

Qualifications for a Director of Sussex REC are documented in Article IV Section 3 of the corporate bylaws. All candidates for a director's position must meet these qualifications. Please review these in detail.

Article IV : SECTION 3. Qualifications. No person shall be eligible to become or remain a director of the Cooperative who:

(a) is not a member and not a bona fide year round resident consumer at his actual home residence in the area served or to be served by the Cooperative; or

(b) is in any way employed by or financially interested in a competing enterprise or a business selling electric energy, or supplies to the Cooperative, or a business primarily engaged in selling electrical or plumbing appliances, fixtures or supplies to the members of the Cooperative; or

(c) lacks the capacity to enter legal binding contracts and to discharge competently the duties of the Office of Director; or

(d) has been convicted of a felony or of any crime or misdemeanor involving moral turpitude; or

(e) is employed by the Cooperative or a Subsidiary of the Cooperative or has been so employed within three years previous to nomination for Director; or

(f) is receiving retirement benefits from the Cooperative or any Subsidiary thereof; or

(g) is a close relative of a Cooperative Director, Officer or Employee; or

(h) is employed by or receives more than ten percent of said nominee's annual gross income from another Director or an entity controlled by another Director.

There are many other questions that potential candidates may have regarding running for a SREC board position. Although the information below may not answer every question, we hope it will provide support as you make your decision for candidacy.

Time Requirements – While each individual is different, the amount of time required to perform the duties of a SREC Director must be considered. Time for Board includes: board meeting preparation, board meetings [minimum of one per month], travel time, e-mail review, phone calls, and literature update. In addition, the Directors also attend various state and national meetings ranging from 1- 5 days in length.

Director Training - New Directors are expected to complete their Certified Credential Director's [CCD] training program within their first three year term on the Board. Subsequent advanced training classes are encouraged in future years as the Director has time in order to maintain current information on the issues affecting the cooperative. All program fees are paid by the cooperative as well as travel, and per diem cost. Director training courses usually require 2-5 consecutive days to complete.

Anti-Nepotism Policy – The co-op has a well-defined Anti-Nepotism Policy that applies to Directors as well as employees. This is a sound business practice that prevents awkward situations for the board and/or management. A copy will be made available if requested.

Communication – Communication in the current world is fast and instantaneous in most cases. Besides SREC, this affects the Director's role as well. Therefore, it is important that every Director have knowledge of current technology, such as a co-op supplied iPad, for e-mail and other communications.

Indemnification – The Board has an insurance policy paid for by the co-op that indemnifies the board as a group and individually for actions taken by the Board that may result in legal action.

Fiduciary Responsibility and Confidentiality – Each board member has a fiduciary responsibility that their actions are in the best interest of the cooperative and its membership as a whole and not directed for personal gain or exemption. In addition, all information provided the Directors within or outside of the Board room must be treated as confidential unless decided by the Board that the directors are a part of the communication process.

Compensation – Each board member is compensated for the time devoted to the SREC in their role as Director. The Board reviews this policy annually and sets the compensation to be paid. For current information regarding this, please contact the CEO of the cooperative. Directors are provided IRS form 1099 annually for tax reporting purposes.

If you are interested in becoming a SREC Director and feel that you are qualified as listed above you should reference Section 4 of the Bylaws regarding the nomination process.

Article IV : SECTION 4. Nominations. It shall be the duty of the Board of Directors to appoint annually, not later than the monthly meeting of the Board of Directors in January of each year, a committee on nominations consisting of not less than five, nor more than eleven, members of the cooperative who shall be selected from diverse segments of the Cooperative's service area so as to afford equitable geographic representation. No member of the Board of Directors may serve on such committee. The committee, keeping in mind the principle of geographical representation, shall prepare and post at the principal office of the Cooperative at least twenty days before the meeting a list of nominations for directors which may include a greater number of candidates than are to be elected. Any fifteen (15) or more members acting together may make other nominations by a nominating petition delivered not less than sixty (60) days prior to the annual meeting of the Cooperative to the Secretary of the Cooperative in the following described format:

- (a) listing, on each page of the Petition, the name of the Petition Nominee, the District and Director position for which nominated;
- (b) signed by at least fifteen (15) Members of the Cooperative, all of whose signatures must be affixed and dated within the sixty (60) day period immediately prior to the submission of the petition; and
- (c) containing, opposite each signature, the name, address and telephone number of each signer.

The Secretary shall be responsible for the posting of such Petition nominations at the same place where the list of nominations made by the committee is posted. The Secretary shall be responsible for the mailing with the notice of the meeting or separately, but at least seven 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 on Nominations and also the nominations made by petition, if any.