

SECTION 1. Annual Meeting: The annual meeting of the members shall be held once in each year on such a day as may be designated by the Board of Directors and in such place in the County of Kingsbury, State of South Dakota as shall be designated in the notice of meeting for the purpose of electing directors, passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting. It shall be the responsibility of the Board of Directors to make adequate plans and preparations for the annual meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture of dissolution of the Cooperative. The Board of Directors shall retain the right to postpone any set annual meeting to a later date within the calendar year in the event of inclement weather or any catastrophe and that such postponement shall be made by public announcement prior to such meeting date, in which event a new notice as specified by Section 3, shall be given of such postponed meeting.

SECTION 2. Special Meetings: Special meetings of the members may be called by resolution of the Board of Directors, or upon written request signed by any three (3) directors, by the President, or by ten per centum (10%) or more of all the members, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held at any place within the County of Kingsbury, State of South Dakota, specified in the notice of the special meeting.

SECTION 3. Notice of Members' Meetings: Written or printed notice stating the place, day and hour of the meeting and in case of a special meeting or an annual meeting at which business requiring special notice is to be transacted, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than twenty-five (25) days before the date of the meeting, either personally or by mail, by or at the direction of the Secretary or upon default in duty of the Secretary, by the persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears in the records of the Cooperative, with postage thereon prepaid. The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action, which may be taken by the members at any such meeting.

SECTION 4. Quorum: As long as the total number of members does not exceed one thousand (1,000), five per centum (5%) of the total number of members present in person shall constitute a quorum. In case the total number of members shall exceed one thousand (1,000), fifty (50) members present in person shall constitute a quorum. If less than a quorum is present at any meeting, a majority of those present may adjourn the meeting from time to time without further notice. The minutes of each meeting shall contain a list of the members present in person.

SECTION 5. Voting: Each member shall be entitled to only one (1) vote upon each matter submitted to a vote at a meeting of the members. All questions shall be decided by a vote of a majority of the members voting thereon in person, except as provided by law, the articles of conversion, or these bylaws.

SECTION 6. Order of Business: The order of business at the annual meeting of the members and, so far as possible, at all other meetings of the members shall be essentially as follows:

1. Report on the number of members present in person in order to determine the existence of a quorum.
2. Reading of the notice of the meeting and proof of the due publication or mailing thereof, or the waiver or waivers of notice of the meeting as the case may be.
3. Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon.
4. Presentation and consideration of reports of officers, directors and committees.
5. Election of Directors.
6. Unfinished business.
7. New business.
8. Adjournment.