

solely responsible for determining the place, date and time for any such special meeting; PROVIDED, however, that such a special meeting shall be held within one of the counties being served by the Cooperative. Upon the adoption of such a resolution calling a special meeting of the members, it shall be the duty of the Secretary to cause notice of such meeting to be given as provided in Section 4.03.

**SECTION 4.03 – Notice of Member Meetings.**

10.04

As directed by the Chairman, Secretary, or any Officer or Member properly calling an Annual Meeting or Special Meeting (collectively “Member Meeting”), the Cooperative shall deliver written notice of the Member Meeting:

1. Personally or by mail;
2. To all Members entitled to vote at the Member Meeting;
3. Indicating the date, time, and location of the Member Meeting;
4. At least ten (10), but not more than 25 days prior to the Member meeting; and
5. Describing any matter to be considered, or voted or acted upon; and
6. For any Special Member Meeting, stating the purpose of, and describing any matter to be considered, or voted or acted upon, at the Special Member Meeting.

If mailed, notice of a Member Meeting is delivered when deposited in the United States Mail in a sealed envelope with prepaid postage affixed and addressed to a Member at the Member’s address shown on the Membership List. Publication of the notice in the *Enchantment* magazine, or other such Member publications, and timely delivery of the same to the Member shall be an acceptable means of providing notice.

The inadvertent and unintended failure to send or of any Member to receive notice of any Member Meeting shall not affect any action taken at the Member Meeting.

Art. X 10.04

When notifying Members of any Member Meeting, the Cooperative shall include notice of any matter which a Member may raise or discuss, and intends to raise or discuss, at the Member Meeting if:

Art. X 10.01

1. Requested, in writing, by a percentage of the Total Membership entitled to call a Special Member Meeting and the Cooperative receives the written request satisfying the member-identification standards set forth in Section 4.02, at least thirty (30) days prior to delivering notice of the Member Meeting; or
2. The Cooperative receives the written request at least thirty (30) days prior to delivering notice of the Member Meeting.

The Cooperative shall also notice any matter that the Board of Directors intends to raise or discuss at the Member Meeting.

Unless otherwise provided in these Bylaws, the Cooperative shall notify Members of a Member Meeting adjourned to another date, time, or location unless:

1. The Member Meeting is adjourned to another date occurring within one hundred and twenty (120) days following the Record Date for the original Member Meeting; and
2. The new date, time, or location is announced at the Member Meeting prior to adjournment.

Unless at least one-third (1/3) of the Members entitled to vote on a matter are present in person at an Annual Member Meeting, Members may only vote upon matters described in the notice of the Annual Member Meeting. At a Special Member Meeting, Members may only vote upon matters described in the notice of the Special Member Meeting.

#### **SECTION 4.04 – Record Date.**

1. The Record Date for the purpose of determining the members entitled to notice of a Member meeting shall not exceed 25 days preceding the day on which notice is given.
2. The Record Date for the purpose of determining the members entitled to vote at a Member Meeting shall be the Cooperative's business day preceding the date of the Member Meeting.
3. A determination of members entitled to notice of or to vote at a Member Meeting is effective for any adjournment of the meeting unless the Board fixes a new date for determining the right to notice or the right to vote, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

#### **SECTION 4.05 – Member Meeting List.**

After fixing the Record Date for determining the Members entitled to notice of a Member Meeting, and through the duration of the Member Meeting or any adjournment, the Cooperative shall prepare, update, and maintain an alphabetical list ("Member Meeting List") indicating the name and address of each Member entitled to notice of, and to vote at, the Member Meeting.

In order to facilitate communications among members concerning the Member Meeting, the Cooperative shall make the Member Meeting List available for inspection by any Member:

1. Beginning two (2) business days after the Cooperative provides notice of the Member Meeting as outlined in Section 4.03, and continuing through the duration of the Member Meeting or any adjournment; and
2. At the Cooperative's principal office, or at a reasonable place identified in the notice of the Member Meeting and located in the city in which the Member Meeting will be held; and

Upon written demand and at a reasonable time during the period a Member Meeting List is available for inspection:

1. A Member, Member's agent, or Member's attorney may inspect the Member Meeting List and copy the Member Meeting List at the Member's expense; or
2. Upon paying the Cooperative a charge not to exceed the Cooperative's material cost