

## ARTICLE IV Trustees

**Section 1. General Powers.** The business and affairs of the Cooperative shall be managed by a board of nine Trustees with one Trustee to reside in each of the nine districts hereinafter created, which Board of Trustees shall exercise all of the power of the Cooperative except such as are by law, the Articles of Incorporation, or these By Laws conferred upon or reserved to the members. The territory served by the Cooperative is divided into nine districts numbered from one through nine, both inclusive, and said districts are as follows: (see Exhibit A)

- District No. 1 is composed of Beats 11, 12 and 13 of Houston County, Alabama, and all that part of Henry County, Alabama, served by the Cooperative.
- District No. 2 is composed of Beats 7, 8, 10 and 14 of Houston County.
- District No. 3 is composed of Beats 4, 5 and 6 of Houston County, Alabama.
- District No. 4 is composed of Beats 1, 2, 3 and 9 of Houston County, Alabama, and all that part of Dale County, Alabama, served by the Cooperative.
- District No. 5 is composed of Beats 3, 4 and 5 of Geneva County, Alabama.
- District No. 6 is composed of Beats 6, 7 and 8 of Geneva County, Alabama, and all that part of Beat 10 Geneva County, Alabama, lying east of the Choctawhatchee River.
- District No. 7 is composed of Beats 9, 11, 12 and 17 of Geneva County, Alabama, and all that part of Beat 10 of Geneva County, Alabama, lying west of the Choctawhatchee River and all that part of Coffee County, Alabama, served by the Cooperative lying east of Double Bridges Creek.
- District No. 8 is composed of Beat 13 Geneva County, Alabama, and all that part of Coffee County, Alabama, lying east of the Pea River and west of Double Bridges Creek.
- District No. 9 is composed of Beats 14, 15 and 16 of Geneva County, Alabama, and all that part of Covington County, Alabama, served by the Cooperative and all that part of Coffee County, Alabama, served by the Cooperative lying west of the Pea River.

In the event any of the beat lines of Houston and Geneva Counties are legally changed, such changed beat lines shall be the boundaries of the affected districts.

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:

- (a) is not a member and bona fide resident in the area served by the Cooperative; or
- (b) if a Trustee is not a resident of the district from which he is elected to represent; or
- (c) 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
- (d) 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.
- (e) 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.
- (f) 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.

- (g) 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.
- (h) 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 manager of the Cooperative at the main office of the Cooperative at Hartford, Alabama, prior to the regular board meeting in the month preceding 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.