



Thank you for your interest in the nominating process for Cherryland Electric Cooperative's Board of Directors' annual elections.

Enclosed you will find nominating petition guidelines and requirements, related policies, Candidate Considerations for Directorship, sample Board Candidate Certificate of Understanding, and Cherryland's current bylaws.

Nominating petitions must be signed by a minimum of 25 active members in good standing, whose names are listed on the membership. The completed petition must be returned to the Executive Administrative Assistant at our office no sooner than the first day of March and no later than 4:00 p.m. on the last business day of March. Per the cooperative's bylaws, only one signature per membership is allowed. The petition must also be accompanied by the signed and dated Board Candidate Certificate of Understanding.

All candidates running for the board will be invited to our April board meeting to discuss any questions they may have.

Feel free to call me if you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read 'Rachel Johnson', followed by a period.

Rachel Johnson  
CEO  
Cherryland Electric Cooperative



## CANDIDATE CONSIDERATIONS FOR DIRECTORSHIP

Candidates should possess the following basic beliefs and viewpoints:

1. Believe in basic cooperative principles and the way of doing business, including areas such as the following:
  - a. The right of people to provide an essential service for themselves.
  - b. Member ownership and control.
  - c. One member - one vote.
  - d. Non-profit operation.
2. Believe that the Cooperative should continually strive to make reasonable-cost power available to its members and, to achieve this, has the right to join with other cooperatives as a member in a generation and transmission cooperative.

Candidates should have demonstrated by his or her action that he/she possesses the following personal characteristics:

1. Be a proven leader in his or her community with broad interests.
2. Be of highest integrity and have complete respect of the community in which he or she lives.
3. Be a mature person and have the ability to exercise sound judgment and logical reasoning.
4. Be willing to support the decisions and actions of the Board once arrived at by action of the majority of the Board.
5. Represent the membership on an impartial basis, not just those in his/her area, but the total membership.
6. Make every effort to obtain increasing member and public understanding and support of the Cooperative and the rural electrification program, while being sensitive to their feelings, concerns, and attitudes.
7. Become skilled in raising questions about the end results being achieved in certain Key Performance Areas and in interpreting Operating and Financial Reports.
8. Provide leadership to meet the changing needs of the membership and to contribute to the development of the Cooperative's service area.

In addition to considering the qualifications described above, questions such as the following may be raised about potential candidates:

1. Does his/her past experience and performance justify consideration for nomination as a director of the Cooperative?
2. Does he/she have the ability and the commitment to further the interests of the Cooperative?
3. Has he/she served in any positions of leadership which specifically qualify him/her to be a director of the Cooperative?
4. Can he/she work well with others on a Board?
5. How much knowledge does he/she have of the Cooperative's objectives, goals and services?
6. Is he/she dependable and available and willing to devote the considerable time required of a director?



## Board Candidate Profile & Headshot

All candidates running for Cherryland Electric Cooperative's board of directors have the opportunity to provide a candidate profile and headshot for publication in the cooperative's Annual Report, included in the May issue of the cooperative's magazine, *Michigan Country Lines*, alongside information about voting in the board election.

If you wish to have your profile and headshot included in the May issue, please adhere to the following requirements:

- **Candidate Profile**

**Format:** To complete your candidate profile, please answer each of the following questions.

1. What is your occupation?
2. What organizations are you currently involved with?
3. Why are you interested in serving on the board of directors?
4. How will your skills, connections, resources, and expertise benefit the cooperative?

**Requirements:** Candidate profiles are limited to a total of 300 words. If your profile exceeds 300 words, only the first 300 words will be printed. Candidate profiles will not be accepted in any other format other than that provided above. Accepted profiles are printed verbatim as provided by the candidate.

- **Headshot**

**Format & Requirements:** Each candidate's headshot must be provided digitally as either a .JPG or .PNG file (minimum size of 150 KB).

**Deadline:** Board candidate profiles and headshots are due to Cherryland's communications team by 4 p.m. on the last business day of March.

**How to Submit:** To submit your candidate profile and headshot, please email Cherryland's Communications & Member Relations Manager, Courtney Doyle at [cdoyle@cherrylandelectric.coop](mailto:cdoyle@cherrylandelectric.coop).

*If you have any questions regarding your candidate profile or headshot, please contact Cherryland's Communications & Member Relations Manager, Courtney Doyle at 231-486-9224 or [cdoyle@cherrylandelectric.coop](mailto:cdoyle@cherrylandelectric.coop).*

CHERRYLAND ELECTRIC COOPERATIVE

POLICY NO. 113

DIRECTOR CANDIDATE INFORMATION



All potential candidates who request the required petitions for the Board of Directors shall be made aware of and given:

1. A written statement outlining the time commitment and overall responsibilities of being a Director, as stated in Appendix "A."
2. A written statement outlining campaign sign requirements and limitations, as stated in Appendix "B."
3. A written statement outlining nominating petition requirements, as stated in Appendix "C."
4. A written statement outlining the campaign finance disclosure requirements, as stated in Appendix "D."
5. Time at the regularly scheduled April board meeting for the candidate to request further information concerning the role of a Director.

It shall be the responsibility of the Chief Executive Officer to enforce this policy.

Initially Adopted: 12/15/86  
Approved: 11/25/24

CHERRYLAND ELECTRIC COOPERATIVE

POLICY NO. 113 – APPENDIX A

TIME COMMITMENT & RESPONSIBILITIES



Persons seeking nomination should:

1. Be willing and able to give time to attend Cooperative meetings such as:
  - a. Annual Membership Meeting (1 day)
  - b. Meetings of the Board (Regular meetings: monthly 12 days/year; Special meetings: approximately 4 days/year)
  - c. Committee Meetings (Approximately 4 meetings/year)
2. Be encouraged to attend meetings and programs that will provide them with background information and knowledge that will enable the Director to make more intelligent choices on all complex matters coming before the Cooperative. The following are not required, but are encouraged:
  - a. State and national associations meetings (may involve travel)
  - b. Director training programs (may involve travel)
  - c. Completion of NRECA Credentialed Cooperative Director Program (within first term)
3. Be willing to make significant contributions to board meetings by raising pertinent discerning questions and by contributing innovative ideas and suggestions.
4. Be willing to spend a considerable amount of time studying and analyzing data and other information presented to the Board to keep fully informed.
5. Disclose any conflict of interest with any other board membership, position, investment, or friendship (either actual or potential).

Initially Adopted: 12/15/86

Approved: 11/25/24

CHERRYLAND ELECTRIC COOPERATIVE

POLICY NO. 113 – APPENDIX B

CAMPAIGN SIGNS



Board candidates seeking office shall be governed by the following guidelines with respect to campaigning and campaign signs at the Annual Meeting:

1. One (1) sign per candidate will be allowed at the site of the Annual Meeting. The sign will be displayed the day of the Annual Meeting only and must be removed the same day.
2. The maximum size for the sign shall be 2' by 3'.
3. The campaign sign must be at least 100' from the ballot boxes.
4. Candidates are permitted to distribute campaign literature at the Annual Meeting provided that the candidate is positioned at least 100' from the ballot box.

Any candidate applying for a petition will be given a copy of this policy.

It shall be the responsibility of the Chief Executive Officer to enforce this policy.

Initially Adopted: 12/15/86  
Approved: 11/25/24

CHERRYLAND ELECTRIC COOPERATIVE

POLICY NO. 113C – APPENDIX C

NOMINATING PETITIONS AND CAMPAIGN COMMUNICATIONS



Board candidates seeking office shall be governed by the following guidelines with respect to nominating petitions:

1. Any qualified member of Cherryland can request a nominating petition from the Secretary of the Board or employee designee.
2. The nominating petition must be signed by at least 25 active Cherryland members in good standing. Original and digital signatures shall be accepted.
3. Signatures must be obtained within 60 days prior of filing the petition.
4. The petition must be filed with the Board Secretary or designated representative between March 1 and the last business day of March by 4:00 p.m. EDT preceding the Annual Meeting.
5. Nominating petition must specify the geographic service area in which the candidate resides and is being nominated.

Board candidates may elect to distribute campaign materials to the membership, subject to the following terms and conditions:

1. Campaign materials may be delivered by U.S. mail or by email no earlier than April 15 and no later than the Cooperative's Annual Meeting.
2. Pursuant to Board Policy No. 135, the Cooperative shall not provide membership mailing lists to candidates but will facilitate the distribution of campaign materials on their behalf with an authorized third-party vendor that has agreed to the Cooperative's data privacy requirements.
3. Campaign materials may be delivered to all or a portion of the membership, including but not limited to members who voted in the previous year's election.
4. Campaign materials sent by email are limited to one (1) mailing per candidate per campaign cycle and cannot be sent from any email address associated with the Cooperative.
5. All campaign materials must include a data privacy disclaimer that shall be provided by the Cooperative.
6. All expenses associated with distribution of campaign materials, including postage, are the sole responsibility of the candidate and must be paid in advance of the campaign mailing.

Initially Adopted: 12/15/86

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7. Candidates are encouraged to provide ample time for the coordination of the mailing, including but not limited to design and draft approval processes as required by the third-party mailing vendor. The Cooperative bears no responsibility for mailing delays.

It shall be the responsibility of the Chief Executive Officer to enforce this policy.

Initially Adopted: 12/15/86  
Approved: 11/25/24

CHERRYLAND ELECTRIC COOPERATIVE

POLICY NO. 113 – APPENDIX D

CAMPAIGN FINANCE DISCLOSURE & REPORTING



The Board of Directors of Cherryland Electric Cooperative desires to encourage and facilitate informed member voting by requiring board candidates seeking office to disclose campaign contributions. While it is not the intent of the Board to prohibit campaign contributions, the Board recognizes and acknowledges the members' interest in identifying potential conflicts of interest when they vote for a board candidate. Accordingly, the Board, by the authority granted to it under Article III of the Cherryland Electric Cooperative Bylaws, shall require any board candidate seeking office to disclose campaign finance information as follows:

1. Report to the Cooperative the name of any individual or entity, including themselves, who a) provides any financial contribution, payment, or in-kind service to or for the benefit of the board candidate or b) purchases or procures any known advertising for the benefit of the board candidate. The amount of any contribution does not need to be reported. However, a board candidate may elect to disclose such information voluntarily.
2. The reporting described in Section 1 above shall be submitted a total of three (3) times per annual board election cycle as follows: a) fifteen (15) days prior to the commencement of the election (the time the members are first allowed to vote electronically or otherwise), b) fifteen (15) days after the election commences, and 3) the day the election closes.
3. All reports referenced in this policy shall be submitted on the forms approved by the Board or the Cooperative's Election & Credentials Committee and provided to the board candidates by the Cooperative. The forms shall specify, among other things, the specific dates reports are due.
4. All reports must be verified with an attestation to the accuracy and completeness of the information contained therein.

Any board candidate campaign finance report received by the Cooperative shall be made available to the membership via the Cooperative's online election resources, including but not limited to, the Cooperative's website, along with the board candidate's biography.

There shall be no penalty assessed or enforced by the Board for a board candidate's failure to comply with the terms of this policy. However, a board candidate's failure to comply with any term of this policy may be disclosed to the membership via the Cooperative's online resources as set forth above in the preceding paragraph of this policy.

Initially Adopted: 12/15/86  
Approved: 11/25/24



## BOARD CANDIDATE CERTIFICATE OF UNDERSTANDING

I, \_\_\_\_\_, a candidate for election to the Cherryland Electric Cooperative Board of Directors, hereby certify that I have read and understand the eligibility requirements for election to the board, and the requirements to remain a board member if elected, as set forth in Article III, Section 2 of the Cherryland Electric Cooperative Bylaws (“Bylaws”).

My signature below certifies the following:

1. I am a bona fide Cherryland Electric Cooperative (the “Cooperative”) member who receives electric utility service from the Cooperative;
2. I am a resident of the area served by the Cooperative;
3. I am not employed by nor do I hold a material financial interest in a competing enterprise or a business directly and substantially competing with the Cooperative;
4. I do not sell goods or services in substantial quantity to the Cooperative, or to a substantial number of members;
5. I am not employed by nor do I have a material financial interest in a business or enterprise that sells goods or services in substantial quantity to the Cooperative, or to a substantial number of members;
6. I am not an employee of the Cooperative;
7. I do not hold office in the Cooperative for which a salary is paid;
8. I do not have an immediate family member employed by the Cooperative, any of its subsidiaries, or affiliated organizations;
9. I have not been employed by the Cooperative, any of its subsidiaries, or affiliated organizations within the 1 year period preceding the election;
10. I am not a convicted felon and understand that a background check may be conducted if I am elected.

I further understand that, if elected to the board, I will be required to comply with the Bylaws of the Cooperative and any other applicable rules and regulations.

\_\_\_\_\_  
*PRINTED NAME*

\_\_\_\_\_  
*SIGNATURE*

\_\_\_\_\_  
*DATE*

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# **BYLAWS**

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**REVISED JUNE, 2022**

**CHERRYLAND  
ELECTRIC  
COOPERATIVE  
GRAWN, MICHIGAN**

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## ARTICLE I: MEMBERS

**SECTION 1: Qualifications and Obligations.** Any person, firm, corporation, limited liability company, partnership, association or body politic may become a member in Cherryland Electric Cooperative (the “Cooperative”) by:

- a) Making application as hereto provided by the Cooperative;
- b) Paying any membership fee hereinafter specified together with any security deposit, service connection deposit or fee, facilities extension deposit, contribution in aid of construction, or any other fee or charge or any combination thereof, as required by the Cooperative;
- c) Agreeing to purchase from the Cooperative electric energy or other services provided by the Cooperative (“Cooperative Services”), including distribution of electric energy as hereinafter specified;
- d) Agreeing to comply with and be bound by the Articles of Incorporation of the Cooperative and these Bylaws, and any amendments thereto and such rules and regulations as may from time to time be adopted by the Cooperative’s Board of Directors (the “Board”);
- e) If the Board determines that any applicant is unable to comply with these Bylaws or the rules and regulations of the Cooperative, as established from time to time, then the Board may refuse the applicant membership in the Cooperative; and
- f) For other good cause as determined by the Board, an applicant may be refused membership in the Cooperative.

No person, firm, corporation, limited liability company, partnership, association or body politic may hold more than one membership in the Cooperative.

**SECTION 2: Joint Membership.** Any two (2) persons may apply for a joint membership and, subject to their compliance with the requirements set forth in Section 1 of this Article, may be accepted for such membership. The term “member” as used in these Bylaws shall be deemed to include any two (2) persons holding a joint membership and any provisions relating to the rights and liabilities of membership shall apply equally with respect to the holders of a 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 a presence of one 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;
- c) A waiver of notice signed by either or both shall constitute a joint waiver;
- d) Notice to either shall constitute notice to both;
- e) Expulsion of either shall terminate the joint membership;
- f) Withdrawal of either shall terminate the joint membership;
- g) A person may convert a single membership to a joint membership by complying with the requirements of paragraphs a), c) and d) of Section 1 of Article I hereof; no additional membership fees shall be required;
- h) The capital account provided for in Section 2 of Article VIII in the name of an individual member who causes such membership to become a joint membership, shall upon the creation of such joint membership, be vested in capital credit to the order of either or both joint members in the sole discretion of the Cooperative;



- i) For purposes of appointment of the Election and Credentials Committee in Section 7 of Article II hereof, each joint member shall be eligible, except as otherwise proscribed in Section 7, for appointment and each joint member so appointed shall be considered as a separate member; and
- j) For purposes of Section 3 of Article III, each joint member signing a nominating petition shall be deemed to be a separate signatory.

**SECTION 3: Membership by Government Agencies.** The Board may, in its discretion, require membership by a governmental unit or agency as a condition to obtain service from the Cooperative.

**SECTION 4: Membership Fee.** A prerequisite to membership may be the payment of a fee by each applicant which shall be designated a membership fee, in such amount and subject to such terms and conditions as may from time to time be established by the Board.

**SECTION 5: Purchase of Cooperative Services.**

- a) *Purchase and Payments.* Each member shall, as soon as services shall be available, purchase from the Cooperative one or more of the services specified in the application for membership and shall pay therefore monthly rates and charges, which shall from time to time be fixed by the Board, as approved by the Michigan Public Service Commission, if necessary or applicable. It is expressly understood that the amounts paid for any service being provided by the Cooperative in excess of the respective 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 Cooperative such minimum amount per month, as shall be fixed by the Board from time to time. Each member shall also pay all amounts owed by him or her to the Cooperative as and when the same shall become due and payable.
- b) *Interconnection with Cooperative Facilities.* Production or use of electrical energy on a member's premises, regardless of the source thereof, by means of facilities which shall be interconnected with Cooperative facilities shall be subject to appropriate regulation as shall be fixed from time to time by the Cooperative.

**SECTION 6: Withdrawal of Membership.** Any member may withdraw from membership upon payment in full of all debts and liabilities of such member to the Cooperative and upon compliance with such terms and conditions as the Board may prescribe.

**SECTION 7: Transfer and Termination of Membership.**

- a) Membership in the Cooperative and a certificate representing the same shall not be transferable, except as hereinafter otherwise provided, and upon the death, cessation of existence, or withdrawal of a member, the membership of such member shall thereupon terminate and the certificate of membership of such member shall be surrendered forthwith to the Cooperative. Termination of membership in any manner shall operate as a release of all right, title and interest of the member in the property and assets of the Cooperative; provided, however, that such termination of membership shall not release the member from the debts or liabilities of such member to the Cooperative.

- b) When a membership is held jointly by two (2) persons, upon the death of either, such membership shall be deemed to be held solely by the survivor with the same effect as though such membership had been originally issued solely to him or her, as the case may be; provided, however, that the estate of the deceased shall not be released from any membership debts or liabilities to the Cooperative.
- c) Membership shall terminate as to any member on the date such member ceases to purchase and use one or more of the services provided by the Cooperative.

**SECTION 8: Member's Petitions.** Petitions by the membership authorized under these Bylaws shall be on forms prepared and available from the Secretary of the Cooperative (as this term is defined in Article V of these Bylaws). All members signing such petitions shall include thereon their mailing address and each member's signature appearing thereon shall be dated as of the date of signing. The person circulating such petition shall be an active member of the Cooperative and shall indicate under oath or affirmation at the end of each petition sheet his or her address, account number and that he or she circulated the petition and is acquainted with the persons whose names are affixed thereto and that such persons signed the petition in his or her presence.

**SECTION 9: Member Grant of Property Rights.** As determined or required by the Cooperative, each member shall provide the Cooperative temporary, or permanent, safe and reliable access to, and use of, any portion of the member's real or personal property which is reasonably necessary to allow the Cooperative to provide services to the member's premises. Upon request from, and under reasonable terms and conditions determined by the Cooperative, each member shall grant and convey, and execute any document reasonably requested by the Cooperative to grant and convey, to the Cooperative any written or oral easement, right-of-way, license, or other property or possessory interest in any real or personal property in which the member possesses any legal right and which is reasonably necessary to allow the Cooperative to provide services to the member's premises.

No member shall tamper or interfere with, damage, or impair any Cooperative equipment. Unless otherwise determined by the Board, the Cooperative owns all Cooperative equipment. Each member shall protect all Cooperative equipment, and shall install, implement, and maintain any protective device or procedure reasonably required by the Cooperative.

Each member shall comply with any procedure required by the Cooperative regarding the provision of any Cooperative Service to any member or person.

**SECTION 10: Member List.** Except as otherwise provided by these Bylaws or the Board, a person may not inspect, copy, or receive a copy of all or part of any member list or similar list of members of the Cooperative.

## **ARTICLE II: MEETINGS OF MEMBERS**

**SECTION 1: Annual Meeting.** The Annual Meeting of the members ("Annual Meeting") shall be held once a year on such day within the month of June or any month thereafter as the Board may select, at such place in the area served by the Cooperative as shall be designated 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 legal holiday, such meeting shall be held on the next succeeding business day.













































