

2nd 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. Article IV, BOARD OF DIRECTORS, Section 4.4(D) *Nominations from the Floor* shall be deleted in its entirety.

3. Article IV, BOARD OF DIRECTORS, Section 4.3(B) *Conflict of Interest Director Qualifications* shall be changed to read as follows:

Conflict of Interest Director Qualifications. While a Director, and during the five years immediately prior to becoming a Director, a Director or Director candidate must not be, nor have been:

1. A Close Relative of any existing Director;
2. An existing, or a Close Relative of an existing, non-Director Cooperative Officer, employee, agent, or representative;
3. Employed by, materially affiliated with, or share a material financial interest with, any other Director; or
4. Engaged in, nor employed by, materially affiliated with, or have a material financial interest in, any individual or entity other than an entity in which the cooperative possessed an ownership interest (other than an entity in which the Cooperative possesses an ownership interest):
 - a. Directly and substantially competing with the Cooperative;
 - b. Selling goods or services in substantial quantity to the Cooperative or to a substantial number of Members; or
 - c. Possessing a substantial conflict of interest with the Cooperative.

Items a-c collectively, "Conflict of Interest Director Qualifications."

4. The amendment was adopted by unanimous written consent of all the directors in accordance with Section 13.1-685 of the Code of Virginia on the 18th day of December, 2025.

CRAIG-BOTETOURT ELECTRIC COOPERATIVE

BY 
Patrick J. Ryan, President

Attest:


JC Winstead, Secretary