

The bylaw provisions to be amended are as follows:

SECTION 3.9. Order Of Business. The order of business at the annual meeting of the members, shall be conducted under policies established by the Board and under an agenda essentially as follows, except as otherwise determined by the members at such meeting:

- (1) Welcome and report on the number of members present in person in order to determine the existence of a quorum.
- ~~(2) Report on the election of Directors~~
- (2) Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon unless minutes presented for approval shall have been furnished by a timely mailing or have been distributed at the meeting to all active members present. In such case, the President may entertain a motion from the floor to dispense with the reading of such minutes.
- (3) Presentation and consideration of reports of officers, directors, and committees.
- (4) Report on the election of Directors
- (5) Unfinished business.
- (6) New business.
- (7) Adjournment.

Notwithstanding the foregoing, the Board or the members themselves may, from time to time, establish a different order of business for the purpose of assuring the earlier consideration of an action upon any item of business the transaction of which is necessary or desirable in advance of any other item of business; provided, that no business other than adjournment of the meeting to another time and place may be transacted until and unless the existence of a quorum is first established.

SECTION 4.6. Candidate Process. A member who desires to run for election to the position of a director shall file in writing at the Cooperative office on forms provided by the Cooperative not less than ~~45~~ 55 days and not more than ~~55~~ 65 days from the date of the annual meeting at which the election for a director will occur for the geographic area (voting District) in which that individual resides.

SECTION 4.7 Primary Elections. If more than two individuals file to run for election from a voting district then the Manager of the Cooperative shall, not less than thirty five (~~30~~ 35) nor more than ~~forty~~ fifty (~~40~~ 50) days before the date of the annual meeting, schedule a meeting in that voting district or if there are not suitable accommodations in the voting district to hold

the primary election then at a place designated by the directors. The purpose of that meeting will be for the members of that voting district to elect two (2) individuals to run for the directorship from that voting district –and to conduct such other business as may be pertinent to that voting district.

Section 8.4 Retirement of Capital Credits. If, at any time prior to dissolution or liquidation, the Board shall determine that the financial condition of the Cooperative will not be impaired thereby, the capital then credited to members' accounts may be retired in full or in part. All such allocations and retirements of capital shall be made by such method or basis, including as a credit to the member's accounts for past or future service, in such order and with such priority as the Board of Directors, in its discretion, determines to be in the best interest of the Co-op and its members.

A New Section 8.11 would be added that would provide as follows:

SECTION 8.11. Business Dissolution - Capital Credits. Notwithstanding any other provisions of these Bylaws, the Board, at its discretion, shall have the power at any time upon the dissolution of a business entity that is a member, if the legal representative of the dissolving entity shall request in writing that the capital credited to any such member be retired prior to the time such capital would otherwise be retired in a general retirement under the provisions of these bylaws, to retire capital credited to such member immediately upon such terms and conditions as the Board, acting under policies of general application, and the legal representatives of such dissolved entity shall agree upon; provided, however, that the financial condition of the Cooperative will not be impaired. The Board each year may set a total dollar amount that may be used to retire capital credit owed to any dissolving entity.