

proposed bylaw AMENDMENTS

At the Annual Meeting, members will be given a ballot to vote on the following bylaw amendments:

Proposed Amendment #1

Synopsis: Change joint membership language from “husband and wife” to “married couple” to ensure that every individual is treated equally and fairly as a member of the cooperative and to comply with current Oklahoma law.

Article I. Membership

Section 2. Joint Membership. A married couple may apply for a joint membership and, subject to their compliance with the requirements set forth in Section 1 of this Article, may be accepted for such membership. The term “Member” as used in these bylaws shall be deemed to include a married couple holding a joint membership and any provisions relating to the rights and liabilities of membership shall apply equally with respect to the holders of a joint membership...

Proposed Amendment #2

Synopsis: Current bylaws state the annual meeting must be held between March 1 and June 1 of each year. The proposed amendment eliminates a specific timeframe and allows the board more flexibility in scheduling annual meeting as modifications are made to make the meeting more easily attended and enjoyable for members of all ages.

Article III. Meetings of Members

Section 1. Annual Meetings. The annual meeting of the members shall be scheduled by the Board of Trustees to be held at such place within the service territory in which the Cooperative serves in the State of Oklahoma, and beginning at such date and at such hour, as the Board of Trustees shall from year to year fix. It shall be the responsibility of the Board of Trustees to make adequate plans and preparation for, and to encourage member attendance at, the annual meeting. Failure to hold the annual meeting at the designated time and place shall not work a forfeiture or dissolution of the Cooperative.

Proposed Amendment #3

Synopsis: This addition to our current board member qualifications helps ensure a healthy board by protecting the cooperative from individuals whose intentions are to cause harm to the cooperative. Current bylaws do not address protecting the cooperative in this manner, and including language such as this is a best practice recommended by the National Rural Electric Cooperative Association.

Article IV. Trustees

Section 3. Qualifications. No person shall be eligible to become or remain a Trustee of the Cooperative who: ...

- (j) Breached the duty of care and loyalty to the cooperative.