

ARTICLE VI

Meetings of Directors

SECTION 1. Regular Meetings.

Regular meetings of the Board shall be held monthly at such time and place as the board may provide by resolution. Such regular monthly meetings may be held without notice other than such resolution fixing the time and place thereof.

SECTION 2. Special Meetings.

Special meetings of the board may be called by the president or any three (3) of the directors. The person or persons authorized to call such special meetings may fix the time and place for holding such special meeting.

SECTION 3. Notice.

Notice of the time, place and purpose of any special meeting of the board shall be given to each director at least twenty-four (24) hours prior to the meeting by either personal delivery or electronic transmission (email or text message) five (5) days previous thereto, by written notice, delivered personally, or mailed, to each director at the director's last known address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If given by electronic transmission, such notice shall be deemed to be delivered when sent to the director's designated email address or phone number on file with the cooperative.

The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except in case a director shall attend a meeting for the express purpose of objection to the transaction of any business because the meeting shall not have been lawfully called or convened.

SECTION 4. Attendance by Telephonic or Other Technical Means.

The board may permit any or all directors to participate in a regular or special meeting or in a committee meeting, including an executive committee meeting, of the board by, or to conduct the meeting through the use of, any means of communication by which any of the following occurs:

1. All participating directors may simultaneously hear each other during the meeting.
2. All communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.

If a meeting will be conducted through the use of any means described in paragraph 1 and 2, above, all participating directors shall be informed that a meeting is taking place at which official business may be transacted.

A director participating in a meeting by any means described in paragraphs 1 and 2, above, is deemed to be present in person at the meeting. If requested by a director, minutes of the meeting shall be prepared and distributed to each director.

SECTION 5. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority are present, a majority of the directors present may adjourn the meeting from time to time without notice.

SECTION 6. Manner of Acting.

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.