

# SUMMARY OF THE BYLAWS OF WOODRUFF ELECTRIC COOPERATIVE CORPORATION

The following is a summary of the bylaws of Woodruff Electric Cooperative pertaining to membership, annual meetings, board representation and nomination and election procedures for election to the board. Copies of the complete bylaws are available to members at the Cooperative's office located at Augusta, Forrest City, Moro, and West Helena, Arkansas.

## ARTICLE I — MEMBERSHIP

### SECTION 1. Requirements for Membership.

Any person, firm, association, corporation, or body political or subdivision thereof may become a member of Woodruff Electric Cooperative Corporation (hereinafter called the "Cooperative") by:

(a) Making a written application for membership therein and paying the membership fee hereinafter specified;

(b) Agreeing to purchase from the Cooperative electric energy as hereinafter specified;

(c) Agreeing to comply with and be bound by the articles of incorporation and by-laws of the Cooperative and amendments thereto, and any rules and regulations adopted by the Board of Directors; and

(d) Paying the membership fee provided by the Board of Directors for admission to membership, provided however that no person, firm, corporation or other entity shall become a member unless and until accepted for membership by the Board of Directors or by the members. No member may hold more than one membership in the Cooperative and such memberships shall not be transferable.

## ARTICLE II — RIGHTS AND LIABILITIES OF MEMBERS

**SECTION 2. Non-liability for Debts of the Cooperative.** The private property of the member shall be free from execution or any other liability for the debts of the cooperative and no member shall be liable or responsible for any debts or liabilities of the Cooperative.

## ARTICLE III — MEETINGS OF MEMBERS

**SECTION 1. Annual Meeting.** The annual meeting of the members shall be held each year at such time and place in the Counties of Woodruff, St. Francis, Lee, Phillips, Cross, Monroe or Prairie County, State of Arkansas, as shall be designated in the notice of the meeting, to be fixed by the Board of Directors, for the purpose of electing directors, passing upon reports of the previous fiscal year, and transacting such other business as may come before the meeting subject to the notice provision of these by-laws. It shall be the responsibility of the Board of Directors to make adequate plans and preparations for 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 or its corporate status.

### SECTION 3. Notice of Members' Meetings.

(a) Written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting or an annual meeting at which business requiring special notice is to be transacted, the purpose or purposes for which the meeting is called, shall be delivered by the Secretary to each member not less than ten (10) days nor more than thirty (30) days before the date of the meeting, either personally or by mail.

If mailed, such notices shall be deemed to be delivered when deposited in the United States mail, addressed to the member's address as it appears on the records of the Cooperative, with postage thereon prepaid. The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members of any such meeting.

(b) Sixty (60) days shall be required only in those cases falling within the provisions of Article II, Section 8, of the Constitution of the State of Arkansas and such other provisions of law under which more than thirty (30) days notice shall be required.

**SECTION 4. Quorum.** As long as the total number of members does not exceed five hundred, ten (10%) per cent of the total number of members present shall constitute a quorum. In case the total number of members shall exceed five hundred, fifty members or two (2%) per cent of the total membership, whichever is the larger, shall constitute a quorum. In determining whether a quorum is present, absent members who have submitted ballots, by mail or otherwise, shall be considered present, provided ballots were received by 12:00 noon on the day before the meeting. The Cooperative shall retain for a period of two years a list of those members either present in person or submitting ballots by mail who fulfilled the requirement of a quorum. If less than a quorum is present at any meeting, a majority of those may adjourn the meeting from time to time without further notice.

**SECTION 5. Voting.** (a) Each member shall be entitled to only one vote upon each matter submitted to a vote of the members. All voting on election of directors and other matters necessary to be voted on by the membership shall be by mail ballot as herein provided for.

(b) The Secretary shall be responsible for the enclosure with the notice of such meeting exact copies of all materials to be voted upon.

Each member may vote for or against any motion, resolution or other matter by placing a cross (x) in the space provided therefor opposite each such motion resolution, ballot or other matter. Such member shall enclose each copy of the motion, resolution or other matter so marked in a sealed envelope bearing the member's name and address to the Secretary at the home office of the Cooperative.

(c) Not less than ten (10) days prior to the annual or special meeting or a special meeting at which directors are to be elected, the Secretary shall mail to each member a ballot bearing the names of those members nominated for directors. Each member may vote for the nominee or nominees chosen by placing a cross (x) in the space provided therefor opposite the name or names of the nominees for whom the member wishes to vote. Such member shall enclose the ballot properly marked in a sealed envelope bearing the member's name and addressed to the Secretary at the home office of the Cooperative. The ballots must be received by the Cooperative before 12 noon on the day before the annual or special meeting date.

The Secretary shall deposit all ballots so received in a place of safe-keeping. Each nominee for the office of director shall be entitled to select a member of a counting committee which shall start counting of the said ballots at noon on the day before that day fixed by the board for the meeting of members. The committee may select two (2) or more clerks to assist in the counting and tabulation of the mailed ballots. The results shall be reported by the committee to the meeting of members.

(d) When such written vote is received by the Secretary, it shall be counted as the vote of the member at such meeting, and such members shall be counted in arriving at a total in determining a quorum referred to elsewhere in these by-laws. In case of a joint membership, if husband and wife are both absent from such meeting, a written vote received from either of them constitutes one (1) joint vote. The failure of an absent member to receive a copy of any such motion, resolution or other matter, or the ballot shall not invalidate any action which may be taken by the members at any such meeting.

(e) Members proposals. No motion or resolution shall be voted upon at any meeting except in the manner provided in subsection (a) of this Section 5. Any member who desires to submit a proposal to the meeting shall submit a copy thereof to the Secretary at least thirty (30) days prior to the meeting and the Secretary shall place such proposal on the ballot together with other matters to be voted upon. The Board of Directors shall establish procedures by which proponents and opponents shall be able to submit to the members a short statement of reasons for or against a proposal along with the other election information.

(f) Designee. The Board of Directors may, by majority vote at a regular or special meeting, designate a person or persons to perform the duties delegated to the Secretary prescribed above in Subsections (a), (b), (c) and (d).

## ARTICLE IV — DIRECTORS

**SECTION 1. General Powers.** The business and affairs of the Cooperative shall be managed by a nine-member board of directors which shall exercise all

of the powers of the Cooperative except such as are conferred upon or reserved to the members by law, the articles of incorporation or these by-laws.

## SECTION 2. Election and Tenure of Office.

The directors who are serving at the time of the adoption of these amended by-laws shall continue to serve for the term for which they were originally elected and have qualified. The board member representing District 2 shall be elected at the annual meeting held in 2004 for a three year term ending in 2007. At the annual meeting in 2007 and at the annual meetings held each nine years thereafter, the board member representing District 2 shall be elected to a nine year term.

The board member representing District 3 shall be elected at the annual meeting held in 2004 for a four year term ending in 2008. At the annual meeting in 2008 and at the annual meetings held each nine years thereafter, the board member representing District 3 shall be elected to a nine year term.

The board member representing District 7 shall be elected at the annual meeting held in 2004 for a five year term ending in 2009. At the annual meeting in 2009 and at the annual meetings held each nine years thereafter, the board member representing District 7 shall be elected to a nine year term.

The board member representing District 1 shall be elected at the annual meeting held in 2005 for a five year term ending in 2010. At the annual meeting in 2010 and at the annual meetings held each nine years thereafter, the board member representing District 1 shall be elected to a nine year term.

The board member representing District 5 shall be elected at the annual meeting held in 2005 for a six year term ending in 2011. At the annual meeting in 2011 and at the annual meetings held each nine years thereafter, the board member representing District 5 shall be elected to a nine year term.

The board member representing District 9 shall be elected at the annual meeting held in 2005 for a seven year term ending in 2012. At the annual meeting in 2012 and at the annual meetings held each nine years thereafter, the board member representing District 9 shall be elected to a nine year term.

The board member representing District 4 shall be elected at the annual meeting held in 2006 for a seven year term ending in 2013. At the annual meeting in 2013 and at the annual meetings held each nine years thereafter, the board member representing District 4 shall be elected to a nine year term.

The board member representing District 6 shall be elected at the annual meeting held in 2006 for an eight year term ending in 2014. At the annual

meeting in 2014 and at the annual meetings held each nine years thereafter, the board member representing District 6 shall be elected to a nine year term.

The board member representing District 8 shall be elected at the annual meeting held in 2006 for a nine year term ending in 2015. At the annual meeting in 2015 and at the annual meetings held each nine years thereafter, the board member representing District 8 shall be elected to a nine year term.

The tenure of any director shall run until the election and qualification of a successor. If an election of directors shall not be held on the day designated for an annual meeting, or at any adjournment thereof, a special meeting of the members shall be held for that purpose within a reasonable time thereafter. Directors may be elected by a plurality vote of the members.

**SECTION 3. Qualifications.** To be eligible to become or remain a director of this Cooperative, a person must meet the following qualifications:

(a) At the time of first election, be a resident of the service area of the Cooperative from which elected to serve. A director shall not thereafter be disqualified from serving, nor shall eligibility for re-election be affected, because of the movement of the member's residence from the service area from which elected, if the qualifications of a valid director are otherwise met and service is received in the area from which elected.

(b) Must take service from and be a member of the Cooperative.

(c) May not be in any way employed by or financially interested in a competing enterprise or a business selling electric energy to the Cooperative, or members of the Cooperative.

(d) May not have been employed by the Cooperative or be the spouse of a former employee; provided, however, that such former employee or spouse shall be eligible to serve upon the expiration of five years from the conclusion of employment at the Cooperative.

Upon 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 meeting of the Board of Directors, and shall not affect the tenure and term of the directors serving at the time of the adoption of these amended by-laws.

**SECTION 4. Nomination.** It shall be the duty of the Board of Directors to appoint, not less than sixty (60) days nor more than one hundred (100) days before the date of the meeting of the members

at which Directors are to be elected, a committee on nominations consisting of not less than five (5) nor more than eleven (11) members, (a majority of which will constitute a quorum of the committee) who shall be selected in so far as possible, so as to give equitable representation on the committee to the geographical areas served or to be served by the Cooperative. No officer or member of the Board of Directors shall be appointed a member of such committee. The committee so appointed shall meet at the principal office of the Cooperative not less than forty-five (45) days before the date of the meeting of the members at which Directors to be voted upon by the members. The nominees nominated by the nominating committee shall meet the qualifications as defined in Section 2 and Section 3 of this Article. The nominating committee shall at least forty-five (45) days before said meeting of members prepare and post at the principal office of the Cooperative, a list of the nominees by it nominated, but any thirty (30) or more members who are bona fide residents of a designated area of the Cooperative as outlined in Service Area and District Map Section 2 of this Article, may make other nominations for their area only, in writing over their signatures, such nominees to meet the qualifications for Directors as provided in Section 2 and Section 3 of this Article, and the Secretary shall post the same at the same place where the list of names nominated by the committee is posted. Nominations by petition shall be received in the headquarters office in Forrest City, Arkansas, not less than thirty (30) days nor more than sixty (60) days before the date of the meeting. The Secretary shall mail with the notice of the meeting of members a statement of the number of Directors to be elected and the number of the area from which each is to be elected and showing separately the nominations made by the Committee on nominations and the nominations made by petition, if any.

## Notice

### Annual Meeting

Annual Meeting to be held  
July 23, 2019 at the headquarters  
building, Forrest City, Arkansas.

Registration begins at 6:00 p.m.,  
Business session at 7:00 p.m.



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Cooperative Corporation**

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