

and Sections 13-24, Township 7, Range 12;

District No. 4 is composed of Sections 1-2, 11-14, 23-26, Township 3, Range 23; Sections 1-30, Township 3, Range 24; Sections 1-30, Township 3, Range 25; Sections 1-36, Township 3, Range 26; Sections 1-36, Township 3, Range 27; Sections 35-36, Township 4, Range 23; Sections 31-36, Township 4, Range 24; Sections 31-36, Township 4, Range 25; Sections 13-14, 23-36, Township 4, Range 26; and Sections 13-36, Township 4, Range 27.

District No. 5 is composed of Sections 1-3, 10-15, 22-27, 34-36, Township 1, Range 24; Sections 1-36, Township 1, Range 25; Sections 1-3, 10-15, 22-27, 34-36, Township 2, Range 24; Sections 1-36, Township 2, Range 25; Sections 34-36, Township 3, Range 24; Sections 31-36, Township 3, Range 25; Sections 13-24, Township 7, Range 13; and Sections 13-15, 22-24, Township 7, Range 14.

District No. 6 is composed of Sections 1-36, Township 1, Range 23; Sections 4-9, 16-21, 28-33, Township 1, Range 24; Sections 1-36, Township 2, Range 23; Sections 4-9, 16-21, 28-33, Township 2, Range 24; Sections 31-36, Township 3, Range 23; Sections 31-33, Township 3, Range 24; Sections 16-21, Township 7, Range 14; and Sections 13-16, 19-24, Township 7, Range 15.

District No. 7 is composed of Sections 1-36, Township 1, Range 21; Sections 1-36, Township 1, Range 22; Sections 1-36, Township 2, Range 21; Sections 1-36, Township 2, Range 22; Section 1-36, Township 3, Range 21; Sections 6-36, Township 3, Range 22; Sections 19-24, 28-30, Township 7, Range 16; and Sections 19-30, Township 7, Range 17.

District No. 8 is composed of Sections 1-36, Township 2, Range 20; and Sections 1, 12, 24-36, Township 3, Range 20.

District No. 9 is composed of Sections 12-14, 22-27, 34-36, Township 1, Range 15; Sections 1-36, Township 1, Range 16; Sections 1-36, Township 1, Range 17; Sections 1-36, Township 1, Range 18; Sections 1-36, Township 1, Range 19; Sections 1-36, Township 1, Range 20; Sections 13-14, 23-26, 31-36, Township 2, Range 16; Sections 1-36, Township 2, Range 17; Sections 2-11, 14-23, 25-36, Township 2, Range 18; Sections 1-36, Township 2, Range 19; Sections 33-35, Township 3, Range 17; Sections 25-36, Township 3, Range 19; Sections 19-30, Township 7, Range 18; Sections 19-30, Township 7, Range 19; Sections 19-30, Township 7, Range 20; Sections 19-30, Township 7, Range 21; Sections 19-30, Township 7, Range 22; and Sections 22-27, Township 7, Range 23.

Not less than sixty (60) days before any meeting of the members at which Trustees are to be elected, the Board of Trustees shall review the composition of the several districts and, if the Board of Trustees is of the opinion that inequalities in representation has developed which should be corrected, the Board of Trustees may reconstitute the districts to correct such inequalities in representation.”

Section 2. Qualifications and Tenure. At the Annual Meeting of the members in

1956, Trustees to represent Districts Three, Six and Nine shall be elected for terms of one year; Trustees to represent Districts Two, Five and Eight shall be elected for terms of two years; and Trustees to represent Districts One, Four and Seven shall be elected for terms of three years. At each Annual Meeting thereafter, Trustees shall be elected to succeed those whose term shall expire, to serve for three years or until their successors have been elected and shall have qualified. The Trustees shall be elected by ballot, by and from the members, subject to the provisions of these By Laws with respect to the removal of Trustees, provided however, that if there is no opposition to a Trustee, he may be elected by acclamation. If an election of Trustees shall not be held on the day designated in the By Laws for the Annual Meeting, or at any adjournment thereof, the Board of Trustees shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be. Trustees may be elected by plurality vote. No person shall be eligible to become or remain a Trustee or to hold any position of trust in the Cooperative who:

1. is not a member and bona fide resident in the area served by the Cooperative; or
2. if a Trustee is not a resident of the district from which he is elected to represent;
or
3. 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; or
4. is the incumbent of an elective public office in connection with which a salary or compensation in excess of one hundred dollars per annum is paid.
5. no Trustee may be an employee of the Cooperative nor may he or she become an employee of the Cooperative at any time within two years after he or she leaves office.
6. has a close relative employed by the Cooperative or serving on the Board of Trustees at the time of qualification. Close relative shall mean father, mother, brother, sister or child, father-in-law, mother-in-law, brother-in-law, sister-in-law, and to include step-children. However, this provision shall not apply to any person presently serving on the Board of Trustees.
7. is an employee of the Cooperative or has been an employee of the Cooperative within the preceding five years prior to the time of qualifications.
8. has been convicted of a felony offense.

Upon establishment of the fact that a Trustee is holding office in violation of any of the foregoing provisions, it shall immediately become incumbent upon the Board of Trustees to remove such Trustee 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 Trustees.

Section 3. Nominations. All nominations for Trustees shall be made by petition signed by at least fifteen (15) members of the Cooperative who reside in and receive service in the district for which such Trustee is nominated, along with complete addresses

of said members. Such petition must be filed with the CEO of the Cooperative at the main office of the Cooperative at Hartford, Alabama, at least sixty (60) days prior to the Annual Meeting at which the election for such Trustees is to be held, in order for such person nominated therein to be eligible for election as such Trustee, if otherwise qualified. The qualifications of such candidates shall be considered and verified by the Board of Trustees of the Cooperative at their regular meeting held during the month prior to the Annual Meeting, and if such candidate or candidates so nominated shall not meet all the qualifications for a Trustee as prescribed by the By Laws of the Cooperative, such person shall be ineligible to hold office as such and it shall be the duty of the Secretary to give immediate written notice to the person nominating such candidate of such disqualification, or to as many such persons as their current addresses are known. Nominations made in any manner except as provided above shall not be considered at the meetings held for the purpose of electing Trustees, nor shall any person, otherwise qualified, be eligible to hold office as such Trustee unless nominated in such manner. In the event only one person, otherwise qualified, is duly nominated as Trustee for any district on or before the day set out above, and in the manner provided for above, such person shall be deemed elected as such Trustee and shall commence to serve as such Trustee at the close of the Annual Meeting of the members. When more than one nomination for Trustee for any district has been made in the manner provided above, the Secretary shall mail with the notice of the Annual Meeting a statement of the names and addresses of the candidates.

Section 4. Removal of Trustees by Members. Any member may bring charges against a Trustee by filing such charges in writing with the Secretary, together with a separate petition for each Trustee to whom charges are being brought, containing the signature and complete mailing address of at least ten per centum (10%) of the members and request the removal of such Trustee by reason thereof. The Trustee against whom such charges have been brought shall be informed in writing of the charges at least twenty days prior to the meeting 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.

Section 5. Vacancies. Subject to the provisions of these By Laws with respect to the filling of vacancies caused by the removal of Trustees by the members, 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 of the Trustee in respect of whom the vacancy occurs. The member elected as Trustee to fill the vacancy must reside in the same district as the Trustee to whose office he succeeds.

Section 6. Compensation. Trustees as such shall not receive any salary for their services, but 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 of compensation shall be specifically authorized

by a vote of the members or the service by such Trustee or lose relative shall have been certified by the Board of Trustees as an emergency measure.

Section 7. Term of Office. A member shall be entitled to serve as a Trustee for as many terms as he/she is qualified in accordance with Section 2 hereof and is elected by the Members in accordance with the Bylaws.

ARTICLE V

Meetings of Trustees

Section 1. Regular Meetings. A regular meeting of the Board of Trustees shall be held without notice other than this By Law immediately after, and at the same place as, the Annual Meeting of the members. A regular meeting of the Board of Trustees may also be held monthly at such time and place in Geneva or Houston County, Alabama, as the Board of Trustees may provide by resolution. Such regular monthly meetings may be held without notice other than such resolution fixing the time and place thereof. All meetings will be open to the membership.

Section 2. Special Meetings. Special meetings of the Board of Trustees may be called by the president or by any three Trustees, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. The President or the Trustees calling the meeting shall fix the time and place (which shall be in Geneva or Houston County, Alabama) for the holding of the meetings. All meetings will be open to the membership.

Section 3. Notice of Trustees' Meetings. Written notice of the time, place and purpose of any special meeting of the Board of Trustees shall be delivered not less than five days previous thereto, either personally or by mail, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the President or the Trustees calling the meeting, to each Trustee. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Trustee at his address as it appears on the records of the Cooperative, with postage thereon paid.

Section 4. Quorum. A majority of the Board of Trustees shall constitute a quorum, provided that if less than such majority of the Trustees is present in person, by video or teleconference, at said meeting, a majority of the Trustees present may adjourn the meeting from time to time; and provided further that the Secretary shall notify any absent Trustees of the time and place of such adjourned meeting. The act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

ARTICLE VI

Officers

Section 1. Number. The officers of the Cooperative shall be a president, vice-