

DIRECTOR QUALIFICATIONS
From HILCO Electric Bylaws Article III

Section 2. Qualifications and Tenure.

Directors are nominated only by the members of the district in which they reside. All members vote for nominees from all director districts. Members vote for directors for a term not to exceed three years, or as determined by the board of directors, by ballot, which may be cast by mail or in person or both, at the option of the board of directors, at the annual meeting of the membership. Directors serve until their successors are elected and qualified. A member is ineligible to become or remain a director, or to hold any position of trust in the cooperative, who is:

- (a) Not a *bona fide* resident in the area served by the cooperative and the district from which he or she is nominated, or who moves from the cooperative area or district;
- (b) A cooperative employee, or a cooperative affiliate employee or director, or has been a cooperative employee, or a cooperative affiliate or trust board employee or director, for three years before the election is held or position is filled;
- (c) In any way employed by or financially interested in a competing enterprise of the cooperative or a cooperative affiliate; or a business selling electric energy, goods for resale, or supplies to the cooperative or a cooperative affiliate; or a business primarily engaged in selling electrical, plumbing, other appliances, fixtures or supplies to the members of the cooperative or a cooperative affiliate;
- (d) The incumbent of, or a candidate for, an elected public office in connection with which a salary is paid; or
- (e) Has not resided in the service area of the cooperative for at least six months before the election is held.
- (f) Has not become a fully credentialed director by completing all course work necessary to earn a National Rural Electric Cooperative (N.R.E.C.A.) credentialed cooperative director's certificate by the end of that director's first full three year term, in which event that director shall not be eligible for re-election.

(i) Definitions:

A "Cooperative affiliate" is defined as any entity owned, controlled, or managed by the cooperative.

The term "Credentialed Director" is defined as follows: A person becomes a credentialed director for the purpose of this policy on the first full day after all course work necessary to earn the N.R.E.C.A. Credentialed Cooperative Directors Certification is completed, not to include the final day of class work, after completion of all course work is verified at the next regular board meeting by the board of directors by comparing the completed courses with those courses listed as necessary to earn the N.R.E.C.A. Credentialed Cooperative Directors Certification as listed on the website. This status would apply to the first full day after all course work necessary to earn the N.R.E.C.A. Credentialed Cooperative Directors Certification is completed.

(ii) Spouse Qualification:

When a membership is held by husband and wife, either one, but not both, may be elected a director, but neither one shall be eligible to become or remain a director, nor hold a position of trust in the cooperative unless both spouses meet the qualifications set in this section. Nothing contained in this section shall, or shall be construed to, affect the validity of any action taken at any meeting of the board of directors.

(iii) Director Incapacity:

If a director becomes physically or mentally incapable of performing his or her duties as a director, the board of directors may declare the office of such a director to be vacant at a regular meeting, or special meeting called for the specific purpose of considering the capability of a director, upon an affirmative vote finding the director to be physically or mentally incapable of performing his duties by a majority of the total membership of the board of directors. The directors shall vote on this question if any director has missed three (3) consecutive regularly scheduled board of directors meetings, and after every three (3) meetings that are missed by that director thereafter.

(iv) Resignation or Removal:

If a director has missed three consecutive, regularly scheduled board of directors meetings, the board of directors may declare the office of such a director to be vacant at a regular meeting, or special meeting called for that specific purpose, upon an affirmative vote by a majority of the total membership of the board of directors. The directors shall vote on this question if any director has missed three consecutive, regularly scheduled board of directors meetings, and after every three meetings that are missed by that director thereafter.

Any director who resigns, has not timely obtained their Credentialed Cooperative Director Certification from the National Rural Electric Cooperative, or is otherwise found unfit for service by the board of directors may not run for re-election for a period of ten (10) years from the date of their resignation or removal from the Board of Directors.

(v) Employment of Former Director:

A director is not eligible for employment with the cooperative or a cooperative affiliate for three years after the last date that the director served as a director on the board of directors unless approved by resolution of the board of directors with the affected director abstaining.

HILCO ELECTRIC COOPERATIVE, INC.

GENERAL POLICY NO. 122

SUBJECT: CONFLICT OF INTEREST-FINANCIAL INTERESTS

I. OBJECTIVE:

The purpose of the conflict of interest policy is to protect the Cooperative's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Cooperative or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations.

II. DEFINITIONS:

A. Interested Person

Any director, principal officer, or member of a committee with powers delegated by the board of directors, who has a direct or indirect financial interest, as defined below, is an interested person.

B. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Cooperative has a transaction or arrangement,
2. A compensation arrangement with the Cooperative or with any entity or individual with which the Cooperative has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Cooperative is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the board of directors or appropriate committee decides that a conflict of interest exists.

III. PROCEDURES:

A. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with powers delegated by the board of directors considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the board of directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the board of directors or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the board of directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the board of directors or committee shall determine whether the Cooperative can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board of directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Cooperative's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy

1. If the board of directors or committee has reasonable cause to believe one of its directors or committee members has failed to disclose actual or possible conflicts of interest, it shall inform that director or committee member of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose.
2. If, after hearing the director or committee member's response and after making further investigation as warranted by the circumstances, the board of directors or committee determines the director or committee member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, which may include having charges brought against the director or committee member in action to remove the member.

IV. RECORDS OF PROCEEDINGS:

The minutes of the board of directors and all committees with board delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board of director's or committee's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

V. ANNUAL STATEMENTS:

Each director, principal officer and member of a committee with powers delegated by the board of director shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflicts of interest policy,
- B. Has read and understands the policy,
- C. Has agreed to comply with the policy, and

- D. Understands the Cooperative is not-for-profit and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

VI. PERIODIC REVIEWS:

To ensure the Cooperative operates in a manner consistent with tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Cooperative's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

VII. USE OF OUTSIDE EXPERTS:

When conducting the periodic reviews as provided for in Article VI, the Cooperative may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of directors of its responsibility for ensuring periodic reviews are conducted.

VIII. RESPONSIBILITY:

The Directors shall be responsible for the administration of this policy.

APPROVED BY THE BOARD OF DIRECTORS



William (Bill) Allen, President

Date Adopted: July 31, 2008

BOARD OF DIRECTORS CANDIDATE PETITION

Applicants have the sole responsibility of providing at least 25 complete and accurate original paper nominating petitions signed by members residing in the Electing District before the Deadline.

Please return the application and all originally signed paper nominating petitions by the **Deadline** of 5 p.m. on **June 23, 2026** to:

Election Administrator
Martha McGregor, McGregor Law Office,
64 West Elm,
Hillsboro Texas 76645,
mmcgregorlaw@gmail.com; 254.582.7337

Electing District: _____

Applicant's Name: _____

Residential Address within the Electing District: _____

_____, Texas, _____

Phone: _____ Phone: _____

Email address: _____

Bylaws Art. III, Sec.3, B (1) The application must contain the applicant's physical residence address within the cooperative's service area for the required period of residency, telephone number and member account number that can be verified by the cooperative recorded, supported by a nominating petition composed of signatures of at least 25 members residing in the Electing District, and a written consent executed by the applicant for the release of application information and conflict of interest certification.

_____ By my initials, I state that I have reviewed this advisory and request information about the verification of my petitions be sent to the following email address when it is available and understand that I may not receive any information before the Deadline to file petitions expires:

_____ @ _____

This "Tips for Applicants" is not a list of Bylaws and Policies.

Tips for Applicants:

1. The Deadline to file the Application and petitions is strictly enforced.
2. Applicants should file early in the filing period and provide more than the minimum number of petitions to insure that at least 25 petitions will qualify by the Deadline.
3. Petitions will be verified for completeness and strict accuracy.
4. Only the listed residential member or joint member can sign the petition, not the member's spouse or a representative of an organization. A listed member can join the member's spouse as a joint member by contacting the cooperative at 254.687.2331. Organizations are not residents. Multiple petitions signed by a member supporting more than one Applicant in an Electing District will be disqualified.
5. Common reasons that petitions are disqualified are:
 - (a) Signers are not residents of the Electing District,
 - (b) Incorrect account numbers. The account number appears on members' bills.
 - (c) Signer is not the cooperative member, but is the spouse of the member or a representative of an organization.
6. Courtesy Information Request: As a courtesy only after the Applicant's petitions are verified, the Election Administrator can reveal: (a) to all filed Applicants if an Applicant's name will be on the ballot, and (b) to only that individual Applicant which petitions that Applicant filed were verified or disqualified. The verification process takes time, so Applicants cannot rely on receiving this information in time to submit additional petitions before the Deadline. Providing courtesy information is not a bylaws provision or policy and is not a requirement of the election.
 - 6.1. Applicants may scan and email petitions that can be printed to the Election Administrator for a preliminary verification check. Only email attachments will be accepted.
 - 6.2. When the petitions are reviewed, the Election Administrator may email the Applicant at Applicant's email address on the application whether Applicant's name will appear on the ballot if the Applicant submits hard copies of the petitions before the deadline.
 - 6.3. Upon Applicant's email request to the Election Administrator, the Election Administrator may provide the reasons that individual petitions submitted by the Applicant are disqualified.
 - 6.4. Applicants cannot rely on receiving this courtesy information before the Deadline. Applicant may not have time to file additional correct petitions before the Deadline.**
 - 6.5. Nothing expands the Deadline for original paper petitions to be submitted or provide grounds for an election contest or complaint, including failure to receive courtesy information or any response or preliminary approval of petitions. Applicant must still deliver original paper petitions to the Election Administrator by the Deadline to appear on the ballot.
 - 6.6. Before the Deadline, the Election Administrator will disclose the names or information of the members who filed nominating petitions only to the Applicant who submitted the petitions so that Applicant knows which petitions are verified or are disqualified. After the Deadline, the names of the members who supported the application may be disclosed as part of the application with identifying information redacted.
7. Submit any questions to the Election Administrator. Do not contact the cooperative employees.
Election Administrator cannot accept any application or petitions filed after the Deadline.



Board of Directors Candidate Petition Form, District _____

Candidate Name _____ Address _____ Phone _____

Petitions will be verified for completeness, membership, and residency. Incomplete or inaccurate petitions will disqualify the applicant for nomination as a candidate for director, and that member's name will not be placed on the ballot.

Please return by 5 p.m. on June 23, 2026 to Martha McGregor at 64 W. Elm, Hillsboro TX 76645

The application must be supported by a nominating petition containing signatures of at least 25 members residing in the electing district. The nomination petition must contain the signatures of the member of the Cooperative, physical residential address within the electing district, and telephone number that can be verified by cooperative records.

Residential Account # _____

Name _____

Address _____

City _____ State _____

Zip _____ Phone# _____

Signature _____

Residential Account # _____

Name _____

Address _____

City _____ State _____

Zip _____ Phone# _____

Signature _____

Residential Account # _____

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HILCO Board District Map

(A digital version can be viewed on our website)

