

## **A. DUTIES OF A DIRECTOR**

In a nutshell, directors govern the cooperative. They decide how the resources and services of the cooperative are to be used for the benefit of all members. They are guided by the cooperative's bylaws, which were approved by the membership and founded on state laws under which the cooperative is incorporated.

The board of directors is legally responsible to the members for the management of the cooperative. While the board delegates the day-to-day management to a hired CEO/General Manager, it can never delegate its legal accountability.

The board exercises responsibility for selecting and appraising the performance of the CEO/General Manager, determining policy, and planning and controlling cooperative performance, including setting objectives and coordinating the cooperative's resources to achieve an image of what should be done in one year, five years, or ten years. They must also assure compliance with rules of various federal, state and regulatory agencies.

High legal and moral standards dictate how directors carry out the stewardship of the cooperative, and directors must subordinate their personal interests to those of the cooperative and perform their duties with due care in the best interest of all members.

### **DIRECTOR QUALIFICATIONS (an excerpt from CVTC's Bylaws)**

No person shall be eligible to become or remain a Director, or to hold any position of trust in the Cooperative who:

[a] Is a close relative of an incumbent Director or of an employee of the Cooperative, or is not a member in good standing of the Cooperative and receiving service therefrom at either the member's primary residential abode or place of business:

[b] Is an officer or employee of a collective bargaining unit with which the Cooperative has a labor contract;

[c] Is in any way employed by or financially interested in a competing enterprise, or a business selling telecommunication service or supplies to the Cooperative.

. . .

[h] To remain a Director, the Director must attend two-thirds (2/3) or more of the regular meetings during each twelve-month period, beginning with the month of his/her election. . . .

For the purpose of this section and these Bylaws, "close relative" includes parents, husband, wife, children, brothers, sisters, grandparents, grandchildren, uncles, aunts, nephews, and nieces, by blood, by marriage, or by adoption, and spouses of any of the foregoing, or anyone who principally resides in the same residence.