a position on the Cooperative's Board of Directors.

	PRINTED NAME	ADDRESS	PHONE	SIGNATURE
1.	_____	_____	_____	_____
2.	_____	_____	_____	_____
3.	_____	_____	_____	_____
4.	_____	_____	_____	_____
5.	_____	_____	_____	_____
6.	_____	_____	_____	_____
7.	_____	_____	_____	_____
8.	_____	_____	_____	_____
9.	_____	_____	_____	_____
10.	_____	_____	_____	_____
11.	_____	_____	_____	_____
12.	_____	_____	_____	_____
13.	_____	_____	_____	_____
14.	_____	_____	_____	_____
15.	_____	_____	_____	_____

Petition must be received by co-op between 8 a.m. March 05, 2018 and 5 p.m. April 6, 2018
Ballot Placement: First day filers select a number by random drawing to determine their placement on the ballot (*low number first*). After the first day, all candidates are placed on the ballot in order of their filing.

Received by: _____ Date: _____
Verify that candidate's signed Director Duties and Standards of Conduct and performance confirming affirmation of reception, understanding and support for board for Board Policy 200.

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BARTON COUNTY ELECTRIC COOPERATIVE, INC.

POLICY BULLETIN NO. 200

- SUBJECT: DIRECTOR DUTIES AND STANDARDS OF CONDUCT**
- OBJECTIVE:** To explain the fiduciary duties of Directors and to clarify the standards of conduct for which they will be held accountable when serving on the Board.
- RESPONSIBILITY:** All of the powers of the Corporation are conferred upon and may be exercised by the Board of Directors, except as reserved to or conferred upon the members by law, the Articles of Incorporation, or the Bylaws. It is the purpose of this policy to identify or establish standards whereby such power may be exercised in the best interests of the system.
- PROCEDURE:** A. Legal Duties
- Directors are subject to legal standards of fiduciary responsibility. These include duties of care and loyalty.
- Under the duty of care, Directors are required to:
1. Exercise that degree of care that an ordinarily prudent person would exercise under similar circumstances.
 2. Make every effort to attend all meetings of the Board and to study material made available prior to each Board Meeting.
 3. Study and adhere to all obligations imposed by the Articles of incorporation, the Bylaws, contractual agreements and Board Policies.
- Under the duty of loyalty, Directors are required to:
1. Act only in the best long-term interest of the Cooperative and its Members.
 2. Place interests of the Cooperative over any personal interests.
 3. Not have any financial interest in a directly competing business.
 4. Avoid the appearance of any conflict of interest.
 5. Avoid any future conflict of interest by refusing to receive any compensation from any entity proposing to purchase all or substantially all of the assets of the Cooperative.
 6. Represent and support the interests of the Cooperative to elected and public officials.
 7. Publicly support decisions of the Board except in extraordinary circumstances where the Director believes that there is a clear and present threat to the survival of the Cooperative.

BARTON COUNTY ELECTRIC COOPERATIVE, INC.

POLICY BULLETIN NO. 200

A. Conduct with Respect to Fellow Directors

Regardless of any personal differences Directors should:

1. Demonstrate mutual respect.
2. Allow opportunity for every other Director to be heard on any matter being considered by the Board.
3. Abstain from revealing to persons other than Directors, the Chief Executive Officer, or the Cooperative Attorney any differences of positions among Directors on matters considered and acted upon by the Board. (This standard does not preclude fair and accurate publication of such differences to the Cooperative's Members in relation to contests for Director Elections or other matters to be voted upon by the Members.)

B. Director Access to Cooperative Information

Any Director is entitled to have access to Cooperative data or information, at reasonable times during the business hours for a proper purpose that is relevant to his or her standing as a Member or Director. This principle is subject to the following:

1. All requests for information shall be made to and through the Chief Executive Officer. In no case shall such information be sought through other Employees, Agents of independent Contractors (unless after consultation with and being advised by the Cooperative's Attorney because an actual or potential criminal activity of the Chief Executive Officer is involved.)
2. In any instance in which a Director has sought access to information not generally made available or reported to the Board, the Chief Executive Officer shall report on this at the next meeting of the Board.
3. Information received by a Director pursuant to this policy shall not be revealed by him or her to any other persons (the remaining Directors, Chief Executive Officer and Cooperative Attorney excepted) unless he or she is sincerely convinced that he or she is compelled to so by legal considerations.
4. In no case should a Director reveal to others information and data he or she receives if the actual or potential effect of such revelation is to damage the Cooperative, including its image, or to enable himself or herself and/or others to personally profit therefrom.

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C. Good Faith and Fair Play

Every Director shall deal in good faith and fair play with every other Director and the Chief Executive Officer in expressing his views, questions and concerns relating to Cooperative policies, rates, and programs. Good faith and fair play require:


1. All Directors should reveal all information or interests that they may have and that may bear upon action being considered by the Cooperative.
2. Those Directors will not so pursue a position, inquiry or motion as to unduly harass or annoy other Directors, the Chief Executive Officer, Employees or Independent Contractors.
3. That Director communications with Employees other than the Chief Executive Officer shall be casual and conducted on a courteous basis, but not for the purpose of influencing an Employee's position or attitude concerning his Cooperative-related activities.

D. It is suggested that Directors have or acquire a Certified Director Certificate within three years of being elected to the Board.

E. Policy Implementation and Responsibility

1. All Candidates, Nominees or Appointees to the Board shall receive a copy of this Policy and attest by their signatures to having received this policy.
2. Barton County Electric's legal counsel shall inform all Candidates, Nominees, or Appointees to the Board regarding the terms and conditions of this policy and the personal liability implications resulting from policy violations.
3. Barton County Electric's legal counsel shall review this policy with the Board on an annual basis and discuss any personal liability implications resulting from violations.
4. The President of the Board shall ensure that this policy is followed.

APPROVED BY THE BOARD OF DIRECTORS



President

Dated: **January 27, 2016**
December 27, 2017

BARTON COUNTY ELECTRIC COOPERATIVE, INC.

POLICY BULLETIN NO. 200

**AFFIRMATION OF RECEPTION, UNDERSTANDING OF AND SUPPORT FOR
BOARD POLICY NO. 200
DIRECTOR DUTIES AND
STANDARDS OF CONDUCT AND PERFORMANCE**

I, the undersigned, have received, read, understand and support Barton County Electric Cooperative Inc.'s Board Policy regarding Director Duties and Standards of Conduct and Performance.

Signature: _____

Date: _____