

## **SECTION 5.02 - Qualifications.**

Any Director or Director candidate must comply with this Bylaw.

1. General Director Qualifications. A Director or Director candidate must:
  - a. Be a natural person;
  - b. Have the capacity to enter legally binding contracts;
  - c. While a Director and during the one hundred eighty (180) days immediately preceding the Director election, maintain their primary residential abode within the boundaries of the applicable residential Directorate District;
  - d. While a Director, and during the twenty-five (25) years immediately prior to becoming a Director, not:
    - i. Be, nor have been, convicted of a felony; or
    - ii. Plead, nor have pled, guilty to a felony;
2. Membership Qualifications. While a Director, and during the one hundred eighty (180) days immediately prior to becoming a Director, a Director or Director candidate must:
  - a. Be a Member using, receiving, and purchasing electric service from the Cooperative at the Director's or Director candidate's primary residence; and
  - b. Be current in all respects regarding payment to the Cooperative of Additional Payments and obligations, and not be subject to disconnection for non-payment of electric service at the Director or Director candidate's primary residence.
3. Conflict of Interest Disqualification. A Director or Director candidate must not be or have been:
  - a. A spouse or other Close Relative of any existing Director, Cooperative employee, or Cooperative subsidiary employee;
  - b. Employed by, materially affiliated with, or share a material financial interest with, any other Director;
  - c. Engaged in, nor employed by, materially affiliated with, or have a material financial interest in, any individual or entity:
    - i. Directly and substantially competing with the Cooperative or any Cooperative subsidiary; or
    - ii. Possessing a substantial conflict of interest with the Cooperative or any Cooperative subsidiary;
  - d. Previously subject to an involuntary separation of employment from the Cooperative or any Cooperative subsidiary; or
  - e. While a Director or during the ten (10) years immediately prior to becoming a Director, employed by the Cooperative or any Cooperative subsidiary, or engaged contractually (as an employee, principal, owner, partner, or shareholder, except through passive investment) with a firm that contracts with the Cooperative or any Cooperative subsidiary as a prime or sub-contractor.

4. Continuing Qualifications. Only natural persons complying with the General Director Qualifications and the Membership Qualifications, and not disqualified due to a Conflict of Interest Disqualification may serve, or continue to serve, as a Director.
- a. Within a reasonable period of time after becoming a Director, and unless excused by the Board for good cause, a Director is expected to receive a Director's Certificate or similar certification of education and training as specified by the Board;
  - b. Unless excused for good cause by the Board or Members, a Director shall attend at least two-thirds (2/3) of all Board Meetings during any calendar year;
  - c. Directors shall maintain the physical and mental capacity to perform the essential functions of the role of Director, with or without reasonable accommodation; and
  - d. Directors shall comply with any other reasonable qualifications determined by the Board.