

SECTION 3.02

Qualifications.

In order to be eligible to become or remain a Director of the Cooperative, such person must meet the following qualifications:

- a) must be a citizen of the United States,
- b) must be at least twenty-one (21) years of age,

- c) must be receiving electric service from the Cooperative at his primary residence which shall be for qualification purposes where a member is registered to vote and spends most of his time,
- d) must not have had a membership that has been in a state of suspension as defined in Section 1.10,
- e) electric service must not have been involuntarily disconnected for nonpayment at any time during the twelve months preceding the candidate application,
- f) must not have been involved at any time in meter tampering reported to law enforcement,
- g) must be legally competent and available to attend regular Board meetings, committee meetings, training and other events. Directors who miss more than two consecutive regular Board meetings may be subject to removal action by the Board. It shall be the duty of the Board to develop additional policy guidelines on attendance requirements,
- h) must not in any way be employed by, financially interested in, or serving as an officer, director, trustee or equivalent for a competing enterprise with the Cooperative or its subsidiaries, or a business that sells products, services or supplies to the Cooperative or its subsidiaries,
- i) must not have a close relative (as hereinafter defined) who is in any way employed by, financially interested in, or serving as an officer, director, trustee, or equivalent for a competing enterprise with the Cooperative or its subsidiaries, or a business that sells products, services or supplies to the Cooperative or its subsidiaries.
- j) must not have been convicted of a misdemeanor involving moral turpitude or a felony pursuant to state or federal laws, or
- k) must not have been a former regular full time employee of the Cooperative or its subsidiaries.

All Director candidates, whether nominated by the Nominating Committee or by petition, shall complete a Director Candidate application by the date established in these Bylaws. It shall be the duty of the Nominating Committee, with the advice of Legal Counsel provided by the Cooperative, to determine if a Director Candidate considered by the Nominating Committee, meets the Bylaws qualifications of a Director Candidate.

It shall be the duty of the Credentials and Election Committee, with assistance of the Cooperative's General Counsel, to determine if a Director Candidate by petition, meets the Bylaws qualifications for a Director Candidate.

Notwithstanding the foregoing, if any person being considered for, or already holding a Directorship or other position of trust in the Cooperative, lacks eligibility under this Section, it shall be the duty of the Board of Directors to withhold such position from such person, or to cause him to be removed therefrom, as the case may be.

Nothing contained in this Section shall, or shall be construed to, affect in any manner whatsoever the validity of any action taken at any meeting of the Board of Directors, unless such action is taken with respect to a matter which is affected by the provisions of this Section and in which one or more of the Directors have an interest adverse to that of the Cooperative.