

ARTICLE V – BOARD OFFICERS AND OTHER OFFICERS

SECTION 5.02. Election and Term of Office. The Board Officers shall be elected annually by and from the Board of Directors at the first meeting of the Board of Directors held after each Annual Meeting of the Members. If the election of Board Officers shall not be held at such meeting, such election shall be held as soon thereafter as practical. Each Board Officer shall hold office until the first meeting of the Board of Directors following the next succeeding Annual Meeting of the Members or until his successor shall have been duly elected and shall have qualified, subject to the provisions of these Bylaws with respect to the removal of Board Officers. Directors who have served two consecutive terms in a given office shall be ineligible for re-election to such office until having been out of such office for at least one (1) year. Any other officers may be appointed by the Board from among such persons by majority vote, and with such title, tenure, responsibilities and authorities as the Board of Directors may from time to time deem advisable.

SECTION 5.03. Removal. Any Board Officer, officer or agent elected or appointed by the Board of Directors may be removed from such office by the Board of Directors by majority vote whenever, in its judgment, the best interests of the Cooperative will be served thereby.

SECTION 5.04. Vacancies. Except as otherwise provided in these Bylaws, a vacancy in any Board Officer or office may be filled by majority vote of the Board of Directors for the unexpired portion of the term.