



SPECIFIC 2021 PROPOSED BYLAW CHANGES TO ARTICLE III

ARTICLE III Meetings of Members

Section 1. Format. At the sole discretion of the board, and in consideration of the health, safety and welfare of the members, any meeting authorized hereunder may be held partially or solely by means of electronic communication, with procedures adopted to ensure that all members choosing to participate have a reasonable opportunity to engage in all activities and purposes for which meetings are held hereunder.

Section ~~2~~ Section number change.

Section ~~3~~ Section number change.

Section ~~4~~3. Notice of Members Meetings. Written, printed or electronic notice stating the place, day and hour of the meeting and, in case of a special meeting or an annual meeting (“Membership Meetings”) at which business other than that listed in Section 7 of this article is to be transacted, the purpose or purposes for which the meeting is called, shall be given not less than ten days nor more than ~~forty~~twenty-five days before the date of the meeting, either personally or by mail, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the persons calling the meeting, to each member. If mailed, such notice shall be deemed to have been given when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Cooperative, with postage thereon prepaid. The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

Section ~~5~~4. Quorum. ~~As long as the total number of members does not exceed five hundred, ten per centum of the total number of members present in person shall constitute a quorum. In case the total number of members shall exceed five hundred, f~~ Fifty members present, in person or electronically, shall constitute a quorum. If less than a quorum is present at any meeting, a majority of those present in person or electronically may adjourn the meeting from time to time without further notice, provided, that the Secretary shall notify any absent members of the time and place of such adjourned meeting.

Section ~~6~~5. Voting. Each member shall be entitled to only one vote. Voting shall either be in person or by proxy, mail, or electronic means, or any combination of the above. All questions shall be decided by a vote of a majority of the members voting thereon ~~in person or by absentee ballot~~, except as otherwise provided by law, the articles of incorporation or these bylaws. Questions resulting in a tie vote shall be decided by a second round of voting in like manner. If a second round of voting results in a tie, the question shall be decided by a flipping of a coin, which shall be administered by a duly elected officer of the Cooperative.

Section ~~7~~6: Section number change.

Section ~~8~~7: Section number change.



SPECIFIC 2021 PROPOSED BYLAW CHANGES TO ARTICLE IV

ARTICLE IV Directors

Section 1. No changes.

Section 2. No changes. Presented for reference.

Section 2. Qualification, Election and Tenure. Two directors represent the Northern Region, three directors represent the Central Region and two directors represent the Southern Region.

At each annual meeting, a number of directors, equal to the number of directors whose terms expire at the time of such meeting, shall be elected to hold office for a 3-year term.

In order to achieve a balanced rotation of Central Region directors with one Central Region director elected each year, a one-time exception to the 3-year director term shall take place for directors elected at the 2019 Annual Meeting of the Members, at which two Central Region directors shall be elected in accordance with this Article. The Central Region director candidate receiving the most votes at the 2019 Annual Meeting of the Members shall serve a term of 3 years. The Central Region director candidate receiving the second most votes at the 2019 Annual Meeting of the Members shall serve a term of 2 years.

Directors shall be elected by a plurality vote of members. No person shall be eligible to become or remain a director, or to hold any position of trust in the Cooperative, who:

- (a) is not a member; or
- (b) is in any way employed by, or was a former employee of within thirty-six (36) months, or materially financially interested in, a competing enterprise of a business primarily engaged in selling electric energy to the members of the Cooperative; or
- (c) is a close relative of another director or active employee of the Cooperative (as defined as being within the third degree of consanguinity or affinity); or
- (d) was a former employee of the Cooperative within thirty-six (36) months prior to the vote; or
- (e) has been convicted of a felony crime; or
- (f) who currently has amounts owed to the Cooperative for more than 90 days in arrears; or
- (g) is not a natural person (excludes entities such as firms, associations, corporations, business trusts, estates, partnerships, federal agencies, state or political subdivisions or agencies thereof or any body politic).

When a membership is held jointly by a married couple, either one, but not both, may be elected a director, provided, however, that neither one shall be eligible to become or remain a director or to hold a position of trust in the Cooperative, unless both shall meet the qualifications



hereinabove set forth. Nothing contained in this section shall, or shall be construed to, affect in any manner whatsoever the validity of any action taken at any meeting of the board of directors.

Section 3. No changes.

Section 4. Removal of Directors by Members. Any member may bring charges against a director by filing such charges in writing with the Secretary, together with a petition signed by at least ten per centum of the members and request the removal of such director by reason thereof. The director against whom such charges have been brought shall be informed in writing of the charges at least five days prior to the meeting at which the charges are to be considered and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence in respect to the charges; and the person or persons bringing the charges against him or her shall have the same opportunity. The question of the removal of such director shall be considered and voted upon at the next regular or special meeting of the members and any vacancy created by such removal ~~shall be filled in accordance with Section 6 hereunder. may be filled by vote of the members at such meeting without compliance with the foregoing provisions with respect to nominations.~~

Section 5. No changes. Presented for reference.

Section 5. Removal of Directors by the Board of Directors. The majority of the board of directors, acting pursuant to a duly made and seconded motion at a duly noticed regular or special meeting of the board of directors, may remove a director from the board if that director has failed to meet an objective qualification or requirement prescribed by these bylaws. The director against whom such charges have been brought shall be informed in writing of the charges at least five days prior to the meeting at which the charges are to be considered and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence in respect to the charges. The question of the removal of such director shall be considered and voted upon at the next regular or special meeting of the board of directors and any vacancy created by such removal may be filled in accordance with Section 6 of these bylaws.

Section 6. Vacancies. ~~Subject to the provisions of these bylaws with respect to the filling of vacancies caused by the removal of directors by the members,~~ a vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors. The director appointed in accordance with this paragraph must meet the director qualifications as set out in Article IV, Section 2. The appointed director may serve for a term ending no later than the next annual meeting of the members. In cases where the term of the vacated seat would have extended beyond the next annual meeting of the members, a special election shall be held at the next annual meeting of the members to fulfill the unexpired portion of the term of the director in respect of whom the vacancy occurs.

Section 7: No Changes.

Section 8: No Changes.