

TRUSTEE ELIGIBILITY

ARTICLE IV, SECTION 1 CONCLUSION

Current:

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.

Proposed:

Not less than ninety (90) 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.

ARTICLE IV, SECTION 2

Current:

Qualifications and Tenure.

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:

Proposed:

Qualifications and Tenure.

Trustees may be elected by plurality vote. **Only an individual person may serve as a Trustee. A business entity, firm, association, corporation, body politic, or church may not qualify to be elected as a Trustee.**

Furthermore, no person shall be eligible to become or remain a Trustee or to hold any position of trust in the Cooperative who:

ARTICLE V, SECTION 5

Current: This is a new section to be added to Article V.

Proposed:

Board Action by Written Consent.

Without a Board Meeting, the Board may take an action required or permitted to be taken at a Board Meeting if the action is:

- a. Taken by all Trustees and
- b. Evidenced by one or more written or electronic consents ("Trustee Written Consent"):
 1. Describing the action taken;
 2. Signed by each Trustee;
 3. Delivered to the Cooperative; and
 4. Included with the Cooperative's Board Meeting minutes.

Except as a different effective date is provided in the Trustee Written Consent, action taken by Trustee Written Consent is effective when the last Trustee signs the Trustee Written Consent. A Trustee Written Consent has the effect of, and may be described as, a Board Meeting vote and action taken during a Board Meeting.

20 25

Wiregrass
Electric
Cooperative

PROPOSED BYLAW CHANGES

The Wiregrass Electric Cooperative Board of Trustees has proposed several changes to the cooperative's bylaws in 2025. The changes can be classified into three categories:

- ▶ Membership
- ▶ Modernization of Communication
- ▶ Trustee Eligibility

The Board of Trustees believes these bylaw updates will help clarify who can be a member and serve on the Board, strengthen the Board's authority to manage memberships and elections fairly, and modernize communication and voting methods. Together, these changes aim to support transparency, accountability, and member participation in a more accessible and efficient way.

ALL OF THE PROPOSED CHANGES ARE DETAILED ON THE FOLLOWING PAGES. THEY WILL APPEAR ON THE VOTING BALLOT AS A SINGULAR ENTRY.

Local Enough to Care.



Big Enough to Serve.



MEMBERSHIP

ARTICLE I, SECTION 1.

Current:

Requirements for Membership. Any person, firm, association, corporation or body politic or subdivision thereof may become a member in Wiregrass Electric Cooperative, Inc. (hereinafter called the "Cooperative") by:

- filing a written application for membership therein;
- agreeing to purchase from the Cooperative electric energy as hereinafter specified;
- agreeing to comply with, and be bound by, the Articles of Incorporation and Bylaws of the Cooperative and any rules and regulations adopted by the Board of Trustees; and
- paying the membership fee hereinafter specified; provided, however, that no person, firm, association, corporation or body politic or subdivision thereof shall become a member unless, and until, he/she or it has been accepted for membership by the Board of Trustees or the members. No member may hold more than one membership in the Cooperative, and no membership in the Cooperative shall be transferable.

At each meeting of the members held subsequent to the expiration of a period of six months from the date of incorporation of the Cooperative, all applications received more than ninety days prior to such meeting and which have not been accepted, or which have been rejected by the Board of Trustees shall be submitted by the Secretary to such meeting, and subject to compliance by the applicant with the requirements herein above set forth, such applications or any one or more of them may be accepted by vote of the members. The Secretary shall give each such applicant at least ten days' notice of the date of the members' meeting to which his application will be submitted and such applicant shall be entitled to be present and heard at the meeting.

Proposed change:

Requirements for Membership. Any person, firm, association, corporation or body politic or subdivision thereof may become a member in Wiregrass Electric Cooperative, Inc. (hereinafter called the "Cooperative") by:

- filing a written application for membership therein;
- agreeing to purchase from the Cooperative electric energy as hereinafter specified;
- agreeing to comply with, and be bound by, the Articles of Incorporation and Bylaws of the Cooperative and any rules and regulations adopted by the Board of Trustees; and
- paying the membership fee hereinafter specified.

No member may hold more than one membership in the Cooperative, and no membership in the Cooperative shall be transferable. The membership of any person, firm, association, corporation or body politic or subdivision thereof may be reviewed and revoked by the Board of Trustees pursuant to Article I, Section 6 (Termination of Membership) below.

At each meeting of the members held subsequent to the expiration of a period of **90 days** from the date of incorporation of the Cooperative, all applications received more than ninety days prior to such meeting and which have not been accepted, or which have been rejected by the Board of Trustees shall be submitted by the Secretary to such meeting, and subject to compliance by the applicant with the requirements herein above set forth, such applications or any one or more of them may be accepted by vote of the members. The Secretary shall give each such applicant at least ten days' notice of the date of the members' meeting to which his application will be submitted and such applicant shall be entitled to be present and heard at the meeting.

MODERNIZATION OF COMMUNICATION

ARTICLE III, SECTION 3.

Current:

Notice of Members' Meetings.
Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting or an Annual Meeting at which business other than that listed in Section 7 of this article is to be transacted, the purpose or purposes for which the meeting is called shall be delivered not less than five (5) days nor more than sixty (60) days before the date of the meeting, either personally or by mail or by electronic delivery, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the persons calling the meeting to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Cooperative with postage thereon prepaid. The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

Proposed change:

Notice of Members' Meetings.
Notice stating the place, day and hour of the meeting and, in case of a special meeting or an Annual Meeting at which business other than that listed in Section 7 of this article is to be transacted, the purpose or purposes for which the meeting is called shall be delivered not less than five (5) days nor more than sixty (60) days before the date of the meeting, either personally or by mail or by electronic delivery **by email, text, or other method approved by the Trustees**, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the persons calling the meeting to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Cooperative with postage thereon prepaid. The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

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ARTICLE III, SECTION 5.

Current:

Voting. Each member shall be entitled to one vote. All questions shall be decided by a vote of the majority of the members voting thereon in person, except as otherwise provided by law, the Articles of Incorporation, or these Bylaws. Voting by proxy shall not be permitted.

Proposed change:

Number of Votes Per Member. Each member shall be entitled to one vote. All questions shall be decided by a vote of the majority of the members voting thereon in person, except as otherwise provided by law, the Articles of Incorporation, or these Bylaws. Voting by proxy shall not be permitted.

ARTICLE III, SECTION 6.

Current:

Mail Voting.

- Members shall be permitted and provided the opportunity to vote by mail ballots in the election of Trustees, on any proposed changes in, or additions to, the Bylaws and on any business detailed in the agenda for the Annual Meeting; PROVIDED, if a member is present at a meeting in person, he/she may vote on such matters only if he/she has not already voted thereon by mailing in a ballot.
- The Board shall cause to be printed and mailed to all members, not less than five (5) days nor more than sixty (60) days prior to the meeting at which such ballots are to be cast, return-mail written ballots for voting in the election of Trustees, or on any proposed changes in, or additions to, the Bylaws and on any business detailed in the agenda for the Annual Meeting. Instructions as to how the ballot(s) may be voted shall be included and an explanation as to how the ballot may be returned shall be enclosed therewith. Mail-return ballots shall be printed on a different color of paper than the ballots used by members present in person at the site of the member meeting; such ballots shall otherwise be identical. Also included shall be a return addressed envelope for members to return ballots by mail.
- The deadline for the receipt by the auditor of mail ballots shall be the close of the Cooperative's normal business hours on the business day preceding the date of the Annual Meeting. The independent auditor shall count and retain all mail ballots, and shall not reveal the results thereof to anyone until, at such Annual Meeting, the votes cast there in person shall have been counted. After all votes have been counted, the auditor shall duly report at the meeting the results of the mail-in balloting, of the balloting by persons registered and voting in person, and of the final results of all votes counted. The independent auditor provided for in these Bylaws shall be selected by the Board of Trustees.

Proposed change:

Voting.

- Members shall be permitted and provided the opportunity to vote by mail **or electronic** ballots in the election of Trustees, on any proposed changes in, or additions to, the Bylaws and on any business detailed in the agenda for the Annual Meeting; PROVIDED, if a member is present at a meeting in person, he/she may vote on such matters only if he/she has not already voted thereon by mailing in a ballot **or by voting electronically**.
- Voting may be conducted by mail or electronically. If by mail**, the Board shall cause to be printed and mailed to all members, not less than five (5) days nor more than sixty (60) days prior to the meeting at which such ballots are to be cast, return-mail written ballots for voting in the election of Trustees, or on any proposed changes in, or additions to, the Bylaws and on any business detailed in the agenda for the Annual Meeting. Instructions as to how the ballot(s) may be voted shall be included and an explanation as to how the ballot may be returned shall be enclosed therewith. Mail-return ballots shall be printed on

a different color of paper than the ballots used by members present in person at the site of the member meeting; such ballots shall otherwise be identical. Also included shall be a return addressed envelope for members to return ballots by mail.

c. The deadline for the receipt by the auditor of **ballots** shall be the close of the Cooperative's normal business hours on the business day preceding the date of the Annual Meeting. The independent auditor shall count and retain all **ballots**, and shall not reveal the results thereof to anyone until, at such Annual Meeting, the votes cast there in person shall have been counted. After all votes have been counted, the auditor shall duly report at the meeting the results of the mail-in balloting, of the balloting by persons registered and voting in person, **of the electronic ballots, if applicable**, and of the final results of all votes counted. The independent auditor provided for in these Bylaws shall be selected by the Board of Trustees.

ARTICLE V, SECTION 1

Current:

Regular Meetings. A regular meeting of the Board of Trustees shall be held without notice other than this Bylaw 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.

Proposed change:

Regular Meetings.

A regular meeting of the Board of Trustees shall be held without notice other than this Bylaw 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, **or by telephone or video conference**, 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.

ARTICLE V, SECTION 3

Current:

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.

Proposed:

Notice of Trustees' Meetings.

Notice of the time, place and purpose of any special meeting of the Board of Trustees shall be delivered not less than **two days** previous there to, **either personally or by mail, email, text, or other method approved by the Trustees**, 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.