

SECTION 3. Qualifications. To be eligible to become or remain a Director of the Cooperative any such person must:

(a) be an individual and a member of the Cooperative, with their primary residence within the geographical area served by the Cooperative and the applicable district as set forth in these bylaws;

(b) not be in any way employed by or financially interested in a competing enterprise or a business selling electric energy or supplies to the Cooperative;

(c) be a Cooperative member in good standing by not being on a list for disconnection of electric service for nonpayment of a delinquent debt to the Cooperative or any subsidiary thereof while a director and during the thirty-six months immediately before becoming a director;

(d) not be an applicant for employment with the Cooperative or any subsidiary thereof;

(e) not be an employee of the Cooperative or any subsidiary thereof during a period of thirty-six months prior to becoming a director;

(f) not have been convicted of, pled guilty to or entered a plea of no contest to a felony crime;

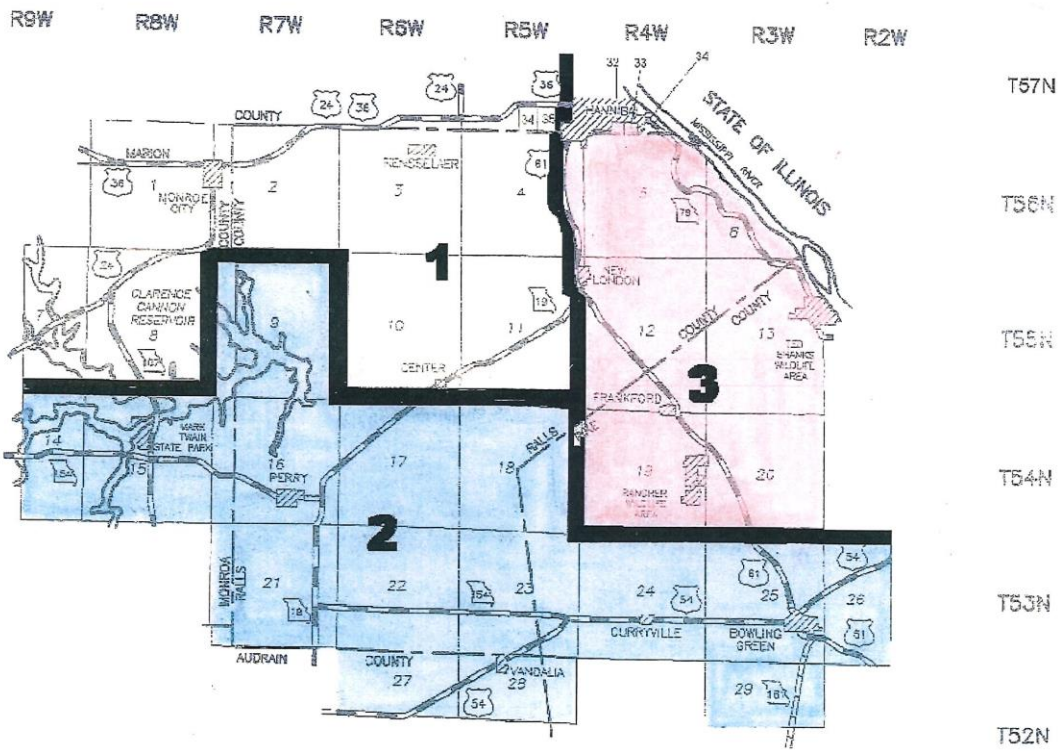
(g) not be a close relative of an employee of the Cooperative or any subsidiary thereof;

(h) be an individual with the capacity to enter into legally binding contracts; and

(i) not be engaged in a personal relationship with a fellow director or an employee of the Cooperative or any subsidiary thereof that could, in the sole judgment of the Board of Directors, interfere with the Director's independent judgment, disrupt or negatively impact the workplace, undermine members' confidence in the operations of the Cooperative, or reasonably create even the appearance of a conflict of interest.

The term "close relative" as used in these bylaws shall mean a spouse, child, stepchild, father, stepfather, father-in-law, mother, stepmother, mother-in-law, brother, stepbrother, half-brother, brother-in-law, sister, stepsister, half-sister, sister-in-law, son-in-law, daughter-in-law and any persons cohabitating within the same household. An individual qualified and elected, designated, or appointed to a position does not become a close relative as defined herein while serving in the position because of a marriage or legal action to which the individual was not a party. This bylaw section will not apply to close relatives as defined above of any employee employed full-time by the Cooperative as of July 25, 2018.

Upon establishment of the fact that a Director is holding office in violation of any of the foregoing provisions, the Board of Directors shall by a majority vote of the remaining Directors, disqualify the non-compliant Director who shall thereafter no longer be a Director. Nothing contained in this Section shall affect in any manner whatsoever the validity of any action taken at any meetings of the Board of Directors.



New District Map