

FIRST AMENDED AND RESTATED BYLAWS
REVISED OCTOBER 29, 2019

ARTICLE II. MEMBER MEETINGS AND MEMBER VOTING

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 mail~~ or electronically ~~submit~~ 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 absentee~~ votes to the Cooperative in advance of the applicable Member Meeting as may be permitted by applicable law. A Member who submits ~~a signed an absentee~~ 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 an absentee~~ 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.

~~(Aa)~~ Any Member may ~~vote by submit an mail absentee vote~~ 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 ~~A~~annual ~~M~~meeting.

~~(Bb)~~ Each ~~mail or electronic absentee~~ ballot must:

- (1) provide an opportunity to vote for or against each proposed action, with 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
- (2) contain, or be accompanied by,
 - (a) a copy or summary of such proposed action, including the exact text of 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;

~~(f) specify identification of the time by which the Cooperative must receive the completed ballot; and~~
~~e. in the case of director elections: the names, number, district and term length of the candidates for the director position(s) to be filled.~~
~~and~~

~~(e) A Member's vote at a Member meeting must be in person, by electronic vote or by mail absentee vote 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 Absentee 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 electronic ballot, or marking an "X" in the appropriate space(s) on the Mailed Bballot and mail or deliver the Mmailed Bballot 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 aAbsentee Bballot received on or before the date identified in section ~~(i)(4)(b)(2)(f)~~ above 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 Mmeeting, that shows that the named representative has been authorized by the 16 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.~~