

**ARTICLES OF INCORPORATION
OF
MEEKER COOPERATIVE LIGHT & POWER ASSOCIATION**

The Articles of Incorporation of Meeker Cooperative Light & Power Association are amended and restated as follows:

ARTICLE I

Section 1. The name of this Association shall be MEEKER COOPERATIVE LIGHT & POWER ASSOCIATION.

Section 2. The conduct of the business of this Association shall be upon the cooperative plan and the purposes for which it is formed are to sell, provide, deliver, furnish or distribute electric energy and other services to its Members and patrons and to engage in any other lawful business.

This Association shall be authorized to exercise and enjoy all of the powers, rights, and privileges granted to or conferred upon associations of the character of this Association by the laws of the State of Minnesota now or hereafter in force.

Section 3. The registered office and principal place of business of this Association is at 1725 US Highway 12 East, Suite 100, Litchfield, MN 55355-0068.

ARTICLE II

The period of duration of this Cooperative shall be perpetual.

ARTICLE III

Section 1. This Association is organized on a non-stock, Membership basis. The Association will maintain appropriate Membership records.

Section 2. Members shall have only one vote in the affairs of this Association and Membership in this Association shall not be transferable except with the approval and consent of the Board of Directors of this Association.

Section 3. No interest or dividends shall be paid upon capital furnished to the Association by its Members or patrons.

The net income of the Cooperative, except for amounts set aside as capital reserves or additional reserves, shall be distributed on the basis of patronage. The records of this Cooperative may show the interest of patrons and Members in the reserves.

ARTICLE IV

To the fullest extent permitted by laws governing cooperative associations, as the same exists or may hereafter be amended, a Director of this Association shall not be personally liable to the Association or its Members for monetary damages for breach of fiduciary duty as a Director.

ARTICLE V

These Articles of Incorporation may be altered, amended, or repealed by the affirmative vote of a majority of the Members, present in person or represented by mail vote, at any annual or special meeting; provided, however, that the Articles of Incorporation of this Association shall not be altered, amended, or repealed at any meeting of the Members unless notice of such proposed alteration, amendment, or repeal shall have been contained in the notice of each meeting.

These Articles of Incorporation were adopted by the Board of Directors on February 22, 1999 and adopted by the Membership on March 20, 1999.

**BYLAWS
OF
MEEKER COOPERATIVE LIGHT & POWER ASSOCIATION**

**ARTICLE I
Members**

Section 1. Qualifications. Any person or entity shall become a Member of this Cooperative by purchasing electric energy and receiving such energy through facilities owned or maintained by this Cooperative. The Board of Directors may by two-thirds (2/3) vote determine that any person or entity shall become a Member of this Cooperative by purchasing other products or services from the Cooperative.

Section 2. Requirements. Each Member shall, upon being requested to do so by this Cooperative, execute and deliver to this Cooperative grants of easement right-of-way over, on and under such lands owned or leased by or mortgaged to the Member, and in accordance with such reasonable terms and conditions as this Cooperative shall require for the furnishing of services to the Member or other Members or for the construction, operation or maintenance or relocation of this Cooperative's facilities.

**ARTICLE II
Members**

Section 1. Annual Meeting. The annual meeting of the Members shall be held at such date, hour, and place as is designated by resolution of the Board of Directors adopted prior to the issuance of the required notice of the annual meeting, for the purpose of electing Directors, passing upon reports covering the previous fiscal year, and transacting such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the Members may be called by a two-thirds (2/3) vote of the Directors or upon a written petition signed by at least twenty percent (20%) of the Members and it shall thereupon be the duty of the President/Chair of this Cooperative to cause notice of such meeting to be given by the Secretary.

Section 3. Notice of Members' Meetings. The Secretary shall provide notice of all meetings by publication in a legal newspaper published in the county of the principal place of business of the Cooperative or by publication in a magazine, periodical, or house organ regularly published and mailed, or by mailing a notice at least fifteen (15) days prior to the date of the meeting to each Member. Notice shall be deemed to have been delivered when deposited in the United States mail with proper postage and addressed to Member's address as it appears on the records of the Cooperative. Notices shall state the place, day, hour, and purpose of the meeting.

Section 4. Failure to Receive Notice. The failure of any Member to receive any such 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 annual or special meeting.

Section 5. Quorum. 50 Members shall constitute a quorum. The attendance of a sufficient number of Members to constitute a quorum shall be established by a registration of the Members of the Cooperative present at the meeting. In determining a quorum at a meeting, on a question submitted to a vote by mail, Members registered as being present or represented by mail vote shall be counted. The registration shall be verified by the President and Secretary of the Cooperative and shall be reported in the minutes of the meeting. If less than a quorum is registered for a meeting, a majority of those present shall adjourn the meeting.

Section 6. Voting. Each Member shall be entitled to only one vote in the affairs of this Cooperative. No Member shall be entitled to vote by proxy. The spouse of the Member, or other natural person joined in a legal relationship with the Member and principally residing at the same location, may vote on behalf of the Member unless the Member has indicated otherwise. All elections shall be had and all questions decided by a vote of a majority of the Members voting, except as otherwise provided by law, the Articles of Incorporation or Bylaws of this Cooperative.

Section 7. Voting by Mail. Any Member may be entitled to vote by mail as determined by the Board of Directors, upon any motion, resolution, amendment, or election of Directors. If so determined by the Board of Directors, the Secretary shall mail to each Member entitled to vote a written ballot which shall be in the form prescribed by the Board of Directors and shall contain the exact text of the proposed motion, resolution, amendment, or election of Directors to be acted upon at the meeting and spaces opposite

the text of such motion, resolution, amendment, or election of Directors in which the Member may indicate an affirmative or negative vote.

A properly executed mail ballot shall be accepted by the Board of Directors and counted at the meeting as the vote of the Member who mailed the ballot provided the ballot of the Member is received by the Cooperative on or before the last business day of the Cooperative prior to the date of the annual or special meeting.

Section 8. Voting by Electronic Means. Any Member may be entitled to vote by electronic means, as determined by the Board of Directors, upon any motion, resolution, amendment or election of Directors to be acted upon at the meeting. A properly executed electronic vote shall be accepted by the Board of Directors and counted at the meeting as the vote of the Member, provided the electronic vote of the Member is received by the Cooperative on or before the last business day of the Cooperative prior to the date of the annual or special meeting.

Section 9. Voting List. The Secretary of this Cooperative shall make, at least thirty (30) days before each meeting of the Members, a complete list of the Members entitled to vote at such meeting. The Secretary shall mail to each Member of said list a ballot in the form prescribed by the Board of Directors.

ARTICLE III Board of Directors

Section 1. General Powers. The business and affairs of this Cooperative shall be managed by the Board of Directors.

Section 2. Number and Qualifications.

- (a) **Number.** The number of Directors of this Cooperative shall be nine (9). The Cooperative shall be divided into nine (9) Director districts as determined by the Board of Directors with one (1) Director elected from each district.
- (b) **Qualifications.** No person shall be eligible to become or remain a Director of the Cooperative who:

- (1) is not a Member in good standing of the Cooperative, or is not receiving service at the Member's primary residence or principal place of business in the district from which the Director is elected;
- (2) within five (5) years preceding a Director candidate's nomination was or during service on the Board of Directors is finally adjudged to be guilty of a felony;
- (3) within three (3) years preceding a Director candidate's nomination was an employee of the Cooperative;
- (4) is or becomes, or at any time during the five (5) years preceding a Director candidate's nomination shall have been, employed by a labor union which represents, or has represented, or has endeavored to represent any employees of the Cooperative;
- (5) is a grandparent, parent, spouse, co-habitant, brother, sister, child, or grandchild of an employee of the Cooperative;
- (6) is a person that is a grandparent, parent, spouse, child, or grandchild of an incumbent Director that is not up for re-election at that time;
- (7) is in any way employed by or substantially financially interested in an enterprise competing with the Cooperative or any Cooperative affiliated business;
- (8) is or becomes the full-time employee or agent of, or who is or becomes the full-time employer or principal of, another Director; or
- (9) is absent without cause from three (3) or more regular meetings of the Board of Directors during a twelve (12) month period.

A Member that has a primary residence in one district and a principal place of business in a different district shall be eligible to become or remain a Director of the Cooperative only in the district of his primary residence.

A Member that is an authorized farm corporation or family farm corporation may select an individual Member residing on or actively operating the farm to be eligible for election to the board. A Member that is not a natural person (such as corporations, partnerships, sole proprietorships, limited liability corporations, limited liability partnerships) may select one of its officers to be eligible for election to the board, provided that not more than two (2) such officers may serve on the board at the same time.

- (c) **Exceptions.** In regard to the restrictive provisions of this Section that are based upon close relative relationships, no incumbent Director shall lose eligibility to remain a Director or to be re-elected a Director if, during a Director's incumbency, a Director becomes a first kindred relative of another incumbent Director or of a Cooperative employee because of a marriage or an adoption to which the Director was not a party.
- (d) **Disqualification.** After the Board of Directors determines that a Director or a nominee for Director lacks eligibility under the provisions of this Section or as may be provided elsewhere in these Bylaws, it shall be the duty of the board to promptly make a disqualification. After the Board of Directors determines that any person being considered for, or already holding, a directorship lacks eligibility under this Section, it shall be the duty of the board to withhold such position from such person or to cause a Director to be removed therefrom, as the case may be.
- (e) **Actions of the Board of Directors.** Nothing contained in this Section shall, or shall be construed to, affect in any manner whatsoever the validity of any action taken at any meeting of the board unless such action is taken with respect to a matter in which one or more of the Directors have a personal interest in conflict with that of the Cooperative.

Section 3. Election and Tenure. There shall be elected by ballot at each annual meeting three (3) Directors for terms of three (3) years, to fill the vacancies of Directors of districts whose terms expire, in the following sequence:

- (a) One Director each from District Number 1, District Number 2, and District Number 6.

- (b) One Director each from District Number 4, District Number 7, and District Number 9.
- (c) One Director each from District Number 3, District Number 5, and District Number 8.

Directors shall be elected by vote of the Members of that Director District, and the nominee in each district receiving the greatest number of votes shall be elected. In the case of a tie vote, the tie shall be decided by a flip of a coin.

Section 4. Vacancies. A vacancy occurring on the board other than by operation of Article III, Section 3, may be filled by the affirmative vote of a majority of the remaining board Members. A deadlocked tie vote shall be resolved by the flip of a coin. Directors so elected shall serve until the next annual meeting at which time there shall be an election of a Director for the unexpired term in the district in which the vacancy occurred. In the event a vacancy is not filled by appointment by the board prior to the annual meeting, the vacancy shall be filled by the election of a Director for the district in which the vacancy occurred, at the next annual meeting.

Section 5. Compensation. Directors shall receive reasonable compensation for service to the Cooperative as determined by resolution of the Board of Directors.

Section 6. Rules and Regulations. The Board of Directors shall have power to make and adopt such rules and regulations, not inconsistent with the Articles of Incorporation of this Cooperative or these Bylaws or the laws of the State of Minnesota, as it may deem advisable for the management, administration, and regulation of the business and affairs of this Cooperative.

Section 7. Accounting System and Reports. The Board of Directors shall cause to be established and maintained a complete accounting system which shall conform to Generally Accepted Accounting Principles. The Board of Directors shall arrange for a full and complete audit of the books, accounts, and financial condition of this Cooperative as of the end of each fiscal year. The officers shall submit reports to the Members at the regular Members' meeting covering the business of the Cooperative for the previous fiscal year that show the condition of the Cooperative at the close of the fiscal year.

Section 8. Nominations. The Board of Directors shall appoint a Nominating Committee. The Nominating Committee shall consist of three (3) Members from each director district which is up for election at the next annual meeting. No Member or candidate for the Board of Directors shall be a Member of the Nominating Committee. The actions of the Nominating Committee shall be valid if a majority of Members are present for its meetings. The Nominating Committee shall use every reasonable effort to assure that there are at least two (2) candidates nominated to stand for election from each district for which a Director is to be elected.

The Nominating Committee shall prepare and post at the principal office of the Cooperative at least one hundred twenty (120) days before the meeting a list of nominations for Directors. Any fifteen (15) or more Members from the same district may make other nominations for their district in writing over their signatures not less than sixty (60) days prior to the meeting, and the Secretary shall post the same at the same place where the list of nominations made by the nominating committee is posted. The ballot used for electing Directors at the annual meeting shall include and identify any nominations made by petition. The Members may, at any meeting at which a Director or Directors shall be removed, as hereinbefore provided, elect a successor or successors thereto without compliance with the foregoing provisions with respect to nominations.

Notwithstanding anything in this Section contained, failure to comply with any of the provisions of this Section shall not affect in any manner whatsoever the validity of any election of Directors.

ARTICLE IV Meetings of Directors

Section 1. Regular Meetings. A regular meeting of the Board of Directors shall be held without notice other than this Bylaw, immediately after the annual meeting of the Members at such place as the board may provide by resolution. A regular meeting of the Board of Directors shall also be held monthly and at such time and place as the board may provide resolution. Such regular monthly meetings may be held without notice other than such resolution fixing the time and place thereof.

Section 2. Meeting Participation. Any regular meeting or special meeting may be conducted with absent Directors participating, and deemed present in person, through any means of communication by which all Directors participating in the meeting may reasonably and verifiably identify themselves, and simultaneously and approximately instantaneously communicate with each other during the meeting.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place for the holding of any special meeting of the Board of Directors called by them.

Section 4. Notice. Notice of the time, place, and purpose of any special meeting shall be given at least two (2) days previous thereto, by written notice, delivered personally, mailed, or mailed by facsimile mail to each Director at the Director's last known address. If mailed, such notice shall be deemed to be delivered when deposited into the United States mail in a sealed wrapper so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver or notice of such meeting, except in a case where a Director shall attend a meeting for the express purpose of objecting to the transaction of any business because the meeting shall not have been lawfully called or convened.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided, that if less than a majority of the Directors shall be present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 6. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE V Officers

Section 1. Number. The officers of the Cooperative shall be President/Chair, Vice-President/Vice-Chair, Secretary, Treasurer, and General Manager/Chief Executive Officer (CEO). The offices of Secretary

and Treasurer may, by resolution of the Board of Directors, be combined and, when so combined, the person filling such office shall be termed "Secretary-Treasurer." The Board of Directors may elect such additional officers as it deems appropriate.

Section 2. Election and Term of Office. Except for the General Manager/Chief Executive Officer, the officers of this Cooperative shall be elected, by ballot, annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the Members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office for the term of one (1) year or until a successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Cooperative would be served thereby.

Section 4. Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President/Chair. The President/Chair:

- (a) shall preside at all meetings of the Members and of the Board of Directors.
- (b) may sign, with the Secretary, or any other proper officer of this Cooperative authorized by the Board of Directors so to do, any deeds, mortgages, bonds, contracts, or other instruments authorized by the Board of Directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of this Cooperative, or shall be required by law to be otherwise signed or executed; and
- (c) in general shall perform all duties incident to the office of President/Chair and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-President/Vice-Chair. The Vice-President/Vice-Chair, in the absence of the President/Chair, or in the event of the President's/Chair's inability or refusal to act, the Vice-President/Vice-Chair shall perform the duties of the President/Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President/Chair and shall perform such other duties as from time to time may be assigned to the President/Chair by the Board of Directors.

Section 7. Secretary. The Secretary shall:

- (a) keep the minutes of the Members' and the Board of Director's meetings in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with these Bylaws or as required by law;
- (c) be custodian of the corporate records;
- (d) keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member; and
- (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board of Directors.

Section 8. Treasurer. The Treasurer shall:

- (a) have charge and custody of and be responsible for all funds and securities of this Cooperative;
- (b) receive and give receipts for monies due and payable to this Cooperative from any source whatsoever, and deposit all such monies in the name of this Cooperative in such banks as the Cooperative selects; and
- (c) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

Section 9. Delegation of Officer's Duties. Upon the request of any officer, the Board of Directors may authorize the General Manager/CEO to delegate any or all such officer's duties to responsible employees of the Cooperative.

Section 10. General Manager/Chief Executive Officer. The General Manager/Chief Executive Officer (CEO) shall:

- (a) have general charge and management of the business of the Cooperative, subject to the control of the Board of Directors;
- (b) employ, discharge, determine the duties and the terms of employment of all other employees of this Cooperative;
- (c) sign all certificates, deeds, mortgages, contracts, and other instruments as authorized by the Board of Directors;
- (d) make reports to the Board of Directors and Members of the Cooperative; and
- (e) perform such other duties as may be prescribed by the Board of Directors.
- (f) The salary, duties and terms of employment of the General Manager/CEO, shall be fixed and determined by the Board of Directors.

Section 11. Bonds of Officers. The Board of Directors shall require the Treasurer and any other office of this Cooperative, charged with responsibility for the custody of any of its funds or property, to give a surety or sureties, and containing such terms and conditions as it shall determine.

Section 12. Salaries. The salaries of the President/Chair, Vice-President/Vice-Chair, Secretary, and Treasurer of this Cooperative shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that the officer is also a Director of this Cooperative.

ARTICLE VI

Earnings-Distribution

Section 1. Interest or Dividends on Capital Prohibited. The Cooperative shall at all times be operated on a cooperative non-profit basis for mutual benefit of its patrons. No interest or dividends shall be paid or payable by the Cooperative on any capital furnished by its patrons.

Section 2. Patronage Capital in Connection with Furnishing Electric Energy. In the furnishings of electric energy, the Cooperative's operations shall be so conducted that all patrons, Members and non-Members alike, will through their patronage furnish capital for the Cooperative. In order to induce patronage and to assure that the Cooperative will operate on a non-profit basis, the Cooperative is obligated to account on a patronage basis to all its patrons, Members and non-Members alike, for all amounts received and receivable from the furnishing of electric energy of various classes, in excess of operating costs and expenses properly chargeable against the furnishing of such electric energy. All such amounts in excess of operating costs and expenses are received by the Cooperative with the understanding that they are furnished by the patrons, Members and non-Members alike, as capital. The Cooperative is obligated to pay by credits to a capital account for each patron all such amounts in excess of operating costs and expenses. The books and records of the Cooperative shall be set up and kept in such a manner that at the end of each fiscal year the amount of the capital, if any, so furnished by each patron is clearly reflected and credited in an appropriate record of the capital account of each patron. All such amounts credited to the capital account of any patron shall have the same status as though they had been paid to the patron in cash in pursuance of a legal obligation to do so and the patron had then furnished the Cooperative corresponding amounts for capital.

In the event of dissolution or liquidation of the Cooperative, after all outstanding indebtedness of the Cooperative shall have been paid, outstanding Capital Credits shall be retired without priority on a pro-rata basis before any payments are made on account of property rights of patrons. After payment of outstanding indebtedness and retirement of outstanding Capital Credits, the Cooperative shall then pay or distribute any remaining Cooperative assets, and any amounts received from selling any remaining Cooperative assets, to the Patrons in proportion to the value or quantity of Cooperative services used during the twenty (20) years prior to the Cooperative's dissolution or liquidation.

If, at any time prior to dissolution or liquidation, the Board of Directors shall determine that the financial condition of the Cooperative will not be impaired thereby, the capital then credited to patrons' accounts may be retired in full or in part. The Board of Directors shall determine the method, basis, priority, and order of retirement, if any, for all amounts furnished as capital.

Capital credited to the account of each patron shall be assignable as the Board of Directors, acting under policies of general application, shall determine.

The patrons of the Cooperative, by dealing with the Cooperative, acknowledge that the terms and provisions of the Articles of Incorporation, Bylaws, and policies and regulations adopted by the Board of Directors shall constitute and be a contract between the Cooperative and each patron, and both the Cooperative and the patrons are bound by such contract, as fully as though each patron had individually signed a separate instrument containing such terms and provisions.

The Cooperative shall be entitled to apply a reasonable service charge against the Capital Credits of a patron who has not claimed them beginning two (2) years after the Capital Credits are declared payable. The amount of such service charge shall be determined periodically by the Board of Directors and shall be based on the current cost of handling the capital credit account of the patron.

Section 3. Patronage Refunds From Other Cooperatives. All Capital Credits allocated to the Cooperative by other cooperatives of which this Cooperative is a Member shall, insofar as permitted by law, be:

- (a) used to offset any losses incurred during the current or any prior fiscal year and
- (b) to the extent not needed for that purpose, allocated to its patrons on a patronage basis and any amounts so allocated shall be included as a part of the capital credited to the accounts of patrons, as herein provided.

Section 4. Non-Operating Margins. All amounts received by the Cooperative from non-operating revenue sources in excess of costs and expenses shall be retained or used by the Cooperative as permanent, non-allocated capital unless otherwise determined by the Board of Directors.

ARTICLE VII Disposition of Property

The Board of Directors may sell the property of the Cooperative upon such terms and conditions as it deems appropriate and in the best interests of the Cooperative. No sale of more than twenty-five (25) percent of the property of the Cooperative shall be effective, however, unless authorized at a regular or special meeting by the affirmative vote of two-thirds (2/3) of the total number of Members of the Cooperative.

ARTICLE VIII Amendments

These Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the Members voting at any annual or special meeting; provided however, that the Bylaws of this Cooperative shall not be altered, amended, or repealed at any meeting of the Members unless notice of such proposed alteration, amendment, or repeal shall have been contained in the notice of each meeting.

These Bylaws were adopted by the Board of Directors on January 27, 2003 and adopted by the Membership on April 7, 2003.