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Jackson Purchase Energy

BYLAWS

ARTICLE I MEMBERSHIP

Section 1 – Requirements for Membership. Any person, firm, association, corporation, or body politic or subdivision thereof shall be eligible to become a member of and to receive electric service from Jackson Purchase Energy Corporation (hereinafter called the “Corporation”) at one or more premises owned or directly occupied or used by the person or entity, provided that they have first:

- (a) made appropriate written application for membership therein;
- (b) agreed to purchase from the Corporation electric energy as hereinafter specified;
- (c) agreed to comply with and be bound by the Articles of Incorporation and Bylaws of the Corporation and any rules and regulations adopted by the Board of Directors (hereinafter called the “Board”); and
- (d) paid any applicable fees as approved and adopted by the Board.

Provided, however, that all applications for membership shall be automatically accepted, unless the Board determines that the applicant is unable or unwilling to meet all related terms and conditions of service, or that the application should be rejected for good cause. No member may hold more than one (1) membership in the Corporation, and no membership in the Corporation shall be transferable except as provided in these Bylaws.

Section 2 - Records of Membership. The Corporation shall maintain an appropriate record of the members of the Corporation and the capital credited to the account of each member as required in the Bylaws. Membership and capital credit records shall be available in accordance with the provisions of the Bylaws.

Section 3 – Joint Membership. A married couple may apply for a joint membership subject to their compliance with the requirements set forth in Sections 1 and 2 of this Article and may be accepted for such membership. The term “member” as used in these Bylaws shall be deemed to include spouses holding a joint membership and any provision relating to the rights and liabilities of membership shall apply equally with respect to the holders of the joint membership. Without limiting the generality of the foregoing, the effect of the hereinafter specified actions by or in respect of the holders of a joint membership shall be as follows:

- (a) The presence at a meeting of either or both shall be regarded as the presence of one (1) member and shall constitute a joint waiver of notice of the meeting;
- (b) The vote of either, separately or both jointly, shall constitute one joint vote;
- (b) A waiver of notice signed by either or both shall constitute a joint waiver;
- (d) Notice to either shall constitute notice to both;
- (d) Expulsion of either shall terminate the joint membership;
- (f) Withdrawal of either shall terminate the joint membership, except as otherwise provided in Section 4(c) of this Article;

- (g) Either, but not both, may be elected or appointed as an officer or director, provided that the candidate meets the qualifications for such office.

Section 4 – Conversion of Membership.

- (a) A membership may be converted to a joint membership upon the request of the holder thereof and the agreement by such member to comply with Articles of Incorporation, Bylaws and rules and regulations adopted by the Board.
- (b) A membership will be automatically converted to a joint membership upon the marriage of an existing member. Such member and their spouse will be considered as a joint membership to comply with the Articles of Incorporation, Bylaws, and Rules and Regulations adopted by the Board.
- (c) Upon the death of either spouse who is a party to the joint membership, such membership shall be held solely by the survivor provided, however, that the estate of the deceased shall not be released from any debts due the Corporation.
- (d) A joint membership of a married couple may be converted to a single membership upon written request of both holders of the joint membership, provided, however, that neither spouse shall be released from any debts due the Corporation. The continuing member shall agree to comply with the Articles of Incorporation, Bylaws and rules and regulations adopted by the Board.

Section 5 – Membership. Membership is granted upon connection of service and payment of any applicable fees as approved and adopted by the Board.

Section 6 – Purchase of Electric Energy. Each member shall, as soon as electric energy shall be available, purchase from the Corporation all electric energy used on the premises specified in his application for membership and shall pay therefor at rates which shall from time to time be fixed by the Board. It is expressly understood that amounts paid for electric energy in excess of the cost of service are furnished by members as capital and each member shall be credited with the capital so furnished as provided in these Bylaws. Each member shall pay to the Corporation such minimum amount regardless of the amount of electric energy consumed, as shall be fixed by the Board from time to time. Each member shall also pay all amounts owed by him to the Corporation as and when the same shall become due and payable. Production or use of electric energy on such premises, regardless of the source thereof, by means of facilities which shall be subject to appropriate regulations, as shall be fixed from time to time by the Corporation. A member shall make available to the Corporation a suitable site for the placement of the Corporation's physical facilities for the furnishing and metering of electric service and will be required to permit the access by the Corporation's authorized agents, etc.

Section 7 – Termination of Membership.

- (a) Any member may withdraw from membership upon compliance with such uniform terms and conditions as the Board may prescribe. The Board may, by the affirmative vote of not less than two-thirds ($\frac{2}{3}$) of all the directors, expel any member who fails to comply with any of the provisions of the Articles of Incorporation, Bylaws, or rules and regulations adopted by the Board, but only if such member shall have been given written notice by the Corporation that such failure makes him liable to expulsion and such failure shall have continued for at least ten (10) days after such notice was given. Any expelled member may be reinstated by vote of the Board. The membership of a member who, for a period of six (6) months after service is available to him, has not purchased electric energy from the Corporation may be cancelled by resolution of the Board.
- (b) Upon the withdrawal, death, cessation of existence, or expulsion of a member, the membership shall

thereupon terminate. The Corporation shall refund the amount of the membership fee paid, if any, or the Corporation will apply the amount of the membership fee to any debts or obligations owed by the member to the Corporation. Termination of membership in any manner shall not release a member or the estate from any debts due the Corporation.

ARTICLE II RIGHTS AND LIABILITIES OF MEMBERS

Section 1 – Property Interest of Members. Upon dissolution, after:

- (a) all debts and liabilities of the Corporation shall have been paid; and
- (b) all capital furnished through patronage shall have been retired as provided in these Bylaws, the remaining property and assets of the Corporation shall be distributed among the members and former members in the proportion which the aggregate patronage of each bears to the total patronage of all members during the ten (10) years next preceding the date of the filing of the certificate of dissolution.

Section 2 – Non-Liability for Debts of the Corporation. The private property of the members shall be exempt from either execution or other liability for the debts of the Corporation and no member shall be liable or responsible for any debts or liabilities of the Corporation.

ARTICLE III MEETINGS OF MEMBERS

Section 1 – Annual Meeting. The Annual Meeting of the members shall be held during the months of June, July, August, September, October, or November with the months of June through August being preferred at the discretion of the Board of each year at such place within a county served by the Corporation, as selected by the Board and which shall be designated in the notice of the meeting, for the purpose of receiving reports for the previous fiscal year and discussing such other matters as may come before the meeting. It shall be the responsibility of the Board to make adequate plans and preparations for the Annual Meeting. Failure to hold the Annual Meeting at the designated time shall not work a forfeiture or dissolution of the Corporation.

Section 2 – Special Meetings. Special meetings of the members may be called by resolution of the Board or upon a written request signed by any three (3) directors, by the Chair, or by ten (10) per centum or more of all the members, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held at any place within one (1) of the counties served by the Corporation as designated by the Board and shall be specified in the notice of the special meeting.

Section 3 – Notice of Member Meetings. 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 not less than ten (10) days nor more than twenty-five (25) days before the date of the meeting, either personally or by mail, by or at the direction of the Secretary or upon a default in duty by the Secretary, by the persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at their address as it appears on the records of the Corporation, 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 at any such meeting.

Section 4 – Quorum. As long as the total number of members does not exceed five hundred (500), ten (10) per centum of the total number of members present in person shall constitute a quorum. In case the total number of members shall exceed one thousand (1,000), one hundred fifty (150) members present in person shall constitute

a quorum. If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting from time to time without further notice. The minutes of each meeting shall contain a list of members present in person.

Section 5 – Business to be Voted Upon by Members and Voting Thereon. The transaction of all business of the Corporation requiring a vote of the membership shall be transacted by a mail ballot, except as otherwise provided in these Bylaws. Each member shall be entitled to only one (1) vote upon each matter submitted to a vote of the members. All questions shall be decided by a vote of a majority of the members voting thereon except as otherwise provided by law, the Articles of Incorporation or these Bylaws. The Board shall designate eight (8) members, one from each district, who shall constitute a tellers committee responsible for counting the ballots received when submitting such a question. The members of the tellers committee shall be at least eighteen (18) years of age and shall not be existing Corporation employees, agents, officers, directors, known candidates or close relatives, as defined in Article IV, Section 3 or members of the same household thereof; nor shall anyone having a conflict of interest with the question being raised serve as a teller.

The Corporation shall provide a self-addressed envelope postage prepaid for the purpose of returning the ballot. The ballot, when received by the Corporation, shall be placed in the box or boxes provided by the Corporation for holding director ballots. The box or boxes shall be locked and the key or keys delivered to the tellers committee at such time as the committee shall determine. The results shall be certified to the Board by the tellers committee.

Section 6 – Vote on Questions Directed by Member Meetings. By a majority vote of the members present at any regular or special meeting of the members conducted pursuant to these Bylaws, the Board may be directed to submit any question to the whole membership for a vote by mail ballot.

Section 7 – Order of Business. The order of business at the Annual Meeting of the members and, so far as possible, at all other meetings of the members, may be essentially as follows, except as otherwise determined by the members at such meeting:

- (a) Report on the number of members present in person in order to determine the existence of a quorum.
- (b) Reading of the notice of the meeting and proof of the due publication or mailing thereof, or the waiver or waivers of notice of the meeting, as the case may be.
- (c) Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon.
- (d) Presentation and consideration of reports of officers, directors and committees.
- (e) Tellers' report of election of directors and any other balloting.
- (f) Unfinished business.
- (g) New business.
- (h) Adjournment.

ARTICLE IV DIRECTORS

Section 1 – General Powers. The business and affairs of the Corporation shall be managed by a Board of eight (8) directors which shall exercise all the powers of the Corporation except such as are by law, the Articles of

Incorporation or these Bylaws conferred upon or reserved to the members.

Section 2 – Election and Tenure of Office. Each director shall serve for a term of four (4) years. At the time specified herein every two (2) years, four (4) directors shall be elected by mail ballot by and from the members to serve for a period of four (4) years or until successors shall have been elected and qualified, the present terms of the directors having been established so that four (4) terms expire every two (2) years. The results of such elections shall be reported by the Chairperson of the Election Teller Committee at the appropriate Annual Meeting of the members.

Section 3 – Qualifications. No person shall be eligible to become or remain a director of the Corporation who:

- (a) is not a member in good standing and bona fide permanent resident of the district he represents in the certified territory of the Corporation for at least six (6) months prior to the deadline for filing a petition for candidacy; or
- (b) is in any way employed by or has a financial interest in or is a Board member of a competing enterprise selling electrical energy or supplies to the Corporation; or
- (c) is not at least eighteen (18) years of age upon the filing of a petition for candidacy; or
- (d) who is a current or former employee of the Corporation involuntarily terminated from employment with the Corporation; or who is a former employee of the Corporation who voluntarily terminated his or her employment or voluntarily resigned or retired within three years prior to the deadline for filing a petition for candidacy; or is a close relative of an employee of the Corporation or a sitting director of the Corporation. A close relative shall include the relationships by blood or marriage of spouse, parents/stepparents; children/stepchildren; grandparents; brother/sister; mother/father-in-law; brother/sister-in-law; son/daughter-in-law; uncle/aunt; and nephew/niece.

Notwithstanding any of the foregoing provisions of this section treating with close relative relationships, no incumbent director shall lose eligibility to remain a director or to be reelected as a director if he becomes a close relative of another incumbent director or of a Corporation employee because of a marriage to which he was not a party.

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

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

Section 4 – Filing and Election of Directors.

- (a) In order to assure broad geographical representation and, at the same time, equitable proportional representation, the territory served or to be served by the Corporation shall be divided into eight (8) districts, each of which shall contain as nearly as possible the same number of members. Each district shall be represented by one (1) Board member. The eight (8) districts shall be as follows:

District 1 – The area north of the Cumberland River in Livingston County.

District 2 – The area south of the Cumberland River in Livingston County.

District 3 – All the Corporation service area in Marshall County.

District 4 – All the Corporation service area in Graves County, Carlisle County and that portion of Ballard County lying south of Highway 286.

District 5 – Ballard District—All of the Corporation service area lying north of Highway 286.

District 6 - McCracken County Area 1 – That area within the boundaries of Massac Creek on the east, Highway 62 and 286 on the south and Ballard County line on the west and the Ohio River to the north.

District 7 - McCracken County Area 2 – That area within the boundaries of Massac Creek on the northeast and Highway 62 and 286 on the northwest, Ballard County line on the west, Graves County to the south, and on the east by the line one (1) mile west of the Oaks Road and the Blizzard Bottom Ditch to the Massac Creek.

District 8 - McCracken County Area 3 – That area bordered by the Marshall County line on the east, the Graves County line on the extreme south, the line one (1) mile west of the Oaks Road along with the Blizzard Bottom Ditch and Massac Creek to the west and on the north and northeast by the Ohio River Paducah area and the Tennessee River.

Not less than sixty (60) days before the deadline for filing a petition for candidacy, the Board shall review the composition of the several districts, and, if it finds the best interests of the Corporation and its members will be served thereby, shall reconstitute the districts forthwith.

- (b) Filing Petition for Election. Any member qualified under these Bylaws may file as a candidate for one of the directorships in the geographical district in which the candidate resides or receives service from Jackson Purchase Energy by filing a petition as herein required. The petition shall set forth the name and address of the candidate and the district the candidate seeks to serve. The petition shall be signed by at least fifty (50) members of the Corporation, which signatures shall appear below the following statement: “We, the following members of Jackson Purchase Energy Corporation, do endorse the candidacy of the foregoing named member for membership on the Board of Directors to serve the district above designated.” The petition shall be filed in the month of April, or such other date as determined by the Board of Directors. It shall be filed at the office of the Corporation with the President/CEO or their designated representatives by the close of business on the last regular working day of the Corporation in the month of April, or as otherwise designated by the Board of Directors. Prior to the month in which the petition is to be filed, the President/CEO shall designate at least three (3) employees authorized to receive such petition in the President/CEO's absence. Their designation shall be posted in public view, as well as on the JPEC website and the current month's *Kentucky Living Magazine*.

The President/CEO or the authorized representative shall give the candidate a receipt noting the time and day of receiving the petition and the same information shall be endorsed on the petition and signed by both the candidate and President/CEO or the designated representative. The President/CEO or the authorized representative shall examine the signatures on the petition to determine whether all such signatures, or more than fifty (50) of the same, are members of the Corporation, and, if they are, the candidate shall be notified of the status of their petition within five (5) working days. If the President/CEO or the authorized representatives, after examining the signatures on the Petition determines the Petition is deficient, the candidate shall be notified of the status of the Petition within five working days of its receipt by the President/CEO, or authorized representative, and shall be given an opportunity to resubmit a corrected petition, if time allows. Nothing contained herein shall extend the deadline for the filing of the petition for election.

- (c) Ballot. After the time for filing petitions has expired, a ballot containing the name of each candidate shall be prepared by the Corporation. In the event more than one (1) candidate files for a vacancy, a drawing shall be held on the first working day of the month following the deadline for filing the petition for election at the hour of 10 a.m. (prevailing time) in order to determine the order in which such candidates' names shall appear on the ballot. Each candidate, or their representative, may be present and participate in the drawing. The ballot shall be so prepared that it clearly indicates the districts from which directors are being elected with the list of candidates appearing under each such district. The ballot shall note that the member should mark their ballot for only one (1) candidate in each district. The ballot shall not be prepared in any way to make it possible to determine which member voted it. The ballot shall state that in order for it to be valid and counted, it must be **deposited** in the United States mail in sufficient time for it to be received by the Corporation prior to 10 a.m. (prevailing time) on the day preceding the day set for Annual Meeting. The ballots shall be numbered consecutively, beginning with the number one (1).
- (d) Election Tellers. Immediately upon expiration of the time provided for filing candidacy petitions, the Secretary to the Corporation shall notify each candidate in writing that the candidate is entitled to name one (1) election teller and one (1) alternate election teller. The alternate shall serve in the absence of the teller. Each candidate shall name their teller and alternate by notifying the Secretary by return mail within ten (10) days after receipt of the notice. After each candidate has named their teller and alternate, the Board shall designate the time for the first meeting of tellers. The Board shall name as many election tellers as are necessary to ensure that there is always a minimum of twelve (12). All election tellers shall be at least eighteen (18) years of age and shall not be existing Corporation employees, agents, officers, directors, known candidates or their close relatives, as defined in Article IV, Section 3, or members of the same household thereof. At the first meeting of the tellers, a Chairperson shall be selected. The Board shall issue an invitation to the Kentucky Farm Bureau to act as monitors and observe the election process.
- (e) Mailing of Ballots. A ballot shall be mailed to each member of the Corporation at least fourteen (14) days before the date set for the Annual Meeting. The mailing of ballots shall be the responsibility of and shall be accomplished under the supervision of the election tellers. A list of all members entitled to a ballot shall be prepared by the Corporation. The election tellers shall compare the addressed ballots with the list to ensure that each member entitled to a ballot is mailed one, and the election tellers shall certify the same. The said list shall be available for inspection by any member. All members, as of the day on which ballots are mailed, shall be entitled to receive a ballot. The ballots shall be addressed to the mailing address to which the member's bill is mailed. The accuracy of the United States mail shall be presumed and no member whose name appears on the above list as having received a ballot shall then be given a second ballot.
- (f) Voting of Ballots and Returning Ballots. A self-addressed envelope bearing a postal permit for postage shall be sent to each member with the ballot. This return envelope shall be pre-addressed to the election tellers at a post office box in the United States Post Office at Paducah, Kentucky. A member shall return their ballot in this pre-addressed envelope so that it is deposited in the post office box secured by the election tellers. To be valid, all returned ballots shall be deposited in the United States mail. The inclusion of more than one (1) ballot in one envelope shall not disqualify any such ballots for that reason. The Corporation shall provide at the office of the Corporation a secure and locked box or boxes in which the ballots shall be placed. There shall be two (2) locks placed on each box or boxes. Prior to the time ballots are to be returned, the election tellers shall meet and designate two (2) of their number to pick up ballots at the United States Post Office and place them in the box or boxes provided for that purpose. Each of the two (2) tellers so designated shall be given all keys to one (1) of the two (2) locks on each box. Both tellers shall together call at the United States Post Office for the returned ballots. Together they shall directly take the ballots to the Corporation, each teller using their key to unlock one (1) of the two (2) locks on the box, place the ballots in the box and again lock the box. No ballot shall at any time be opened or tampered with. Any ballots returned to the Corporation under any circumstances shall be

immediately placed in the custody of the tellers committee.

- (g) Counting Ballots. The ballots shall be counted on the day preceding the day set for the Annual Meeting. The election tellers shall meet at 9:00 a.m. (prevailing time) on that day for the purpose of counting the ballots. It shall be the responsibility of the Chairperson of the Tellers Committee to organize the counting procedure. The (2) tellers previously designated for the purpose shall immediately check at the United States Post Office to see if there are any ballots in the possession of the Post Office not yet delivered to the Corporation. When it has been determined that all ballots then in possession of the Post Office have been delivered to the tellers, the tellers shall proceed to count the ballots. No ballot will be picked up at the Post Office after 10 a.m. (prevailing time) on the day set for counting of ballots. The two (2) tellers holding the keys to the box or boxes shall open the same in the presence of all tellers.
- (h) Duties of Election Tellers. It shall be the duty of the election tellers to ensure that a ballot is mailed to each member entitled to a ballot, to receive the returned ballots in the envelopes unopened, open the same in the presence of each other and determine the number of votes received by each candidate. As the ballots are counted, the election teller shall determine the validity of each ballot. Any one (1) election teller may challenge a ballot. A ballot may be disqualified by a majority of all election tellers. A tie vote of election tellers shall fail to disqualify a ballot.

The following shall not be counted:

1. A vote marked for more than one (1) candidate for any one (1) vacancy;
2. Ballots other than the official ballot; and
3. Ballots arriving late.

The following may be counted:

1. Ballots on which the mark is not in the place provided but does show the intention of the voter; and
2. Ballots on which there is an erasure or change of intention shown or possible tampering, but the tellers are still able to determine the true intention of the voter.

- (i) Certification of Results. The election tellers shall, on a form provided by the President/CEO, certify by their signatures the number of votes received by each candidate. The report shall be read to the members by the Chairperson of the tellers during the business session of the Annual Meeting on the next succeeding day.

Section 5 – Removal of a Director by Members. Any member may bring charges for cause against a director and may request the removal of such director by reason thereof by filing with the Secretary such charges in writing together with a petition signed by at least ten (10) per centum of the then-total membership of the Corporation, which petition calls for a special member meeting, the stated purpose of which shall be to present such charges to the members, and which specified the place, time and date thereof within not less than forty-five (45) days after the filing of such petition or request that the matter be presented to the members at the next Annual Meeting of the members if the same will be held no sooner than ninety (90) days after such petition is filed. Each page of the petition shall, in the forepart thereof, state the name and address of the member filing such charges, a verbatim statement of such charges and the name of the director against whom such charges are being made. Notice of such charges verbatim, the director against whom the charges have been made and of the member filing the charges shall be contained in or accompany the notice of the meeting to the members not less than ten (10) days prior to the member meeting. Such director shall be informed in writing of the charges at least twenty (20) days

prior to the meeting of the members at which the charges are to be considered and shall have an opportunity at the meeting to be heard, in person or by counsel, and present evidence in respect to the charges, and shall be heard last; and the person or persons bringing the charges against him shall have the same opportunity. If approved by a majority vote of the members present at any annual or special meeting, and provided there is some evidence in support of the charges against the director presented during the meeting, the question of such removal shall be submitted to the members within thirty (30) days following the meeting of the members by sending a ballot to every member setting forth the question of such removal so that it might be answered “yes” or “no,” and the ballots shall be returned within ten (10) days after they are mailed. The ballots shall be counted by tellers named by the Board as provided in Article III, Section 5. A director shall be removed by a majority vote of the members voting.

The Chairperson of the said special or regular meeting shall be a licensed attorney appointed by the attorney to the Board, and the Corporation shall compensate said attorney for their services. A charge that a director has, in a lawful manner, opposed or resisted any effort to sell, transfer, exchange, convey or otherwise dispose of all or a substantial portion of the Corporation’s properties and assets or to dissolve the Corporation shall not constitute a “charge for cause” on the basis of which a director may be removed from office under this section. If the question of removal is in the affirmative, the vacancy shall be filled in accordance with Article IV, Section 6 of these Bylaws.

Section 6 – Vacancies. Subject to the provisions of these Bylaws with respect to the filling of vacancies caused by the removal of directors by the members, or vacancies caused by the death or resignation of directors, a vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining directors with a member who meets the qualifications required under these Bylaws for such director position, and the member so appointed shall serve the unexpired portion of the term of the member who has vacated their position on the Board.

Section 7 – Compensation. Directors shall not receive any salary for their services as such, except that the Board may, by resolution, authorize a fixed sum for each day or portion thereof spent on Corporation business, such as attendance at meetings, conferences and training programs or performing committee assignments when authorized by the Board. If authorized by the Board, directors may also be reimbursed for expenses actually and necessarily incurred in carrying out such Corporation business or granted a reasonable per diem allowance by the Board in lieu of detailed accounting for some of these expenses. No director shall receive compensation for serving the Corporation in any other capacity, nor shall any close relative of a director, as defined in Article IV, Section 3, receive compensation for serving the Corporation, unless the payment and amount of compensation shall be specifically authorized by a vote of the members or the service by the director or their close relative, as defined in Article IV, Section 3, shall have been certified by the Board as an emergency measure. The members may, by resolution, fix a maximum sum which the directors may authorize for the payments of attendance fees and expense allowances. The current maximum sum which the Directors may receive for payment of attendance fees are as follows:

- (a) Board Chair \$18,000/calendar year
- (b) Directors seeking certification \$16,000/calendar year
- (c) All other directors \$15,000/calendar year

In addition, the Board will publish a listing of the amount of fees and expenses paid to each director for the previous calendar year prior to the Annual Meeting.

ARTICLE V MEETING OF DIRECTORS

Section 1 – Regular Meetings. A regular meeting of the Board shall be held without notice, immediately after, and at the same place as the Annual Meeting of the members. A regular meeting of the Board shall also be held

monthly at such time and place in McCracken County, Kentucky, as the Board may provide by resolution. Such regular monthly meetings may be held without notice other than such resolution fixing the time and place thereof.

Section 2 – Special Meetings. Special meetings of the Board may be called by the Chair or by any three (3) directors, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. The Chair, or the directors calling the meeting, shall fix the time and place (which shall be in McCracken County, Kentucky) for the holding of the meeting.

Section 3 – Notice of Director Meetings. Written notice of the time, place and purpose of any special called meeting of the Board of Directors shall be delivered via email correspondence with a read receipt requested to each director not less than 24 hours prior to the Special Meeting by or at the direction of the Secretary or Board counsel. If neither the Secretary nor Board counsel can provide written notice, the Chairperson or Directors calling the meeting shall provide said notice. If notice is emailed, it shall be deemed received when sent. A waiver of notice duly executed by the members of the Board of Directors may be substituted as appropriate notice.

Section 4 – Quorum. A majority of the Board shall constitute a quorum; provided, that if less than such majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting from time to time; and provided further, that the Secretary shall notify any absent directors of the time and place of such adjourned meeting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

ARTICLE VI OFFICERS

Section 1 – Number. The officers of the Corporation shall be a Chair, Vice-Chair, Secretary, Treasurer and such other officers as may be determined by the Board from time to time. The offices of Secretary and Treasurer may but are not required to be held by the same person.

Section 2 – Election and Term of Office. The officers shall be elected by ballot, annually by and from the Board at the meeting of the Board held immediately after the Annual Meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first meeting of the Board following the next succeeding Annual Meeting of the members or until their successor shall have been elected and shall have qualified. A vacancy in any office shall be filled by the Board for the unexpired portion of the term.

Section 3 – Removal of Officers and Agents by Directors. Whenever the Board, for good cause and in its judgment to serve the best interests of the Corporation, determines that any officer or agent elected or appointed by the Board should be removed, the Board has the power to do so.

Section 4 – Chair. The Chair:

- (a) shall be the principal executive officer of the Corporation and, unless otherwise determined by the members or the Board, shall preside at all meetings of the members and the Board;
- (b) may sign any deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the Board to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and
- (c) shall, in general, perform all duties incident to the office of Chair and such other duties as may be assigned by the Board from time to time.

Section 5 – Vice-Chair. In the absence of the Chair, or in the event of their inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice-Chair shall also perform such other duties from time to time as may be assigned by the Board.

Section 6 – Secretary. The Secretary shall be responsible for:

- (a) keeping the minutes of the meetings of the members and of the Board in books provided for that purpose;
- (b) seeing that all notices are duly given in accordance with these Bylaws or as required by law;
- (c) the safekeeping of the corporate books and records and the seal of the Corporation and affixing the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws;
- (d) keeping a register of the names and post office addresses of all members;
- (e) keeping on file at all times a complete copy of the Articles of Incorporation and Bylaws of the Corporation containing all amendments thereto (which copy shall always be open to the inspection of any member) and at the expense of the Corporation, a copy of the Bylaws and of all amendments thereto to any member upon request; and
- (f) in general, performing all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board.

Section 7 – Treasurer. The Treasurer shall be responsible for:

- (a) custody of all funds and securities of the Corporation;
- (b) the receipt of and the issuance of receipts for all monies due and payable to the Corporation and for the deposit of all such monies in the name of the Corporation in such bank or banks as shall be selected in accordance with the provisions of these Bylaws; and
- (c) in general, performance of all duties as from time to time may be assigned by the Board.

Section 8 – President/CEO. The Board may appoint a President/CEO who may be, but who shall not be required to be, a member of the Corporation. The President/CEO shall perform such duties and shall exercise such authority as the Board may from time to time vest in him.

Section 9 – Compensation. The powers, duties and compensation of officers and Directors shall be fixed by the Board subject to a maximum annual amount as set forth in the provisions of these Bylaws in Article IV.

Section 10 – Reports. The officers of the Corporation shall submit at each Annual Meeting of the members reports covering the business of the Corporation for the previous fiscal year. Such reports shall set forth the condition of the Corporation at the close of such fiscal year.

Section 11 – Delegation of Secretary’s and Treasurer’s Responsibilities. Notwithstanding the duties, responsibilities and authorities of the Secretary and of the Treasurer hereinbefore provided in Sections 6 and 7, the Board by resolution may, except as otherwise limited by law, delegate, wholly or in part, the responsibility and authority for, and the regular or routine administration of, one or more of each such officer’s duties to one (1) or more other officers or employees of the Corporation who are not directors. To the extent that the Board does

so delegate with respect to any such officer, that officer as such shall be released from such duties, responsibilities and authorities.

ARTICLE VII NONPROFIT OPERATION

Section 1 – Interest or Dividends on Capital Prohibited. The Corporation shall, at all times, be operated on a Corporation nonprofit basis for the mutual benefit of its patrons. No interest or dividends shall be paid or payable by the Corporation on any capital furnished by its patrons.

Section 2 – Patronage Capital in Connection with Furnishing Electric Energy. In the furnishing of energy, the Corporation's operations shall be so conducted that all patrons will, through their patronage, furnish capital for the Corporation. In order to induce patronage and to assure that the Corporation will operate on a nonprofit basis, the Corporation is obligated to account on a patronage basis to all its patrons for all amounts received and receivable from the furnishing of electric energy in excess of operating costs and expenses properly chargeable against the furnishing of electric energy. All such amounts in excess of operating costs and expenses at the moment of receipt by the Corporation are received with the understanding that they are furnished by the patrons, as capital. The Corporation is obligated to pay, by credits, to a capital account for each patron, all such amounts in excess of operating costs and expenses. The books and records of the Corporation shall be set up and kept in such a manner that, at the end of each fiscal year, the amount of capital, if any, so furnished by each patron is clearly reflected and credited in an appropriate record to the capital account of each patron. Each patron shall have the right, within a reasonable time after the close of the Corporation's fiscal year, to request a disclosure of the amount of capital so credited to the member's account. The Corporation shall respond to such a request within ten (10) working days from the date of the request or as promptly thereafter as possible.

All such amounts credited to the capital account of any patron shall have the same status as though they had been paid to the patron in cash in pursuance of a legal obligation to do so and the patron had then furnished the Corporation corresponding amounts for capital. All other amounts received by the Corporation from its operations in excess of costs and expenses shall, insofar as permitted by law, be:

- (a) used to offset any losses incurred during the current or any prior fiscal year; and
- (b) to the extent not needed for that purpose, allocated to its patrons on a patronage basis, and any amount so allocated shall be included as a part of the capital credited to the accounts of patrons, as herein provided.

In the event of dissolution or liquidation of the Corporation, after all outstanding indebtedness of the Corporation shall have been paid, outstanding capital credits shall be retired without priority on a pro-rata basis before any payments are made on account of property rights of members. If, at any time prior to dissolution or liquidation, the Board shall determine that the financial condition of the Corporation will not be impaired thereby, the capital then credited to patrons' accounts may be retired in full or in part. Any such retirements of capital shall be made in order of priority according to the year in which the capital was furnished and credited, the capital first received by the Corporation being first retired.

Capital credited to the account of each patron shall be assignable only on the books of the Corporation pursuant to written instructions from the assignor, and only to successors in interest or successors in occupancy, in all or a part of such patron's premises served by the Corporation unless the Board acting under policies of general application, shall determine otherwise.

Notwithstanding any other provision of these Bylaws, the Board, at its discretion, shall have the power at any time upon the death of any patron, if the legal representative of the patron's estate shall request in writing that the

capital credited to any such patron be retired prior to the time such capital would otherwise be retired under the provisions of these Bylaws, to retire capital credited to any such patron immediately upon such terms and conditions as the Board, acting under policies of general application, and the legal representatives of such patron's estate shall agree upon; provided, however, that the financial condition of the Corporation will not be impaired thereby.

The Corporation, before retiring any capital credited to any patron's account, shall deduct therefrom any delinquent amount owing by such patron to the Corporation, together with interest thereon at the legal rate of judgments in effect when such amount became overdue, compounded annually.

The patrons of the Corporation, by dealing with the Corporation, acknowledge that the terms and provisions of the Articles of Incorporation and Bylaws shall constitute and be a contract between the Corporation and each patron, and both the Corporation and the patrons are bound by such contract, as fully as though each patron had individually signed a separate instrument containing such terms and provisions. The provisions of this Article of the Bylaws shall be called to the attention of each patron of the Corporation by posting in a conspicuous place in the Corporation's office.

ARTICLE VIII DISPOSITION OF PROPERTY

I. Not inconsistently with the provisions of KRS 279.140 and subsection 2, the Corporation shall not sell, mortgage, lease or otherwise dispose of or encumber all or any substantial portion of its properties and assets unless such sale, mortgage, lease or other disposition or encumbrance is authorized by a majority of the then-total members of the Corporation, cast in person, at a duly held meeting of the members. Notwithstanding anything herein contained, the Board, without authorization of the members thereof, shall have full power and authority to:

(a) Sell or otherwise dispose of:

1. Property which, in the judgment of the Board, neither is nor will be necessary or useful in maintaining the Corporation's system and facilities; provided, however, that all sales of such property shall not in any one (1) year exceed in value ten (10) per centum of the value of all of the property of the Corporation (value shall be defined as the total utility plant value);
2. Services of all kinds, including electric energy;
3. Personal property and merchandise acquired for resale; and
4. Properties and assets sold in the ordinary course of business.

(b) Authorize the execution and delivery of a mortgage or mortgages or a deed of trust upon, or the pledging or encumbering of, any or all of the properties, assets, rights, privileges, licenses, franchises and permits of the Corporation, whether acquired or to be acquired, and wherever situated, as well as the revenues and income therefrom, all upon such terms and conditions as the Board shall determine, to secure any indebtedness of the Corporation to the United States of America or any instrumentality or agency thereof or any other agency where mortgage arrangements can be accommodated and approved by the Rural Utilities Service (hereinafter "RUS"); provided further that the Board may upon the affirmative vote of a majority of members voting by mail ballot as set forth in Article III, Section 5, of these Bylaws, sell, lease or otherwise dispose of all or a substantial portion of its properties and assets to another Corporation or foreign corporation doing business in this state pursuant to the act under which this Corporation is incorporated.

II. Supplementary to the first sentence of the foregoing subsection (1) and any other applicable provisions of law or these Bylaws, no sale, mortgage, lease or other disposition of all or any substantial portion of the Corporation's properties and assets ("transactions") shall be authorized except in conformity with the following:

- (a) If the Board looks with favor upon any proposal for any such transaction, it shall first appoint three (3) persons, each of whom is independent of the Corporation and of the other two (2) and is expert in electric utility property evaluations, and commission them separately to study, appraise and evaluate such assets and properties, including their going concern value and the values associated with the rights of the members to participate in the ownership and control of the Corporation. Such appraisers shall be instructed to, and shall take into account, any other factors they may deem relevant in determining the present market value of such assets and properties. Within not more than sixty (60) days after their appointment and commission, each appraiser shall render their highest determination of such present value. The Board shall not recommend and submit any proposal it shall have received for such a transaction or make any offer of such a transaction for a consideration that is less than the highest such determination rendered by the appraisers; nor shall it, following the expiration of one (1) year thereafter, make such a recommendation or offer without, again, first complying with the foregoing appraisal requirements.
- (b) If, after receiving such appraisals, the Board resolves to pursue the matter further, it shall, within sixty (60) days after adoption of such resolution, transmit the appraisals, together with any underlying data and information that may have accompanied them, to every other electric membership corporation and electric utility corporately sited and operating in Kentucky and invite it to submit competing or alternative proposals, including proposals to merge or consolidate with the Corporation. Such appraisals shall also be accompanied by any proposal for such a transaction received by the Corporation; PROVIDED, only the most recent proposal from an entity that has made two (2) or more proposals need be so transmitted. Such other electric membership corporations shall be given at least sixty (60) days within which to submit competing or alternative proposals, and they shall be notified in such transmittal of the actual final date for such submissions.
- (c) If, after such date, the Board so resolves, it shall recommend and submit to the members: [1] a proposal for such a transaction, or [2] a proposal to merge or consolidate the Corporation with one (1) or more other electric membership corporations. The Board may recommend and submit two (2) or more such proposals in the alternative, in which case it shall specify its preference as to which shall be approved by the members -- that is, first choice, second choice, etc.—and the order in which such alternatives will be considered and acted upon at the meeting. The Board shall accompany its recommended proposal(s) with verbatim copies of all competing or alternative proposals it has received, together with all of the appraisals and any underlying data and information that may have accompanied such appraisals. The Board shall submit such recommendation and information to the members and shall at the same time call and give notice of a special meeting of the members thereon or, if it so determines, notify the members that the matter will be considered and acted upon at the ensuing annual member meeting, in either case, stating in detail each of any such proposals. The special or annual meeting shall be held not sooner than ninety (90) days after the giving of such notice thereof.
- (d) Ten (10) per centum of the then-total membership of the Corporation may, over their respective signatures and within not less than forty-five (45) days prior to the date of such member meeting, petition the Corporation to mail to all of the Corporation's members any statement of opposition to the Board's recommendation and/or of their own recommendation that a competing or alternative proposal, which may be or include a proposition to merge or consolidate the Corporation with one (1) or more other electric membership corporations, be submitted to and acted upon by the members at such meeting, in which event, the Board shall cause a printed copy of the petition, including the printing of the names of

the member signatories thereof, together with a printed copy of the statement, to be transmitted to all of the Corporation's members via the United States mail not less than twenty-five (25) days prior to such member meeting, with the cost of such printing and mailing to be borne by the Corporation. When so mailed, such petition and statement shall constitute sufficient notice of any such competing or alternative proposal for the same to be considered and acted upon at such meeting. The meeting shall first consider and act upon the recommendation(s) of the Board. If two (2) or more alternative such recommendations have been made by the Board, they shall be considered and acted upon in the order specified by the Board. If the members fail to approve any Board-recommended proposal, they shall then consider and act upon the competing, alternative proposal(s) which have, by petition, been submitted by the members in the order in which they were received, if two (2) or more such proposals have been submitted, or in the order of priority specified in a petition. The members may take such action on such proposal(s) as may be legally availing to them.

III. No offer of such a transaction, whether made to or by the Board, shall be valid or, if made and accepted, enforceable unless the total consideration to be paid or otherwise furnished therefor, to the extent that the same is in excess of the amounts necessary to discharge, or to provide for the discharge of, all of the Corporation's debts, obligations and liabilities, shall be distributed to or, if such be the case, allocated and assigned to the patrons or former patrons of the Corporation in the manner provided for in the Articles of Incorporation, Bylaws or applicable law.

ARTICLE IX SEAL

The corporate seal of the Corporation shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Kentucky".

ARTICLE X FINANCIAL TRANSACTIONS

Section 1 – Contracts. Except as otherwise provided in these Bylaws, the Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2 – Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, and all notes, bonds or other evidence of indebtedness issued in the name of the Corporation, shall be signed and countersigned by such officer or officers, agent or agents, employee or employees of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 3 – Deposits. All funds received by the Corporation shall be deposited from time to time to the credit of the Corporation in such bank or banks as the Board may select.

Section 4 – Change in Rates. Written notice shall be given to the Administrator of the RUS of the United States of America not less than ninety (90) days prior to the date upon which any proposed change in the rates charged by the Corporation for electric energy becomes effective.

Section 5 – Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January of each year and shall end on the thirty-first day of December of the same year.

Section 6 – Indemnification of Officers, Directors, Employees and Agents. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed

action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by, or in the right of, the Corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, association, partnership, joint venture, trust or other enterprise, against expenses (including all costs of defense), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had not reasonable cause to believe the conduct of such person was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct of such person was unlawful.

To the extent that a director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in aforesaid paragraph, (and, in addition, actions by or in the right of, the Corporation) of any claim, issue or matter therein, such person shall be indemnified against expenses (including all costs of defense) actually and reasonably incurred by such person in connection therewith.

The indemnity herein provided shall be coextensive with those authorized under Kentucky Revised Statute Chapter 271B and shall be effective in accordance with all of the terms and conditions of such statute.

The Corporation shall purchase and maintain insurance, including but not limited to general liability insurance coverage; errors and omissions coverage; Directors and fiduciary policies on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, association, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of the status of such person as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of these Bylaws. To the extent allowed for by law, the persons listed above shall be listed as additional insureds on said policy(s) of insurance.

ARTICLE XI MISCELLANEOUS

Section 1 – Membership in Other Organizations. The Corporation shall not become a member of or purchase stock in any other organization without an affirmative vote of the members by mail ballot as set forth in Article III, Section 5 of these Bylaws upon such proposed membership or stock purchase; provided, however, that the Corporation may, upon the authorization of the Board, purchase stock in or become a member of any corporation or organization organized on a nonprofit basis for the purpose of engaging in or furthering the cause of rural electrification, or with the approval of the Administrator of RUS, of any other corporation for the purpose of acquiring electric facilities.

Section 2 – Waiver of Notice. Any member or director may waive in writing any notice of a meeting required to be given by these Bylaws. The attendance of a member or director at any meeting shall constitute a waiver of notice of such meeting by such member or director except in case a member or director shall attend a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been lawfully called or convened.

Section 3 – Policies, Rules and Regulations. The Board shall have power to make and adopt such policies, rules and regulations, not inconsistent with law, the Articles of Incorporation or these Bylaws, as it may deem

advisable for the management of the business and affairs of the Corporation.

Section 4 – Accounting System and Reports. The Board shall cause to be established and maintained a complete accounting system which, among other things, and subject to applicable laws and rules and regulations of any regulatory body, shall conform to such accounting system as may from time to time be designated by the Administrator of the Rural Utilities Service of the United States of America. The Board shall also, after the close of each fiscal year, cause to be made by a certified public accountant a full and complete audit of the accounts, books and financial condition of the Corporation as of the end of such fiscal year. A report of such audit shall be submitted to the members at the next following Annual Meeting.

Section 5 – Area Coverage. The Board shall make diligent effort to see that electric service is extended to all unserved persons within the Corporation service area who (a) desire such service, and (b) meet all reasonable requirements established by the Corporation as a condition of such service.

ARTICLE XII AMENDMENTS

These Bylaws may be altered, amended or repealed by the affirmative vote of not less than two-thirds (2/3) of all of the directors at any regular or special meeting, provided a notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal. In the event the Board finds a need for alteration, amendment or repealing of Articles II, III, IV, VII, VIII, XI or XII of the Bylaws, such proposed alteration, amendment or repeal shall first be submitted to the members by mail ballot for their approval or disapproval of the proposed action of the Board. Upon an approval vote of the membership of such proposed alteration, amendment or repeal, such change would take effect immediately. A disapproval vote by the membership would leave the Bylaws language unchanged.

STATEMENT OF NONDISCRIMINATION

In accordance with Federal civil rights law and U.S. Department of Agriculture (USDA) civil rights regulations and policies, the USDA, its Agencies, offices, and employees, and institutions participating in or administering USDA programs are prohibited from discriminating based on race, color, national origin, religion, sex, gender identity (including gender expression), sexual orientation, disability, age, marital status, family/parental status, income derived from a public assistance program, political beliefs, or reprisal or retaliation for prior civil rights activity, in any program or activity conducted or funded by USDA (not all bases apply to all programs). Remedies and complaint filing deadlines vary by program or incident.

Persons with disabilities who require alternative means of communication for program information (e.g., Braille, large print, audiotape, American Sign Language, etc.) should contact the responsible Agency or USDA's TARGET Center at (202) 720-2600 (voice and TTY) or contact USDA through the Federal Relay Service at (800) 877-8339. Additionally, program information may be made available in languages other than English.

To file a program discrimination complaint, complete the USDA Program Discrimination Complaint Form, AD-3027, found online at [How to File a Program Discrimination Complaint](#) and at any USDA office or write a letter addressed to USDA and provide in the letter all of the information requested in the form. To request a copy of the complaint form, call (866) 632-9992. Submit your completed form or letter to USDA by: (1) mail: U.S. Department of Agriculture, Office of the Assistant Secretary for Civil Rights, 1400 Independence Avenue, SW, Washington, D.C. 20250-9410; (2) fax: (202) 690-7442; or (3) email: program.intake@usda.gov.

Jackson Purchase Energy is an equal opportunity employer and provider.