

ARTICLE III MEETINGS OF MEMBERS

SECTION 1. Annual Meeting

The Annual Meeting of the Members shall be held during the month of September each year at such place within a county, in the State of Montana, served by the Cooperative, as selected by the Board, and which place shall be designated in the notice of the meeting for the purpose of electing Board Trustees, passing upon reports for the previous fiscal year, and transacting such other business as may come before the meeting. It shall be the responsibility of the Board to make adequate plans and preparations for the Annual Meeting. Failure to hold the Annual Meeting at the designated time shall not cause a forfeiture or dissolution of the Cooperative.

SECTION 2. Special Meeting

- A. The Cooperative shall hold a Special Meeting of the Members at a date, time, and location determined by the Board upon the Cooperative's receiving:
 - 1. A resolution of the Board; or
 - 2. A written request prepared by the President; or
 - 3. A written request signed by at least three (3) Trustees; or
 - 4. One or more written petitions signed and dated, within the current annual meeting cycle, by at least ten percent (10%) of Members; and
 - 5. Each page of the petition shall include the purpose for which the meeting is being called, the printed name and address of the signer and his or her telephone number, and the original dated signature.
- B. If the Cooperative fails to properly notify the Members of a Special Meeting within forty-five (45) days of receiving any Member petition, then any Member signing the petition may do the following:
 - 1. A Member may set a reasonable time, place and location for the Special Meeting.
 - 2. A Member may properly notify the Members of the Special Meeting.
- C. The agenda for a Special Meeting shall be limited to the purpose for which the meeting is called.

SECTION 3. Notice of Members' Meetings

Written or printed notice stating the place, day and hour of the meeting and, in case of a Special Meeting or an Annual Meeting at which business requiring special notice is to be transacted, shall state the purpose or purposes for which the meeting is called and the matter or matters to be acted upon. Notice shall be delivered not less than ten (10) days nor more than twenty-five (25) days before the date of the meeting, either personally by postal or electronic mail, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the persons calling the meeting. Notice of a Members' Meeting is deemed delivered when either deposited in the United States mail with prepaid postage affixed, and addressed to each Member at the mailing address as it appears on the records of the Cooperative, or when sent electronically to the e-mail address as it appears on the records of the Cooperative. The inadvertent or unintended failure of any Member to receive notice of an Annual or Special Meeting of the Members shall not invalidate any action, which may be taken by the Members at any such meeting.

SECTION 4. Conduct and Attendance at Members' Meetings

At any meeting of Members, unless otherwise determined by the Board, the President will do the following:

- A. The President shall preside at all Members' Meetings.
- B. The President may exercise any power reasonably necessary for conducting any Members' Meeting efficiently and effectively.

SECTION 5. Quorum

Five percent (5%) of all Members present in person, or fifty (50) Members present in person, whichever is fewer, shall constitute a quorum for transaction of business at all meetings of the Members. If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting without further notice. The minutes of each meeting shall contain a list of the Members present in person.

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 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.

SECTION 7. Mail Ballot

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.

Ballots shall be mailed to all Members.

- A. All properly completed ballots received on or before the time and date specified shall constitute a vote. If duplicate ballots are received from a Member, all of that Member's ballots will be disqualified.
- B. A Member's failure to receive a ballot by mail does not affect any action taken by mail ballot.
- 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.
- D. The ballot shall do the following:
 1. It shall describe each proposed motion and resolution, and with respect to Trustee election identify all candidates for a Trustee position upon which the Members are asked to vote;
 2. It shall provide a written candidate profile prepared by the candidate(s), if provided;
 3. It shall provide a reason for the proposed motions and resolutions as required by Montana law, these Bylaws, or to provide information to the Members if any;
 4. It shall instruct Members how to complete and when and where to return the ballot.

SECTION 8. Credentials and Election Committee

- A. The Board of Trustees shall, at least ten (10) days before any meeting of the Members, appoint a Credentials and Election Committee consisting of an uneven number of Members, not less than five (5) nor more than fifteen (15), who are not existing Trustees or candidates for Trustees, and who are not close relatives or Members of the same household of existing Trustees or known candidates for Trustees to be elected at such meeting. As used in the Bylaws, "close relative" means: son, daughter, mother, father, sister, brother, spouse, stepfather, stepmother, half-sister and half-brother, by blood, by marriage or by adoption, and the spouses of any of the foregoing.
- B. In appointing the Committee, the Board shall have regard for equitable representation of the districts served by the Cooperative. It shall be the responsibility of the Committee to pass upon all questions that may arise with

respect to the registration of Members, to supervise counting all ballots cast in any election or in any other ballot vote taken, to rule upon the effect of any ballots irregularly marked, and to decide any other questions concerning balloting or elections. The Committee's decisions on all such matters shall be final.

SECTION 9. Announcement of Voting Results

The results of all voting shall be announced after certification by the Credentials and Election Committee and will become effective at that time.

SECTION 10. Order of Business

The order of business at the Annual Meeting of the Members and, so far as possible, at all other meetings of the Members, shall be essentially as follows, except as otherwise established at one of the Board of Trustees's regular monthly meetings in advance of the deadline for publishing the Notice of Annual Meeting:

- A. Report on the number of Members present in person in order to determine the existence of a quorum;
- B. Reading of the Notice of the meeting and proof of the due publication or mailing thereof, or the waiver or waivers of Notice of the meeting, as the case may be;
- C. Reading of unapproved minutes of previous meetings of the Members and the taking of necessary action thereon;
- D. Election of Board Trustees;
- E. Presentation and consideration of reports of officers, Trustees and Committees;
- F. Unfinished business;
- G. New business;
- H. Adjournment.

SECTION 11. Districts

The territory served or to be served by the Cooperative shall be divided into seven (7) districts, each of which shall contain as nearly as practical the same number of Members. Each district shall be represented by one (1) Trustee. The boundaries of the seven (7) districts shall be determined by the Board of Trustees and a description of same shall be kept on file in the principal office of the Cooperative as a part of the official records of the Cooperative.

Not more than ninety (90) days after the Annual Meeting of the Members at which Trustees were elected, the Board shall review the composition of the seven districts and, if it should be found that inequalities in representation have developed which can be corrected by a re-delineation of districts, the Board shall reconstitute the districts so that each shall contain as nearly as practical the same number of Members.