

## **ARTICLE VIII ▪ Meetings**

The first regular meeting of the members of this Cooperative shall be held on the fifteenth (15th) day of July, 1938, at the hour of eight (8:00) P.M. in Mt. Pleasant, Iowa, and thereafter regular annual meetings of the members shall be held at such time and place as shall be fixed by the Bylaws.

## **ARTICLE IX ▪ Management**

1. The business and affairs of this Cooperative shall be managed by a Board of nine (9) Directors to be elected by and from the membership at the annual meeting of members, which Board shall exercise all of the powers of this Cooperative except such as are by law or by these Articles of Incorporation or by the Bylaws conferred upon or reserved to the Members.

2. The members of the Board of Directors holding office following the Annual Meeting of the Members held in 1989 may remain members of the Board of Directors until their terms expire. Commencing with the Annual Meeting of Members to be held in 1990, the members of the Board of Directors shall be elected from three Districts, numbered One (1), Two (2), and Three (3). The geographical areas of the three Districts shall be established by the Board of Directors and described in the Bylaws. The Districts shall be apportioned, and reapportioned as necessary, by the Board of Directors, so that the Districts contain as nearly as possible an equal number of members.

At the Annual Meeting of Members to be held in 1990, 1991, 1992 and thereafter, one, and only one, Director from each of Districts One (1), Two (2), and Three (3), shall be elected for the term of three years, and until their respective successors shall have been elected and qualified.

Members attending and voting at an Annual Meeting or voting by mail or other electronic means as provided in these Articles of Incorporation shall vote only for candidates from the district in which they reside. The election of directors shall be by ballot, and each voting member shall be entitled to cast one vote for each director to be elected from that member's district.

3. No member shall be eligible to become or remain a Director or to hold any position of trust in this Cooperative who is not a bona fide resident of premises served by this Cooperative, or who is in any way employed by or financially interested in a competing enterprise or a business selling electric energy or supplies to this Cooperative or a business primarily engaged in

selling electrical or plumbing appliances, fixtures or supplies to the members of this Cooperative and no person shall take or hold office as a Director who is the incumbent of or Candidate for an elective public office other than on a school board, board of supervisors, township trustee, township clerk, or member of the State legislature or who fails to meet the qualifications for Director as described in the Bylaws; provided, however, that nothing in this Section contained shall, or shall be construed to, affect in any manner whatsoever the validity of any action taken at any meeting of the Board of Directors.

4. It shall be the duty of the Board of Directors to appoint, not less than one hundred sixty (160) days before the date of a meeting of the members at which Directors are to be elected, a committee on nominations consisting of three members from each District from which a Director is to be elected. No member of the Board may serve on such committee. The committee shall prepare and post, at the principal office of the Cooperative, at least ninety (90) days before the meeting, a list of those candidates nominated for Director from each District from which a Director is to be elected, and the list shall include at least two candidates for each Director to be elected. Any fifteen or more members from a District from which a director is to be elected, acting together, may make other nominations for Directors from their District by petition not less than sixty (60) days prior to the meeting, and the Secretary shall post such nominations at the same place where the list of nominations made by the committee is posted. The Secretary shall mail with the notice of the meeting, or separately, but at least ten days before the date of the meeting, a statement of the number of Directors to be elected from each District, and the names and addresses of the candidates from each District, specifying separately the nominations made by the committee and the nominations made by petition, if any. The ballots to be used for the election of Directors shall list the names of the candidates from each District nominated by the committee and the names of the candidates from each District nominated by petition, if any. The names of nominees shall be posted and listed on the ballots by District in alphabetical order.

The statement mailed by the Secretary shall also inform the members of the manner in which they may vote as provided in this Section. Any member may cast their vote in person or by mail for directors. A member voting shall mark the ballot in

the manner instructed, selecting a number of candidates equal to the number of directors to be elected from that member's district. Upon completion, the ballot shall be delivered to the Cooperative or its representative in the manner instructed. When such ballot is received from any member in advance of the meeting, or at the meeting if voting in person, it shall be accepted and counted as a vote for directors by ballot of such member at such meeting. The provisions of this Section shall not be mandatory in the case of a recall of one or more directors as provided in Section 6 of this Article IX.

If approved by the Board in advance of the meeting, members may vote by Electronic Transmission, received from the Member by the Cooperative or its representative at the headquarters office of the Cooperative, before 4:30 p.m. local time, on the last business day before the day of the Member Meeting at which the election or vote will be held, in accordance with such policies and procedures as may be adopted from time-to-time by the Board to promote the orderly, secure and accurate voting and tabulation of ballots sent and received by Electronic Transmission.

5. Subject to the provisions of Section 6 of this Article IX, vacancies occurring in the Board of Directors between annual meetings of the members of this Cooperative shall be filled by a majority vote of the remaining Directors from among members residing in the District represented by the vacancy, and Directors thus selected shall serve until the next Annual Meeting of Members and until their successors have been elected and shall have qualified.

6. Any members may bring charges against a Director by filing them in writing with the Secretary of this Cooperative, together with a petition signed by ten per centum (10%) of the members, requesting the removal of the officer or Director in question. The removal shall be voted upon at the next regular or special meeting of the members and, by a vote of a majority of all voting members of the Cooperative, the Director may be removed and the vacancy may be filled by the members. The Director against whom such charges have been brought shall be informed in writing of the charges previous to the meeting and shall have opportunity at the meeting to be heard in person or by counsel and to present witnesses; and the person or persons bringing the charges against him shall have the same opportunity.

7. The Board of Directors shall meet annually immediately

following each annual meeting of members, and at such other intervals fixed in the Bylaws. Until the first regular meeting of members to be held as provided in Article VIII of these Articles of Incorporation, the following persons shall serve as Directors:

NAME	ADDRESS
H.V. Baker	R.2, Mt. Pleasant, Iowa
Jay R. Canby	R.2, Mt. Union, Iowa
Parke F. Cornick	R.1, Mt. Pleasant, Iowa
Karl W. Kneen	R.2, Mt. Union, Iowa
F.J. McCormick	R.2, Mt. Pleasant, Iowa
Everett Scarff	R.1, Wayland, Iowa
Frank J. Walz	Lowell, Iowa
H.G. White	R.1, Rome, Iowa
Herman Wolf	R.1, Winfield, Iowa

8. The Board of Directors shall elect at its annual meeting from its membership, a president, a vice-president, secretary, treasurer, and such other officers as the Bylaws shall provide, said officers to serve for terms of one year or until their successors have been elected and qualified.

9. The following persons shall serve as officers until their successors have been elected and have qualified:

NAME	ADDRESS
President, Parke F. Cornick	R.1, Mt. Pleasant, IA
Vice-President, Jay R. Canby	R.2, Mt. Union, IA
Secretary, H.V. Baker	R.2, Mt. Pleasant, IA
Treasurer, Karl W. Kneen	R.2, Mt. Union, IA

## **ARTICLE X - Distribution of Earnings, Assets**

1. No dividends shall be paid upon memberships in this Cooperative. Subject to the obligations of the Cooperative with respect of moneys borrowed and to the provisions of any mortgages or other security given to secure such obligations, the Board of Directors shall annually dispose of the earnings of this Cooperative in excess of its operating expenses as follows:

- (a) Provide a reasonable reserve for depreciation, obsolescence, bad debts, or contingent losses or expenses;
- (b) At least ten percent of the remaining earnings must be added to surplus until surplus equals either thirty percent (30%) of the total of all capital paid in for stock or