

Proposed Bylaw AMENDMENTS



PROPOSED AMENDMENT #1

Synopsis: Update language that is outdated and no longer relevant.

Article IV. Trustees

Section 4. Districts. The territory served or to be served by the Cooperative shall be divided into seven districts, each of which shall contain approximately the same number of Members. Each district shall be represented by one Trustee. Not less than sixty days before any meeting of the Members at which Trustees are to be elected, the Board shall review the composition of the seven districts and, if it should find inequalities in representation which could be corrected by an appropriation of districts, the Board shall reconstitute the districts so that each shall contain approximately the same number of Members.

PROPOSED AMENDMENT #2

Synopsis: Increase member engagement opportunities by providing more time for the notice of district meetings and allowing more time between the annual meeting and district meetings.

Article IV. Trustees.

Section 5. District Meetings. Prior to the cooperative's annual meeting, the Board shall call a separate meeting of the Members of each district in which the terms of incumbent Trustees are due to expire for the purpose of electing one Trustee to represent the Members located within each of such districts. Such meetings shall be held anytime 30 to 60 days prior to the annual meeting. Only members of such districts will be able to vote for the Trustee.

All district meetings of the Members shall be held at a location within the geographic boundaries of the particular district as may be from time to time established by the Cooperative.

Section 6. Notice of District Meetings. Notice of the meeting shall be published to the membership a minimum of 30 days prior to the election. The notice will be emailed or mailed to all members within a district. Details shall include the place, date and hour of the meeting and should contain the names of all candidates to be voted on at said election. The failure of any Member to receive notice of the meeting shall not invalidate any action which may be taken by the Members at any such meeting.

PROPOSED AMENDMENT #3

Synopsis:

- Increase member engagement opportunities by allowing more time for trustee candidate information to be provided to members prior to the district meetings, and
- Eliminate confusion on the timing of when a candidate filing occurs by requiring all trustee candidates for all eligible districts to file during the same week, and
- Eliminate the need to hold a district meeting if only one qualified candidate files for a trustee position. In such an event, the board of trustees will appoint the qualified candidate.

Section 7. Candidacy. A five-business day filing period shall be held a minimum of 60 days prior to the first district election. Any Member of the districts holding elections who wishes to become a candidate for the office of Trustee of his/her district, shall file a written notice of his/her candidacy and intention to stand for election. The candidate shall personally appear and file the written notice, on a form provided by the Cooperative, at the principal office of the Cooperative during normal business hours. Only those persons who have filed for election in compliance with this section of the bylaws shall be eligible for election.

- (a) Provisions of this section of the bylaws shall be published to each members of said districts a minimum of 30 days before the first day of the filing period.

Section 8. Election. All Trustees shall be elected in the following manner:

- (a) Five per centum (5%) of the Members of the district shall constitute a quorum at the district membership meeting. If less than a quorum is present at any district meeting, a majority of those present in person may adjourn the meeting from time to time without further notice. In the event that a quorum is not present and the election, because of such, cannot be held, then and in that event the Trustee holding office from that district shall automatically remain in office for an additional three-year term provided he/she otherwise qualifies. In the event a vacancy exists at the time of the District Meeting and a quorum is not present at the District Meeting, the Board of Trustees shall appoint the Trustee for the three-year term. For the purpose of determining a quorum, the registration book shall be closed at the beginning of the meeting, and only those persons then registered or who may be present and available for registration may vote on the matters coming before the Members at such meeting, including the election of the Trustee of said district. If only one qualified applicant files for election, the board shall appoint the qualified applicant for the term.