

SECTION 4.3

Qualifications to Become or Remain a Director

No person shall be eligible to become or remain a director of the Cooperative who:

- (a) is not a member and is not presently residing in the area served or to be served by the Cooperative; or
- (b) is, or within three (3) years preceding the date of his/her nomination as a director candidate was, an employee of the Cooperative or in any way employed by or substantially financially interested in an enterprise competing with the Cooperative or any Cooperative-affiliated business; or
- (c) is not a resident of the district to be represented;
- (d) is a spouse, child, parent, grandparent, grandchild, brother or sister of an incumbent director or of an employee of the Cooperative or of anyone who within three (3) years preceding the date of nomination as a director candidate was, an employee of the Cooperative or in any way employed by or substantially financially interested in an enterprise competing with the Cooperative or any Cooperative-affiliated business; or
- (e) is or becomes the full-time employer, employee, principal or agent of an incumbent director;
- (f) is or becomes or, within three (3) years preceding the date of his/her nomination as a director candidate, was, employed by a labor union which represents, or has represented, or has endeavored to represent any employee of the Cooperative.
- (g) Has not, before the end of his/her first term of office which begins after the adoption of this subparagraph (g), successfully completed the NRECA Credentialed Cooperative Director training course or an equivalent retraining course approved by the Board of Directors.

With respect to the provisions of this Section that are based upon close relative relationships, no incumbent director shall lose eligibility to remain a director or to be re-elected as a director if, during such directors' incumbency, he/she becomes a disqualifying relative of another incumbent director or of a Cooperative employee as a result of a marriage or an adoption to which the director was not a party.

SECTION 4.4 **Nominations**

Any member meeting the qualifications of Section 4.3 of these Bylaws may file for election to the office of director in writing over his/her signature filed in the office of the Cooperative not less than fifty (50) days prior to the annual meeting of members at which the election will take place. The Secretary shall post such filings in the office of the Cooperative at least thirty (30) days before the annual meeting of members. The Board may also nominate one or more candidates for the office of director and, if the number of filings received by the Cooperative are not sufficient to provide at least one candidate for each vacancy occurring on the Board of Directors, the Board shall nominate at least that number of candidates necessary to provide no less than one candidate for each vacancy occurring on the Board of Directors. Nominations by the Board, if any, shall be posted by the Secretary at least thirty (30) days prior to the annual meeting of members at the same place, and with the same prominence as the other filings received for the office.

The Secretary shall include with notice of annual meeting a statement as to the number of directors to be elected from which district(s) and the candidates for each office alphabetically arranged by districts, stating the residence of each.