

Proposed Bylaw Amendments

In addition to voting on directors this month, there are also three proposed bylaw amendments to vote on. The co-op would appreciate your support of these bylaw amendments.

1

If approved, the first proposed amendment would grant the co-op a right to extend commercial fiber optic communication services for high-speed internet or “fiber-to-the-home” throughout its service area by allowing the cooperative, its wholly owned subsidiaries, and licensees, to utilize cooperative facilities, poles, and easements for that purpose.



Article I. MEMBERSHIP
SECTION 2. Membership.

Membership in the Cooperative shall be evidenced by a written, signed application for service which shall be in such form and shall contain such provisions as shall be determined by the Board of Directors. Such applications shall be signed by the prospective Member and thereafter approved and accepted by the Board of Directors. No membership shall be issued for less than the fees and related deposits, fixed by the Bylaws and policies, nor until such fees and deposits have been fully paid. The membership list maintained by the Cooperative is conclusive evidence of membership in the Cooperative. **Each member confers a permanent right and authorization to the Cooperative, its wholly owned subsidiaries, and licensees, to utilize Cooperative facilities, poles, and easements for the purpose of providing commercial fiber optic communication services to its members and others within its service area.**

2



The second proposed amendment, if approved, would remove director nominations from the floor during annual meeting in order to improve the co-op’s voting process.

Article IV. DIRECTORS
SECTION 4. Nominations

- 1) Nominating Committee. It shall be the duty of the Board of Directors to appoint, not less than thirty-five days nor more than ninety days before the date of a meeting of the members at which directors are to be elected, a committee on nominations consisting of not less than five members nor more than nine members who shall be selected from different districts so as to insure equitable representation. No member of the board may serve on such committee. The committee, keeping in mind the principle of equitable representation, shall prepare and post at the principal office of the Cooperative at least thirty days before the meeting a list of nominations for directors which may include a greater number of candidates than are to be selected.
- 2) By Petition. Any fifteen or more members acting together may make other nominations by petition not less than forty-five days prior to the meeting and the Secretary shall post such nominations at the same place where the list of nominations made by the committee on nominations is posted. **Nominations made by petition, if any, received by the Secretary less than forty-five days before the meeting shall be treated as nominations from the floor.**
- 3) ~~From the Floor. At the meeting of members at which Directors are to be elected, the Chairman shall call for 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.~~
- 4) The Secretary shall mail with the notice of meeting or separately but at least ten days before the date of the meeting a statement of the number of directors to be elected and the names and addresses of the candidates nominated listed by districts, specifying separately the nominations made by the committee on nominations and also the nominations made by petition, if any.

3

The final proposed amendment would simply clarify the co-op’s bylaw provision requiring board directors to live within the districts that they serve.



Article IV. DIRECTORS
SECTION 3. Qualifications.

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 in good standing of the Cooperative, a bona fide resident in the area served by the Cooperative and receiving **electric** service from the Cooperative at his/**her** primary residential abode **that must be within his/her Cooperative District (North, Central, or South);** 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 director is holding office in violation of any of the foregoing provisions, the Board of Directors shall remove such director from office. Nothing contained in this section shall affect in any manner whatsoever the validity of any action taken at any meeting of the Board of Directors.