

ARTICLE V MEETING OF BOARD

SECTION 1. Regular Meetings

- A. All regular meetings of the Board shall be open to Members and the public and conducted in the spirit of Robert's Rules of Order. A regular meeting of the Board shall be held monthly at such time and place within one (1) of the counties served by the Cooperative as designated by the Board. The Board will attempt to schedule regular meetings well in advance and publish notification. Such regular monthly meeting may be held without notice other than such resolution fixing the time and place thereof. Regular Board meetings may be held by conference using electronic communications media, including telephone, if convened in accordance with Section 3 below.
- B. A regular meeting of the Board shall be held without notice, immediately after, and at the same place as the Annual Meeting of the Members.

SECTION 2. Special Meetings

The President, designee, or three (3) Board Trustees may call a Special Meeting of the Board. The Secretary shall provide notice of such meeting as hereinafter provided. The President, designee, or Board Trustees calling the meeting shall fix the time and place for the meeting. Special Board Meetings may be held by conference using electronic communications media, including telephone, if convened in accordance with Section 3 below.

SECTION 3. Conference Meetings Using Electronic Communications Media

The Board or any designated Committee of the Cooperative may participate in a Board or Committee meeting by means of conference using electronic media, including telephone, provided all persons entitled to participate in the meeting receive a proper notice of the meeting (See Section 4), and provided that all persons participating in the conference meeting can hear each other simultaneously. A Board Trustee participating in a conference meeting is deemed present in person at the meeting. The Chairperson of the meeting may establish reasonable rules for conducting the meeting by conference using electronic communications media, including telephone.

SECTION 4. Notice of Board Meeting

- A. Oral or written notice of the date, time, and place of any Special Meeting of the Board shall be delivered to each Board Trustee either personally, by mail, or by electronic communications media including telephone. The President, designee, or the Board Trustees calling the meeting shall give Trustees at least three (3) working days of notice before the meeting unless Trustees attending the meeting unanimously agree to a shorter period. If the meeting is to be held by electronic media, including telephone, the person calling the meeting shall provide instructions for participating in the meeting. The person calling the meeting shall maintain a record verifying that participants were notified about the meeting in a timely fashion.
- B. Any Member or Board Member may waive in writing any notice of a meeting required to be given by these Bylaws. The attendance of a Member or Board Member at any meeting shall constitute a waiver of notice of such meeting by such Member or Board Member, except in case a Member or Board Member shall attend a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

SECTION 5. Quorum

A majority of the Board shall constitute a quorum, provided, that if less than such majority of the Board is present at said meeting, a majority of the Board present may adjourn the meeting; and provided further that the Secretary shall notify any absent Board Members of the time and place of such adjourned meeting. The act of a majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board, except as otherwise provided in these Bylaws.