

## Proposed Bylaw Changes

### Summary

#### SECTION 3.03. Notice of Members' Meetings.

This proposed bylaw change is to increase the number of days for the notice of the annual meeting to be sent out. With the advent of mail-in balloting this requested change is to coincide with the notice and to allow enough time for mail in ballots to arrive and be returned. The board respectfully requests that you accept this bylaw change.

#### SECTION 3.03. 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, the purpose or purposes for which the meeting is called, shall be given to each member, either personally or by mail, not less than ten (10) days nor more than ~~ninety (90) twenty-five (25)~~ days before the date of the meeting. Such notice shall be given by or at the direction of the Secretary, or upon a default in the duty by the Secretary, by the persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at such member's 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 meetings.

#### (NEW) SECTION 3.03. 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, the purpose or purposes for which the meeting is called, shall be given to each member, either personally or by mail, not less than ten (10) days nor more than ninety (90) days before the date of the meeting. Such notice shall be given by or at the direction of the Secretary, or upon a default in the duty by the Secretary, by the persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at such member's 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.

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### Summary

#### SECTION 3.06. Voting List.

This proposed bylaw change clarifies when the complete list of members is compiled for both the annual meeting and mail in/online voting. The board respectfully requests that you accept this bylaw change.

## SECTION 3.06. ~~Record Date and~~ Voting List.

~~A “record date” is the date for determining the total membership of the Cooperative and the members entitled to: (a) sign a member petition, request, demand, consent, appointment or similar document; (b) receive a mail ballot, notice of a member meeting or similar document; or (c) vote or otherwise act.~~

~~The Board may fix the record date, but such record date must not be more than forty-five (45) days before: (a) the date the first member signs a member petition, request, demand, consent, appointment or similar document; (b) the date a mail ballot, notice of member meeting or similar document is due or required; or (c) the date of a member meeting. Unless otherwise provided by the Board, a record date: (a) for signing a member petition, request, demand, consent, appointment or similar document, is the date the Cooperative receives the document; (b) for receiving a mail ballot, notice of a member meeting or similar document, is the date thirty (30) days before the document is due or required; and (c) for voting or otherwise acting at a member meeting, is the date fifteen (15) days before the member meeting.~~

~~The record date for determining the total membership of the Cooperative and the members entitled to notice of, or to vote at, a member meeting is effective for a member meeting adjourned to a date not more than 120 days after the original member meeting date.~~

At least fifteen (15) days before ~~the annual~~ ~~each~~ meeting of the members, the Secretary shall make a complete list ~~as of the record date~~, arranged in alphabetical order, of the members entitled to vote at such meeting and their addresses. Such list shall be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member during the whole time of the meeting.

(NEW) SECTION 3.06. Voting List. At least fifteen (15) days before the annual meeting of the members, the Secretary shall make a complete list, arranged in alphabetical order, of the members entitled to vote at such meeting and their addresses. Such list shall be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member during the whole time of the meeting.

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## Summary

### SECTION 4.06. Nominations.

As the cooperative has found by doing mail-in balloting, it requires additional time before a meeting to prepare. To accommodate this additional time for those members who are running for a trustee position, the board is asking for those petitions to be received at least 90 days before the annual meeting. This gives those running the ability to petition and start running earlier than in the past and ensure that they are on the ballot.

The board wants to add a provision to protect the cooperative by making sure that the nominees can obtain Director and Officer (D & O) insurance if they are elected. The board is asking to add a felony conviction background check to trustee nominations before being placed on the ballot. The board requests to remove the printing of the nominee's addresses in the notice.

The board respectfully asks for your support of this bylaw change to help the cooperative have enough time for everyone who wants to run for the board and to give enough time for the mail-in process to work.

#### SECTION 4.06. Nominations.

Any fifteen or more Cooperative members, acting together, may make nominations by written petition containing the name(s) and address(es) of the nominee(s) and the District from which each is nominated, and the signatures, printed names and addresses of the petitioners. The petitioners must deliver the petition so that it is received at the Cooperative's principal office at Havre, Montana, not less than ~~forty-five (45)~~ **ninety days (90)** days prior to the annual member meeting. The Secretary shall post such nominations at the Cooperative's principal office. The Secretary shall mail, with the notice of the annual member meeting or separately, but at least seven (7) days before the date of the annual member meeting, a statement of the number of trustees to be elected from each District, the names and addresses of the nominees and the District from which each is nominated, if any.

**All nominees must pass a background check for felony convictions prior to their name being placed on the ballot. The association will pay for and administer the background check.**

Members may not nominate a person, even if otherwise qualified under Section 4.05 of these bylaws, to stand for election as trustee for more than one District at the same trustee election. No person may serve or be elected to serve as trustee for more than one District at the same time.

#### **(NEW) SECTION 4.06. Nominations.**

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All nominees must pass a background check for felony convictions prior to their name being placed on the ballot. The association will pay for and administer the background check.

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