

## Bylaw Revision Proposal – 2021 Annual Meeting of Members

As a matter of routine maintenance, the Board of Directors deemed it necessary to review and update the current Egyptian Electric Cooperative Association Bylaws. The Board appointed a five-member sub-committee that was charged with the responsibility of thorough review, revision, and meeting several times. The following changes are of notable importance. The proposed amendments will be presented at the 2021 Annual Meeting of Members:

- Previously, meeting attendance was required to be “in person”. Member involvement and participation in the Annual Meeting is of utmost importance to the Cooperative. Given the gathering restraints due to the COVID-19 pandemic, the Board thought it prudent to update the Bylaws to allow for electronic meeting attendance and voting methods during times of public safety restrictions.
- The Director attendance provisions have also been updated to reflect electronic attendance in times of public safety restrictions to prevent disruptions in the flow of business.
- Additionally, a proposed revision to Section 4.13 reads as follows: “The Board of Directors shall not hire employees that meet the definition of ‘Close Relative’ as defined in Section 4.14.”

### Article III Meeting of Members

**SECTION 3.04. Quorum.** Business may not be transacted at any meeting of the members unless there are present in person, or in attendance by electronic means such as (telephone and/or video conferencing (if deemed necessary for the purpose of conducting business in times of public safety restrictions in accordance with the Board’s policy for electronic meeting attendance.) at least one hundred fifty (150) of the Cooperative's members, except that, if less than a quorum is present at any meeting, a majority of those present in person may without further notice adjourn the meeting to another time and date not less than forty (40) days later and to any place in one of the counties in Illinois within which the Cooperative serves:

PROVIDED, that the Secretary shall notify any absent members of the time, date and place of such adjourned meeting by delivering notice thereof as provided in Section 3.03. At all meetings of the members, whether a quorum be present or not, the Secretary shall annex to the meeting minutes, or incorporate therein by reference, a list of those members who are registered as present in person.

**SECTION 3.05. Voting.** Each member who is not in a status of suspension, as provided for in Section 2.01, shall be entitled to only one vote upon each matter submitted to a vote at any meeting of the members. Voting by members other than members who are natural persons shall be allowed upon the presentation to the Cooperative, prior to or upon registration at each member meeting, of satisfactory evidence entitling the person presenting the same to vote. Voting by the joint membership shall be allowed by registration of either party to the joint membership at each member meeting. Any questions with respect to the authority of any person, or representative of any member, to vote at any meeting of the members shall be resolved prior to said vote by the Board of Directors or such persons or subcommittees that shall be so designated to resolve such issues by the Board of Directors. At all meetings of members, all questions shall be decided by the affirmative votes of a majority of the members present in person or voting by the use of electronic voting systems, or any other voting method approved by the Board to conduct business in times of public safety restrictions in accordance with the Board’s policy for electronic meeting attendance.) except as otherwise provided by law or by the Cooperative's Articles of Incorporation or these By-laws. Members may not cumulate their votes.

### Article IV Directors

**SECTION 4.02. Qualifications.** No person shall be eligible to become or remain a Director of the Cooperative who:

- (a) is an employee of the Cooperative;
- (b) is not a member of good standing of the Cooperative, as defined by the Board of Directors from time to time
- (c) is not receiving service from the Cooperative at their primary residence
- (d) has not met the continuing education requirements as determined by Board policy to remain a Director; or
- (e) is a close relative of an employee of the Cooperative an existing member of the Board of Directors, as provided in Sections 4.13 and 4.14.

**SECTION 4.03. Election.** At each annual meeting of the members, Directors shall be elected by secret written ballot by the members or by members voting by the use of electronic voting systems or any other voting method approved by the Board of Directors and in accordance with the Board's policy for electronic meeting attendance in times of public safety restrictions and, from among those members who are natural persons: PROVIDED, that, when the number of nominees does not exceed the number of Directors to be elected, and if there is no objection, secret written balloting, or approved electronic voting as deemed necessary in times of public safety restrictions in accordance with the Board's policy for electronic meeting attendance may be dispensed with and voting may be conducted in any other proper manner. Directors shall be elected by a plurality of the votes cast unless the members, prior to the balloting, resolve that a majority of the votes cast shall be required to elect, and this By-law provision shall be brought to their attention and explained prior to any balloting. Drawing by lot shall resolve, where necessary, any tie votes.

**SECTION 4.13. Employee Eligibility.** ~~No person who is a close relative of a Director shall be eligible to be an employee of the Cooperative. The Board of Directors shall not hire employees that meet the definition of 'Close Relative' as defined in Section 4.14.~~

**SECTION 4.14. "Close Relative" Defined.** As used in these By-laws, "close relative" means a person who, by blood or in law, including step and adoptive kin is either a spouse, child, grandchild, parent, grandparent, brother, sister, aunt, uncle, nephew, or niece of the principal; however, no person shall be disqualified by reason of this definition in Section 4.13 and its application in Section 9 above in the event that said person is deemed to be a close relative of a Director solely as a result of the marriage of some other person which occurs after the person became either a Director or employee.

#### Article V Meeting of Directors

**SECTION 5.01. Regular Meetings.** A regular meeting of the Board of Directors shall be held, without notice, immediately after the adjournment of the annual meeting of the members, or as soon thereafter as conveniently may be, at such site as designated by the Board in advance of the annual member meeting. A regular meeting of the Board of Directors shall also be held monthly at such date, time and place in one of the counties in Illinois within which the Cooperative serves as the Board shall provide by resolution. A regular meeting of the Board of Directors may be held via telephone conference call or other acceptable video conferencing means as deemed necessary in times of public safety restrictions in accordance with the Board's policy for electronic meeting attendance.

**SECTION 5.02. Special Meetings.** Special meetings of the Board of Directors may be called by Board resolution, or by at least three (3) Directors or by the President, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided in Section 1. The Board, the President, or the Directors calling the meeting shall fix the date, time, and place for the meeting, which shall be held in one of the counties in Illinois within which the Cooperative serves, unless all Directors consent to its being held in some other place in Illinois or elsewhere. Special meetings, upon proper notice as otherwise provided herein, may also be held via telephone conference call, or other acceptable video conferencing means as deemed necessary in times of public safety restrictions in accordance with the Board's policy for electronic meeting attendance, without regard to the actual location of the Directors at the time of such telephone conference meeting, if all the Directors consent thereto.

**SECTION 5.04. Quorum.** The presence in person, or by the means of a telephone conference call or other acceptable video conferencing means as deemed necessary in times of public safety restrictions in accordance with the Board's policy for electronic meeting attendance, of a majority of the Directors in office shall be required for the transaction of business and the affirmative votes of a majority of the Directors' present shall be required for any action to be taken:

PROVIDED, that a Director who by law or these By-laws is disqualified from voting on a particular matter shall not, with respect to consideration of and action upon that matter, be counted in determining the number of Directors in office or present;

AND PROVIDED FURTHER, that, if less than a quorum be present at a meeting, a majority of the Directors' present may adjourn the meeting from time to time, but shall cause the absent Directors to be duly and timely notified of the date, time and place of such adjourned meeting.