

Memorandum

To: Members Interested in becoming a Candidate for
Director Elections in 2022

Re: Director Application Packet

Thank you for your interest in becoming a director of Meeker Cooperative. This packet contains a variety of information to clarify eligibility and the forms which must be submitted.

The following items are included in this packet:

- 2022 Director Information Sheet
- Map of the Cooperative's Districts
- 2022 Application for Director (***must be completed and submitted***)
- Consumer Report/Investigative Consumer Report Authorization Form (***must be completed and submitted***)
- Policies relating to Director Responsibilities (Policy 100), Conflict of Interest (Policy 101), Code of Conduct (Policy 104) and Rules Governing the Election of Directors (Policy 139)
- Meeker Cooperative's Articles of Incorporation & Bylaws

Please provide proof of US citizenship when submitting the application.

Candidates must provide either a passport or two of the following – driver's license, birth certificate, social security card or other authorized documentation. We will be glad to make copies of the documents for you.

Return your completed packet to Mary Alice Holm at Meeker Cooperative.



*Meeker Cooperative is an
Equal Opportunity
Provider and Employer*





2022 DIRECTOR INFORMATION SHEET

Director Qualifications

(Bylaws, Article III, Section 2, Item b)

(b) **Qualifications.** No natural person shall be eligible to become or remain a Director of the Cooperative who:

- (1) is not a Member of the Cooperative;
- (2) is not receiving service at the Member's primary residence in the district from which the Director is elected;
- (3) is not a U.S. citizen;
- (4) is delinquent in any payment of any amount due and payable to the Cooperative;
- (5) within five (5) years preceding has been in, or is currently in litigation or arbitration against the Cooperative;
- (6) is not willing to authorize and undergo a detailed background investigation;
- (7) 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;
- (8) within three (3) years preceding a Director candidate's nomination was an employee of the Cooperative;
- (9) 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;
- (10) is a grandparent, parent, spouse, co-habitant, brother, sister, child, or grandchild of an employee of the Cooperative;
- (11) 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;
- (12) is named as a joint Member with a current director or candidate;

- (13) is in any way employed by or substantially financially interested in an enterprise competing with the Cooperative or any Cooperative affiliated business;
- (14) 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
- (15) 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 is not a natural person (i.e. a business entity such as a corporation, partnership, limited liability corporation, limited liability partnership) may select one of its officers to be eligible for election to the board in the Member's district if said officer has his or her primary residence in the Member's district. However, no such officer shall be eligible to become or remain a Director of the Cooperative if any of the provisions of (3) or (5) through (15) apply to the officer, or if any of the provisions of (4), (5) or (13) above apply to the business entity. No Member that is not a natural person may have more than one Director on the board at any given time.

Director Duties

1. The Board of Directors is responsible for overseeing the financial condition of the Cooperative, hiring the manager and setting policy. The directors should be willing to work in harmony with each other, fellow electric co-op directors and with area legislators and regulatory agencies for the good of all members of the Cooperative.
2. It is a director's responsibility to adhere to the following legally prescribed duties:
 - **Duty of Loyalty:** Be loyal to the Cooperative (board actions), acting in all times in good faith for its best interests and unaffected by any personal interest that is in conflict with the best interests of the cooperative.
 - **Duty of Obedience:** Be obedient to the Cooperative by adhering to all applicable requirements of law, the Cooperative's articles and bylaws, board policies, contracts, and the Cooperative's (board) duly made decisions.
 - **Duty of Due Care and Diligence:** Exercise due care and diligence that an ordinarily prudent person in a like position would exercise under similar circumstances, devoting such time and effort to the duties of a board member as may be necessary to oversee the Cooperative's business and affairs.
3. Directors are encouraged to be visible, active and available to members throughout their respective districts.
4. Directors must be available for 12 regularly scheduled monthly meetings and the annual meeting. The regular monthly meetings are held at Meeker's office in Litchfield. Most meetings begin at 9:00 and may continue into the late afternoon.
5. Directors must also be available to attend special meetings involving such issues as the annual budget and bylaws and policies review. Other meetings a director might attend could include Minnesota Rural Electric Association meetings; the Great River Energy, Basin Electric and East River Electric (Meeker's wholesale power suppliers) annual

member meetings; legislative visits; regulatory meetings; other political meetings; and the National Rural Electric Cooperative Association's annual meeting (once per term).

6. New directors should expect to attend training meetings during the year. Some of this training may take place at various sites; it sometimes involves overnight travel.
7. Directors shall complete the NRECA Credentialed Cooperative Director training program or an equivalent training program approved by the board of Directors before the end of their first term of office. Failure to complete said training shall make a person ineligible to become or remain a Director of the Cooperative.
8. Directors are expected to read and become familiar with information, data, and reports received from national, state, and local associations.

Director Compensation

1. Directors are paid a monthly retainer of \$325. In addition, Directors are paid a \$175 per diem for travel to and attendance at regular and/or special board meetings and Cooperative related meetings or training lasting three or more hours. A per diem of \$90 is paid for travel to and attendance at Cooperative related meetings or training lasting less than three hours (excluding regular, monthly board meetings.) Conference calls/video meetings (requiring no travel) lasting three or more hours are paid \$125; those lasting less than three hours are paid \$75. Directors are also reimbursed for their mileage and meal expenses.
2. Directors are reimbursed \$25 per month for data access, printing supplies and all other office materials.
3. Directors are not employees of Meeker Cooperative and as such receive a 1099 for IRS reporting of the monthly retainer, meeting per diem etc.

Director Elections

1. Meeker Cooperative's territory is divided into nine (9) districts; each represented by a director. Each year, on a rotating basis, three directors are elected.
2. This year, **Districts 3, 5 and 8** have elections. A Director from each of these districts will be elected by a properly executed mail ballot from the members of each of these districts respectively, and the candidate 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. All ballots received by the Cooperative on or before the last business day of the Cooperative prior to the annual meeting will be tallied at the annual meeting. If there is only one qualified candidate in a given district, the Qualifications and Election Committee appointed per the bylaws, may waive the ballot process and declare the candidate elected.
3. Each member is entitled to only one vote in the affairs of the Cooperative. Minnesota State Law does not allow proxy voting.
4. The 2022 annual meeting is scheduled to be held at **9:00 a.m. on Monday, April 25, 2022**, at Meeker's headquarters in Litchfield, MN.

5. Each director candidate should be present at the annual meeting and, if elected, be available for the organizational meeting of the Board of Directors immediately following the annual meeting.

Director Candidates Campaign

The campaign process is left to the discretion of each individual candidate. Some candidates may choose to embark on a door-to-door campaign and/or include the use of newspaper and/or radio advertisements and/or social media. Others may use posters and/or pamphlets printed and distributed. Others may simply limit their campaign to phone calls to friends and neighbors or friendly chats at the church or other civic functions.

Please refer to the Board Policy 139: *Rules Governing the Election of Directors*, included with this packet, for further details regarding the election of directors.

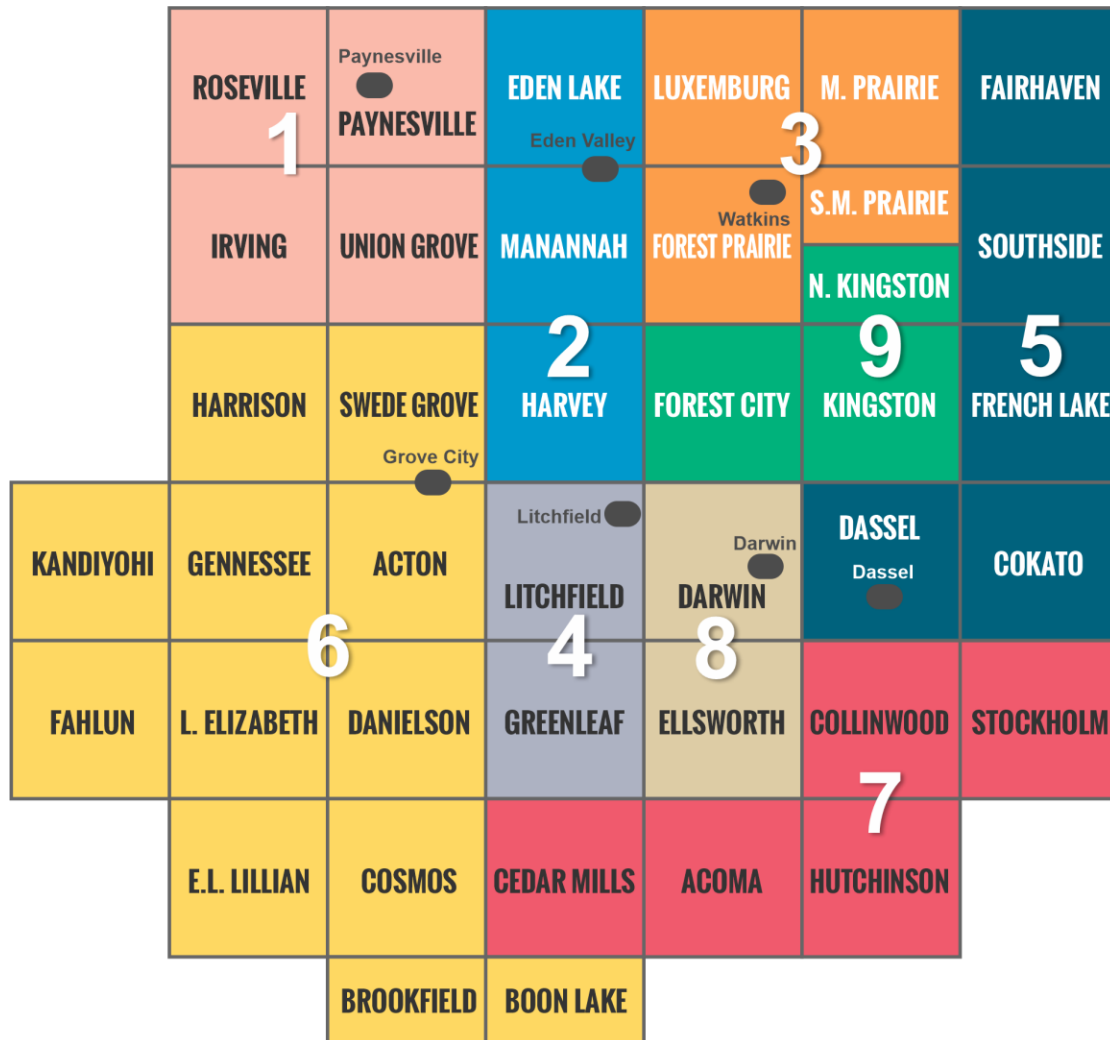
Bribery

Minnesota State Law regarding Bribery: **211B.13.Bribery, treating, and solicitation**

Subdivision 1. Bribery, advancing money, and treating prohibited. A person who willfully, directly or indirectly, advances, pays, gives, promises, or lends any money, food, liquor, clothing, entertainment, or other thing of monetary value, or who offers, promises, or endeavors to obtain any money, position, appointment, employment, or other valuable consideration, to or for a person, in order to induce a voter to refrain from voting, or to vote in a particular way, at an election, is guilty of a felony. This section does not prevent a candidate from stating publicly preference for or support of another candidate to be voted for at the same primary or election. Refreshments of food or nonalcoholic beverages having a value up to \$5 consumed on the premises at a private gathering or public meeting are not prohibited under this section.

EXAMPLE: Giving stamps to members for use to mail their ballot is prohibited by the above Minnesota Statute.

MEEKER COOPERATIVE DISTRICT MAP



DISTRICT 1 - Paul Bugbee, Director

Roseville, Irving in Kandiyohi, Paynesville in Stearns, Union Grove in Meeker

DISTRICT 2 – Karen Becker, Director

Eden Lake in Stearns, Harvey, Manannah in Meeker

DISTRICT 3 – Brad Donnay, Vice President

Luxemburg, Maine Prairie, South Maine Prairie in Stearns, Forest Prairie in Meeker

DISTRICT 4 – Kevin Issendorf, President

Litchfield, Greenleaf in Meeker

DISTRICT 5 – Stephen Plaisance, Director

Fairhaven in Stearns, Cokato, Southside, French Lake in Wright, Dassel in Meeker

DISTRICT 6 – Mark Larson, Treasurer

Harrison, Kandiyohi, Genessee, Fahln, Lake Elizabeth, E. Lake Lillian in Kandiyohi, Cosmos, Acton, Danielson, Swede Grove in Meeker, Brookfield, Boon Lake in Renville

DISTRICT 7 – Randy Bryant, Director

Collinwood, Cedar Mills in Meeker, Stockholm in Wright, Acoma, Hutchinson in McLeod

DISTRICT 8 – Larry Huhn, Director

Darwin, Ellsworth in Meeker

DISTRICT 9 – Karl Lundin, Secretary

North Kingston, Kingston, Forest City in Meeker



“Energizing & Connecting...Enhancing Your Life”

2022 APPLICATION FOR DIRECTOR

This application must be completed, signed and returned to Meeker Cooperative Light & Power Association by the close of business on **December 22, 2021**, in order for you to be nominated as a director candidate. Some of this information may be used in your candidate profile which may be published in the *Meeker Pioneer*, the Annual Report, on the website and social media, etc.

Member Information

Name _____
Home Phone _____ Cell Phone _____ Work Phone _____
Mailing Address _____
Service Address _____
City _____ State _____ Zip Code _____
Email Address _____ Co-op District # _____
Township/Section _____ # Years as a Cooperative Member _____
Occupation _____ Employer _____

1. Please recap your experience/involvement with Meeker Cooperative such as the number of annual meetings attended, attendance at Member Appreciation Events and/or Coffees on the Cooperative, participation in the Cooperative 101 Member Group, as a Trustee for the Meeker Cooperative Electric Trust, or on Tours such as Coal Creek, the Wind Farm, Elk River RDF Plant, etc.

2. What do you feel are the main strengths you would bring to the Meeker Cooperative Board of Directors?

A. _____
B. _____
C. _____

3. Aside from your membership in Meeker Cooperative, what other cooperative memberships have you held?

	<u>Cooperative</u>	<u>Years</u>	<u>Your Capacity</u>
A.	_____	_____	_____
B.	_____	_____	_____
C.	_____	_____	_____

4. Do you have any experience on other boards or committees (such as school boards, hospitals, churches, local government, civic organizations, clubs, etc.) that you think should be considered in your qualifications? If so, please list.

	<u>Organization</u>	<u>Years Served</u>	<u>Your Capacity</u>
A.	_____	_____	_____
B.	_____	_____	_____
C.	_____	_____	_____

5. Qualifications (as identified in the Bylaws): I meet all of the Qualifications in Article III, Section 2, b. of the Bylaws of Meeker Cooperative as identified on page 1 of the 2022 Director Information Sheet or as found in the Director Application Packet which is available on Meeker's website (www.meeker.coop) under the Member Services tab, in Download Forms, on the Co-op's home page.

_____ **Yes** _____ **No**

If no, please identify which item(s) and explain why: _____

6. Have you ever been a candidate before?

_____ **Yes** _____ **No**

If yes, when: _____

7. Have you ever served as a Meeker Cooperative director before?

_____ **Yes** _____ **No**

If yes, when: _____

8. *For former or current directors only:*

Have you completed the NRECA CCD training program per board policy?

_____ **Yes** _____ **No**

If no, please explain: _____

9. Attendance at board meetings, membership and subsidiary organization meetings and various trainings is essential. If you become a Meeker Cooperative board member, how difficult would it be for you to attend the following in-person:

		Would NOT be a problem	Could occasionally be a problem	Would be difficult for me to attend
A.	All-day board meetings held monthly?			
B.	Two and three-day seminars in the metro area with at least one month's notice?			
C.	Two and three-day seminars or meetings anywhere in the U.S. with at least one month's notice?			
D.	Board committee meetings, usually one-half day or less, with one or two week notice?			

10. Meeker Cooperative offers a variety of programs and services to its members. Please indicate which of these you participate in.

- | | |
|---|--|
| <input type="checkbox"/> Cycled Air Conditioning | <input type="checkbox"/> Dual Fuel |
| <input type="checkbox"/> Smart Hub | <input type="checkbox"/> VoIP Phone Service |
| <input type="checkbox"/> Storage Water Heating | <input type="checkbox"/> VIBRANT Broadband Service |
| <input type="checkbox"/> Storage Heat | <input type="checkbox"/> Levelized Budget Billing Plan |
| <input type="checkbox"/> Peak Shave Water Heating | <input type="checkbox"/> Operation Round Up [®] |
| <input type="checkbox"/> Rebate Programs | <input type="checkbox"/> Wellspring [®] Wind Energy |
| <input type="checkbox"/> Ebill | <input type="checkbox"/> Meeker Member Solar Project |
| <input type="checkbox"/> ACH (Automatic Payment Plan) | |

*If you **do not** participate in these programs, please indicate why you have chosen not to.*

11. Do you self-generate any portion of your own electricity through your own wind, solar or other system?

_____ **Yes**

_____ **No**

If yes, list the type & size of the system:

12. Of the current services or programs offered by Meeker Cooperative, which, if any, do you believe should be revised and in what manner?

13. What, if any, new programs or services should Meeker Cooperative provide? Why?

14. What do you believe should be the short-term goals of Meeker Cooperative?

15. What should be the long-term goals of Meeker Cooperative?

16. Describe your thoughts on the growing importance of these key areas as they affect the cost of electricity –

■ *Energy Conservation* _____

■ *Renewables: Solar, Wind & Other Sources* _____

■ *Battery Storage* _____

■ *Climate Change/Environment* _____

■ *Transmission Line Construction* _____

■ *State of Minnesota Net Metering Law* _____

■ *Distribution Lines*

- *Maintenance (i.e. right of way clearances, tree removal & trimming)* _____

- *Overhead vs. Underground line* _____

■ *Other* _____

17. Please describe your thoughts on the growing importance of high speed broadband internet availability to the rural areas of Meeker's service territory.

■ *Thoughts/suggestions regarding Meeker's VIBRANT broadband program* _____

18. In your opinion, what is the biggest concern facing Meeker Cooperative in the future?

19. Feel free to add any other information or comments which may be helpful in compiling your candidate profile. (If necessary, you may continue your answers on a separate sheet of paper.)

20. Do you have high speed internet service at home?

_____ Yes _____ No

21. Is your home Wi-Fi network password protected?

_____ Yes _____ No

22. During this time of the pandemic, many meetings have shifted to a virtual format. Do you have home accommodations that will allow you to participate in meetings in a confidential manner?

_____ Yes _____ No

23. An iPad is provided to all directors; the monthly board report and a variety of other information is only provided in an electronic format. Are you familiar with using an iPad?

_____ Yes _____ No – If no, would you be willing to learn how to use it?
_____ Yes _____ No

24. Your signature below indicates the following:

A. You understand that it is a director's responsibility to adhere to the following legally prescribed duties:

- **Duty of Loyalty:** Be loyal to the Cooperative (board actions), acting in all times in good faith for its best interests and unaffected by any personal interest that is in conflict with the best interests of the Cooperative.
- **Duty of Obedience:** Be obedient to the Cooperative by adhering to all applicable requirements of law, the Cooperative's articles and bylaws, board policies, contracts, and the Cooperative's (board) duly made decisions.
- **Duty of Due Care and Diligence:** Exercise due care and diligence that an ordinarily prudent person in a like position would exercise under similar circumstances, devoting such time and effort to the duties of a board member as may be necessary to oversee the Cooperative's business and affairs.

Having read the descriptions of the Duties ascribed to Directors, do you believe you could act in the best interest of the Cooperative and its members even though the act of the Cooperative may conflict with your personal interests?

_____ Yes _____ No – Please explain: _____

- B. You must complete and submit the Consumer Report/Investigative Consumer Report Authorization Form, which may be used to complete a background, driving record and credit check.
- C. You must provide proof of U.S. citizenship (either a passport or two of the following – driver's license, birth certificate, social security card, or other authorized documentation).
- D. You have read and understand the requirements of Policies 100, 101, 104 and 139.
- E. You have read and understand the Cooperative Articles & Bylaws. The complete Articles of Incorporation & Bylaws are included with this packet or can be viewed online at Meeker's website, www.meeker.coop. On the Home page, under the 'About Us' tab, select the Articles and Bylaws link.
- If you have a conflict with any of the bylaws, please identify which one(s) and describe your conflict with it here: _____

F. You have read and understand the Director Information Sheet.

I, the undersigned, a member of Meeker Cooperative Light & Power Association, hereby apply as a nominee for directorship, and request that my name be submitted to the Qualifications & Election Committee for their consideration to be placed on the ballot for the 2022 election for directors.

If elected director, I agree to abide by the Articles of Incorporation & Bylaws and Policies of Meeker Cooperative Light & Power Association.

Candidate's Signature

Date

For office use only

- ☐ Membership & Eligibility Verified
 - ☐ List reason if applicant does not qualify: _____
- ☐ Application signed
- ☐ Proof of citizenship provided: _____
- ☐ Release for background check provided
 - ☐ Background check completed

Meeker Cooperative is an Equal Opportunity Provider and Employer

Minnesota Rural Electric Association

11640 73rd Avenue N | Maple Grove, MN 55369 | p: 763-424-1020 f: 763-424-5820 | www.mrea.org

COMBINED DISCLOSURE NOTICE AND AUTHORIZATION REGARDING BACKGROUND CONSUMER REPORTS

Important: Please read carefully before signing.

The Fair Credit Reporting Act requires that we inform you that a background investigation may be conducted as part of our screening process. This may include an inquiry to obtain information regarding your character, employment, history, general reputation, personal characteristics, police record, education, qualifications, motor vehicle record, mode of living and/or credit and indebtedness. The primary objective of any investigation will be to verify information you provided on your application or during an interview in connection with your director application.

You have the right to request details of the report from the consumer reporting agency.

Before any adverse action is taken, based in whole or in part on the information contained in the consumer report, you will be provided a copy of the report, the name, the address and telephone number of the reporting agency, a summary of your rights under the Fair Credit Reporting Act, as well as additional information on your rights under the law.

The items of information requested below are required to process your background investigation. They are intended solely for that purpose and will not be used in a discriminatory manner for the making of business decisions.

Date of Birth: ____/____/____ (Month, Day, Year) Social Security # ____/____/____

Driver License # _____ State: _____

Other Names Used & Year Changed _____

Professional License(s): _____ State(s): _____ Type(s): _____

Number(s): _____

May we contact your current employer? ☐ Yes ☐ No

Residence Addresses For The Past 7 Years: (attach additional sheets, if necessary)

Street Address City, State & Zip Code County From Mo./Yr. To Mo./Yr.

Have you ever been charged with or convicted of a Misdemeanor or Felony crime?

☐ Yes ☐ No

If **yes**, please explain in some detail, including what county and state, and in what year:

<i>Conviction</i>	<i>City & State</i>	<i>County</i>	<i>Date</i>

I hereby authorize **Meeker Cooperative Light & Power Assn** and/or The McDowell Agency, Inc. and their agents, without any reservation, to investigate my background as it pertains to employment history and performance, personal and professional references, educational history, licenses and information contained in public records, including, but not limited to, credit, criminal, motor vehicle data and workers compensation. I hereby release all persons, companies or other entities furnishing such information from liability and responsibility in connection herewith. I further authorize ongoing procurement of the types of reports mentioned herein at any time during my tenure with the company. A photocopy of this document may be substituted for the original.

Printed Full Name of Applicant _____

Signature of Applicant _____ Date J. / /

(MN/CA/OK/ME/NY Residents Only): Do you wish to receive a copy of your consumer report?

☐ Yes ☐ No

Para informadon en espanol, visite www.consumerfinance.gov/learnmore o escribe a la Consumer Financial Protection Bureau, 1700 G Street N.W., Washington, DC 20006.

A Summary of Your Rights Under the Fair Credit Reporting Act

The federal Fair Credit Reporting Act (FCRA) promotes the accuracy, fairness, and privacy of information in the files of consumer reporting agencies. There are many types of consumer reporting agencies, including credit bureaus and specialty agencies (such as agencies that sell information about check writing histories, medical records, and rental history records). Here is a summary of your major rights under the FCRA. **For more information, including information about additional rights, go to www.consumerfinance.gov/learnmore or write to: Consumer Financial Protection Bureau, 1700 G Street N.W., Washington, DC 20006.**

- **You must be told if information in your file has been used against you.** Anyone who uses a credit report or another type of consumer report to deny your application for credit, insurance, or employment – or to take another adverse action against you – must tell you, and must give you the name, address, and phone number of the agency that provided the information.
- **You have the right to know what is in your file.** You may request and obtain all the information about you in the files of a consumer reporting agency (your “file disclosure”). You will be required to provide proper identification, which may include your Social Security number. In many cases, the disclosure will be free. You are entitled to a free file disclosure if:
 - a person has taken adverse action against you because of information in your credit report;
 - you are the victim of identify theft and place a fraud alert in your file;
 - your file contains inaccurate information as a result of fraud;
 - you are on public assistance;
 - you are unemployed but expect to apply for employment within 60 days.

In addition, all consumers are entitled to one free disclosure every 12 months upon request from each nationwide credit bureau and from nationwide specialty consumer reporting agencies. See www.consumerfinance.gov/learnmore for additional information.

- **You have the right to ask for a credit score.** Credit scores are numerical summaries of your credit-worthiness based on information from credit bureaus. You may request a credit score from consumer reporting agencies that create scores or distribute scores used in residential real property loans, but you will have to pay for it. In some mortgage transactions, you will receive credit score information for free from the mortgage lender.
- **You have the right to dispute incomplete or inaccurate information.** If you identify information in your file that is incomplete or inaccurate, and report it to the consumer reporting agency, the agency must investigate unless your dispute is frivolous. See www.consumerfinance.gov/learnmore for an explanation of dispute procedures.
- **Consumer reporting agencies must correct or delete inaccurate, incomplete, or unverifiable information.** Inaccurate, incomplete or unverifiable information must be removed

or corrected, usually within 30 days. However, a consumer reporting agency may continue to report information it has verified as accurate.

- **Consumer reporting agencies may not report outdated negative information.** In most cases, a consumer reporting agency may not report negative information that is more than seven years old, or bankruptcies that are more than 10 years old.

- **Access to your file is limited.** A consumer reporting agency may provide information about you only to people with a valid need – usually to consider an application with a creditor, insurer, employer, landlord, or other business. The FCRA specifies those with a valid need for access.

- **You must give your consent for reports to be provided to employers.** A consumer reporting agency may not give out information about you to your employer, or a potential employer, without your written consent given to the employer. Written consent generally is not required in the trucking industry. For more information, go to www.consumerfinance.gov/learnmore.

- **You may limit “prescreened” offers of credit and insurance you get based on information in your credit report.** Unsolicited “prescreened” offers for credit and insurance must include a toll-free phone number you can call if you choose to remove your name and address from the lists these offers are based on. You may opt-out with the nationwide credit bureaus at 1-888-567-8688.

- **You may seek damages from violators.** If a consumer reporting agency, or, in some cases, a user of consumer reports or a furnisher of information to a consumer reporting agency violates the FCRA, you may be able to sue in state or federal court.

- **Identity theft victims and active duty military personnel have additional rights.** For more information, visit www.consumerfinance.gov/learnmore.

States may enforce the FCRA, and many states have their own consumer reporting laws. In some cases, you may have more rights under state law. For more information, contact your state or local consumer protection agency or your state Attorney General. For information about your federal rights, contact:

TYPE OF BUSINESS:

1.a. Banks, savings associations, and credit unions with total assets of over \$10 billion and their affiliates.

b. Such affiliates that are not banks, savings associations, or credit unions also should list, in addition to the Bureau:

2. To the extent not included in item 1 above:

a. National banks, federal savings associations, and federal branches and federal agencies of foreign banks

b. State member banks, branches and agencies of foreign banks (other than federal branches, federal agencies, and insured state branches of foreign banks), commercial lending companies owned or controlled by foreign banks, and organizations operating under section 25 or 25A of the Federal Reserve Act

c. Nonmember Insured Banks, Insured State Branches of Foreign Banks, and insured state savings associations

d. Federal Credit Unions

3. Air carriers

4. Creditors Subject to Surface Transportation Board

5. Creditors Subject to Packers and Stockyards Act

6. Small Business Investment Companies

7. Brokers and Dealers

8. Federal Land Banks, Federal Land Bank Associations, Federal Intermediate Credit Banks, and Production Credit Associations

9. Retailers, Finance Companies, and All Other Creditors Not Listed Above

CONTACT:

a. Bureau of Consumer Financial Protection
1700 G Street NW
Washington, DC 20006

b. Federal Trade Commission: Consumer Response Center – FCRA
Washington, DC 20580
(877) 382-4357

a. Office of the Comptroller of the Currency
Customer Assistance Group
1301 McKinney Street, Suite 3450
Houston, TX 77010-9050

b. Federal Reserve Consumer Help Center
P.O. Box 1200
Minneapolis, MN 55480

c. FDIC Consumer Response Center
1100 Walnut Street, Box #11
Kansas City, MO 64106

d. National Credit Union Administration
Office of Consumer Protection (OCP)
Division of Consumer Compliance and Outreach (DCCO)
1775 Duke Street
Alexandria, VA 22314

Asst General Counsel for Aviation Enforcement & Proceedings
Department of Transportation
400 Seventh Street SW
Washington, DC 20590
Office of Proceedings, Surface Transportation Board
Department of Transportation
1925 K Street NW
Washington, DC 20423

Nearest Packers and Stockyards Administration area supervisor

Associate Deputy Administrator for Capital Access
United States Small Business Administration
406 Third Street, SW, 8th Floor
Washington, DC 20416

Securities and Exchange Commission
100 F St NE
Washington, DC 20549

Farm Credit Administration
1501 Farm Credit Drive
McLean, VA 22102-5090

FTC Regional Office for region in which the creditor operates or
Federal Trade Commission: Consumer Response Center – FCRA
Washington, DC 20580
(877) 382-4357

SUBJECT: DIRECTOR RESPONSIBILITIES AND POSITION DESCRIPTIONS

BOARD POLICY NUMBER 100

OBJECTIVE: Establish formal working guidelines in order for the Board of Directors of Meeker Cooperative to carry out their full responsibility for the operation and affairs of the Cooperative in accordance with the Articles of Incorporation, Bylaws and all applicable laws.

POLICY: The Board of Directors shall follow the guidelines in regard to their responsibilities as they relate to:

- Cooperative Members
- Board Members and Officers of the Board
- CEO/General Manager
- Associated Cooperative Entities
- Community and Political Leaders

REPORTING RELATIONSHIP

- A. Report to: Members of the Cooperative
- B. Direct: CEO/General Manager

COOPERATIVE RELATIONS

- A. Meeker Cooperative is basically an enterprise set up by the customer to serve his/her own needs.
 - 1. The board regards and deals with each member as an owner.
 - 2. The board must render a periodic accounting to its member-owners.
 - 3. The board endeavors to educate members to be loyal to Cooperative principles.
 - 4. Each board member shall represent the Cooperative in its entirety and not just the members from his/her district.

- B. Meeker Cooperative is a representative democratic organization in which each member has one vote.
 - 1. The board strives to enhance democratic action in the operation of the Cooperative, including the urging of members to:
 - a. Attend Annual Meetings.
 - b. Cooperate with majority interest after all members have had a full opportunity for expression.
 - 2. Each member of the board should evaluate his/her ability to explore and generate new ideas and make independent judgments for the good of the whole Cooperative; thereby enhancing his/her value to the entire board.
- C. The Cooperative exists as a business partner in a community of businesses.
 - 1. The board shall recognize the Cooperative's relationship and obligations to other businesses in the community.
 - 2. The board members shall seek to exercise leadership in community welfare and development.
- D. The Cooperative recognizes its obligation to cooperate with other associations.
 - 1. The individual board members shall promote the cooperative movement. This may include, but is not limited to, contributions to affiliated associations such as Rural Electric Political Action Committee (REPAC) and Action Committee for Rural Electrification (ACRE).
 - 2. Board members shall represent the Cooperative at the national, state, and local meetings in the best interest of the members.
- E. The Cooperative recognizes its obligation to continuously expand and improve its services.

BOARD RESPONSIBILITIES INCLUDE

- A. The board shall provide the membership's independent oversight of management.
- B. The board shall adhere to the legally prescribed duties of Loyalty, Obedience, and Due Care and Diligence.
- C. Attend monthly board meetings and other special meetings as they are called.
- D. Attend other meetings for the best interest of the Cooperative.

- E. Be responsible for the adoption of rules and regulations as deemed necessary for the management, administration and regulation of the business affairs of the Cooperative.
- F. Assure democratic functioning of the Cooperative in accordance with the Articles of Incorporation and Bylaws.
- G. Call Annual Meetings.
- H. Serve on committees as appointed by the President/Chair. The committee functions shall be to study and recommend to the entire board a course of action for the Cooperative to follow.
- I. Keep informed on issues of concern to the Cooperative. Objectively evaluate and consider the questions and problems with which the Cooperative is faced.
- J. Promote good employee labor relations to enhance the image of the Cooperative in the community.
- K. Review periodic reports, including but not limited to, a draft of the Cooperative's IRS Form 990, other applicable tax forms and the annual audit.
- L. Employ the CEO/General Manager.
- M. The board shall conduct an annual evaluation of its performance.
- N. The board shall evaluate the CEO/General Manager on an annual basis.
- O. Accept or reject recommendations of the CEO/General Manager.
- P. Directors shall complete the NRECA Credentialed Cooperative Director training program or an equivalent training program approved by the Board of Directors before the end of the first full term of office. Failure to complete said training shall make a person ineligible to become or remain a Director of the Cooperative.

MAJOR FUNCTIONS OF THE OFFICERS OF THE BOARD OF DIRECTORS

- A. Duties: President/Chair
 - 1. Be the principal executive officer of the Cooperative and shall preside at all meetings of the members and of the Board of Directors.
 - 2. Conduct membership and board meetings following parliamentary procedure.
 - 3. Sign, with the Secretary, deeds, mortgages, deeds of trust, notes, 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

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be expressly delegated by the Board of Directors or by the Bylaws to some other office or agent of the Cooperative.

4. Ensure that the board of directors conducts an annual evaluation of its performance.
5. In general, shall perform all duties incident to the office of President/Chair and such other duties that may be prescribed by the Board of Directors.
6. Appoint committees and be an ex-officio member of all committees.

B. Duties: Vice-President/Vice-Chair

In the absence of the President/Chair, or in the event of that person'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 others duties as may be assigned to him by the Board of Directors.

C. Duties: Secretary

1. Keep the minutes of meetings for the members and Board of Directors.
2. See that all notices are duly given in accordance with the Bylaws or as required by law.
3. Keep a register of the contact information of each member.
4. Sign, with the President/Chair, required documents.
5. Have general charge of the membership records of the Cooperative.
6. Keep on file at all times a complete copy of the Bylaws of the Cooperative containing all amendments thereto, which copy shall always be open to the inspection of any members.
7. In general, perform all duties incident to the Office of Secretary and such other duties as may be assigned to him/her by the Board of Directors.

D. Duties: Treasurer

1. Have charge and custody of and be responsible for all funds and securities of the Cooperative.
2. Receive and give receipts for monies due and payable to the Cooperative from any source, in such bank or banks as shall be selected in accordance with the provisions of the Bylaws.

3. Review a random sample of the checks by comparing them with invoices and report on findings at regular Board of Directors meetings.
4. Approve Board of Directors signed per diem and expense reports together with applicable receipts for individual items above \$25.00.
5. Perform all duties incident to the Office of Treasurer and such other duties as may be assigned to him/her by the Board of Directors.

RESPONSIBILITY: Board of Directors

Revised: August 2004

Revised: July 2007

Revised: July 2008

Revised: July 2009

Revised: July 2013

Revised: September 2014

Revised: July 2015

Revised: August 2016

Revised: December 2017

SUBJECT: DIRECTOR CONFLICT OF INTEREST

BOARD POLICY NUMBER 101

OBJECTIVE: To set forth the general principles and guidelines governing conflict of interest as it pertains to individuals serving on Meeker Cooperative's Board of Directors.

POLICY: All members of the Board of Directors shall comply with the following guidelines in regards to their responsibilities as a Director:

- A. Maintain the confidentiality of all matters discussed by directors and staff in the conduct of Cooperative affairs until these matters become public knowledge.
- B. Issue no false or misleading statements to members or the public.
- C. Serve all members of the Cooperative without giving special consideration to any individual or group.
- D. Shall not take a position adverse to the interests of the Cooperative or compete with the Cooperative.
- E. Shall not place themselves in any situation where they have an interest or connection to an outside business activity that could reasonably be expected to influence their independent judgment regarding Cooperative matters.

Directors shall disclose any related financial interest, directly or indirectly, through business, investment, or family through

- An ownership or investment interest in any entity with which the Cooperative has a transaction or arrangement,
- A compensation arrangement with any entity or individual with which the Cooperative has a transaction or arrangement,
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Cooperative is negotiating a transaction or arrangement,
- Or any arrangement that might benefit the private interest of a director of the Cooperative or might result in a possible excess benefit transaction.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a

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financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

- F. A Director or their Related Individual may not be employed by Cooperative or a Subsidiary, unless the Director discloses income or employment to the Board and a majority of Disinterested Directors authorizes or ratifies the income or employment.
- G. A director may not use Cooperative or Subsidiary property, material private information, or position to secure pecuniary benefit unless the benefit is received as a Cooperative member and; made available to all other similarly situated Cooperative members; and lawful.
- H. Shall annually complete and sign the Conflict of Interest Certification and Disclosure Form.
- I. Shall annually complete the IRS Form 990 Questionnaire.
- J. If the Board determines that a Director does not comply with this Policy, then:
 - The Board must provide the Director an opportunity to comply with this Policy within thirty days; and
 - If the Director does not comply with this Policy within thirty days, then, as allowed by law, the Board must sanction, disqualify, and/or remove the Director.

RESPONSIBILITY: Board of Directors

Adopted: December 2008

Revised: July 2009

SUBJECT: DIRECTOR CODE OF CONDUCT
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BOARD POLICY NUMBER 104

OBJECTIVE: Establish a Code of Conduct to be followed by all Directors of Meeker Cooperative and provide for the enforcement of the Code.

POLICY: A. The Board of Directors shall adhere to the following Code of Conduct:

1. Maintain complete loyalty to the Cooperative and actively support its objectives and programs.
2. Exercise and insist upon the use of sound business principles in the conduct of the affairs of the Cooperative.
3. Recognize and discharge my responsibility to uphold all laws and regulations relating to Cooperative business activities.
4. Inform myself as fully as possible about the affairs of the Cooperative and the organizations with which it interrelates in the normal conduct of business.
5. Not exploit or permit any exploitation of the position of director.
6. Abide by and support decisions and policies made by the majority of the board.
7. Accept my responsibility for cooperating in every reasonable and proper way with other board members.
8. Refrain from discussing personalities or activities of fellow directors or staff outside the proper business forum.
9. Maintain high standards of personal conduct which will, in the eyes of the general public, reflect credit to the Cooperative. Directors shall refrain from conduct representing disregard of the standard of behavior which the members can rightfully expect from a Director.
10. Honestly assess my capability and knowledge as a director and make an honest effort to seek training and education to improve my performance in those areas where I feel deficient.

11. Accept my election as director as a “trust” as well as an “honor” and shall not hesitate to relinquish my position as director if:
- circumstances prevent me from giving complete and full attention to my responsibilities as a director
 - no longer have the energy, enthusiasm, commitment, mental and/or physical capabilities required to fully perform the duties required.
- B. Directors shall adhere to the legally prescribed duties of Loyalty, Obedience, and Due Care and Diligence.
- C. If the Board determines that a Director does not comply with this Code of Conduct, the Board will implement corrective measures. If the Director does not comply with the corrective measures within the time specified, then, as allowed by law, the Board must sanction, disqualify, and/or remove the Director.

RESPONSIBILITY: Board of Directors

Adopted: July 2013
Revised: September 2014
Revised: July 2015

SUBJECT: RULES GOVERNING THE ELECTION OF DIRECTORS

BOARD POLICY NUMBER 139

OBJECTIVE: To establish and define the rules governing the election of directors.

POLICY: Director Election Rules

A. No candidate for the Board of Directors, nor an incumbent director, whether a candidate or not, shall intentionally engage in any of the following activities, nor shall any such candidate or director conspire, solicit, or arrange for any member or group of members to engage in such activities:

1. Cast more than one ballot per member;
2. Alter or tamper with a ballot sent to a member;
3. Duplicate a ballot sent to a member;
4. Distribute a ballot to a member by any unauthorized means;
5. Make a false statement that the candidate is supported by another person or organization without having first obtained the written permission from that person or organization;
6. Make a false statement about another candidate or a candidate's position on an issue involving Meeker Cooperative;
7. Use the term "re-elect" in connection with the election for directors, unless the candidate is an incumbent director;
8. Threaten, coerce, restrain, or exercise undue influence over the casting of a ballot by a member;
9. Threaten, coerce, restrain, or exercise undue influence over an employee of Meeker Cooperative to obtain the assistance of the employee in the candidate's election campaign;
10. Accept a financial contribution or other financial assistance from a person, corporation, or entity that competes directly with the business of Meeker Cooperative;
11. Disseminate, publish, or circulate any campaign materials without a disclaimer of the name and address of the candidate or the candidate's committee responsible for the preparation, dissemination, publication, or circulation of such materials. The disclaimer shall read: "Prepared and paid for by (name and address of the candidate or candidate's committee);
12. Offer any item of monetary value to a member to induce the member to vote for a particular candidate, or on an issue in a particular way;
13. Participate in the administration of an election for directors; and
14. Use the Meeker Cooperative logo or letterhead on any campaign materials.

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- B. All candidates must complete and sign a Director Candidate Application as provided by the Cooperative.
- C. Membership List
A printout of the membership list for each district up for election will be available at headquarters for review by director candidates. This list is not to be removed from the headquarters, copied or reproduced in any fashion.
- D. Counting of Ballots
The Board Chair shall ask for volunteer tellers from the membership at the annual meeting to count the ballots for director elections, by-law votes or other items that may have been voted on by the membership. The tellers shall select from among them one person to report the results of said elections.
- E. Member Election Committee
In the event a written complaint of a violation(s) of director election procedures is filed, each director from a district not up for election that year shall appoint one Cooperative member from their district to a Member Election Committee (MEC). This member shall not be a relative of any candidates or directors, be an employee of the Cooperative or serve as a Trustee on the Meeker Cooperative Electric Trust.

The MEC shall handle the responsibilities set forth in Section F.
- F. Rule Enforcement Process
Any member who believes that a candidate or director has violated any director election rule ("Complainant") may file a written complaint ("Complaint") with Meeker Cooperative's attorney at the corporate offices of Meeker Cooperative, together with any documents in support of the Complaint. The Complainant must also send a copy of the Complaint to the candidate or director against whom the Complaint is made ("Respondent"). The MEC will promptly investigate the Complaint and set a hearing on it as soon as possible.
- G. The Complainant and Respondent shall be entitled to appear at the hearing with counsel and present evidence for and against the charges made in the Complaint. The Complainant shall bear the burden of proof. Promptly after the hearing, the MEC shall determine whether there is clear and convincing evidence that a violation of an election rule was committed. If the MEC determines that a violation was committed, it shall prescribe the penalty to be imposed for the violation, considering the nature and severity of the violation. The penalty must be appropriate to the violation committed.
- H. Penalties may include an order to cease and desist from violating the rule, a reprimand, a censure, a disqualification of the Respondent's candidacy, a recommendation that the director resign or be removed from office, or such other penalty as the MEC determines is appropriate. The MEC shall submit its determination on the Complaint and the penalty to be imposed, if any, in writing promptly to the board of directors. The board of directors shall confirm the determination of the MEC, unless the determination and penalty are clearly erroneous based on the evidence presented.

RESPONSIBILITY: Board of Directors and CEO/General Manager

Adopted: August 2004

**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.

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 or electronic 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 approved by the Board of Directors on September 24, 2012, as clarified on February 25, 2013, and were adopted by the Membership on April 8, 2013.

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

**ARTICLE I
Members and Member Responsibilities**

Section 1. Definitions. For the purposes of these Bylaws, the terms defined in this section shall have the following meanings:

- (a) **Person.** A natural person or business entity.
- (b) **Member.** A person listed on the membership account that currently receives electric service through this Cooperative.
- (c) **Joint Member.** A form of Membership whereby persons residing at the same location request that multiple names be listed on the account. Although multiple names are listed on the joint membership account, only one of the persons is entitled to vote in the affairs of this Cooperative, and only one person is eligible to become or remain a Director of the Board of this Cooperative at any given time.
- (d) **Former Member.** A person that does not currently receive electric service through this Cooperative, but, due to having received electric service through this Cooperative in the past, has allocated capital credits remaining on the books of the Cooperative.
- (e) **Patron.** A person that receives non-electric services through this Cooperative.

Section 2. 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 3. Requirements.

Easements. 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.

Contact/Identification Information. Each Member or patron shall, upon being requested to do so by this Cooperative, complete a Member Application. It shall be the responsibility of the Member to provide accurate and reliable personal information to ensure accurate Member records for notification and billing.

Section 4. Ineligibility. A person is ineligible for membership or service if the person occupies property which property is also occupied by a Member or Former Member who is delinquent in any payment of any amount to the Cooperative and/or its subsidiaries.

Section 5. Member or Patron Termination. The Cooperative may terminate a Member or patron for the following reasons:

- As otherwise provided in the Articles or these Bylaws;
- As required or permitted by law;
- For cause determined by the Board of Directors;
- Fails to pay any amounts due to the Cooperative and/or its subsidiaries;
- Fails to provide easement or accurate member information per Article 1, Section 3;
- If the Member or patron tampers with, alters, interferes with, damages or impairs any Cooperative equipment.

Upon termination of a Member or patron, the Cooperative's duties, obligations and liabilities imposed by these Bylaws for the Member or patron shall cease. The Cooperative shall cease providing any and all Cooperative product(s) and/or service(s) to the Member or patron at the discretion of the Cooperative.

Upon satisfactory resolution of any and all causes of said termination, the affected Former Member or former patron may be reinstated.

Section 6. Acknowledgement of Terms and Provisions. The Members and 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 Member or patron, and both the Cooperative and the Members or patrons are bound by such contract, as fully as though each Member or patron had individually signed a separate instrument containing such terms and provisions.

ARTICLE II

Member Meetings and Voting

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 distributed (mailed or delivered electronically), 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 or when distributed through electronic means 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 quorum shall be established either by a registration of the Members of the Cooperative present at the meeting or represented by the mail and/or electronic votes received for the meeting. The registration of members present in person or represented by the mail and/or electronic votes received for the meeting 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. 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, Articles and Bylaws, 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, Articles and Bylaws, or election of Directors to be acted upon at the meeting and spaces opposite the text of such motion, resolution, amendment, Articles and Bylaws, 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.

A Member who claims that a ballot was not received by such Member or that the ballot received by such Member was thereafter lost, damaged or destroyed, shall not be entitled to a replacement ballot.

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, Articles and Bylaws, 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 at least seven (7) days prior to the meeting a ballot in the form prescribed by the Board of Directors.

Section 10. Member Advisory Actions. Except for matters expressly reserved by law to the Members, any motion, resolution or amendment introduced by a Member at any Members' meeting and subsequently adopted by the Members, shall be considered advisory, and will be referred to the Board for further consideration.

ARTICLE III

Board of Directors

Section 1. General Powers. The business and affairs of this Cooperative shall be managed, administered and regulated 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 natural person shall be eligible to become or remain a Director of the Cooperative who:
 - (1) is not a Member of the Cooperative;
 - (2) is not receiving service at the Member's primary residence in the district from which the Director is elected;
 - (3) is not a U.S. citizen;
 - (4) is delinquent in any payment of any amount due and payable to the Cooperative;
 - (5) within five (5) years preceding has been in, or is currently in litigation or arbitration against the Cooperative;
 - (6) is not willing to authorize and undergo a detailed background investigation;
 - (7) 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;
 - (8) within three (3) years preceding a Director candidate's nomination was an employee of the Cooperative;
 - (9) 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;
 - (10) is a grandparent, parent, spouse, co-habitant, brother, sister, child, or grandchild of an employee of the Cooperative;
 - (11) 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;
 - (12) is named as a joint Member with a current director or candidate;
 - (13) is in any way employed by or substantially financially interested in an enterprise competing with the Cooperative or any Cooperative affiliated business;
 - (14) 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
 - (15) 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 is not a natural person (i.e. a business entity such as a corporation, partnership, limited liability corporation, limited liability partnership) may select one of its officers to be eligible for election to the board in the Member's district if said officer has his or her primary residence in the Member's district. However, no such officer shall be eligible to become or remain a Director of the Cooperative if any of the provisions of (3) or (5) through (15) apply to the officer, or if any of the provisions of (4), (5) or (13) above apply to the business entity. No Member that is not a natural person may have more than one Director on the board at any given 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 legal relationship, or an adoption to which the Director was not a party.
- (d) **Disqualification.** After the Board of Directors determines that a 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 and cause said Director to be removed.
- (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 or its subsidiaries.

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.

If no Member from a district up for election is placed on the ballot, said position shall be deemed vacant following the annual meeting and the Board of Directors may appoint a Member from said district to fill said position until the next annual meeting and election of directors as described in Section 4.

Section 4. Vacancies. A vacancy occurring on the board 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. Candidates for Director. Any member meeting the qualifications of Article III, Section 2 who desires to be a candidate for the Board of Directors may file for election by submitting to the Cooperative the Meeker Cooperative Application for Director Form at least one hundred and twenty (120) days prior to the meeting.

All potential candidates must declare their intention to be placed on the ballot as described and be declared qualified for placement on the ballot by the Qualifications and Election Committee. No write-in candidates shall be deemed valid.

Section 9. Qualifications and Election Committee. Prior to any Member meeting in which a director election takes place, the Board of Directors shall appoint a Qualifications and Election Committee (Q&E Committee) for the Member meeting consisting of one Member from each of the Director Districts which is not up for election. The actions of the Q&E Committee shall be valid if a majority of Members are present for its meetings. A Q&E Member may not be an existing Cooperative Director or an employee of the Cooperative.

It shall be the responsibility of the Q&E Committee to review all applications submitted and to determine that all candidates meet stated qualifications. The Committee will notify any potential candidate that does not meet the qualifications and allow seven (7) days for the candidate to comply with said requirements. The decision of the Q&E Committee will be final. The Committee will have the authority to place qualified candidates on the ballot for election, and for any district in which there is only one candidate, waive the ballot process and declare the candidate elected.

The Qualifications & Election Committee shall prepare and post at the principal office of the Cooperative at least seventy-five (75) days before the meeting the list of qualified candidates for Director elections for each Director District up for election.

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 by 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 or by electronic means 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 contact information of each 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 institutions 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 officer 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 Members and Former Members. No interest or dividends shall be paid or payable by the Cooperative on any capital furnished by its Members and Former Members.

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 Members and Former Members 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 Members and Former Members 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 Members and Former Members as capital. The Cooperative is obligated to pay by credits to a capital account for each Member and Former Member 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 Member and Former Member is clearly reflected and credited in an appropriate record of the capital account of each Member and Former Member. All such amounts credited to the capital account of any Member and Former Member shall have the same status as though they had been paid to the Member and Former Member in cash in pursuance of a legal obligation to do so and the Member and Former Member had then

furnished the Cooperative corresponding amounts for capital. The Board of Directors shall determine the method, basis, terms, priority and order of retirement, if any, for all amounts furnished as capital.

Section 3. Security Interest in Capital Credits. As security for the full and prompt payment and performance when due of any and all obligations or indebtedness that may be owed by a Member and Former Member to the Cooperative and/or any Cooperative subsidiary, each Member and Former Member grants the Cooperative a continuing security interest in and recoupment claim against the patronage capital allocated to the Member and Former Member.

Section 4. Dissolution or Liquidation of the Cooperative. 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 Members and Former Members. 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 Members and Former Members 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 Member and Former Member accounts may be retired in full or in part. The Board of Directors shall determine the method, basis, term, priority, and order of retirement, if any, for all amounts furnished as capital.

Section 5. Assigning Capital Credit Accounts. Capital credited to the account of each Member and Former Member shall be assignable as the Board of Directors, acting under policies of general application, shall determine.

Section 6. Unclaimed Capital Credits. The Cooperative shall be entitled to apply a reasonable service charge against the Capital Credits of a Member or Former Member 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 Member or Former Member.

Section 7. 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 Members and Former Members on a patronage basis and any amounts so allocated shall be included as a part of the capital credited to the accounts of Members and Former Members, as herein provided.
- (c) The Board of Directors shall determine the method, basis, terms, priority, and order of retirement, if any, for all amounts furnished as capital.

Section 8. 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

Arbitration

Any and all disputes or claims or controversies arising from or related in any way to the Cooperative's provision of electricity or other services or in its furnishing of any goods or in its conduct of its operations, other than disputes or claims relating to the payment for electrical energy and/or other services provided by the Co-op, that are not resolved by agreement of the parties shall, at the request of any party, be resolved by binding arbitration by a single, impartial arbitrator. Arbitration shall take place in Litchfield, Minnesota, or as close to this location as possible. The selection of the arbitrator and all arbitration rules and procedures shall be determined pursuant to Minnesota Statute Chapter 572 and pursuant to the written procedures to be established from time to time by the Board of Directors. The determination of any dispute in arbitration shall be governed by the laws of the State of Minnesota, including, but not limited to, the Frye-Mack standard, and not the Daubert standard, with respect to expert testimony.

Each member of the Co-op, by virtue of membership, agrees to arbitrate any and all claims or controversies according to the Bylaws and the regulations and policies prescribed by the Board of Directors. This agreement to arbitrate disputes shall survive any withdrawal from or termination of a Member's membership in the Cooperative.

ARTICLE VIII

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 IX

Amendments

These Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the Members, present in person or represented by mail or electronic vote, 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 approved by the Board of Directors on September 24, 2012, as clarified on February 25, 2013, and were adopted by the Membership on April 8, 2013.