

**POLK BURNETT ELECTRIC COOPERATIVE
BYLAW AMENDMENTS**

Presented to the Membership at the Annual Meeting on June 10, 2022

BYLAW AMENDMENT #1

Adopted by the board of directors on October 19, 2020 and renewed on June 28, 2021

Explanation for Amendment

During the boards regular governance review, the board looked at enhancing the qualifications to be a director of Polk-Burnett Electric Cooperative and reviewed common practices among other Wisconsin electric cooperatives. Four additional qualifications were selected from the review and adopted by the board of directors.

Article V, Directors, Section 2 (b) Qualifications, shall be amended to read as follows: (Insertions are indicated by underline, deletions by ~~strikethrough~~.)

SECTION 2 (b) Qualifications.

The following qualifications shall be required for a member to be nominated, elected, and to begin to serve as a director of the Cooperative:

- (1) (a) Personal membership in the Cooperative, or
 - (b) Acting in the capacity of a duly authorized representative of a member of the Cooperative who is other than a natural person.
- (2) Actual residence in the district to be served as a director.
- (3) Certification by the nominee at the time of nomination that no conflict of interest exists or is reasonably foreseeable that would or would tend to cause the nominee, if elected, to breach the fiduciary duties of a director to the Cooperative.
- (4) Must not have been an employee of the cooperative or any entity owned or controlled by the cooperative at any time during the three (3) years preceding the election or appointment.
- (5) Must not have pursued any claim or litigation against the cooperative or any entity owned or controlled by the cooperative or against any of its directors or employees in the three (3) years preceding the election or appointment.
- (6) Must not have been convicted of a felony.
- (7) At the time of election or appointment, must not be related to any regular part-time or full-time employee of the cooperative or any entity owned or controlled by the cooperative.

BYLAW AMENDMENT #2

Adopted by the board of directors on January 25, 2021 and renewed on June 28, 2021

Explanation for Amendment

The amendment to Section 2(b), 2(c) and 2(d) was intended to enable the cooperative to declare and conduct meetings under emergency circumstances. The amendment to Section 2(e) was intended to enable the cooperative to conduct meetings electronically.

The amendment to Section 4 was intended to accommodate the change allowing the cooperative to conduct meetings electronically.

Article IV, Meetings of Members, Section 2. Annual Meeting, shall be amended to read as follows: (Insertions are indicated by underline, deletions by ~~striketrough~~.)

SECTION 2. Annual Meeting.

- (a) The annual meeting of members shall be held during the month of June at such time and place within the service area of the Cooperative as shall be designated by the Board of Directors.
- (b) In case of emergency, defined as a catastrophic event or circumstances that prevent a quorum of the members or directors from being safely or readily assembled, the board may declare an emergency and may adopt bylaws that are effective only as long as the emergency exists. Emergency bylaws are subject to amendment or repeal by the board or by the members. Emergency bylaws may provide special provisions or modify provisions as necessary for managing the cooperative during the emergency including any of the following:
1. Procedures for calling a meeting of the board or of the members.
 2. Procedures for the conduct of a meeting of the board or of the members.
 3. Quorum requirements for a meeting of the board.
 4. Deadlines for any action required to be taken by the cooperative, the board or the members.
 5. Designation of additional or substitute directors.
- (c) Provisions of the regular bylaws that are consistent with the emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends.
- (d) Action taken in good faith in accordance with the emergency bylaws and for the benefit of the cooperative binds the cooperative and may not be used to impose liability on a director, officer, member, employee, or agent. Action taken in good faith in anticipation of or during an emergency to delay or reschedule any action required to be taken by the cooperative, the board, or the members under par. (b) 4. shall not constitute a violation of the bylaws in the event the delayed or rescheduled action occurs after the emergency ends.
- (e) The cooperative may hold the annual meeting under this section or a special meeting under Article VI, Section 3. by means of remote participation as follows:
1. If members participate in a member meeting by means of remote communication, the participating members are deemed to be present in person and to vote at the member meeting held by means of remote communication if all of the following apply:
 - a. The cooperative implements reasonable measures to verify that each person deemed present and permitted to vote at the member meeting by means of remote communication is a member.
 - b. The cooperative implements reasonable measures to provide members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting concurrently with the proceedings.
 2. Members may cast votes by electronic means at a member meeting held by means of remote communication if all the following apply:
 - a. The bylaws provide for electronic voting.
 - b. The cooperative is able to authenticate that it is a member who is casting a vote.

Article IV, Meetings of Members, Section 4. Notice of Members' Meetings, shall be amended in part to read as follows: (Insertions are indicated by underline, deletions by ~~striketrough~~.)

SECTION 4. Notice of Members' Meetings.

Written notice stating the place, if any, and the day and hour, and in case of a special member meeting the purposes for which the meeting is called, shall be given not less than 7 nor more than 30 days before the meeting at the

direction of the person calling the meeting, either personally, or by mail, to each member entitled to notice as determined under Section 1 of this Article. If mailed, such notice or a newsletter or other publication of the Cooperative or of an affiliated organization, which includes the notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address as it appears on the records of the Cooperative, with postage thereon prepaid. Notice given to any person designated as a responsible party for payment of electric service on the application for membership shall constitute notice to the member regardless of the number of responsible parties or interested persons associated with such member.

BYLAW AMENDMENT #3

Adopted by the board of directors July 26, 2021

Explanation for Amendment

The amendment modifies the bylaws to allow the cooperative to notify members electronically, because of the 20,000 electric members, approximately 13,000 have an email on file and 10,000 are on the SmartHub app and receive regular electronic communications from the cooperative. Since over half of our electric members receive electronic communications, it made sense to amend the bylaws to include electric meeting notices and save postage costs for a separate mailing.

Article IV, Meetings of Members, Section 4. Notice of Members' Meetings, shall be amended in part to read as follows: (Insertions are indicated by underline, deletions by ~~striketrough~~.)

SECTION 4. Notice of Members' Meetings.

Written or electronic notice stating the place, if any, and the day and hour of the meeting and, in the case of a special meeting, the purposes for which the meeting is called, shall be delivered not less than seven (7) nor more than thirty (30) days before the date of the meeting, at the direction of the person calling the meeting, either personally, electronically or by mail, to each member entitled to notice as determined under Section 1 of this Article. If mailed, such notice or a newsletter or other publication of the Cooperative or of an affiliated organization, ~~which includes the notice~~ shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address as it appears on the records of the Cooperative, with postage thereon prepaid. If electronic, such notice shall be deemed to be delivered once the Cooperative or affiliated organization electronically transmits such notice. Notice given to any person designated as a responsible party for payment of electric service on the application for membership shall constitute notice to the member regardless of the number of responsible parties or interested persons associated with such member.