

## CCEC Articles of Incorporation & Bylaws - Revisions 2002-2022

DATE AMENDED	CHANGES
06/25/2020	<ol style="list-style-type: none"> <li>1. Amend the Articles of Incorporation to clarify CCEC’s authority to provide broadband internet service.</li> <li>2. Amend the Articles of Incorporation and the Bylaws to allow members to vote electronically. Currently, CCEC’s Articles of Incorporation and Bylaws require votes either to be in person or by mail. The proposed amendments would allow a member to vote electronically, provided that member first gives his or her consent to receive information and vote electronically. Members who do not consent to receiving information electronically will still be allowed to vote by mail or in person, as applicable.</li> <li>3. Amend the Bylaws to allow CCEC to immediately retire, on a discounted basis, capital credits owed to a member in bankruptcy to satisfy that member’s debt to the cooperative. CCEC currently pays (also known as “retires”) capital credits to members on a 25-year rotation cycle, meaning that it may take many years to recoup a bankrupt member’s debt to the cooperative under current policy. Because CCEC is owned by all of its members, the ability to quickly recoup debts benefits all other members.</li> </ol>
06/24/2014	<ol style="list-style-type: none"> <li>1. Eliminate the written membership application &amp; membership certificate - The recommended change in Article I, Section 1(a) of the Bylaws would eliminate the word “written” to allow for greater flexibility in the membership application process. Article IV of the Articles and Article I, Section 2. of the Bylaws requires a membership certificate be issued. Eliminating the membership certificate will reduce cost and streamline the application process for new members.</li> <li>2. Capital Credits - In Article VII, Section 2 of the Bylaws, the proposed changes would better describe the Cooperative’s guidelines and offer greater flexibility for retiring and paying capital credits. In addition, the changes would set forth the Cooperative’s right to retrieve an uncollectible balance on an account sent to collections and write-offs from capital credits funds allocated to that account when they are retired.</li> <li>3. General Clean-up - There are several general cleanup changes throughout the Articles and Bylaws recommended to the Members by the Board of Directors, legal counsel and management including deleting from the Articles, Article V, Section 5, a reference to director compensation, because the topic is covered in Article III, Section 5. of the Bylaws. The changes also delete language in Article II(g) of the Articles stating that the Cooperative shall render no service to or for the public in order to avoid any confusion regarding the Cooperative’s duty to serve its members, who are also members of the public.</li> </ol>

Amended 05/12/2012	<ol style="list-style-type: none"> <li>1. All Nominations by Petition by Eliminating Nominating Committees - Requiring that all nominations for Director positions must be made by petition ensures that all Director candidates have an equal opportunity to be nominated. Therefore, the Board of Directors proposes that the need for appointment of nominating committees be eliminated and that nominations by petition be established as the method for candidate nominations for vote-by-mail Director ballot elections.</li> </ol>
Amended 05/14/2011	<ol style="list-style-type: none"> <li>1. Change official title of the Chairman of the board of directors to President to comply with Oregon state statues.</li> <li>2. To clarify the intent that the masculine gender includes the feminine and the neuter and that the singular number reference includes the plural.</li> <li>3. General clean up changes</li> <li>4. To efficiently and cost-effectively conduct annual business of the cooperative, the board of directors is proposing to change the Bylaws to designate a quorum as fifty (50) members present in person or representing their interest as a vote by mail cooperative.</li> </ol>
Amended 06/14/2008	<ol style="list-style-type: none"> <li>1. The current language in the Bylaws for removal of directors by the members is very confusing and can be interpreted several ways. The new language clarifies the process of how members can remove directors and meets the legal requirements for the State of Oregon.</li> <li>2. Two new articles are being proposed to be added to the Bylaws. Article XIV Indemnification and Article XV Nondiscrimination were recommended by management and legal counsel.</li> <li>3. General Clean-Up</li> <li>4. The board of directors has decided to put to the vote of the members whether to increase from the five (5) member board that will go into effect June 14, 2008 to a seven (7) member board. These two new director positions would be at-large positions. One at-large position would be from Districts 1 &amp; 2 (Brookings/Harbor area) and the other at-large position would be from Districts 3, 4 &amp; 5 (Gold Beach, Port Orford/Langlois and Bandon/Coquille/Myrtle Point areas).</li> </ol>
Amended 06/18/2005	<ol style="list-style-type: none"> <li>1. Voting by Mail – facilitates more effective member notification, allows voting only by mail with increased flexibility and lower cost, and results in a more independent, accurate and timely ballot count.</li> <li>2. Rezoning and Board Size – allows the Cooperative to move from 9 zones and Board members to 5 districts and board members over a three-year period.</li> </ol>

Amended 06/12/2004	<ol style="list-style-type: none"> <li>1. Credentialed Director – increases the educational qualifications of Board Directors to improve their effectiveness. Also allows director eligibility requirements to be uniformly imposed on all directors at the same time.</li> <li>2. Repeal of Applicability – The Board may impose additional eligibility requirements that shall apply to a director holding office at the time of its adoption.</li> <li>3. Member Comments and Questions – Ensures that Members’ comments and questions are always part of the Annual Meeting Agenda.</li> </ol>
2003 No changes	
2002 No changes	
2001 no changes	
2000 no changes	
1999 Amended	