

**Proposed Bylaw Amendment
October 19, 2020**

Bylaw Article V, Section 2 (b) Qualifications, shall be amended to read as follows: (Insertions are indicated by underline, deletions by ~~strikethrough~~.)

ARTICLE V, Directors Section 2 (b) Qualifications.

The following qualifications shall be required for a member to be nominated, elected, and to begin to serve as a director of the Cooperative:

(1) (a) Personal membership in the Cooperative, or

(b) Acting in the capacity of a duly authorized representative of a member of the Cooperative who is other than a natural person.

(2) Actual residence in the district to be served as a director.

(3) Certification by the nominee at the time of nomination that no conflict of interest exists or is reasonably foreseeable that would or would tend to cause the nominee, if elected, to breach the fiduciary duties of a director to the Cooperative.

(4) Must not have been an employee of the cooperative or any entity owned or controlled by the cooperative at any time during the three (3) years preceding the election or appointment.

(5) Must not have pursued any claim or litigation against the cooperative or any entity owned or controlled by the cooperative or against any of its directors or employees in the three (3) years preceding the election or appointment.

(6) Must not have been convicted of a felony.

(7) At the time of election or appointment, must not be related to any regular part-time or full-time employee of the cooperative or any entity owned or controlled by the cooperative.