

Board Qualifications according to the bylaws:

ARTICLE IV - TRUSTEES

SECTION 4.01: General Powers

The business and affairs of the Cooperative shall be managed by a Board of nine (9) Trustees which shall exercise all of the powers of the Cooperative except such as are by law, the Articles of Incorporation, or these Bylaws, conferred upon or reserved to the members.

SECTION 4.02: Qualifications, Classification and Tenure

The nine (9) Trustees of the Cooperative shall be and are hereby divided into three (3) classes, for convenience, designated first, second and third. The first class shall be composed of the Trustees elected representing the members of Districts numbered 1, 2 and 3 of the territory served or to be served by the Cooperative. The second class shall be composed of the Trustees elected representing the members of Districts numbered 4, 5 and 6 of such territory. The third class shall be composed of the Trustees elected representing the members of Districts numbered 7, 8 and 9 of such territory.

Terms of classes of Trustees shall be staggered so that one (1) class of Trustees shall be elected at each annual meeting with Trustees of class two (2) being elected in 1991.

At each annual meeting there shall be elected Trustees to succeed all Trustees whose terms of office shall expire at the time of holding such election. All duly elected and qualified Trustees shall serve for the term of three (3) years, or until their successors are elected and qualified, subject to the provisions of these Bylaws with respect to the removal of Trustees. If the election of Trustees has not been held on the day duly designated for the annual meeting, or at any adjournment thereof, the Board shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient or practical. Election of Trustees shall be by ballot by and from the members, and by majority vote of such members present and voting.

No person shall be eligible to become or remain a Trustee, or to hold any position of trust in the Cooperative, who:

- (a) Is not a member of the Cooperative and an actual user at his primary residence premises of electric energy made available by the Cooperative, and a bona fide resident of the particular District which he is to represent; PROVIDED, that the operating or chief executive of any member which is not a natural person, such as a corporation, church, etc., or its designee, shall, notwithstanding that he does not receive service from the Cooperative at his primary residential abode, be eligible to become a Trustee from the district in which such member is located if (1) he or such designee is in the substantial permanent occupancy, direction or use of the premises served by the Cooperative, and (2) is a permanent and year-round resident of the district in which such member is located; AND PROVIDED FURTHER, upon the cessation of existence of such organization, or termination of its membership in the Cooperative, or failure to take electrical service therefrom, or any other non-compliance with any of the provisions of these Bylaws, such Trustee(s) shall immediately become ineligible to remain or serve as a Trustee of the Cooperative and it shall be the duty of the Board of Trustees to declare such position vacant and withhold the same from such person, or to cause him to be removed therefrom as the case may be; 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 appliances, fixtures or supplies to the members of the Cooperative; or
- (c) Is the incumbent of or candidate for an elective public office in connection with which a salary or compensation in excess of One Thousand Dollars (\$1,000.00) per annum is paid; or
- (d) Is an employee or former employee of the Cooperative; or
- (e) Has been convicted of a felony offense; or
- (f) Is a close relative of an incumbent Trustee or of an employee of the Cooperative.

As used in these Bylaws, "close relative" is defined as a person who is related to the principal person by consanguinity or affinity within the third degree, including but not necessarily limited to a person who is either a spouse, child, grandchild, great grandchild, parent, grandparent, great grandparent, brother, sister, aunt, uncle, nephew or niece, by blood or in-law of the principal.

Notwithstanding anything herein to the contrary, no Trustee shall become ineligible to continue serving or to be re-elected as a Trustee upon becoming a close relative of any employee or another Trustee because of marriage or adoption to which he/she was not a party.

Any Trustee who has attained the age of sixty-five (65) years or older and who has served for at least twelve (12) consecutive years on the Board may voluntarily retire or decline to be nominated for re-election, in either of which event, he shall become a Trustee Emeritus of the Board, eligible to attend any meeting for which the Board requests his presence and in such event shall receive the same per diem and expenses paid to current Trustees for each meeting attended at the specific request of the Board. An Emeritus Trustee shall be entitled to such other compensation, not prohibited by law, for his services and as may be provided by resolution of the Board of Trustees.

Upon establishment of the fact that a nominee for Trustee lacks eligibility under this section or as may be provided elsewhere in these Bylaws, it shall be the duty of the Chairperson presiding at the meeting at which such nominee would otherwise be voted upon, to disqualify such nominee. Upon the establishment of the fact that any person being considered for or already holding a position of trust in the Cooperative lacks eligibility under this section, it shall be the duty of the Board of Trustees to withhold such position from such person, or to cause him to be removed therefrom, whichever the case may be, immediately.

Nothing contained in this section shall affect in any manner whatsoever the validity of any action taken at any meeting of the Board.

Notwithstanding anything hereinabove to the contrary, nothing contained in this section shall affect any Trustee or employee serving the Cooperative at the time of adoption hereof and pursuant to provisions of previous Bylaws of the Cooperative.