

ARTICLE II. MEMBER MEETINGS AND MEMBER VOTING

Section 2.1 Member Meetings. The Cooperative will periodically hold meetings of its Members (“Member Meetings”), including an Annual Member Meeting, Special Member Meeting, and Informational Member Meeting as set forth below.

Section 2.2 Annual Member Meetings. The Cooperative will hold an Annual Member Meeting of its Members (“Annual Member Meeting”) within any county in which the Cooperative provides Electric Service between January 1 and June 30 each year. The Board will determine the precise date, time, and location of the Annual Member Meeting.

(A) *Alternative Annual Meeting Format or Schedule as Needed*. Notwithstanding any other provisions to the contrary herein, if circumstances arise that cause any Member Meeting described herein to be unsafe, unwarranted, or inconvenient for the Cooperative or its members, as determined by the Board in its discretion, the Board may choose to postpone the Annual Member Meeting beyond June 30 of any year and may choose to hold any Member Meeting as a virtual or online member meeting. In the case of a virtual meeting, the Board may authorize the use of absentee or electronic balloting for issues to be voted on by the membership. If an online or virtual meeting format is selected, the quorum requirements of Bylaw Section 2.8 will be deemed met for any on-line or virtual presence so long as, on any membership votes taken, there are at least 75 votes cast for any issues decided by absentee or electronic voting at an online or virtual meeting.

Section 2.3 Special Member Meetings.

- (A) *Calling of a Special Member Meeting*. The Cooperative must hold a special meeting of its members (a “Special Member Meeting”) within a county in which the Cooperative provides Electric Service, at a date, time, and location determined by the Board but within no later than 120 days following:
- (i) A vote of the majority of the Board;
 - (ii) Receipt of a valid Member Demand as defined herein.
- (B) *Member Demand*. A valid demand for a special member meeting (a “Member Demand”) must satisfy each of the following requirements:
- (i) It must be in writing;
 - (ii) It must be signed and dated by at least 10% of the Membership as of the Record Date within 60 days following the date of the first signature; and
 - (iii) On each page, it must describe the matter or matters to be considered, voted or acted upon at the Special Member Meeting.
- (C) *Evaluation of Member Demands*. The Board in its sole discretion must evaluate whether a Member Demand complies with the foregoing provisions so as to require a Special Member Meeting.
- (D) *Notice of Member Demands*. Member Demands must be provided to the Board within one month of receipt of the Member Demand.
- (E) *Failure to set Special Member Meeting*. If the Cooperative fails to notify the

Members of a Special Member Meeting within 45 days of receiving any Member Demand, then a Member signing the Member Demand may: (i) reasonably set the time, place and location of the Special Member Meeting; and (ii) properly notify Members of the Special Member Meeting in the manner provided herein.

~~(E)(A) *Alternative Meeting Format or Schedule as Needed.* Notwithstanding any other provisions to the contrary herein, if circumstances arise that cause any Member Meeting described herein to be unsafe, unwarranted, or inconvenient for the Cooperative or its members, as determined by the Board in its discretion, the Board may choose to postpone the Annual Member Meeting beyond June 30 of any year and may choose to hold any Member Meeting as a virtual or online member meeting. In the case of a virtual meeting, the Board may authorize the use of absentee or electronic balloting for issues to be voted on by the membership. If an online or virtual meeting format is selected, the quorum requirements of Bylaw Section 2.8 will be deemed met for any on-line or virtual presence so long as, on any membership votes taken, there are at least 75 votes cast for any issues decided by absentee or electronic voting at an online or virtual meeting.~~

Section 2.4 Conduct and Attendance at Member Meetings. The following provisions shall govern the attendance and conduct of all Annual Member Meetings and Special Member Meetings:

- (A) *Order of Business*. Subject to the requirements of Section 2.5, the Board will determine the agenda and order of business for Meetings.
- (B) *Conduct of Meeting*. Unless otherwise determined by the Board before any Annual Member Meeting or Special Member Meeting, the chairman of the Cooperative will preside at all Meetings and may exercise any power reasonably necessary for the efficient and effective conduct of the Meeting. In years which the then current Chairman has been nominated for election to another term on the Board, the Vice-President, or such other Person designated by the Board, will preside over all proceedings relative to the election of the Board.
- (C) *Member Action at Member Meetings*. Unless otherwise determined by the Board before any Annual Member Meeting or Special Member Meeting, Members may consider, vote, or act at Meetings only upon matters which:
 - (i) the Members are required to consider, vote, or act under these Bylaws and applicable Law;
 - (ii) these Bylaws expressly grant Members the right to vote; and
 - (iii) in the case of Special Member Meetings, solely on the issue specified in the notice of the Special Member Meeting.

Except as provided above, all action taken at a meeting of the Members is not binding on the Cooperative and will be deemed advisory in nature.

Section 2.5 Notice of Member Meetings. The Cooperative must deliver written notice of any Member Meeting (whether an Annual or Special) to all Members at least 10, but no more than 30, days prior to the Meeting.

- (A) *Means of Notice*. Notice may be delivered:

- (i) personally;
 - (ii) by mail; or
 - (iii) by electronic means of communication to any Member who has authorized electronic delivery.
- (B) *Time of Delivery; Effect of Non-Receipt.* Unless these Bylaws provide otherwise, notice of a Meeting is delivered:
- (i) If personally delivered, when delivered to the Member personally;
 - (ii) If mailed, when deposited in the United States mail in a sealed envelope with pre-paid postage affixed and addressed to a Member at the Member's address shown on Cooperative records; or
 - (iii) If delivered electronically, when sent by electronic means.

Delivery of notice to one of two Joint Members constitutes delivery of notice to the Joint Member. The failure of any Member to receive a notice of a Meeting sent as allowed by this Section 2.5 will not affect the validity of any action taken at the Meeting.

- (C) *Content of Notice.* The notice must indicate the date, time, and location of the Meeting, as well as other information as may be reasonably provided relative to the matters to come before the Members at the meeting.
- (D) *Special Member Meeting Notice.* In addition to the foregoing, notice for any Special Member Meeting must state the purpose of the Special Member Meeting and describe any matter to be considered, or voted or acted upon.
- (E) *Notice of Adjournment.* Unless otherwise provided in these Bylaws, the Cooperative must notify Members of a Meeting adjourned to another date, time, or location ("Adjourned Meeting") unless:
- (i) the Meeting is adjourned to another date occurring within 60 days following the Record Date for the original Meeting; and
 - (ii) the new date, time or location is announced at the Meeting prior to adjournment.

Section 2.6 Waiver of Notice.

- (A) *Written Waiver.* A Member may waive notice of a Meeting, or waive notice of any matter to be considered, or voted or acted upon, at a Meeting, by signing and delivering to the Cooperative a written or electronic waiver of notice either prior to the Meeting or within 30 days following the Meeting.
- (B) *Waiver by Attendance.* Unless a Member objects to holding or transacting business at a Meeting, a Member's attendance in person at a Meeting or submission of an electronic or paper absentee ballot waives the Member's objection to lack of notice, or to defective notice, of the Meeting. Unless a Member objects to considering a matter at a Meeting, a Member's attendance at the Meeting or submission of an electronic or paper absentee ballot waives the Member's objection to considering, or voting or acting upon, the matter at the Meeting.

Section 2.7 Record Dates. The date to be used for sending notices to Members of Member Meetings, determining the validity of a Member Demand, or to determine who is authorized to vote at a Member Meeting or Adjourned Meeting (the “Record Date”) is as follows:

- (A) *Member Meeting*. The Board may fix a Record Date for determining the number of Members entitled to receive notice of an Annual Member Meeting or a Special Member Meeting and to vote at a Meeting. Unless otherwise fixed by the Board, the Record Date for determining the total number of Members is:
 - (i) for purposes of determining who must receive notice of a Member Meeting, the close of business on the business day that is fourteen (14) days preceding the day the Cooperative notifies Members of the Member Meeting; and
 - (ii) for purposes of determining which Members may vote at the Member Meeting, the date of the Member Meeting.
- (B) *Member Demand*. The Record Date for determining the total number of Members and Members entitled to sign a Member Demand is the close of business on the 45th day prior to the Cooperative’s receipt of the Member Demand.
- (C) *Adjourned Meeting*. The Record Date for determining the total Members entitled to vote at a Member Meeting adjourned to a date not more than 60 days following the original Record Date is the date of the Adjourned Meeting. If the Meeting is not held within 60 days following the Record Date for the Adjourned Meeting, the procedure set forth in Section 2.7(A) will apply.

Section 2.8 Quorum. The presence in person of at least 75 Members entitled to vote, or their proxies (only if expressly allowed by Section 2.13), constitutes a quorum for the transaction of business at Member Meetings. In the case of a Joint Membership, the presence at the meeting of either of the Joint Members will be regarded as the presence of one Member. Members represented by submitted paper or electronic absentee ballots may be counted in computing a quorum for a Member Meeting but only on those motions or resolutions as to which an absentee vote is authorized and submitted. If less than a quorum is present at any meeting, the majority of those present may adjourn the meeting to a date not more than 60 days following the date of the Member Meeting.

Section 2.9 Voting. Upon presenting identification or proof of Cooperative Membership as required in this provision, and regardless of the value or quantity of Electric Service used, each non-suspended Member may cast one (1) vote on any matter for which the Member is entitled to vote. No individual may cast more than one vote except that, an individual who is entitled to vote as an individual Member or spouse of an individual Member may also vote as the representative of an entity or entities that the member represents. If a Member and a Member’s spouse both attend the meeting, either one may vote unless the Member objects, in which case only the Member will be entitled to vote. Individuals voting on behalf of an Entity must execute a statement indicating that the person is a director, officer, or employee of the Entity which is a Member, and that he or she is authorized by the Entity to cast its vote at the meeting.

Section 2.10 Conditions for Action and Approval. Unless otherwise provided by Law, the Articles, or these Bylaws, Members approve a matter and act if a quorum is present in person or by counting submitted paper or electronic absentee ballots, and a majority of Members

entitled to vote on a matter, and voting on the matter, vote in favor of the matter.

Section 2.11 Manner of Voting. The individual presiding over the vote at any Meeting may require the Members to vote by voice. If the individual presiding over the vote determines in good faith that a voice vote is not sufficient to determine the vote results accurately, then the Members shall vote by written ballot, or by any other reasonable manner determined by the individual presiding over the vote.

Section 2.12 No Cumulation. Members may not cumulate votes. Agreements signed by Members providing the manner in which a Member will vote are not valid.

Section 2.13 Voting by Proxy. Members may not appoint another Member or individual to vote on any matter for the Member, and the Cooperative will not accept such votes. Notwithstanding the foregoing, if a Member does not attend a Member Meeting, then the Member's spouse may attend the Member Meeting and vote as the Member's proxy. All Members represented by a spouse will be considered and counted in determining whether a quorum exists.

Section 2.14 Informational Meetings. The Cooperative may hold informational meetings of the Members ("Informational Meeting"). Informational Meetings may be addressed to all Members, to Members in one or more districts, or to Members of particular service classes. The purpose of Informational Meetings shall be solely to communicate with the Members and to receive input or comment on matters of Cooperative concern. No action may be taken at any Informational Meeting. Informational Meetings are not subject to any of the requirements of this Article pertaining to Annual and Special Member Meetings, including those governing conduct of Meetings, notice of Meetings, or voting at Meetings as set forth in Section 2.4 through 2.10 and 2.15.

Section 2.15 Absentee Voting: In connection with any matter to be voted on by the members at a Member Meeting, absent Members may submit written, signed votes or electronic votes (collectively "absentee votes") when specifically authorized in advance by resolution of the Board. When so authorized, absentee votes shall be valid and entitled to the same force and effect as a vote in person if the Member has been previously notified in writing of the exact motion or resolution upon which the vote is taken. When so authorized, absentee signed or electronic votes shall be submitted to the Cooperative in the manner prescribed by Board in the notice of the applicable Member Meeting, including, but not limited to, any method and timing for delivery of such signed or electronic votes to the Cooperative in advance of the applicable Member Meeting as may be permitted by applicable law. A Member who submits a signed vote on a motion or resolution in accordance with this provision shall not be entitled to cast an additional vote on the same motion or resolution should such Member appear in person at the applicable meeting, and, in the event of such appearance in person, such Member shall notify the Cooperative at such meeting that such Member previously submitted a signed vote so that such Member will not be double-counted in calculating the number of votes cast on, or the presence of a quorum with respect to, the applicable motion or resolution.

- (a) Any Member may vote by mail for Directors or on any issue if allowed and authorized by and at the discretion of the Board. The absentee ballot(s) or the procedures for electronic voting or for requesting absentee ballots shall be mailed or electronically mailed with the notice of the annual meeting.

(b) Each mail or electronic ballot must:

(1) provide an opportunity to vote for or against each proposed action;

(2) contain, or be accompanied by,

(a) a copy or summary of such proposed action, including any motion, resolution, amendment, other written statement or links to videos, and identify any candidate upon which Member is asked to vote;

(b) the date of any member meeting at which the Members are scheduled to vote on the matter;

(c) the number of responses needed to meet the Member quorum;

- (d) the percentage of approvals necessary to approve the action;
 - (e) instructions to the Member on how to complete and return the completed ballot; and
- (e) A Member's vote at a Member meeting must be in person, by electronic vote or by mail and not by proxy except as provided above for a vote by a spouse.
- (f) A Member may vote by email or mail on the ballot (a "Mailed Ballot") prescribed in this section on any motion, resolution or amendment that the Board submits for vote by mail to the Members, and a Member shall be allowed to vote by mail for the election of directors.
- (g) The Mailed Ballot shall be in the form prescribed by the Board and shall contain:
- (1) the exact text of the proposed motion, resolution or amendment to be acted on at the meeting, or
 - (2) the names, number, district and term length of the candidates for the director position(s) to be filled; and
 - (3) spaces opposite the text of the motion, resolution or amendment, or candidate's name, in which the member may indicate an affirmative or negative vote.
- (h) The member shall express a choice by following instructions on an emailed ballot, or marking an "X" in the appropriate space on the Mailed Ballot and mail or deliver the Mailed Ballot to the Cooperative, or its duly authorized agent, in a plain, sealed envelope (the "Privacy Envelope") inside another envelope (the "Return Identification Envelope") bearing the Member's name.
- (i) Any material soliciting approval of any action by Mailed Ballots must:
- (1) contain, or be accompanied by a copy or summary of such proposed action;
 - (2) indicate the number of responses needed to meet the member quorum;
 - (3) state the percentage of approvals necessary to approve the action; and
 - (4) specify the time by which the Cooperative must receive the completed Mailed Ballot.
- (j) A properly emailed or executed Mailed Ballot received on or before the date of the Member meeting shall be accepted by the Board and counted as the vote of the Member.
- (k) A Member who is other than a natural person must designate a natural person to represent it by giving the Cooperative a written notice at or before the Member meeting, that shows that the named representative has been authorized by the

managing board of such Member to represent it at the meeting of this Cooperative and/or that it is authorized to submit an electronic or written absentee ballot on an issue. An individual may represent no more than one such Member, but may also vote as an individual if (s)he is a Member individually.