



Your Touchstone Energy® Partner 

## Cooperative Light & Power (CLP) Director General Powers, Qualifications, and Tenure (As they appear in Article III, Sections 1, 2, and 3 of CLP's Bylaws)

Section 1. General Powers. The business and affairs of the Cooperative shall be managed under the direction of a Board of Directors, which shall exercise all of the powers 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 Board of Directors shall have the power to make and adopt such policies, rules and regulations consistent with law, the Articles of Incorporation or these By-Laws, as it may deem advisable for the management, administration and regulation of the business and affairs of the Cooperative.

Section 2. Director Qualifications. In order to become or remain a director all of these qualifications must be met:

- (a) Hold a membership in that district.
- (b) A natural person, who had resided on the Cooperative's systems for at least one (1) year; residency is determined by meeting any one of the three (3) qualifications:
  - (1) Driver's license or State I.D. reflecting an address on the Cooperative's system.
  - (2) Homestead interest in real estate in the service territory of the Cooperative.
  - (3) Has made application to the Board and the Board members have determined there are sufficient contacts and interest in the area served by the Cooperative system to be deemed a resident.
- (c) Must not be a convicted felon.
- (d) Cannot be an employee of the Cooperative, or has not been an employee of the Cooperative at any time in the previous three (3) years, or a close relative by blood or in-law, including half, step and adopted kin, a spouse, child, grandchild, grandparent, brother, sister, aunt, uncle, nephew or niece of a current employee of the Cooperative.
- (e) Cannot be in any way employed by or financially interested in a competing enterprise or business selling electric energy to the Cooperative, or business interest primarily engaged in selling electrical or plumbing supplies, appliances or fixtures to the Cooperative.
- (f) Must have the legal capacity to enter into a binding contract.
- (g) When a membership is held jointly or by tenants in common, one of the joint tenants or one of the tenants in common, but not more than one, may be elected as a director; provided, however, that such person shall not be eligible to become or remain a director in the Cooperative unless both joint tenants or all tenants in common shall meet the qualifications hereinabove set forth.

Section 3. Tenure. A director may serve an unlimited number of three (3) year terms on the Board of Directors. A term shall begin immediately after the meeting the director was elected or appointed.