

Bylaws IV and V December 2024 Version

Article IV. MEMBER-OWNER MEETINGS, DECISIONS, AND VOTING

Section 4.05 Quorum for Meetings of Members

A quorum of 50 Member-Owners shall be required to be present in accordance with the provisions of Wis. Stat. § 185.13 for any meeting at which a vote of Member-Owners is to take place.

Member Owners are considered present if either of the following criteria are met:

- (a) The attendance of the member-owner at the designated location of the meeting.
- Or-
- (b) Remotely, provided that:
 - i. Reasonable measures are utilized to verify that each person deemed present and permitted to vote at the Member-Owner Meeting, by means of remote communication, is a member-owner.
 - ii. The cooperative implements reasonable measures to provide member-owners a reasonable opportunity to participate in the meeting and to vote on matters submitted to the member-owners, including an opportunity to clearly read, ~~or~~ hear, and be heard at the proceedings of the meeting concurrently with the proceedings.

No proxy votes or votes by mail are permitted. Electronic voting is permitted in accordance with Bylaw 4.07(a).

Section 4.07 Electronic Voting

Electronic voting at a meeting of Member-Owners is permitted, provided that:

- (a) Electronic voting occurs with only Member-Owners in attendance at the meeting using a live voting platform or administrating vendor designated by the Cooperative, either remote or in person;
- (b) The Cooperative or administrating vendor is able to authenticate that it is a Member-Owner who is casting a vote; and,
- (c) A vote cast by electronic means has the same effect as a vote cast in person.

Electronic voting is permitted for the election of directors, provided that:

- (a) the Cooperative ensures that the Cooperative or administrating vendor can authenticate the identity of the Member-Owner who is casting a vote; and,
- (b) A vote cast by electronic means has the same effect as a vote cast in person.

Article V. AMENDMENTS TO THE ARTICLES AND BY-LAWS

Section 5.01 Amendment

The Articles of Incorporation and Bylaws may be amended, restated, or repealed by a two-thirds (2/3) majority of the votes cast at a duly called meeting of the Member-Owners where a quorum is met.

The Bylaws may also be amended by the Board; *provided* that any amendment of these Bylaws adopted by the Board shall be reported at the next duly called meeting of the Member-Owners and shall be subject to amendment or repeal by a majority vote of the Member-Owners present and entitled to vote at such meeting.

Any amendment to the Articles of Incorporation may be proposed, but not adopted, by the Board and must be presented at the next duly called Member-Owner meeting for vote and is subject to adoption by a two-thirds (2/3) majority vote of the Member-Owners where a quorum is present at the meeting.

Section 5.03 Currentness

The Board is charged with the duty to review the applicable state laws or confer with legal counsel for any questions on currentness of a subsection within the Articles of Incorporation or Bylaws.