

Nomination of Directors

At this year's annual meeting at 10 a.m., on Sept. 14, 2024, in Mellette County, two directors from Zone 2 will be elected. One At Large Director from Zone 4. Nominating petitions are available at Cherry-Todd's office in Mission. Completed petitions are due at the office by Aug. 15, 2024, at 5 p.m.

Following are sections 1, 2, 4 and 5 of Article IV of the corporate by-laws concerning directors.

ARTICLE IV **Directors**

SECTION 1. General Powers. The business and affairs of the Cooperative shall be managed by a board of eight Directors which shall exercise all of the power of the Cooperative except such as are by law, the Articles of Incorporation or these by-laws conferred upon or reserved to the members.

SECTION 2. Zoning of Area for Election and Qualifications of Directors. For the purpose of election and qualification of Directors, the area comprising the Cherry-Todd Electric Cooperative, Incorporated, territory shall be divided into zones from which Directors of the Cooperative shall be elected as follows:

(a) Zone 1, shall consist of all of Mellette County, South Dakota, and shall be entitled to two (2) Directors;

(b) Zone 2, shall consist of all of Todd County, South Dakota, and shall be entitled to two (2) Directors;

(c) Zone 3, shall consist of all the territory served by said cooperative in Cherry County, Nebraska, and shall be entitled to two (2) Directors;

(d) Zone 4, shall consist of the territory comprising Zones 1, 2, and 3 above and shall be entitled to one (1) Director who shall be designated as a Director at Large. From and after the Annual Meeting of the members in the year 2004, for the purpose of election and qualification of Directors, the area comprising the Cherry-Todd Electric Cooperative, Incorporated, territory shall be divided into zones from which Directors of the Cooperative shall be elected as follows:

(a) Zone 1, shall consist of all of Mellette County, South Dakota, and shall be entitled to two (2) Directors;

(b) Zone 2, shall consist of all of Todd County, South Dakota, and shall be entitled to three (3) Directors;

(c) Zone 3, shall consist of all the territory served by said Cooperative in Cherry County, Nebraska, and shall be entitled to two (2) Directors;

(d) Zone 4, shall consist of the territory comprising Zones 1, 2, and 3 above and shall be entitled to one (1) Director who shall be designated as a Director at Large. In the event the territory of the Cooperative should be enlarged in the future, the enlarged portion shall become a part of the zone numbered from 1 to 3 as above described with the exterior boundary of which it has the greatest distance of its own exterior boundary contiguous.

SECTION 4. Qualifications. No person shall be eligible to become

or remain a Director or hold any position of trust in the Cooperative who:

(a) is not a member and bona fide resident in the area served by the Cooperative; or

(b) is in any way employed by or financially interested in a competing enterprise of a business selling electric energy or supplies to the Cooperative; or

(c) is, and during the five (5) years immediately prior to becoming a Director has been, convicted of a felony, or who pleads, and during the five (5) years immediately prior to becoming a Director has pled guilty to a felony.

Upon the establishment of the fact that a Director is holding office in violation of any of the foregoing provisions, the Board of Directors shall remove such Director from office.

Nothing contained in this section shall affect in any manner whatsoever the validity of any action taken at any meeting of the Board of Directors.

SECTION 5. Nominations. Any fifteen members acting together may make nominations by petition ("Member Petition") not fewer than thirty days prior to the date of the meeting of the members at which Directors are to be elected, under the following terms and conditions:

(a) Each Member Petition shall list on each page thereof the name of the nominee and the Director position for which the nominee will run;

(b) Each Member Petition shall contain the printed names, addresses and telephone numbers, and original dated signatures signed within sixty days of the first signature, of at least fifteen nominating members;

(c) The Director Qualification Certification Declaration at the top of the Member Petition must be completed at the principal office of the Cooperative and prior to circulation for signatures;

(d) Signatures of nominating members must be obtained between the date of the candidate's signed Director Qualification Certification Declaration and the circulator's Verification; and

(e) The Member Petition circulator must be a member of the Cooperative who is at least eighteen years of age. The Member Petition circulator must personally witness each signature on the Member Petition being circulated. The Member Petition's Verification must be completed following circulation and must include the circulator's printed name and complete address and must be signed under oath before a notary public.

After verifying that each Member Petition complies with this by-law, the Secretary shall post such nominations at the principal office of the Cooperative. The Secretary shall be responsible for mailing with the notice of the meeting or separately, but at least seven days before the date of the meeting, a statement of the number of Directors to be elected and the names and addresses of the candidates. There shall be no nominations from the floor.