

ARTICLE V – BOARD OF DIRECTORS

Section 1. General Powers. The business affairs of the Association shall be managed by a Board of seven (7) Directors that shall exercise all of the powers of the Association not conferred upon or reserved to the Members by law, the Association's Articles of Incorporation, or these Bylaws.

Section 2. Director Districts. The territory served by the Association shall be divided into as many districts as there are Director seats. Each district shall contain approximately the same number of Patrons as the other districts. Maps designating the exact boundaries of each district shall be prepared and maintained at the principal office of the Association.

At least every eighth (8th) year, the Board shall review the number of Patrons in each district, and if there are substantial inequalities, the Board shall redefine district boundaries by Board resolution so that each shall contain as nearly as practicable the same number of Patrons. Redistricting shall also be done if the total membership of the Association increases or decreases by more than ten percent (10%) from the prior year due to new territory acquisition or territory sale. Redistricting shall not be done within ninety (90) days of any annual meeting.

Section 3. Directors Elected. Each Director shall be elected by the Members of the district he or she represents upon nomination and following the procedure set forth in these Bylaws.

Section 4. Election and Tenure of Office. Each district shall be represented by one (1) Director who shall be elected for a four (4) year term. Directors representing districts 3, 5, and 7 shall have terms of office expiring on the first odd-numbered year following each leap year. Directors representing districts 1, 2, 4, and 6 shall have terms of office expiring on the second odd-numbered year following each leap year. Each term shall end on the date of the annual meeting in the year the term expires, provided that Directors shall continue in office until their successors have been elected and have qualified. If for any reason the Members fail to elect a Director for any district at the expiration of the incumbent Director's term of office, the incumbent shall continue in office for the new term.

Section 5. Director Qualifications. To be eligible to become or remain a Director of the Association a person must:

- (a) be an individual eighteen (18) years of age or older;
- (b) be a Member of the Association;

- (c) purchase electric energy within his or her director district; and
- (d) not be an employee of the Association.

Section 6. Member Representative. If an individual is nominated to serve on the Board as the representative of a Member that is not a natural person, the person nominated shall meet the qualifications requirements for such office set forth in Subsections 5(a) and (d) of this Article and the represented Member shall meet the qualifications requirements of Subsections 5(b) and (c). Such representative shall be subject to any Association conflict of interest Bylaw or policy both personally and in his or her representative capacity. If such representative is elected or appointed to the Board and subsequently fails to complete his or her term, the Board and not the Member shall appoint a replacement from the Association membership as provided for herein.

Section 7. Nominations. A nomination for Director may be made by written petition signed by at least fifteen (15) Members and filed with the Association not more than ninety (90) nor less than forty-five (45) days prior to the annual meeting. The signature of a spouse of a Member shall not be counted unless the spouse is a joint Member and the other joint Member has not signed or unless the spouse is a Member in his or her own right.

To be eligible for placement on the ballot, a nominee must meet the requirements of Section 5 of this Article, and the nominating petition must be received by the Association by the close of business at least forty-five (45) days prior to the annual meeting. The Association's staff shall determine whether a petition is valid within one (1) business day and shall promptly notify the party who submitted the petition of such determination.

Section 8. Election of Directors. Each Member of a district shall be entitled to vote for one (1) candidate nominated from the Member's district, either at a meeting held for such purpose or by mail, but not both, provided that there shall be no election in any district for which only one (1) candidate is nominated. A Member who has voted by mail shall not be entitled to vote at the meeting. A Member may vote for only one candidate and may not vote for a candidate for a seat in a district other than the district in which the Member's service is located. The Board shall establish a policy for determining the voting district of Members with service locations in multiple districts.

When there is a contested director election, the Secretary of the Association, or his or her designee, shall mail or cause to be mailed to each eligible Member a ballot listing the candidates nominated for director in the Member's district. Such ballots shall be mailed by an independent printing or mailing service not less than thirty (30) days before the annual meeting. There shall be included with each ballot a special secrecy sleeve or inner envelope to be used for placement of each mailed ballot, a return

envelope, and a biographical sketch and position statement on a single 8½" by 11" page for each candidate, provided that such document need not be included with ballots if a candidate has not provided one to the Association at least forty-five (45) days prior to the meeting at which Directors are to be elected.

On or before five o'clock (5:00) p.m. on the day preceding the annual meeting, all ballots voted by mail must be received by the Association or an independent party with whom the Association has contracted for the storage and counting of ballots. All ballot return envelopes shall be signed by the voting Member. Envelopes containing mailed ballots shall remain sealed and uncounted until such time as the ballots are committed to the custody of an independent party retained for the purpose of the storage and counting of ballots. Voting for Directors shall conclude when the President calls to order the annual meeting of the Members in any election year.

The candidate from each district receiving the highest number of votes shall be deemed elected as a Director of the Board. A qualified candidate who is not contested shall be deemed elected. Ballots cast in an election for any Director seat will be made available to any candidate for that seat upon request of the candidate. Ballots will be retained under seal by the Association for a period of four (4) years following the election.

Section 9. Director Compensation and Expenses. Directors shall not receive a salary for their services, except that Directors may be paid a sum fixed by Board policy for each Board meeting, conference, or event related to Association business. To the extent authorized by the Board, Directors shall be reimbursed for expenses actually and necessarily incurred in connection with Association business, or granted a reasonable per diem allowance by the Board in lieu of detailed accounting for some expenses.

Section 10. Removal of Director by Members. The Members may remove a Director with or without cause. The question of the removal of a Director shall be considered and voted upon at a special meeting of the Members called for that purpose, but only Members of the district the Director represents shall be entitled to vote on the question of the removal of such Director. A Director may be removed only if the number of votes cast for removal exceeds those against removal.

Section 11. Removal of Director by the Board. Any Director elected by the Board, not by the Members, to fill a vacancy may be removed with or without cause by a vote of the majority of Directors seated on the Board.

Section 12. Resignation. A Director may resign at any time by giving written notice to the President and the Chief Executive Officer. The resignation shall be effective upon delivery of the notice unless the notice states a later effective date.

A Director is deemed to have resigned upon determination by a vote of a majority of Directors seated on the Board that the Director:

- (a) failed to attend at least sixty percent (60%) of the annual, regular, and special meetings of the Board in any twelve (12) consecutive months, which absences were not excused by the Board;
- (b) does not meet the qualifications for Director established in Section 5 of this Article;
- (c) has failed to comply with Board-approved policies concerning duties, standards of conduct, and conflict of interest;
- (d) engaged in fraudulent or dishonest conduct or gross abuse of authority or discretion with respect to the Association; or
- (e) otherwise has failed to meet the fiduciary obligations of a Director of the Association.

Section 13. Removal or Involuntary Resignation Procedure. A majority of seated Directors must authorize any charges against a Director that could result in removal or involuntary resignation. A Director shall be informed in writing of the charges and evidence supporting the charges at least twenty (20) days prior to the meeting of the Board at which the charges are to be considered, and shall have an opportunity at the meeting to be heard in person, in writing, or by counsel and to present evidence regarding the charges.

Section 14. Vacancies. Vacancies occurring on the Board shall be filled by a majority vote of the remaining Directors, and a Director thus elected shall serve for any remaining unexpired portion of the term or until a successor qualified under Article V, Section 5 is elected.

Section 15. Indemnification of Directors and Officers. Each Director and Officer of the Association now or hereafter serving as such, shall be indemnified by the Association against any and all claims and liabilities, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) to which he or she has or shall become subject by reason of any action alleged to have been taken, omitted, or neglected by him or her while serving as such, if he or she acted in good faith and in such a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceedings, he or she had no reasonable cause to believe his or her conduct was unlawful. Every Director and Officer entitled to indemnification under this section shall be indemnified against all expenses, court costs, expert witness fees, attorney fees, judgments, fines and amounts paid in settlement or satisfaction of judgment actually or

reasonably incurred by him or her in connection with such action, suit or proceeding, provided such Director or Officer was acting within the scope of his or her duties at the time the claim arose.

The Association may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Association against any liability asserted against him or her in any such capacity as stated in the immediately preceding paragraph. Indemnification by the Association will cover all amounts above and beyond policy coverages or items not included in coverages.

If the Association indemnifies or advances expenses to a Director pursuant to this section in connection with a proceeding by or in the right of the Association, the Association shall give written notice of the indemnification or advance to the Members with or before the notice of the next meeting of the Members.

The right of indemnification provided for herein shall not be exclusive of any rights to which any Director or Officer of the Association may be entitled by law.

ARTICLE VI – OFFICERS

Section 1. Elected Officers. The Association shall have the elected offices of President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and such other offices as may be designated by the Board. The offices of Secretary and Treasurer may be held by the same person, and the offices of Assistant Secretary and Assistant Treasurer may be held by the same person. These offices shall be elected annually by the Board at the first regular meeting of the Board after each annual meeting of the Members or at such later time as the Board may determine. Unless earlier removed from office or from the Board as provided for in these Bylaws, each elected Officer shall hold office until the first meeting of the Board following the next succeeding annual meeting of the Members or until a successor qualified under Article V, Section 5 is elected.

Section 2. Appointed Officers. The Board shall appoint a Chief Executive Officer and such other officers as it may deem appropriate. The Chief Executive Officer may appoint a Chief Financial Officer and Chief Operating Officer.

Section 3. Removal. The Board may remove any Officer by an affirmative vote of a majority of seated Directors whenever in its judgment the best interests of the Association will be served thereby.

Section 4. Resignation. An Officer may resign at any time by giving written notice to the President and the Chief Executive Officer. The resignation shall be effective upon delivery of the notice unless the notice states a later effective date.

Section 5. Vacancies. Except as otherwise provided in these Bylaws, a vacancy in any office shall be filled by a majority of the Board for the unexpired portion of the term or by the Chief Executive Officer as to vacancies concerning which he or she has authority to appoint.

Section 6. Authority and Duties. The Officers shall have the authority to perform the duties incident to their respective offices, which shall include:

- (a) The President shall preside at all meetings of the Association and shall sign all documents which have been authorized by resolution of the Board.
- (b) The Vice President shall perform the duties of the President in the President's absence or inability or refusal to act.
- (c) The Secretary shall authenticate the Association's records and ensure that minutes are prepared and notice is given in accordance with these Bylaws.
- (d) The Treasurer shall ensure that the financial affairs of the Association are managed consistent with law, the Association's Articles of Incorporation, these Bylaws, and Board policy.
- (e) The Assistant Secretary shall perform the duties of the Secretary in the Secretary's absence or inability or refusal to act.
- (f) The Assistant Treasurer shall perform the duties of the Treasurer in the Treasurer's absence or inability or refusal to act.
- (g) The Chief Executive Officer shall be responsible for the management of the affairs of the Association and shall have such authority as the Board may from time to time vest in him or her.

The Officers also shall have such authority and duties as from time to time may be assigned by the Board.

Section 7. Delegation of Duties. To the extent permitted by law, the Board may delegate the duties of the Secretary or Treasurer to one (1) or more employees of the Association. In the event of the inability or refusal to act, temporary absence, or death of any Officer elected or appointed by the Board, or for any other reason that the Board may deem sufficient, the Board may delegate the powers and duties of any such Officer to any other Officer or Director.