



# Trustee Qualifications

## Section 4.4 Qualifications.

### (a) General Trustee Qualifications.

To become and remain a trustee, a person must comply with the following general qualifications:

- (1) be an individual
- (2) have the capacity to enter legally binding contracts
- (3) not have been previously removed or disqualified as a Trustee
- (4) be a high school graduate or earn an equivalent degree or certification
- (5) except as otherwise provided by the Board for good cause, attend at least a majority of all board meetings during each twelve month period commencing with the Trustee's election to the Board
- (6) while a Trustee, and during the five (5) years immediately before becoming a Trustee, not be convicted of, or plead guilty to a felony
- (7) comply with all of the Association's rules and regulations.

### (b) Qualifications based on Trustee's membership.

To become and remain a Trustee, an individual must comply with the following membership qualifications:

While a Trustee and during the one year immediately prior to becoming a Trustee:

- (1) be a member in good standing
- (2) reside in the geographic area from which he or she is elected and have resided there for more than two hundred and forty (240) days.

### (c) Independence Qualifications.

To become and remain a Trustee, a person must comply with the following independence qualifications:

- (1) Not be an employee of the Association or in any material way financially interested in a competing enterprise or a business engaged in selling communication services or communication supplies or maintaining communication facilities. The Board may, by general rule or in particular circumstances determine which interest in competing enterprises is material.
- (2) Not be closely related to an incumbent Trustee or an employee of the Association. As used here, "closely related" means a person who is related to the principal person by consanguinity or affinity, to the second degree or less—that is, a person who is either a spouse, child, grandparent, parent, brother, sister, aunt, uncle, nephew, niece, by blood or in law, of the principal. However, no incumbent Trustee shall lose eligibility to remain Trustee or to be reelected as a Trustee if he or she becomes a close relative of another incumbent Trustee or of an Association employee because of marriage to which he was not a party; neither shall an employee lose eligibility to continue in the employment of the Association if he or she becomes a close relative of a Trustee because of a marriage to which he or she was not a party.
- (3) notwithstanding the foregoing, the Association shall adopt a written policy which will govern the application in practice of this Bylaw section to assure no employee will suffer unjust or unreasonable discrimination because of marital status.

## *Trustee Qualifications, continued*

### **Section 4.5 Nominations.**

(a) Any incumbent Trustee seeking re-election shall notify the Secretary of the Board of Trustees at least 100 days before the annual meeting, and the incumbent director shall be thereby eligible for re-election without the need of nomination by a nominating committee or petition and shall be placed on the ballot.

(b) Any fifteen (15) or more members from a district entitled to elect a Trustee may nominate a candidate from their district by written petition, on a form prescribed by the Secretary of the Board, which must be filed at the principal office of the Association at least 100 days prior to the annual meeting. If the candidate meets the eligibility requirements of the Bylaws, the candidate shall be placed on the ballot.

(c) If the incumbent Trustee from any district shall not seek re-election, the Board may, in its sole discretion, whether or not a nominating petition has been filed by the members, appoint a nominating committee, consisting of three (3) members of the districts where an incumbent director is not seeking re-election. The committee shall be appointed not less than forty (40) nor more than ninety (90) days before the annual meeting. No member of the Board, nor any employee of the Association shall serve on the nominating committee. The nominating committee may nominate one (1) or more candidates for each district not represented by an incumbent Trustee seeking re-election. The Secretary shall prepare and make available at the principal office of the Association at least thirty (30) days before the annual meeting, a list of nominations for Trustees for each Trustee position to be elected. The ballot shall list the names of the candidates nominated by petition, if any, and the name of any incumbent candidate seeking re-election, or the candidates nominated by the committee.