

**POLK BURNETT ELECTRIC COOPERATIVE
PROPOSED AMENDMENT to BYLAWS**

January 25, 2021

The board of directors propose as follows:

Bylaw Article VI, Section 2. Annual Meeting, shall be amended to read as follows: (Insertions are indicated by underline, deletions by ~~strikethrough~~.)

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.

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

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.