

ARTICLE III MEETING OF MEMBERS

SECTION 1. Annual Meeting. Except as otherwise provided in these bylaws, the Cooperative shall hold an annual meeting of the members each year at a place within one of the counties served by the Cooperative, or by any remote means as designated by the board of trustees, for the purpose of passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting. The trustees may, in their sole judgment, decide it is in the best interest of the Cooperative to postpone or cancel the annual meeting. Failure to hold the annual meeting shall not cause a forfeiture or dissolution of the Cooperative.

SECTION 2. Special Meeting. Special meetings of the members may be held at any place within one of the counties served by the Cooperative, or by any remote means as specified in the notice of the special meeting.

SECTION 3. Notice of Members Meeting. Written or printed notice stating the place, day and hour of any meeting and the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than thirty (30) days before the date of the meeting, to each member, either by electronic or physical means, by the Cooperative, its designee or the persons calling the meeting.

SECTION 4. Quorum. Five percent or fifty (50) members, whichever is less, present at the meeting shall constitute a quorum. Present shall mean by physical or remote/electronic participation. In the case of a remote (online or virtual) meeting, the board of trustees may authorize the use of mail-in or electronic ballots for issues to be voted on by the membership. If a remote (online or virtual) meeting format is selected, the quorum requirements will be deemed met so long as, on any votes taken, there are at least 50 votes cast for any issues.

SECTION 5. Voting. Each member or entity member (i.e., corporation, partnership, association, district, or municipality) shall be entitled to only one vote. Voting may be conducted by any means authorized by state law and as approved by the trustees. A member may vote in person, electronically, by mail-in ballot or a combination of these, as authorized by the board of trustees. All questions shall be decided by a vote of a majority of the members voting, except as otherwise provided by law, the articles of incorporation, or these bylaws.

SECTION 6. Voting Districts. The territory served or to be served by the cooperative shall be divided into seven districts. Each district shall be represented by one trustee. The districts shall be designated and bounded as follows:

District No. 1. Commence at the Southwest corner of Section 31, Township 24 North, Range 57 E.M.P.M.; thence due north on Range 57's west line to the Missouri River; thence east along south side of said Missouri River to the Yellowstone River; thence south along the west side of the Yellowstone River in North Dakota to intersection with Township 23 North line Montana; thence west to point of beginning.

District No. 2. Commence at Southwest corner of Section 31, Township 23 North, Range 57 E.M.P.M.; thence north to south boundary of District No. 1; thence east to Northeast corner of Section 28, Township 150 North Range 104 in North Dakota; thence due south to the Southeast corner of Section 21, Township 149 North of Range 104W in North Dakota; thence west to point of beginning.

District No. 3. Commence at the Southwest corner of Section 31, Township 21 North, Range 57 E.M.P.M.; thence north to the Southwest corner of Section 31, Township 23 North of Range 57; thence east to along southern boundary of District 2 to Northeast corner of Section 25, Township 149 North of Range 104 in North Dakota; thence due south to the Southeast corner of Section 33, Township 148 North of Range 104W in North Dakota; thence due west to Montana/North Dakota border; thence due south to Township 20 line; thence west to point of beginning.

District No. 4. Shall include all territory served by the Cooperative west of Montana/North Dakota state line and south of the southern boundary of Districts No.'s 3 and 7.

District No. 5. Shall include all territory served by the Cooperative north of the Missouri River and all that territory west of Highway No. 85 in North Dakota extending west to the eastern boundary of the other districts.

District No. 6. Shall include all territory served by the Cooperative north of Township 23 and west of Range 57 to the Missouri River.

District No. 7. Shall include all territory served by the Cooperative north of the southern boundary of Township 21 to Township 24 line and west of Range 57, E.M.P.M.

SECTION 7. Nomination and Election of Trustees.

- a) **Nomination by Committee.** Not less than ninety (90) days before any meeting at which trustees are to be elected, the president shall appoint a nominating committee composed of two members from each district from which the trustees are to be elected. The committee shall nominate one or more candidates from each of those districts and certify the names of such candidates to the board of trustees at least sixty (60) days prior to the date of the meeting at which trustees are to be elected.
- b) **Nomination by Petition.** Nomination of a Candidate to the board of trustees may be made by petition signed by ten (10) members of the Cooperative. The petition must designate the district for which the candidate is to be elected. All members signing such petition must be residents of the district for which the candidate is to be elected. The petition must be submitted to the nominating committee not less than ninety (90) days before any meeting at which trustees are to be elected, and the nominating committee shall certify the names of such candidates nominated by petition to the board of trustees at least sixty (60) days prior to the date of the meeting at which trustees are to be elected.

c) Election of Trustees. Not less than ten (10) nor more than thirty (30) days before the date of the meeting at which trustees are to be elected, written notice shall be mailed or delivered by the direction of the secretary to each member containing the list of the candidates nominated by the nominating committee. The list may be included with the notice of meeting. The candidates nominated shall be limited to one two-minute nominating speech. There shall be no seconding speech, and no speech by the person nominating. In the event more than three candidates are nominated from one District, there shall first be a run-off election conducted in which the two nominees receiving the highest number of votes shall be determined. The members of the Cooperative shall then cast a second ballot to decide which of those two nominees shall be elected as trustee. If the trustee election results in a tie vote, a recount shall be conducted. If a recount confirms a tie vote, a run-off election between the candidates receiving the same number of votes shall be held within 45 days of the tie vote. If after a run-off, there is still a tie vote, the winner shall be determined by a game of chance by the Cooperative's attorney or designee. The candidate from each district receiving the highest number of votes shall be considered elected as trustee.

SECTION 8. Order of Business. Subject to the discretion of the trustees and where circumstances warrant change, the order of business at any meeting of the members generally shall be as follows:

- 1) Report as to the number of members present in order to determine the existence of a quorum.
- 2) Acknowledgement of the notice of the meeting and proof of the date of publication or mailing thereof, or the waiver or waivers of notice of the meeting.
- 3) Presentation and consideration of reports of officers, trustees, and committees.
- 4) Report of trustee election.
- 5) Unfinished business.
- 6) For the Annual Meeting only, new business.