

ARTICLE III MEETINGS OF MEMBERS

SECTION 3. NOTICE OF MEMBERS' MEETING. Written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting or annual meeting at which business other than that listed in Section 8 of this Article is to be transacted, or as otherwise provided in Article VIII, Disposition of Property, the purpose or purposes for which the meeting is called, shall be delivered not less than ten days nor more than ~~twenty-five~~ forty-five days before the date of the meeting, either personally or by mail, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the persons calling the meeting, to each member. If mailed, 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. The failure of any member to receive notice of an annual meeting or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

~~**SECTION 5. VOTING.** Each member shall be entitled to only one vote upon each matter submitted to a vote at a meeting of the members. All questions shall be decided by a vote of a majority of the members voting thereon in person, except as otherwise provided by law, the articles of incorporation of these Bylaws. No voting by mail or by proxy shall be permitted.~~

SECTION 5.

(a) VOTING . Each member shall be entitled to only one vote as provided for herein.

District Trustee election and changes to the Bylaws shall be decided by a vote of the majority of the membership voting thereon by mail-in ballot or in person at the meeting of the membership at which such election or vote is scheduled to occur. Except as otherwise provided in Article VIII, Disposition of Property, all other questions shall be decided by a vote of a majority of the membership voting thereon in person. Members may not vote by proxy.

(b) PROCEDURE FOR MAIL-IN BALLOT. When a vote concerning a proposed change to the Bylaws election is held by mail-in ballot, each member of the Cooperative shall be furnished, by mail, along with his/her written notice of the membership meeting, a mail-in ballot for the vote, and a copy of the proposed alteration, amendment or repeal. In the case of a trustee election, members of the Cooperative shall receive a ballot accompanied by a "Trustee Candidate Qualifications and Statement" information sheet, which shall describe pertinent candidate qualifications and a statement from the candidate seeking election. The Board of Trustees shall adopt a mail-in ballot system calculated to maintain the secrecy of each member's vote. Mail-in ballots must be returned to the Cooperative's designated recipient via return mail, sealed in the secret ballot envelope furnished by the Cooperative and received by the Cooperative or its designated recipient not later than the close of business of the day which is two (2) business days preceding the date of the meeting at which the vote is scheduled to occur. All mail-in ballots shall remain sealed until counted. Members not voting by mail-in ballot shall be entitled to

vote in person at the meeting at which the election is scheduled to occur. The Board of Trustees shall adopt procedures calculated to ensure that only members not voting by mail- in ballot vote in person at the meeting.

SECTION 7. NOMINATIONS AND ELECTIONS OF TRUSTEES.

(a) Nominating Committee Nominations. At least ~~thirty (30)~~ Ninety (90) days prior to any member meeting at which members are scheduled to elect Trustees, the Board of Trustees shall appoint a Nominating Committee consisting of at least one member from each district wherein an election is to be held. No officer or member of the Board of Trustees shall be appointed a member of such committee. At least ~~twenty (20)~~ Seventy-five (75) days prior to the member meeting at which members are scheduled to elect Trustees, the Nominating Committee shall:

(1) Nominate at least one individual to run for election at each Trustee position for which members are scheduled to vote at the member meeting ("Nominating Committee Nominations"); and

(2) By Trustee District post the Nominating Committee Nominations at the Cooperative's principal office.

(b) Member Petition Nominations. Members may nominate additional individuals to run for election for any Trustee position for which members are scheduled to vote at any member meeting ("Member Petition Nominations"). Members make Member Petition Nominations by delivering to the Board, at least ~~Twenty (20)~~ Seventy-five (75) days prior to the member meeting, a writing for each Member Petition Nomination ("Member Petition"):

(1) Listing the name of the Member Petition Nominee;

(2) Indicating the Trustee position for which the Member Petition Nominee will run; and

(3) Containing the printed names, addresses and telephone numbers and original signatures of at last ten members residing within the District wherein the Trustee is to be elected.

(4) After verifying that a Member Petition complies with this Bylaw, the Cooperative shall post the Member Petition Nomination in the same location as the Nominating Committee Nominations.

~~———— (c) Notice of Trustee Nominations. Not less than ten (10) days before an annual or special meeting of the members at which Trustees are to be elected, the Secretary of the cooperative shall mail to each member a list of the Nominating Committee Nominations and the Member Petition Nominations, if any. This list may be included with the Notice of the Meeting.~~

(c) Election of Trustees. At the meeting, the Secretary of the Cooperative shall place in nomination the names of the official candidates of each District. Election of Trustees shall be by printed ballot. The ballots shall list the candidates selected by the Nominating Committee and the nominations made by Member Petition, if any. Each member of the Cooperative present at the meeting shall be entitled to vote for one candidate from each District. The candidate from each District receiving the highest

number of votes ~~at this meeting~~ shall be considered elected as Trustee. In the case of a tie Trustee vote, the Trustee elected is determined by a drawing by lot.

ARTICLE VIII DISPOSITION OF PROPERTY

The Cooperative may not sell, lease or otherwise dispose of all or any substantial portion of its property unless such sale, lease or other disposition is authorized ~~at a meeting of the members thereof~~ by the affirmative vote of not less than two-thirds of all of the members of the Cooperative voting thereon by mail-in ballot or in person at the meeting of the members at which such vote is scheduled to occur, and unless the notice of such proposed sale, lease or other disposition shall have been contained in the notice of the meeting, which must be provided at least 90 days in advance of the meeting and must contain detailed proposals for disposition of the property as required by law; provided, however, that notwithstanding anything herein contained, the board of the Cooperative, without authorization by the members thereof, shall have full power and authority to authorize the execution and delivery of a mortgage or mortgages or a deed or deeds of trust upon, or the pledging or encumbering of, any or all of the property, assets, rights, privileges, licenses, franchises and permits of the Cooperative, whether acquired or to be acquired, and wherever situated, as well as the revenues and income therefrom, all upon such terms and conditions as the board shall determine, to secure any indebtedness of the Cooperative., ~~provided further that the board may upon the authorization of a majority of those members of the Cooperative present at a meeting of the members thereof, sell, lease, or otherwise dispose of all or a substantial portion of its property to another cooperative or foreign corporation doing business in this State pursuant to the Act under which this cooperative is incorporated.~~ This section does not apply to the transfer of cooperative property in a merger or consolidation of cooperatives.