



Your Touchstone Energy® Partner 

Cooperative Light & Power (CLP) Director General Powers, Qualifications, and Tenure

(As they appear in Article 4, Sections 4.1, 4.2, and 4.3 of CLP's Bylaws)

Section 4.1. General Powers. The business and affairs of the Cooperative shall be managed under the direction of a board of five (5) Directors, which shall exercise all of the powers of the Cooperative, except such as are by law, the Articles or these Bylaws 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, or these Bylaws, as it may deem advisable for the management, administration and regulation of the business and affairs of the Cooperative.

Section 4.2. 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 has their permanent legal residence within the district in which the Director is nominated or elected for at least one (1) year prior to the meeting at which the Director is to be up for election.
- (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.
- (h) Annually complete and sign an independence and conflict of interest certification and disclosure form approved by the Board of Directors.

Section 4.3. Tenure. A Director may serve an unlimited number of approximately three (3) year terms on the Board of Directors. A term shall begin immediately after the meeting the Director was elected or appointed and the term shall end at end of the 3rd annual meeting following the election of that Director. It is understood and agreed that not all terms will be exactly three years due to the date of the annual meetings. Notwithstanding anything contained herein to the contrary, there will only be one Director serving at a time for each district.