

ARTICLE II
MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING.

The annual meeting of the members shall be held on the fourth Thursday of April each year, to be set by the Board of Directors, at such place within the Cooperative's service area within the State of Idaho as shall be designated in the notice of the meeting. The meeting may be for the purpose of electing directors, passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting as long as all items to be considered or acted upon at the Annual Meeting have been properly noticed per Idaho code. It shall be the responsibility of the Board of Directors to make adequate plans and preparations for the annual meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Cooperative.

SECTION 2. SPECIAL MEETINGS.

Special meetings of the members may be called by resolution of the Board of Directors, or upon a written request signed by any three directors, by the President, or by ten percent or more of all the members, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held at any place within the Cooperative's service area within the State of Idaho, specified in the notice of the special meeting.

SECTION 3. NOTICE OF MEMBERS' MEETINGS.

Written or printed notice stating the place, day, hour, agenda and the purpose(s) for which the meeting is called, shall be delivered no fewer than ten (10) days, or if notice is mailed by other than first class or registered mail, thirty (30) days, nor more than (60) days before the meeting date by or at the direction of the Secretary, or upon a default in duty of the Secretary, by the persons calling the meeting, to each member of record on the fifth day preceding the date of notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Cooperative, with postage thereon prepaid. The 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, providing notice has been delivered pursuant to the requirements of these Bylaws.

- A. When giving notice of an annual or special meeting of members, the Cooperative shall give notice of a matter a member intends to raise at the meeting if requested in writing to do so by a person entitled to call a special meeting, and the request is received by the Secretary or President of the Corporation at least ten (10) days before the corporation gives notice of the meeting.

- B. Only matters described in the meeting notice of a regular, annual, or special meeting of members may be voted on.

SECTION 4. QUORUM.

- A. At least one hundred fifty of the members present in person, or represented by proxy shall constitute a quorum for the transaction of business at all meetings of the members, provided at least 100 members are present in person.
- B. If less than a quorum as above provided is present at any meeting, a majority of those present in person or represented by proxy may adjourn the meeting without further notice.
- C. The only matters that may be voted on at an annual meeting or a special meeting of members are those described in the meeting notice.

SECTION 5. VOTING.

- A. Each member shall be entitled to only one (1) vote upon each matter submitted to a vote at a meeting of the members. At all meetings of the members at which a quorum is present, all questions shall be decided by a vote of a majority of the members voting thereon, except as otherwise provided by law, the Articles of Incorporation of the Cooperative or these Bylaws.

The election of directors shall be by ballot on which each member **votes for** the candidate or candidates from each district he/she desires to vote for but in no case more than the number of directors to be elected from each-district. In balloting for directors, each member shall have the right to cast as many votes as there are directors to be elected at such election, but each member may cast only one vote for each candidate either in person, by proxy. Cumulative voting shall not be allowed.

The number of candidates equal to the number of directors to be elected in each district receiving the highest number of votes in each district shall be elected for the term specified in Section 2 of Article III of these Bylaws. Tie votes shall be resolved by drawing lots.

SECTION 6. PROXIES.

At all members' meetings, a member may vote by proxy executed in writing by the member. Such proxy shall be dated and filed with the Secretary prior to the commencement of the meeting. No proxy shall be valid unless it shall designate the particular meeting at which it is to be voted and no proxy shall be voted at any meeting other than the one designated or any adjournment of such meeting. A member may give

his proxy only to another member or to an adult relative living in the same home with such member. Each personal membership shall be allowed one vote and one personal proxy. If he/she is the designated or authorized representative of an organization, business entity, or holds guardianship papers on another member, he/she may vote that membership as well at the annual meeting. Notwithstanding any other provisions, no member shall be entitled to cast more than three (3) votes. Organizations, business entities or guardianships cannot carry a proxy. A power of attorney is identical to a proxy and will be treated as a proxy. The presence of a member at a meeting shall revoke a proxy theretofore executed by him/her and such member shall be entitled to vote at such meeting in the same manner and with the same effect as if he had not executed the proxy. A list of the members represented by proxy and their respective proxies shall be attached to the minutes of each meeting. A proxy shall be valid for a recessed meeting of the original meeting for which it was given unless limited otherwise by the terms of the proxy itself.

SECTION 7. 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 include the following:

- A. The meeting is called to order by the President and the announcement that a quorum is present.
- 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. Approval of Minutes.
- D. Presentation and consideration of reports of officers, directors and committees.
- E. Report on the number of members present in person or by proxy.
- F. New Business
 - 1. Election of Directors.
 - 2. Action items on published agenda.
- G. Adjournment.

The Secretary, or by his or her direction, shall prepare for each member meeting in compliance with the order of business, an agenda containing the matters to be considered. The agenda shall be included with the Notice of the Members' Meeting and be available to the members at the Cooperative Office and at the meeting.