

2017 BYLAWS CHANGES

ARTICLE I. ORGANIZATION

No changes

ARTICLE II. DEFINITIONS

Only the order of terms has changed.

ARTICLE III. MEMBERSHIP

Section 3.2 Member Types. a. Patron Member, ii. Financial Rights

Old:

- (A) Patron Members have the right to terminate membership as described in Article III, Section 3.8.
- (B) Patron Members have the right to share in the annual allocation of surplus patronage earnings on the basis of the business done with or for such patrons as described in ARTICLE V.

New:

- (A) Patron Members have the right to terminate membership and request repurchase of Membership Interests as described in **Section 3.8 Termination of Membership**.
- (B) Patron Members have the right to share in the annual allocation of surplus patronage earnings on the basis of the business done with or for such patrons as described in **Article V FINANCE**.

Section 3.8 Termination of Membership

Old:

Repurchase or Transfer of Membership Interests. Patron Members may terminate their membership voluntarily upon notice to the Cooperative. The Board may elect to terminate a membership if a Patron Member dies, ceases to exist, or fails to comply with the requirements of these bylaws.

Owners may terminate their ownership voluntarily upon notice to the Cooperative. The Board may elect to terminate ownership if an Owner dies, ceases to exist, or fails to comply with the requirements of these bylaws.

When a Patron Member's and/or an Owner's Membership Interest(s) is terminated, the Cooperative shall have two options. The Board may elect to repurchase the Membership Interest(s), or under special circumstances, to transfer the Membership Interest(s) to another designated party.

The Cooperative may repurchase a Patron Member's and/or an Owner's Membership Interest(s) by tendering to the Patron Member and/or Owner or his, or her, or its heir or successors in the appropriate case, the amount initially paid for the Membership Interest(s) together with any cash portion of a patronage dividend due or unpaid, less any indebtedness due the Cooperative. The Cooperative may transfer a Patron Member's and/or an Owner's Membership Interest(s) to another party by repurchasing the Membership Interest(s), and in lieu of tendering the amount initially paid for the Membership Interest(s), reissue the Membership Interest(s) to another designated party. Any cash portion of a patronage dividend due or unpaid, less any indebtedness due the Cooperative shall transfer to the party receiving the Membership Interest(s). Both parties must sign an application agreeing to the transfer. The party transferring the Membership Interest(s) agrees to surrender all Membership Rights as designated in **Section 3.9 Surrender of Membership Rights**. The party receiving the Membership Interest(s) agrees to the provisions in **Section 3.3 Application for Patron**

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Membership. A legal heir or successor may sign on behalf of a deceased Patron Member and/or Owner.

Regardless of the reasons for termination, repurchase or transfer of Membership Interest(s) by the Cooperative shall be subject to the same terms and limitations governing all Membership Interest repurchases, including availability of replacement capital, the order in which withdrawal is requested, and the discretion of the Board of Directors to determine terms of repurchase or transfer. The Cooperative retains the right to terminate all memberships as provided in these bylaws and to repurchase all Membership Interests.

New:

- a. **Termination of Membership.** Patron Members or Owners may terminate their membership voluntarily upon notice to the Cooperative. The Board may elect to terminate a membership if a Patron Member or Owner dies, ceases to exist, or fails to comply with the requirements of these bylaws.
- b. **Repurchase of Membership Interest(s).** When a Patron Member or an Owner's Membership is terminated, the Board may elect to repurchase their Membership Interest(s). The Board may repurchase a Patron Member or an Owner's Membership Interest(s) by tendering to the Patron Member or Owner, or his, or her, or its heir, or successors in the appropriate case, the amount initially paid for the Membership Interest(s) together with any cash portion of a patronage dividend due or unpaid, less any indebtedness due the Cooperative.
- c. **Limitations and Authority.** Regardless of the reasons for termination, any repurchase of Membership Interest(s) by the Cooperative shall be subject to the same terms and limitations governing all Membership Interest repurchases, including availability of replacement capital, the order in which withdrawal is requested, and the discretion of the Board of Directors to determine terms of repurchase. The Board retains the right to terminate all memberships as provided in these bylaws and to repurchase all Membership Interests.

ARTICLE IV: CAPITAL STRUCTURE

No changes

ARTICLE V: FINANCE

Section 5.2 Patronage Dividend

Old:

This corporation operates on a cooperative basis and allocates Patronage Dividend. The patronage dividend, as determined by the Board of Directors, shall be paid in cash, property or written notices of allocation as defined by Subchapter T of the Internal Revenue Code. Such checks must be endorsed and cashed within ninety days after the eight months and fifteen day period referred to above; otherwise the affected distribution will be canceled. Any allocations of such a nominal amount as not to justify the expenses of distribution may, as determined by the Board, be excluded from distribution provided that they are not then or later distributed to other Patron Members.

New:

This corporation operates on a cooperative basis and may allocate a patronage dividend. The patronage dividend, as determined by the Board of Directors, shall be paid in cash, property, or written notices of allocation as defined by Subchapter T of the Internal Revenue Code.

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Payouts to Members from the income of a given tax year must be made in accordance with current tax law. Patronage dividends issued as checks must be endorsed and cashed no later than ninety (90) days after the payment period, otherwise the affected distribution will be canceled. Any allocations of such a nominal amount as not to justify the expenses of distribution may, as determined by the Board, be excluded from distribution provided that they are not then or later distributed to other Patron Members.

ARTICLE VI: BOARD OF DIRECTORS

Old:

Section 6.1 Types of Directors. The governance of this Cooperative and oversight of the management shall be vested in a Board of Directors, the members of which must be elected by ballot by the Members from their own number.

- a. **Directors from Patron Members.** The number of Directors serving the Cooperative shall be nine (9). All Directors must be Patron Members. The Patron Members shall be entitled to elect all nine Directors from the Patron Members. Employees of the Cooperative are not eligible to be elected or appointed Directors.
- b. **Directors from Non-Patron Members (Reserved)**
- c. **Eligibility.** Employees of the Cooperative, or anyone with whom they have a shared financial arrangement, are not eligible to be elected or appointed Directors. Former employees of the Cooperative are not eligible to be elected or appointed Directors until after two years from their last date of employment. Individuals must be in good standing and a member for one year to be eligible to run for the Board.
- d. **Nominations.** The Board may establish a procedure to solicit and qualify applications for nomination to the Board in accordance with policies established by the Board.

Section 6.2 Terms. Except as otherwise provided herein, all Directors shall serve three-year terms and until their successors are duly elected and qualified, or until their earlier death, resignation or removal. In order to preserve continuity of governance and the harmonious transition of the initial Board of Directors to the elected Board of Directors, the terms of the initial Directors shall be staggered. The initial Board of Directors shall adopt nomination, reporting and other election procedures in advance of the 2005 Board Election to achieve the desired staggered effect and election matters prescribed by these bylaws. Directors may not be elected to more than two consecutive three-year terms.

Section 6.3 Resignation. Any Director may resign at any time. A resignation shall be made in writing and shall take effect at the time specified therein or, if no time be specified then at the time of its receipt by the Chair or the Secretary of the Cooperative. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 6.4 Removal. A Director may be removed for cause by the affirmative vote of two-thirds of the remaining Directors then serving. Notice of the meeting shall be given to the Members and shall state that the removal will be discussed and acted upon at the meeting, and must also be provided to the Director in question at least 10 days in advance of the meeting. The Director in question has a right to be heard at the meeting.

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Section 6.5 Replacement. Any vacancy occurring on the Board of Directors may be filled by appointment through an affirmative vote of a majority of the remaining Directors. A Director appointed by the Board of Directors to fill a vacancy shall serve for the remainder of the term of the vacated position.

Section 6.6 Compensation and Reimbursement. The Board of Directors may fix the compensation, if any, of Directors. Directors shall also be entitled to reimbursement for actual expenses, approved by the Board, incurred in attending meetings of the Board of Directors or other business of the Cooperative. All decisions regarding Directors compensation shall be announced to the Membership at the next regular or special meeting of the Membership.

Section 6.7 Liability. A Director is personally liable to the Cooperative or its Members for monetary damages for breach of fiduciary duty in the following circumstances:

- a. For a breach of the Director's duty of loyalty to the Cooperative or its Members;
- b. For acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- c. For a transaction from which a Director derived an improper personal benefit.

Section 6.8 Officers. The officers of this Cooperative shall be a Chair, Vice Chair, a Secretary and a Treasurer, who shall be elected annually by and from the Directors. The offices of Secretary and Treasurer may be combined, and when so combined, the person filling such office shall fulfill the duties of both offices and shall be termed "Secretary-Treasurer".

- a. **Chair.** The Chair shall:
 - i. Preside over all meetings of the Cooperative and of the Directors;
 - ii. Sign as Chair, with the Secretary, all notes, deeds and other conveyances of real estate, as well as all certificates of Stock of the Cooperative.
- b. **Vice Chair.** In the absence or disability of the Chair, the Vice Chair shall perform the duties of the Chair.
- c. **Secretary.** The Secretary will:
 - i. Act as records officer to ensure that a complete records of the meetings of the Cooperative and of the Board of Directors is kept;
 - ii. Sign as Secretary, with the Chair, all notes, deeds and other conveyances of real estate, as well as all certificates of Stock of the Cooperative;
 - iii. Submit reports to the Members at the annual 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;
 - iv. Perform such other duties as may be required of him or her by the Cooperative or the Board of Directors.
- d. **Treasurer.** The Treasurer shall:
 - i. Act as financial officer to perform such duties pertaining to his or her office as may be required by the Board of Directors.

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Section 6.9 Duties and Authority

a. **Management of Business.** The Board of Directors shall cause the Cooperative to conduct its business and operations separate and apart from that of any Member or Director. The Board of Directors shall take all actions which may be necessary or appropriate for 1) the continuation of the Cooperative's valid existence under the laws of the State of Minnesota and each other jurisdiction in which such existence is necessary to protect the limited liability of Members or to enable the Cooperative to conduct the business in which it is engaged, and 2) the accomplishment of the Cooperative's purposes, including the acquisition, development, maintenance, preservation, and operation of Cooperative property in accordance with the provisions of these bylaws and applicable laws and regulations. Each Director shall have the duty to discharge the foregoing duties in good faith, in a manner the Director believes to be in the best interests of the Cooperative, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. No Director shall be under any other duty to the Cooperative or the Members to conduct the affairs of the Cooperative in a particular manner.

The Board of Directors governs and delegates the business of the Cooperative through Policy Governance[®].

The Board of Directors shall select, employ, and fix the compensation of the General Manager of the Cooperative, who shall not be a member of the Board of Directors. Administrative and operational aspects of the Cooperative are delegated to the General Manager through written policy.

The Board of Directors shall cause the Cooperative to provide for insurance of the property of the Cooperative, or property that may be in the possession of the Cooperative and not otherwise adequately insured by the member of the property. In addition, the Board of Directors shall cause the Cooperative to provide for insurance covering liability of the Cooperative to all employees and the public, in commercially reasonable amounts as is customary for businesses similar to the Cooperative. The Cooperative may purchase and maintain insurance on behalf of any person in the person's official capacity against any liability asserted against and incurred by the person in or arising from that capacity, whether or not the Cooperative would otherwise be required to indemnify the person against the liability.

b. **Audit Committee.** The Board shall establish an audit committee to review the financial information and accounting report of the Cooperative. The Cooperative shall have the financial information audited for presentation to the Members or have financial statements that are not audited if the financial statements clearly state that they are not audited. Such audit or review shall be made between the date of close of the fiscal year and the date of the annual meeting. Financial statements and audited financial statements shall be prepared according to generally accepted accounting procedures. The Directors shall elect Members to the audit committee. The audit committee shall ensure an independent review of the Cooperative's finances and audit.

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New:

Section 6.1 Types of Directors. The governance of this Cooperative and oversight of the management shall be vested in a Board of Directors, the members of which must be elected by ballot by the Members from their own number.

- a. **Directors from Patron Members.** The number of Directors serving the Cooperative shall be nine (9). All Directors must be Patron Members. The Patron Members shall be entitled to elect all nine Directors from the Patron Members. Directors may fill vacated positions on the Board of Directors through appointment, as per **Section 6.7 Replacement**.
- b. **Directors from Nonpatron Members (Reserved)**

Section 6.2. Nominations. The Board may establish a procedure to solicit and qualify applications for nomination to the Board in accordance with policies established by the Board.

Section 6.3 Board Eligibility. An individual must be a Member in good standing for at least one (1) year to be eligible to run, or be appointed, for the Board; provided, however, that the following individuals are prohibited from serving on the Board:

- a. A current employee of the Cooperative.
- b. A former employee of the Cooperative who is within two years of their last date of employment.
- c. Those with inherent personal, business, or professional conflicts of interest with current employees or Directors, including but not limited to spouses or domestic partners.
- d. A service provider or Member who does business with the Cooperative, except in the same manner as other Members generally do business with the Cooperative.

Section 6.4 Terms. Except as otherwise provided herein, all Directors shall serve three-year terms and until their successors are duly elected and qualified, or until their earlier death, resignation, or removal. In order to preserve continuity of governance and the harmonious transition of the standing Board of Directors to the elected Board of Directors, the terms of the Directors shall be staggered. Directors may not be elected to more than two consecutive three (3)-year terms.

Section 6.5 Resignation. Any Director may resign at any time. A resignation shall be made in writing and shall take effect at the time specified therein or, if no time be specified, then at the time of its receipt by the Chair or the Secretary of the Cooperative. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 6.6 Removal. A Director may be removed for cause by the affirmative vote of two-thirds of the remaining Directors then serving at a regular or special meeting called by the Board. Notice of such meeting shall be given to the Members and shall state that the removal will be discussed and acted upon at the meeting, and must also be provided to the Director in question at least ten (10) days in advance of the meeting. The Director in question has a right to be heard at the meeting.

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Section 6.7 Replacement. Any vacancy occurring on the Board of Directors may be filled by appointment through an affirmative vote of a majority of the remaining Directors. A Director appointed by the Board of Directors to fill a vacancy shall serve for the remainder of the term of the vacated position.

Section 6.8 Compensation and Reimbursement. The Board of Directors may fix the compensation, if any, of Directors. Directors shall also be entitled to reimbursement for actual expenses, approved by the Board, incurred in attending meetings of the Board of Directors or other business of the Cooperative. All decisions regarding Directors compensation shall be announced to the Membership at the next regular or special meeting of the Membership.

Section 6.9 Conflicts of Interest. Directors shall be under obligation to disclose their actual or potential conflicts of interest. Directors having such a conflict shall absent themselves from discussion and decision of any related matter under consideration by the Board, unless otherwise determined by the Board.

Section 6.10 Liability. A Director is personally liable to the Cooperative or its Members for monetary damages for breach of fiduciary duty in the following circumstances:

- a. For a breach of the Director's duty of loyalty to the Cooperative or its Members;
- b. For acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- c. For a transaction from which a Director derived an improper personal benefit.

Section 6.11 Officers. The officers of this Board of Directors shall be a Chair, Vice Chair, a Secretary, and a Treasurer, who shall be elected annually by and from the Directors. The offices of Secretary and Treasurer may be combined, and when so combined, the person filling such office shall fulfill the duties of both offices and shall be termed "Secretary-Treasurer."

- a. **Chair.** The Chair shall:
 - i. Preside over all meetings of the Cooperative and of the Directors;
 - ii. Sign as Chair, with the Secretary, all notes, deeds and other conveyances of real estate.
- b. **Vice Chair.** In the absence or disability of the Chair, the Vice Chair shall perform the duties of the Chair.
- c. **Secretary.** The Secretary will:
 - i. Act as records officer to ensure that complete records of the meetings of the Cooperative and of the Board of Directors are kept;
 - ii. Sign as Secretary, with the Chair, all notes, deeds, and other conveyances of real estate;
 - iii. Submit reports to the Members at the annual 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;
 - iv. Perform such other duties as may be required of him or her by the Cooperative or the Board of Directors.
- d. **Treasurer.** The Treasurer shall:

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- i. Act as financial officer to perform such duties pertaining to his or her office as may be required by the Board of Directors.

Section 6.12 Duties and Authority

- a. **Management of Business.** The Board of Directors shall cause the Cooperative to conduct its business and operations separate and apart from that of any Member or Director. The Board of Directors shall take all actions which may be necessary or appropriate for 1) the continuation of the Cooperative's valid existence under the laws of the State of Minnesota and each other jurisdiction in which such existence is necessary to protect the limited liability of Members or to enable the Cooperative to conduct the business in which it is engaged, and 2) the accomplishment of the Cooperative's purposes, including the acquisition, development, maintenance, preservation, and operation of Cooperative property in accordance with the provisions of these bylaws and applicable laws and regulations. Each Director shall have the duty to discharge the foregoing duties in good faith, in a manner the Director believes to be in the best interests of the Cooperative, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. No Director shall be under any other duty to the Cooperative or the Members to conduct the affairs of the Cooperative in a particular manner.

The Board of Directors shall select, employ, and fix the compensation of the General Manager of the Cooperative, who shall not be a member of the Board of Directors.

The Board of Directors shall cause the Cooperative to provide for insurance of the property of the Cooperative, or property that may be in the possession of the Cooperative and not otherwise adequately insured by the member of the property. In addition, the Board of Directors shall cause the Cooperative to provide for insurance covering liability of the Cooperative to all employees and the public, in commercially reasonable amounts as is customary for businesses similar to the Cooperative. The Cooperative may purchase and maintain insurance on behalf of any person in the person's official capacity against any liability asserted against and incurred by the person in or arising from that capacity, whether or not the Cooperative would otherwise be required to indemnify the person against the liability.

- b. **Audits or Reviews.** The Board of Directors shall review all financial statements prepared and presented by management at their regular meetings but no less than four times a year. The Board may, in addition, have the financial information audited or reviewed at least annually by a certified public accountant. Such audit or review shall be made between the date of the close of the fiscal year and the date of the annual meeting of Members, and a report of findings, containing at least a statement of assets and liabilities showing the financial condition of this cooperative at the close of the fiscal year and a statement of income and expenses for the year, shall be submitted to the Members at the annual meeting.
- c. **Governance and Delegation.** The Board of Directors governs and delegates the business of the Cooperative through Policy Governance®. Administrative and operational aspects of the Cooperative are delegated to the General Manager through written policy.

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ARTICLE VII: MEETINGS

Old:

Section 7.4 Voting. The Board of Directors may authorize a mail ballot for voting on all matters that members are entitled to vote upon, including voting to elect Directors. Each Member shall have one vote as per Article II. If authorized, mail ballots shall be sent to all Members with the notice of a meeting. If a ballot is received on or before the date of the meeting, it shall be accepted and counted unless the Board of Directors has established a voting period. If the Directors have established a voting period, the ballot received on or before the close of the business on the final day of the voting period shall be accepted and counted. There shall be no proxy voting.

For the purpose of determining Members entitled to notice of or to vote at any meeting of Members or any adjournment of a meeting or in order to make a determination of Members for any other proper purpose, the Board of Directors may provide that the record books shall be closed for a stated period not exceeding fifteen (15) days. If the record books shall be closed for the purpose of determining Members entitled to notice of or to vote at a meeting of Members, the books shall be closed for a period not exceeding fifteen (15) days immediately preceding the meeting. In lieu of closing the record books, the Board of Directors may fix in advance a date as the record date for any determination of Members, the date in any case to be not more than sixty (60) days and in the case of a meeting of Members, not less than fifteen (15) days prior to the date of which the particular action requiring the determination of Members is to be taken. If the record books are not closed and no record date is fixed for the determination of Members entitled to notice of or to vote at a meeting of Members, the date on which notice of the meeting is mailed, as the case may be, shall be the record date for the determination of Members. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this section, the determination shall apply to any adjournment of the meeting, except where the determination has been made through the closing of record books and the stated period of closing has expired.

New:

a. **Generally.** The Board of Directors may authorize a ballot by mail or otherwise for voting on all matters that Members are entitled to vote upon, including voting to elect Directors. Each Member shall have one vote as per Article II. There shall be no proxy voting.

b. **Mail Ballots and Voting Periods.** If authorized, mail ballots shall be sent to all Members with the notice of a meeting. If a ballot is received on or before the date of the meeting, it shall be accepted and counted unless the Board of Directors has established a voting period. If the Directors have established a voting period, the ballot received on or before the close of the business on the final day of the voting period shall be accepted and counted.

c. **Member Eligibility for Voting.**

- i. **Determination by Record Book Closure.** For the purpose of determining Members entitled to notice of, or entitled to vote at, any meeting of Members, the Board of Directors may provide that the record books shall be closed for a stated period not exceeding fifteen (15) days immediately preceding the meeting. The Board of Directors may also provide that the record books be closed for a stated period not exceeding fifteen (15) days in order to make a determination of Members for any other proper purpose.

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- ii. **Determination by Fixed Date.** In lieu of closing the record books, the Board of Directors may fix in advance a date as the record date for any determination of Members, the date in any case to be not more than sixty (60) days and in the case of a meeting of Members, not less than fifteen (15) days prior to the date of which the particular action requiring the determination of Members is to be taken.
- iii. **Determination by Mailing Date.** If the record books are not closed and no record date is fixed for the determination of Members entitled to notice of or to vote at a meeting of Members, the date on which notice of the meeting is mailed, as the case may be, shall be the record date for the determination of Members.

Old:

Section 7.7 Quorum, Directors' Meetings. Regular meetings of the Board of Directors shall be held as determined by the Board of Directors. Board of Directors' meetings shall be held at the principal office of the Cooperative or at another place, either within or without the State of Tennessee, as shall be designated by the person calling the meeting and stated in the notice of the meeting or a duly executed waiver of notice thereof. Directors may participate in a Board of Directors' meeting by means of video or audio conferencing or similar communications equipment whereby all Directors participating in the meeting can hear each other.

Oral or written notice of each meeting of the Board of Directors, stating the place, day and hours of the meeting, shall be given to each Director at least three (3) days before the day on which the meeting is to be held. The notice or waiver of notice of any special or regular meeting of the Board of Directors does not need to specify the business to be transacted or the purpose of the meeting.

Whenever any notice is required to be given to a Director under the provisions of these bylaws, a waiver thereof in writing signed by the Director, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Attendance of a Director at any meeting of the Board of Directors shall constitute waiver of notice of the meeting by the Director, except where the Director attends a meeting for the express purpose of stating his or her objection to the transaction of any business because the meeting is not lawfully called or convened.

Directors' meetings may be held by telephone conference call, if so approved by all Directors, providing all persons participating can hear each other at the same time.

A majority of the Directors in office shall constitute a quorum necessary for the transaction of business at any regular or special meeting of the Board of Directors. If less than a quorum is present, those Directors present may adjourn the meeting from time to time until a quorum shall be present.

New:

Section 7.7 Quorum, Directors' Meetings.

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- a. **Meetings Generally.** Regular meetings of the Board of Directors shall be held as determined by the Board of Directors. Board of Directors' meetings shall be held at the principal office of the Cooperative or at another place, either within or outside of the State of Tennessee, as shall be designated by the person calling the meeting and stated in the notice of the meeting or a duly executed waiver of notice thereof.
- b. **Quorum.** A majority of the Directors in office shall constitute a quorum necessary for the transaction of business at any regular or special meeting of the Board of Directors. If less than a quorum is present, those Directors present may adjourn the meeting from time to time until a quorum shall be present. Directors may participate in a Board of Directors' meeting by means of video, audio conferencing, or similar electronic communications equipment whereby all Directors participating in the meeting can hear each other. Video, audio, or similar electronic presence of a Director shall count towards quorum.
- c. **Notice of Meetings.** Oral or written notice of each meeting of the Board of Directors, stating the place, day and hours of the meeting, shall be given to each Director at least three (3) days before the day on which the meeting is to be held. The notice or waiver of notice of any special or regular meeting of the Board of Directors does not need to specify the business to be transacted or the purpose of the meeting.
- d. **Waiver of Required Notice; Attendance for Objection Not a Waiver.** Whenever any notice is required to be given to a Director under the provisions of these bylaws, a waiver thereof in writing signed by the Director, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Attendance of a Director at any meeting of the Board of Directors shall constitute waiver of notice of the meeting by the Director, except where the Director attends a meeting for the express purpose of stating his or her objection to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE VIII: MISCELLANEOUS PROVISIONS

Section 8.2 Amendments.

Old:

- c. The Members may amend the bylaws even though the bylaws may also be amended by the Board.

New:

- c. Members may propose and bring for a vote an amendment of the bylaws in accordance with policies established by the Board. The Board shall publicize any proposed amendment of the bylaws by Members in full to the Members not less than four (4) weeks prior to the amendment voting process, which shall be held at a time and in a manner determined by the Board.