

Coos-Curry Electric Cooperative, Inc.

# Proposed Changes to Bylaws 2026



# CCEC Bylaws – 2026 Proposed Changes

This document presents the current bylaws language alongside the proposed language with a brief summary under each section.

## Article I – Section 1. Requirements for Membership

Existing Language	Proposed Language
<p>Section 1. Requirements for Membership. Any person, firm, association, corporation or body politic or subdivision thereof will become a member of Coos-Curry Electric Cooperative, Inc. (hereinafter called the "Cooperative") upon receipt of electric service from the Cooperative, but must first:</p> <p>(a) Make application for membership therein;</p> <p>(b) Agree to purchase from the Cooperative electric energy, or other utility services, or any or all utility services provided as hereinafter specified;</p> <p>(c) Agree to comply with and be bound by the Articles of Incorporation and Bylaws of the Cooperative and any rules and regulations adopted by the Board*, and</p> <p>(d) Pay the membership fee hereinafter specified. Membership fee is not refundable. No member may hold more than one membership in the Cooperative, and no membership in the Cooperative shall be transferable, except as provided in these Bylaws.</p> <p>*The word "Board" is used herein to refer to the Board of Directors. In construing all provisions of these Bylaws, and whenever the context so requires, the masculine gender includes the feminine and the neuter, and the singular number includes the plural</p>	<p>Section 1. Requirements for Membership. Any person, firm, association, corporation or body politic or subdivision thereof will become a member of Coos-Curry Electric Cooperative, Inc. (hereinafter called the "Cooperative") upon receipt of electric service from the Cooperative, but must first:</p> <p>(a) Make application for membership therein;</p> <p>(b) Agree to purchase from the Cooperative electric energy, or other utility services, or any or all utility services provided as hereinafter specified;</p> <p>(c) Agree to comply with and be bound by the Articles of Incorporation and Bylaws of the Cooperative and any rules and regulations adopted by the Board*, and</p> <p>(d) Pay the membership fee hereinafter specified. Membership fee is not refundable. No member may hold more than one membership in the Cooperative, and no membership in the Cooperative shall be transferable, except as provided in these Bylaws.</p> <p>*The word "Board" is used herein to refer to the Board of Directors. <del>In construing all provisions of these Bylaws, and whenever the context so requires, the masculine gender includes the feminine and the neuter, and the singular number includes the plural</del></p>

### Summary of Change:

This sentence is being removed because the Bylaws are being updated to eliminate all gender specific language. Since the text is being revised to use gender-neutral terms throughout, a clause instructing readers to interpret masculine pronouns as including the feminine or neuter is no longer necessary.

## Article II – Section 1. Annual Meeting

Existing Language	Proposed Language
<p>Article II – Section 1. Annual Meeting. The annual meeting of members shall be held at such time and place within Coos or Curry County, State of Oregon, as shall be designated by the Board of Directors in the notice of the meeting for the purpose of electing Directors, passing upon reports covering the previous fiscal year and transacting such other business as may come before the meeting. If the day fixed for the annual meeting shall be a Sunday or legal holiday, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Cooperative.</p>	<p>Article II – Section 1. Annual Meeting. The annual meeting of members shall be held at such time and place within Coos or Curry County, State of Oregon, as shall be designated by the Board of Directors in the notice of the meeting for the purpose of <del>electing-announcing the results of any election</del> of Directors, passing upon reports covering the previous fiscal year, and transacting such other <del>informational</del> business as may come before the meeting. <del>If the day fixed for the annual meeting shall be a Sunday or legal holiday, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.</del> Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Cooperative.</p>

### Summary of Change:

Makes revisions for clarity and consistency with other provisions of the Bylaws, reflecting that the Annual Meeting is informational for the members and for announcing Director election results from electronic and mail voting.



## Article II – Section 2. Special Meetings

### Existing Language

Article II – Section 2. Special Meetings. Special meetings of the members may be called by the Board of Directors or upon written request signed by at least ten per centum (10%) 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 the counties of Coos or Curry in the State of Oregon specified in the notice of the special meeting.

### Proposed Language

Article II – Section 2. Special Meetings. Special meetings of the members may be called by the Board of Directors or upon written request signed by at least ten ~~per centum~~ percent (10%) 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 the counties of Coos or Curry in the State of Oregon ~~and/or attended virtually as~~ specified in the notice of the special meeting.

#### Summary of Change:

Replaces the outdated term ‘per centum’ with the modern spelling ‘percent’. Allows special meetings to be attended virtually, in addition to physical locations within Coos or Curry counties, expanding meeting accessibility while retaining all existing notice and request requirements.

## Article II – Section 4. Quorum

### Existing Language

Article II – Section 4. Quorum. Fifty (50) members present in person or voting electronically or by mail 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 to a date and a time certain without further notice. The minutes of each meeting shall contain a list of members present in person.

### Proposed Language

Article II – Section 4. Quorum. Fifty (50) ~~members present in person or~~ voting electronically or by mail 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 to a date and a time certain ~~without further notice~~ not achieved by the date specified on the ballot, the vote shall fail, no action shall be taken, and any position on the Board of Directors subject to vote shall be considered vacant and placed on the ballot for election at the next annual meeting. The minutes of each meeting shall contain a list of members present in person.

#### Summary of Change:

Revises language to reflect that a quorum need only be based on the number of votes received through the electronic and mail voting process, given that member meetings are informational in nature and all voting occurs through electronic and mail ballots.

## Article II – Section 7. Order of Business

### Existing Language

Article II – 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, shall be essentially as follows:

1. Call of the roll
2. Reading of the notice of the meeting and proof of the due publication of mailing thereof, or the waiver or waivers of notice of the meeting, as the case may be
3. Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon
4. Presentation and consideration of and acting upon, reports of officers, Directors and committees
5. Announce electronic/vote-by-mail results
6. Unfinished business
7. New business
8. Member comments and questions
9. Adjournment

### Proposed Language

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1. Call of the roll
2. Reading of the notice of the meeting and proof of the due publication of mailing thereof, or the waiver or waivers of notice of the meeting, as the case may be
3. Reading of ~~unapproved~~ minutes of previous meetings of the members ~~and the taking of necessary action thereon, if required~~
4. Presentation and consideration of ~~and acting upon,~~ reports of officers, Directors and committees
5. Announce electronic/vote-by-mail results
6. ~~Unfinished business~~
- 8–6. Member comments and questions
7. ~~New business~~
- 9–7. Adjournment

#### Summary of Change:

Removes approval of the prior annual meeting from the agenda, as those minutes are approved by the membership through the ballot. Also removes the ‘Unfinished’/‘New’ business items. Simplifies the reports section by removing the phrase ‘and acting upon’, while retaining the election results announcement and member comments.

### Article III – Section 7. Accounting Systems and Reports

#### Existing Language

Article III – Section 7. Accounting Systems and Reports. The Board of Directors shall cause to be established and maintained a complete accounting system subject to applicable laws and rules and regulations of any regulatory body. Financial statements of the Cooperative shall be examined by the Board of Directors on a monthly basis. The Board of Directors shall also, after the close of each fiscal year, cause to be made a full and complete audit of the accounts, books and of the financial condition of the Cooperative as of the end of each fiscal year and within 120 days of the end of the Cooperative’s previous fiscal year. Such audit reports shall be submitted to the members at the following annual meeting.

#### Proposed Language

Article III – Section 7. Accounting Systems and Reports. The Board of Directors shall cause to be established and maintained a complete accounting system subject to applicable laws, rules and regulations of ~~any regulatory body~~. Financial statements of the Cooperative shall be examined by the Board of Directors on a monthly basis. The Board of Directors shall also, after the close of each fiscal year, cause to be made a full and complete audit of the accounts, books, and ~~of the financial condition statements~~ of the Cooperative as of the end of each fiscal year and within 120 days of the end of the Cooperative’s previous fiscal year. ~~Such audit reports~~ **A summary of the annual financial statements and results of the audit report thereon** shall be submitted to the members at the following annual meeting.

#### Summary of Change:

Simplifies wording to remove unnecessary redundancies and specifies that members receive a summary of the annual financial statements and the results of the annual audit.

### Article III – Section 9. Emergency Powers

#### Existing Language

#### Proposed Language

~~Article III – Section 9. Emergency Powers. Notwithstanding the requirements of Article IV, Section 4, in the event that a quorum of the Cooperative’s directors cannot be readily assembled because of an emergency event, the available members of the board of directors shall constitute a quorum for the conduct of business during the time of such emergency to the extent authorized by law. All decisions made by less than a quorum of the board of directors during an emergency event that affect ongoing operations of the Cooperative shall be subject to review and ratification by the full board of directors when a quorum is reestablished.~~

#### Summary of Change:

Creates an emergency-powers provision allowing the available directors to temporarily constitute a quorum and take necessary actions during an emergency when a quorum cannot be assembled, with all such actions requiring later review and ratification once a full quorum is restored.

### Article IV – Section 6. Consent in Lieu of Meetings

#### Existing Language

#### Proposed Language

~~Article IV – Section 6. Consent in Lieu of Meetings. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote at a meeting. The consent shall be filed with the minutes or proceedings of the Board.~~

#### Summary of Change:

Adds an explicit provision allowing the Board of Directors to take action without holding a meeting, provided all directors give written consent to such action, and that the written consents are filed with the official minutes or proceedings.

### Article XV – Section 2.

#### Existing Language

#### Proposed Language

Section 2. As used in these Bylaws, the masculine, feminine, or neuter gender, and the singular or plural number, shall be deemed to include the others whenever the context shall indicate.

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#### Summary of Change:

This section is being removed because the Bylaws are being updated to eliminate gender-specific language throughout the document.

