



SUPPLEMENTAL BY-LAW OF EAST SMOKY GAS CO-OP

SUPPLEMENTAL BY-LAW

At a general meeting of the East Smoky Gas Co-op Ltd. (the Association) held on the 25th day of March, 2015 it was regularly moved and seconded that:

The Association add to its Supplementary By-laws, the following By-law No. 12.

Election of Directors

Any member of the Association who is a "Member in Good Standing" as defined in the Association's by-laws may attend and vote at meetings of the Association and be elected a director of the Association subject to the nomination eligibility provisions of this by-law.

A member is eligible to be nominated for election as a director if:

- a. The member is "in good standing".
- b. The member is not an employee of the Association or an employee of a company under contract to the Association.
- c. The member's spouse or common-law partner is not a permanent employee or director of the Association.
- d. The member or the member's spouse or common-law partner is not a director, officer or employee of other institutions or businesses that are engaged in activities similar to the activities of the Association.
- e. The member is in agreement with and is prepared to sign a commitment letter to adhere to the Director's Handbook for Rural Gas Utilities (**alternatively – adhere to the Association's Code of Conduct**)

The procedure for board nominations will be as follows:

- a. Nomination packages will be available 60 days prior to the Association's Annual General Meeting.
- b. Nomination papers must be returned to the Association's office 30 days prior to the Association's Annual General Meeting.
- c. Nomination papers must be signed by 5 members in good standing.
- d. The board will vet all nominations to determine if a proposed nominee is a member in good standing.
- e. The names and history of each nominee will be sent to the members of the Association in a publication prior to the Association's Annual General Meeting.

The election process will be as follows:

- a. Membership in the Association will be validated upon registration at the meeting.
- b. Members are only entitled to one vote regardless of the number of contracts.
- c. Each voting member cannot vote for more positions than are open for election.
- d. The ballots will be counted by the board nominations committee and scrutineers appointed at the Association's Annual General Meeting.


The term of a director is 3 years.

Retiring directors are eligible for re-election.

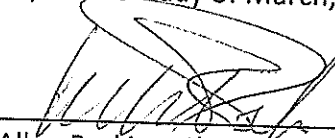
On being put to the meeting, the motion was carried.

The Association having given at least ten (10) days written notice to the membership of such a motion, the above Supplemental By-law was passed by the required majority of those members present at the general meeting.

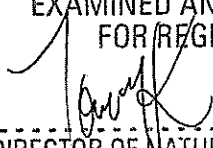
Dated at the hamlet of Ridgevalley, in the province of Alberta, this 25th day of March, 2015.



Margo Stevenson, Secretary Treasurer



Allen Perkins, Chairman

EXAMINED AND RECOMMENDED
FOR REGISTRATION BY

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DIRECTOR OF NATURAL GAS CO-OPERATIVES
DATE April 21 2015