

ARTICLE IV - Trustees

Section 1. General Powers. The business and affairs of the cooperative shall be managed by a Board of five trustees which shall exercise all of the powers of the Cooperative, except such as are required by law, the articles of incorporation or these by-laws conferred upon or reserved to the members.

Section 2. Election and Tenure of Officers. The trustees of the cooperative shall be 5 in number and selected by secret ballot at the annual meeting of the members. Starting with the 1991 annual meeting when the two-year terms of three trustees expire, two Trustees shall be elected for a three-year term. Thereafter, all Trustees, when their term expires, shall be elected for a three-year term, or until their successors have been elected and qualified.

Section 3. Qualifications. No person shall be eligible to become or remain A trustee, or to hold position of trust in the cooperative who:

- a) Is not a member and bona fide resident in the area served or to be served by the Cooperative; 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, or plumbing appliances, fixtures, or supplies to the members of the Cooperative;

Upon establishment of the fact that a trustee is holding office in violation of any of the foregoing provisions the board of trustees shall remove such Trustee from office.

Nothing contained in this section fact in any manner whatsoever, the validity of any action taken at any meeting of the Board of Trustees, unless such action is taken with respect to a matter in which one or more trustees have interest adverse to that of the Cooperative.

Section 4. Nomination. Shall be the duty of the board of trustees to appoint not less than thirty days nor more than sixty days before the date of a meeting of the members at which trustees are to be elected, many or nominations consisting of not less than five, nor more than eleven members who shall be selected from different sections so as to ensure equitable representation. No member of the Board of Trustees may serve on such committee. The committee keeping in mind the principal of geographical representation, shall prepare and post at the principal office of the Cooperative at least twenty (20) days before the meeting, a list of nomination for Trustees which may include a greater number of candidates than are to be elected. Any fifteen or more members acting together may make other nominations by petition not less than fifteen days prior to the meeting and the Secretary shall post such nomination at the same place where the list of nominations made by the committee is posted. The Secretary shall mail with the notice of meeting or separately but at least seven (7) days before the date of the meeting, a statement of the number of Trustees to be elected and the names and addresses of the number of Trustees to be elected and the names and addresses of the candidates, specifying separately the nominations made by petition, if any. The chairman shall invite additional nominations from the floor and nominations shall not be closed until at least one minute has passed during which no additional nomination has been made. No member may nominate more than one candidate.

Section 5. Removal of Trustees by Members. Any member may bring charges against a trustee and by filing with the Secretary such charges in writing together with a petition signed by at least ten per centum (10%) of the members, may request the removal of such Trustee by reason thereof. Such trustee shall be informed in writing of the charges at least ten (10) days prior to the meeting of the members 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 of the charges; and the person or persons bringing the charges against him shall have the same opportunity. The question of the removal of such trustees shall be considered and voted upon at the meeting of the members and any vacancy created by such removal may be filled by vote of the members at such meeting without compliance with the forgoing provisions with respect to nominations.

Section 6. Vacancies. Subject to the provisions of these by-laws with respect to the filing of vacancies caused by the removal of Trustees by members or otherwise, a vacancy occurring in the board of trustees shall be filled by the affirmative vote of a majority of the remaining Trustees for the unexpired portion of the term.

Section 7. Compensation. Trustees shall not receive any salary for their services as Trustees except that by resolution of the Board of Trustees a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the Board of Trustees. No Trustee shall receive compensation for serving the Cooperative in any other capacity, nor shall any close relative of a trustee receive compensation for serving the Cooperative, unless the payment and amount of compensation shall be specifically authorized by a vote of the members or the service by such Trustee or close relative shall have been certified by the Board of Trustees as an emergency measure.

