

**NUECES ELECTRIC COOPERATIVE, INC.  
ROBSTOWN, TEXAS**

SCOPE:      CORPORATE POLICY      POLICY NO.      I-2

SUBJECT:      DIRECTOR REQUIREMENTS      DATE REVIEWED

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**I.      OBJECTIVE**

- A.      To provide the Board of Directors certain guidelines and rules to be followed when serving on the Board of Directors.

**II.      POLICY**

The Board of Directors of Nueces Electric Cooperative, Inc., hereby adopts the following requirements:

- A.      Any member serving on the Board of Directors;
  - 1.      Must abide by the Articles of Incorporation and Bylaws of the Cooperative.
  - 2.      Must have the capacity to enter into a legally binding contract.
  - 3.      Must be willing to attend national, state and local associated organization meetings as required, and such institutes and seminars which will aid in keeping the directors well informed on matters affecting the Cooperative. Directors are strongly encouraged to receive a Credentialled Cooperative Director Designation or Director Certificate or similar Certification from the National Rural Electric Cooperative Association.
  - 4.      Must in all respects be in a position to represent the membership on a completely impartial basis for the good of and in the best interests of the entire Cooperative.
  - 5.      Must not use or cause to be used, the position of director to further his/her own personal or political interests.

B.      Duties and Responsibilities of Directors

Service as a director shall include participating in the functions of the Board at all regular and special meetings. Specific duties and responsibilities of the directors are set forth in Policy No. I-4.

C.      Additional Considerations

This policy shall supplement the Articles of Incorporation, Bylaws, applicable statutes and governmental rules and regulations applicable to directors.

**III.      RESPONSIBILITIES**

- A.      Failure of any Board member to abide by the rules and guidelines as set forth herein shall be subject to disciplinary action as set forth in the Bylaws, including removal from the Board.

B. The Board of Directors shall review and make necessary changes in this policy as may be recommended or that are required by changing circumstances.

This policy supersedes all previously established policies and all other material in conflict with its provisions.

Approved by the Board of Directors this 27<sup>th</sup> day of August 2024.

Brian M Menking  
Brian Menking, President

David Rosse  
David Rosse, Secretary