

Article 3: Meeting of Members

SECTION 3.01. ANNUAL MEETING.

The Annual Meeting of the members shall be held on the second Friday in August of each year, as shall be determined and designated by the Board of Directors and as shall be designated in the notice of the meeting, for the purpose of electing directors, passing upon reports covering the previous fiscal year and transacting such other business as may come before the meeting. If the day fixed for the Annual Meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. Failure to hold the Annual Meeting at the designated time shall not work a forfeiture or dissolution of the Cooperative.

SECTION 3.02. SPECIAL MEETINGS.

Special meetings of the members may be called by the Board of Directors, by that number of directors that is one (1) less than a majority of the directors in office, or upon a written request signed by at least ten per centum (10%) of all the members, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. Special Meetings of the members may be held at any place within the area served by the Cooperative as shall be determined and designated by the Board of Directors and which place must be specified in the notice of the Special Meeting.

SECTION 3.03. NOTICE OF MEMBER MEETINGS.

Written or printed notice of the place, date and hour of the meeting and, in the case of a special meeting or of an annual meeting at which business requiring special notice is to be transacted, the purpose or purposes of the meeting shall be delivered to each member, by mail, by the Secretary (and, in the case of a special meeting, at the direction of those calling the meeting). Any such notice may be included with member service billings or as an integral part of the Cooperative's monthly newsletter. No matter the carrying of which, as provided by law, requires the affirmative votes of at least a majority of all the Cooperative's members shall be acted upon at any meeting of the members unless notice of such matter shall have been contained in the notice of the meeting. Such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Cooperative, with postage thereon prepaid and postmarked not later than the minimally required days prior to the meeting date that notice must be given, as follows:

- (1) except as otherwise provided in these Bylaws, not less than ninety (90) days prior to the date of a meeting of the members at which the Cooperative's dissolution or the sale or lease-sale of all or any substantial portion of its assets and properties devoted to and used or useful in furnishing electric service is scheduled to be considered and acted upon; or
- (2) Not less than sixty (60) days prior to the date of a meeting of the members of the Cooperative:
 - (a) Having a primary purpose and at which the sale or lease-sale of all or any substantial portion of its assets and properties devoted to and used or useful in pursuance of one (1) or more

secondary purposes is, solely because its bylaws so require, scheduled to be acted upon by the members; or

(b) Having one (1) or more secondary purposes only and at which the sale or lease- sale of all or any substantial portion of its assets and properties devoted to and used or useful in pursuance of one (1) or more such purposes is scheduled to be considered and acted upon;

(3) except as otherwise provided in these Bylaws, not less than forty-five (45) days prior to the date of a meeting of the members of the Cooperative at which a merger or consolidation with one or more other cooperatives is scheduled to be considered and acted upon; or

(4) if subdivision (1), (2) or (3) foregoing is not applicable, not less than five (5) nor more than twenty-five (25) days prior to the date of the meeting.

The incidental and non-intended failure of any member to receive such notice shall not invalidate any action which may be taken by the members at any such meeting, and the attendance in person of a member at any meeting of the members shall constitute a waiver of notice of such meeting, unless such attendance shall be for the express purpose of objecting to the transaction of any business, or one or more items of business, on the ground that the meeting shall not have been lawfully called or convened. Any member attending any meeting for the purpose of making such objection shall notify the Secretary prior to or at the beginning of the meeting of his objection.

SECTION 3.04. QUORUM.

A quorum for the transaction of business at meetings of the members shall, except as provided in the next following sentence, be the lesser of two percent (2%) of all members or one hundred (100) members; and, once such a quorum is established, the meeting may proceed to transact all business that may lawfully come before it so long as at least the lesser of one percent (1%) of all members or fifty-one (51) members remain present. In the case of a meeting of the members at which the dissolution of the Cooperative or the sale or lease-sale of all or any substantial portion of its assets and property devoted to and used or useful in furnishing electric service is scheduled to be considered and acted upon pursuant, the quorum requirement shall be and shall remain through the meeting ten percent (10%) of all members. If mail balloting is otherwise allowed, ballots so delivered to the Cooperative shall not be counted in determining the existence of a quorum.

If, at any member meeting, less than the required quorum is present to enable the meeting to begin transacting business, or if the quorum requirement for it to continue ceases to exist, a majority of those present may adjourn the meeting from time to time without further notice; PROVIDED, if a majority of those present in person so resolve, the Secretary shall notify any absent members of the time, day and place of such adjourned meeting by delivering notice thereof as provided in Section 3.03. At all meetings of the members, whether a quorum be present or not, the Secretary shall annex to the meeting minutes, or incorporate therein by reference a list of those members who were registered as present in person, and a list of those members having voted by mail shall be kept one year.

SECTION 3.05. VOTING.

Each member shall be entitled to one (1) vote upon each matter submitted to a vote, regardless of the number of memberships held by the member. Each member entitled to a vote shall be an active member of the Cooperative, who is actually presently receiving service from the Cooperative. Where a membership is issued in the single name of one spouse, the other unnamed but identified spouse shall have a right to can the vote of the named spouse on any motion, resolution, election or at any meeting of members when the spouse named in the membership is not present at such meeting. All questions and elections shall be decided by a vote of a plurality of the members voting thereon, except as otherwise provided by law, the Articles of Conversion of the Cooperative, or these Bylaws. All voting on the election of Directors, on any motion or resolution, or any other matter submitted to the membership, shall be by mail; however, this provision shall not apply when voting in person is required by law.

SECTION 3.06. VOTING BY MAIL.

The Secretary shall enclose with the notice of the annual meeting or special meeting of the members an exact copy of such motion or resolution to be acted upon and such member shall express his or her vote thereon by marking “for” or “against” on each such motion or resolution in the space provided therefor, and in the case of election of directors, the Secretary shall enclose the “Ballot for Directors” to be marked by the member, and the member shall enclose each copy so marked in a sealed envelope bearing the member’s name, signature, account number and addressed to the Secretary. When such written vote so enclosed is received by mail or any other reasonable means of delivery from any member, it shall be counted as the vote of the member at such meeting if received by the Cooperative at the main office or any district office by no later than at least three (3) business days prior to the date on which the annual meeting of the members is scheduled to be held, and the Secretary shall announce the winner(s) at such meeting (or by timely written communication mailed to all members if for any reason the meeting is not duly held), and the persons so elected shall take office at the board meeting first held on or after the date on which the member meeting was scheduled to be held. In case a membership is owned by husband and wife, or joint tenants, with right of survivorship, a written vote received from the owner or owners of this particular membership shall constitute one (1) vote. The failure of any member to receive a copy of any such motion or resolution or ballot shall not invalidate any action which may be taken at the meeting by the members at which the ballot is to be voted.

SECTION 3.07. CREDENTIALS AND ELECTION COMMITTEE.

At least sixty (60) days before any meeting of the members, the Board of Directors shall appoint a Credentials and Election Committee. The committee shall consist of not less than five (5) nor more than fifteen (15) members of the Cooperative who are not existing Cooperative employees, agents, officers, directors, or known candidates for directors and who are not close relatives (as defined in Section 4.13.) or members of the same household of such persons. In the appointment of the committee, the Board of Directors shall consider the equitable representation of the several areas served by the Cooperative. The committee shall elect its own chairman and secretary prior to the member meeting. It shall be the responsibility of the committee:

- (a) To establish or approve the manner of conducting member registration;
- (b) To establish or approve any ballot;

- (c) To supervise the count of all ballots or other votes cast in any election;
- (d) To rule upon the effect of any ballots or other vote irregularly or indecisively marked or cast;
- (e) To rule upon all other questions that may arise relating to member voting and the election of directors (including but not limited to the validity of petitions or nominations or the qualifications of candidates and the regularity of the nominations and election of directors);
- (f) To pass upon any protest or objection filed with respect to any election or conduct affecting the results of any election. In the exercise of the committee's responsibility, the Cooperative will make its legal counsel available for advice;

In the event a protest or objection is filed concerning the election, such protest or objection must be filed during or within three (3) business days following the adjournment of the meeting in which the voting results of the election or the results of any other vote are announced.

Should any such protest or objection be filed, the committee shall thereupon be reconvened, upon notice from its chairman or secretary, not less than seven (7) days after such protest or objection is filed. The committee shall hear such evidence as is presented by the protesters or objectors, who may be heard in person, by counsel, or both, and any opposing evidence.

The committee, by a vote of a majority of those present and voting, shall within a reasonable time, but not later than thirty (30) days after such hearing, render its decision, the result of which may be to affirm the election, to change the outcome thereof or to set it aside. The committee's decision on all matters covered by this section shall be final. The committee may not act on any matter unless a majority of the committee is present.

SECTION 3.08. ORDER OF BUSINESS.

The order of business at the annual meeting of the members, and so far as possible at all other meetings of the members, shall be essentially as follows:

1. Call of the roll (or registration of members).
2. Reading of the notice of the meeting and proof of the due publication or mailing thereof, or the waiver or waivers of notice of the meeting, as the case may be.
3. Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon.
4. Presentation and consideration of, and acting upon, reports of officers, directors and committees.
5. Election of directors.
6. Unfinished business.
7. New business.
8. Adjournments.