

Bylaw Committee Meeting, May 25, 2017

Meeting was called to order at 12:05pm by Arleen Boyd, Committee Chair. Those in attendance Mike Specht, Sharlene McComas, Angie Jennings, and by conference call, Larry Martin, Bill Pascoe and Jim Webb.

The following Bylaws were discussed, (including comments submitted to the Chair by Charles Sangmeister and Burt Williams), with modifications made.

Motions on each amended Bylaw was made by Mike Specht and seconded by Sharlene McComas and carried by unanimous vote to recommend the changes to the Beartooth Electric Board of Trustees at the May 30, 2017 Board meeting.

#### Article III, Section 6. Voting

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.

#### Article III, Section 7.

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.

#### C.

As indicated on the ballot, ~~M~~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 ~~to~~ a secure ~~offsite~~ location ~~and held~~ 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. ~~until the day of the meeting at which the mail ballots will be counted.~~

Article IV, Section 1.

- 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 non confidential information considered or to be considered by the Board in evaluating the proposed action. During the notification period for such intention Members shall be ~~allowed~~ entitled to submit written comments ~~on such proposals, including~~ and to comment, at the monthly Board Meeting ~~immediately~~ 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 ~~Member~~ comments and discussion on the proposal.