

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

of providing an electronic copy of the Member Meeting List, the Cooperative shall provide a copy of the Member Meeting List to the Member, Member's agent, or Member's attorney if:

- a. The written demand is made in good faith;
- b. The Member Meeting List is not used to solicit money or property unless the money or property is used solely to solicit Member votes at the Member Meeting; and
- c. The Member Meeting List is not used for any commercial purpose, or sold to, or purchased by, any Person.

The Cooperative shall also make the Member Meeting List available for inspection at the Member Meeting. Any Member, Member's agent, or Member's attorney may inspect the Meeting List at any time during the Member Meeting or any adjournment thereof.

Before acting as allowed under this Bylaw, a Member's agent or attorney must provide written evidence satisfactory to the Cooperative that the Member properly authorized the agent or attorney to act on the Member's behalf.

Failure to prepare or make available the Member's List does not affect the validity of action taken at the meeting.

SECTION 4.06 – Reserved

SECTION 4.07 – Member Quorum.

Attendance in person of at least three percent (3%) of the total members of the Cooperative shall be required for the transaction of business at any meeting of the members ("Member Quorum"). New business shall not be conducted if the Member Quorum does not exist at the time of the vote. If a Member Quorum did not exist at any time during the meeting, a majority of those present in person may adjourn the meeting to another time and date at least thirty (30) days later and to any place within one of the counties permitted in Section 4.01; PROVIDED, that the Secretary shall notify any absent members of the time, date and place of such adjourned meeting by delivering notice thereof as provided in Section 4.03. At all meetings of the members, whether a Member Quorum be present or not, the Secretary shall annex to the meeting minutes, or incorporate therein by reference, a list of those members who were registered as present in person or, if allowed by Section 4.07, by proxy.

SECTION 4.08 – Voting.

1. Each Member or their spouse who is not suspended or terminated, as provided for in Article III, shall be entitled to one vote and no more upon each matter submitted to a vote at any meeting of the members. A non-Member spouse will be required to present satisfactory proof of the marital relationship (*e.g.*, same last name and same address on a valid ID) prior to voting the Membership interest. The Member spouse's proxy is not required.