COBB EMC

# 2026 ANNUAL MEETING OF MEMBERS
# TO BE HELD ON SEPTEMBER 12, 2026

**To: The members of Cobb Electric Membership Corporation ("Cobb EMC" or "the Cooperative").**

**RE: Notice of Annual Meeting of Cobb EMC Members (the "Annual Meeting") and Notice of Director Elections and Proposals to Amend Cobb EMC's Bylaws.**

The 88th Annual Meeting of Cobb Electric Membership Corporation will be held:
Saturday, September 12, 2026
8 a.m. – 11:30 a.m.
Jim R. Miller Park, Marietta, GA

**Member registration and voting begins at 8 a.m. and closes at 9:30 a.m.**

- Please note that ALL members must provide photo identification at registration.
- Commercial, government and church groups must provide authorization to represent their organizations at registration.

**Members have three different voting options for bylaw amendments:**

- By a mail-in ballot (included with this mailing)
- Online access (you will need the Validation Number from the enclosed paper ballot as well as the last 6 digits of your account number):
  1) via link at www.cobbemc.com/annualmeeting
  2) at https://vote.escvote.com/CEMC, or
  3) by logging into 'My Account' at www.cobbemc.com or the Cobb EMC App, where a **"Vote Now"** button will take you directly to the secure voting site.
- In person at the Annual Meeting

Included with this letter are the proposed bylaw amendments and a mail-in ballot. **Please note that all mail-in ballots and online votes must be received by 5 p.m. on September 9, 2026.**

With no contested races, directors will be elected by a voice vote at the Annual Meeting.

**IMPORTANT NOTICE: Preliminary results will be announced by Election Services Co., the Cooperative's independent election services provider, pending final certification by the Cobb EMC Credentials and Elections Committee. A PDF file of this document is posted on the Cobb EMC website at www.cobbemc.com/annualmeeting.**

Very truly yours,

Kelly Bodner

Kelly Bodner, Chair
Cobb EMC Board of Directors

### Did you know?

Cobb EMC incurs a significant expense every year to print and mail this Ballot Packet. Using email to send it could reduce this cost substantially. The online voting website includes a section where you can authorize Cobb EMC to email future election information to you instead of mailing this printed paper packet. Please help reduce our costs by voting via the website and, when prompted, providing your email address and agreeing to receive future election information electronically. However, if you would like to continue receiving the printed paper information packets through the U.S. mail, you can simply choose to leave the section blank. **Thank you.**

COBB EMC

# PROPOSED BYLAW REVISIONS

Bylaw revisions – as approved at the 5/19/26 Board of Directors meeting. Each section will be voted on separately by the members.

In the following bylaw amendment proposals: Underlined print indicates words being added to the bylaws.
Strikethrough print indicates words being removed from the bylaws.

**The changes to these sections have been reviewed by legal counsel and come with the Board's recommendation for approval.**

**Approve Amendment to Section 2.13 Credentials and Elections Committee**

~~The~~ Each member of the Board of Directors shall nominate ~~appoint~~ a member to the Credentials and Elections Committee ("Credentials and Elections Committee") with the responsibilities and authority set out below. The Credentials and Elections Committee shall consist of not less than three (3) nor more than nine (9) Members. Credentials and Elections Committee members shall not be Cooperative employees, Directors or candidates for Director or a Close Relative of any of the foregoing persons. In appointing the Credentials and Elections Committee, the Board may consider the equitable representation of the several areas served by the Cooperative. Each Director may nominate at least one (1) member to the Credentials and Elections Committee, who shall serve a term of one (1) year ~~, or until the next Cobb EMC Board of Directors election is completed, whichever comes first~~. All nominations shall be approved by a majority of the Directors present and voting at the January regular Board meeting. Any vacancies shall be filled by majority vote of the Directors to serve the remainder of such term. The Credentials and Elections Committee shall appoint its own chair~~man~~ and secretary.

*The proposed amendment clarifies the Board's process for selecting the Credentials and Elections Committee and defines the term of service for committee members.*

**Approve Amendment to Section 2.13 (e) Credentials and Elections Committee**

(e) The Committee shall have only the authority specifically granted in these Bylaws and shall not assume or exercise powers beyond those expressly stated herein.

*The proposed amendment clarifies that the Credentials and Elections Committee's authority is limited to the powers specifically granted to it under these Bylaws.*

**Approve Amendment to Section 3.04 (e) Qualifications of Directors**

(e) not have been~~, within five (5) years immediately preceding the date of the Annual Meeting in which the directorship is to be voted upon,~~ an employee of the Cooperative or an affiliate of the Cooperative, an employee or director of a competing utility or enterprise, a Close Relative of an employee of the Cooperative, or a Close Relative of an employee or director of a competing utility or enterprise. ~~Individuals who were employed as Chief Executive Officer ("CEO") or as a direct report to the CEO are not qualified for directorship at any time;~~

*The proposed amendment seeks to limit conflicts of interest. It excludes current and former employees and Close Relatives of current employees from eligibility for directorship. The bylaws already exclude current and former employees of competing utilities or enterprises.*

**Approve Amendment to Section 3.04 (h) Qualifications of Directors**

(h) have attended two (2) regular monthly Board meetings and two (2) Budget and Finance Committee meetings within the twelve (12) prior months of the fourth Friday in May of the current election cycle. ~~prior to qualifying for election within twelve (12) months of qualifying;~~

*This proposed amendment clarifies the director qualification requirements by establishing a specific deadline by which prospective Board candidates must attend certain required meetings prior to qualifying for election.*

Continued on reverse ➤

(Continued)

| Amendment | Explanation |
|---|---|
| **Approve Amendment to Section 3.04 (i) Qualifications of Directors**<br>(i) if not an Incumbent, attend a candidate information meeting ~~prior to~~ within the twelve (12) prior months of the fourth Friday in May of the current election cycle. ~~qualifying, and attend a candidate orientation meeting after qualifying.~~ | *This proposed amendment clarifies the director qualification requirements by establishing a specific deadline by which prospective Board candidates must attend a candidate information meeting prior to qualifying for election.* |

| Amendment | Explanation |
|---|---|
| **Approve Amendment to Section 3.04 (j) Qualifications of Directors**<br>(j) Not be a Close Relative or family members of a current Director, a member of the C&E Committee or the Cobb EMC Foundation Board. | *This proposed amendment establishes a new qualification for director candidates by prohibiting a Close Relative or family member of a current Director, a member of the Credentials and Elections Committee, or a member of the Cobb EMC Foundation Board from qualifying as a candidate for the Cobb EMC Board of Directors.* |

| Amendment | Explanation |
|---|---|
| **Approve Amendment to Section 10.01 Bylaw Amendments**<br>These Bylaws may be amended by either: (i) the affirmative vote of a 2/3 majority of the Directors present and voting at the second (2nd) of two (2) consecutive director meetings at which the amendment is addressed, or (ii) by the affirmative vote of a 2/3 majority of the Members submitting a ballot, which vote shall be by mail-in ballot and such other means of voting authorized by the Credentials and Election Committee. Amendments directly relating to the election of the Board of Directors, and changes to any Bylaw Section expressly so limiting amendment may be adopted only by a 2/3 majority vote of the Members submitting a ballot. | *This proposed amendment provides that future Bylaw amendments related to the election of the Board of Directors or to any Bylaw Section expressly limiting amendments to member approval may only be adopted upon approval by a two-thirds (2/3) majority of the Members casting ballots as opposed to a simple majority.* |