

PROPOSED BYLAW AMENDMENTS

- The table below shows the current Beartooth Electric Co-op Bylaw, the board-approved proposed amendment and the rationale for the changes.
- BEC vote-by-mail ballots will be mailed to members on August 28, 2017. Mailed ballots must be received at the BEC Auditor’s office no later than September 22, 2017 at 5:00 p.m. Members may vote and return their ballots onsite at the BEC Annual Member Meeting, September 23, 2017 (Anipro Event Center, 2878 MT-78, Absarokee, MT).
- Members will vote to approve or not approve each of three bylaw amendments.

1. ARTICLE III—MEETING OF MEMBERS, SECTION 6. Voting.

2. ARTICLE III—MEETING OF MEMBERS, SECTION 7. Mail Ballot.

3. ARTICLE IV—BOARD OF TRUSTEES, SECTION 1. General Powers.

Current BEC Bylaw	Proposed Changes	Rationale for Changes
<p>ARTICLE III-MEETING OF MEMBERS SECTION 6. Voting.</p> <p>Each membership shall be entitled to only one (1) vote. Voting by mail shall be permitted, as set forth in Section 7, below, so long as the quorum requirements of Members, present in person, are satisfied, at any meeting of the Members. The vote-by-mail ballots shall be added to the ballots cast by Members who are present, in person. All questions shall be decided by a majority of the Members voting thereon, except as otherwise provided by law or by the Cooperative’s Articles of Incorporation or these Bylaws. Two or more persons holding a joint membership shall jointly be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the Members.</p>	<p>ARTICLE III-MEETING OF MEMBERS SECTION 6. Voting.</p> <p>Each membership shall be entitled to only one (1) vote. Voting by mail shall be permitted, as set forth in Section 7, below, so long as the quorum requirements of Members, present in person are satisfied, at any meeting of the Members. The vote-by-mail ballots shall be added to the mail ballots cast or submitted by Members at the meeting, who are present, in person. All questions shall be decided by a majority of the Members voting thereon, except as otherwise provided by law or by the Cooperative’s Articles of Incorporation or these Bylaws. Two or more persons holding a joint membership shall jointly be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members.</p>	<p>ARTICLE III-MEETING OF MEMBERS SECTION 6. Voting.</p> <p>General clarification.</p>

<p>ARTICLE III-MEETING OF MEMBERS SECTION 7. Mail Ballot.</p> <p>On all Bylaw amendments, Trustee elections in conjunction with the Annual Members’ Meeting, and with respect to other motions or resolutions which these Bylaws or Montana law requires membership approval, Members may either: 1) vote by mailing in their mail ballot; or 2) vote by casting their mail ballot in person at the meeting in which such matters are subject to vote. All other voting arising from the agenda items, other than those items for which mail ballots are permitted, shall take place at the meeting in which such agenda items are subject to vote.</p> <p>Ballots shall be mailed to all Members.</p> <p>C. Mail ballots shall be returned to a secure offsite location and held until the day of the meeting at which the mail ballots will be counted.</p>	<p>ARTICLE III-MEETING OF MEMBERS SECTION 7. Mail Ballot.</p> <p>On all Bylaw amendments, Trustee elections in conjunction with the Annual Members’ Meeting, and with respect to other motions or resolutions which these Bylaws or Montana law requires membership approval, Members may either: 1) vote by mailing in their mail ballot; or 2) vote by casting their mail ballot at the meeting in which such matters are subject to vote. All other voting arising from the agenda items, other than those items for which mail ballots are permitted, shall take place at the meeting in which such agenda items are subject to vote.</p> <p>Ballots shall be mailed to all Members.</p> <p>C. As indicated on the ballot, mail ballots shall be returned to the accounting firm which is the Cooperative’s auditor or to an independent designee approved by the Board. The auditor or designee shall count the ballots received prior to the Annual Meeting, keeping the ballots and the tally of the votes cast in the ballots confidential at a secure location until the ballots and tally of votes cast are submitted to the Credentials and Election Committee for the final count and recording at the Annual Meeting. The auditor or designee shall participate with the Credentials and Election Committee in the ballot count and recording of the ballots at the Annual Meeting.</p>	<p>ARTICLE III-MEETING OF MEMBERS SECTION 7. Mail Ballot.</p> <p>General clarification; Define secure offsite location; Define Auditor’s role; Authorize Auditor to count cast mail ballots and tally prior to the Annual Meeting.</p>
<p>ARTICLE IV-BOARD OF TRUSTEES SECTION 1. General Powers.</p> <p>G. The Board shall provide at least 60-day notice to Members of proposals before the Board approves long-term debt exceeding two (2) years, or enters or amends power contracts exceeding two (2) years. During the notification period, Members shall be allowed to comment on such proposals, including, at the monthly Board</p>	<p>ARTICLE IV-BOARD OF TRUSTEES SECTION 1. General Powers.</p> <p>G. The Board shall provide at least 60-day notice to Members of proposals before the Board approves long-term debt exceeding two (2) years, or enters or amends power contracts exceeding two (2) years. Notice shall include nonconfidential information considered or to be considered by the Board in evaluating the proposed action. During the notification period, Members shall be</p>	<p>ARTICLE IV-BOARD OF TRUSTEES SECTION 1. General Powers.</p> <p>Define information to be released by the Board; Clarify Member commenting options.</p>

Meeting immediately prior to the Board Meeting at which a vote on the proposal is scheduled, or at specially scheduled Board Meeting for Member comments and discussion.

entitled to submit written comments and to comment at the monthly Board Meeting prior to the Board Meeting at which a vote on the proposal is scheduled, at the Board Meeting at which the vote is taken, or at specially scheduled Board Meeting for comment and discussion on the proposal.