

PROPOSED BY-LAW CHANGES

During the August 2023 Annual Meeting, Cooperative members will get an opportunity to decide on changes to two parts of the bylaws: One will change the time frame in which the nominating committee and the petition process can work, and the other will set limits on contributions allowed to director election campaigns. (Words in red are the proposed additions, words in ~~strikeout~~ are the proposed deletions)

It is proposed that the language in Section 4 (Nominations) of Article IV (Board Members) be modified as follows:

SECTION 4. Nominations. ~~It shall be the duty of the board to~~ **The Board of Directors shall appoint,** ~~appoint, by May 1 each year, not less than forty five (45) days nor more than sixty (60) days before the date of a meeting of the members at which board members are to be elected,~~ a committee on nominations consisting of not less than five (5) nor more than eleven (11) members who shall be selected from **the four (4) Districts** ~~different sections so as to insure equitable representation.~~ No member of the board may serve on such committee. The committee, keeping in mind the principle of equitable representation, shall prepare and post at the principal office of the Cooperative at least **thirty-five (35)** ~~thirty (30)~~ days before the **annual** meeting a list of **candidates** ~~nominations for board members~~ which may include a greater number of candidates than are to be elected. **Any fifteen (15) or more members acting together may make other nominations by petition. Nominations made by petition may be received beginning June 1 of each year, and must be received no later than thirty-five (35) days before the annual meeting to be included on the official ballot. The Secretary shall be responsible for mailing, at least ten (10) days before the date of the annual meeting, a notice of the meeting, including a statement of the number of board members to be elected and the names and addresses of the candidates nominated by the committee or by petition.** ~~The Secretary shall be responsible for mailing with the notice of the meeting or separately, but at least ten (10) days before the date of the meeting, a statement of the number of board members to be elected and the names and addresses of the candidates nominated by the committee on nominations. Any fifteen (15) or more members acting together may make other nominations by petition and the Secretary shall post such nominations at the same place where the list of nominations made by the committee is posted. Nominations made by petition, if any, received at least thirty (30) days before the meeting shall be included on the official ballot.~~

Summary:

A “yes” vote will amend the Ozark Border Electric Cooperative bylaws to provide a larger time frame in which the nominating committee can work and clearly define when petitions for board candidates may be received.

A “no” vote will not amend the Ozark Border Electric Cooperative bylaws and will leave the time frame for the nominating committee to work as is.

If passed, this measure will be expected to be revenue neutral.

With the goal of protecting our Member's local control, would you be in favor of a bylaw amendment prohibiting board of director candidates from receiving funds, financial benefits, and campaign contributions in excess of \$250.00 from corporations and special interest groups for their election or re-election campaigns and to prohibit such contributions by individuals, corporations and special interest groups for board service by amending Article IV by adding a new Section 9 as follows?

Section 9. Prohibition of Excessive Campaign Contributions.

The Members of Ozark Border Electric Cooperative hereby find and declare that excessive campaign contributions to board of director candidates create the potential for corruption, the appearance of corruption, and conflicts of interest; and, that excessive campaign contributions allow corporations and special interest groups to exercise a disproportionate level of influence over the Cooperative.

No candidate for the board of directors may receive money, financial benefits, or campaign contributions of any kind, in excess of \$250.00, from corporations and special interest groups for his or her election or re-election campaign.

Upon election or re-election, no Board member shall receive any money, financial benefits, or contributions of any kind from any individual, corporation or special interest group, related to his or her service on the Board.

Any violation of this section will result in disqualification from Board service, whether learned before or after the election, and the vacancy created by such disqualification shall be filled by the Board of Directors pursuant to Article IV, Section 6.

Summary:

A "yes" vote will amend the Ozark Border Electric Cooperative bylaws to prohibit board of director candidates from receiving funds, financial benefits, and campaign contributions in excess of \$250.00 from corporations and special interest groups for their election or re-election campaigns and to prohibit such contributions by individuals, corporations and special interest groups for board service by amending Article IV by adding a new Section 9. The goal is the protection of our Member's local control of the Board of Directors.

A "no" vote will not amend the Ozark Border Electric Cooperative bylaws and no prohibition of excessive campaign contributions will be in place.

If passed, this measure will be expected to be revenue neutral.