

# **BYLAWS**

**BLUEBONNET ELECTRIC COOPERATIVE,  
INC.  
BASTROP, TEXAS**

**Adopted  
(As Amended)  
October 18, 2016**

# INDEX

Page No.

## ARTICLE I: Members

Section 1. Qualifications and Obligations .....	1
Section 2. Easements .....	1
Section 3. Joint Memberships .....	2
Section 4. Membership Certificates .....	2
Section 5. Purchase of Electric Service.....	2
Section 6. Non-liability for Debts of the Cooperative .....	3
Section 7. Expulsion of Members .....	3
Section 8. Withdrawal of Membership .....	3
Section 9. Transfer and Termination of Membership .....	3
Section 10. Consumers on Lines Purchased .....	4

## ARTICLE II: Meetings of Members

Section 1. Annual Meeting .....	4
Section 2. Special Meetings .....	5
Section 3. Notice of Members' Meetings .....	5
Section 4. Member Meeting Quorum .....	6
Section 5. Voting .....	6
Section 6. Uncontested Director Elections .....	7
Section 7. Proxies .....	7
Section 8. Proxy Committee .....	8
Section 9. Order of Business .....	8

## ARTICLE III: Directors

Section 1. .... General Powers	9
Section 2. Qualification and Terms for Directors & Director Candidates .....	9
Section 3. Nominations for Director Candidate.....	11
Section 4. Director/County Representation .....	13
Section 5. Removal of Directors and Disqualification.....	14
Section 6. Vacancies.....	16
Section 7. Compensation .....	16

Section 8. ....	Rules and Regulations	17
Section 9. ....	Accounting System and Reports	17
Section 10. ....	Indemnification of Officers and Directors and Employees	17
Section 11. ....	Effect of Amendment	18

**ARTICLE IV: Meetings of Directors**

Section 1. ....	Regular Meetings	18
Section 2. ....	Special Meetings	18
Section 3. ....	Notice	19
Section 4. ....	Board Quorum	19
Section 5. ....	Manner of Acting	19

**ARTICLE V: Officers**

Section 1. ....	Number	20
Section 2. ....	Election and Term of Office	20
Section 3. ....	Officer Removal	20
Section 4. ....	Officer Vacancies	20
Section 5. ....	President	20
Section 6. ....	Vice-President	21
Section 7. ....	Secretary/Treasurer	21
Section 8. ....	Assistant Secretary/Treasurer	21
Section 9. ....	General Manager and Chief Executive Officer	22
Section 10. ....	Bonds of Directors, Officers and Employees	22
Section 11. ....	Reports	22

**ARTICLE VI: Contracts, Checks and Deposits**

Section 1. ....	Contracts	22
Section 2. ....	Checks, Drafts, etc.	22
Section 3. ....	Deposits; Investments	22

**ARTICLE VII: Nonprofit Operation**

Section 1.	Interest or Dividends on Capital Prohibited .....	23
Section 2.	Patronage Capital in Connection with Furnishing Electric Energy (“Patronage Business”) .....	23
<b>ARTICLE VIII:</b>	<b>Waiver of Notice .....</b>	<b>26</b>
<b>ARTICLE IX:</b>	<b>Disposition and Pledging of Property; Distribution of Surplus Assets on Dissolution</b>	
Section 1.	Disposition and Pledging of Property .....	26
Section 2.	Distribution of Surplus Assets on Dissolution .....	27
<b>ARTICLE X:</b>	<b>Fiscal Year .....</b>	<b>27</b>
<b>ARTICLE XI:</b>	<b>Rules of Order .....</b>	<b>28</b>
<b>ARTICLE XII:</b>	<b>Seal .....</b>	<b>28</b>
<b>ARTICLE XIII:</b>	<b>Amendments .....</b>	<b>28</b>