

**AMENDMENT**  
**TO THE**  
**BY-LAWS**  
**OF**  
**CRAIG-BOTETOURT ELECTRIC COOPERATIVE**

Pursuant to Section 13.1-892 and 56-231.29 of the Code of Virginia and Section 9.1 of the Bylaws, the corporation files this Amendment to its Bylaws:

1. The name of the Corporation is CRAIG-BOTETOURT ELECTRIC COOPERATIVE.

2. The amendment adopted is as follows:

Article IV, BOARD OF DIRECTORS, Section 4.4(A) shall be changed to read as follows:

*Director Nominations.* Director candidates shall be nominated as follows:

A. *Nominating Committee Nominations.* Within **190** days before the Member Meeting, the Board shall appoint a Nominating Committee of three Members from each Director District ("Nominating Committee"). Nominating Committee members may not be existing, or a Close Relative of an existing, Cooperative Director, Officer, employee, agent, representative, or known Director candidate.

At least sixty (60) days prior to the Member Meeting at which Members are scheduled to elect Directors, a Nominating Committee shall:

1. Nominate at least one individual to run for election for each Director position for which Members are scheduled to vote at the Member Meeting ("Nominating Committee Nominations"); and
2. Post the Nominating Committee Nominations at the Cooperative's principal office and publish the Nominating Committee Nominations on the Cooperative's electronic website.

In addition to the foregoing, such nominations shall be published prior to such Member Meeting, in "Cooperative Living" magazine.

The Cooperative may reasonably compensate or reimburse Nominating Committee members as determined by the Board.

3. The amendment was adopted by unanimous consent of all the directors on the 25th day of February, 2021.

CRAIG-BOTETOURT ELECTRIC COOPERATIVE

BY JC Winstead  
JC Winstead, President

Attest:

James E. Huffman  
James E. Huffman, Secretary