

mailing thereof, or the waiver or waivers thereof, 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. Amendment and addition to Bylaws, if any proposed.
6. Election of board members, or announcement of election results in the case of a mail-in ballot.
7. Unfinished business.
8. New business.
9. Adjournment.

Article IV **BOARD OF DIRECTORS**

SECTION 1. GENERAL POWERS. The business and affairs of the Cooperative shall be managed by a Board of Directors ~~consisting of eleven (11) members~~ which shall exercise all of the powers of the Cooperative except such as are by law, the Articles of Incorporation, or these Bylaws conferred upon or reserved to the members. The terms "Board Members" and "Directors" are used interchangeably in these Bylaws.

SECTION 2. ~~ELECTION AND TENURE NUMBER OF OFFICE.~~
DIRECTORS. (a) The Board of Directors shall be elected at each annual consist of

five (5) District Directors (as defined below), and up to four (4) At-Large Directors (as defined below). There shall be one (1) District Director position for each district of the Cooperative. The At-Large Directors shall include, at a minimum, one (1) West At-Large Director and one (1) East At-Large Director.

(b) The Board may increase the number of At-Large Directors up to a total of four (4) at any meeting of the Board, provided that: (i) the At-Large Director position is created sufficiently in advance of the meeting of the members at which such position will be filled to allow completion of the nomination process for such position pursuant to Section 6 of this Article; (ii) the Board specifies the districts of the Cooperative that will be represented by ~~and from the members to~~ such At-Large Director ;and (iii) the number of at large director positions shall always be an even number, to assure an odd number of total directors.

(c) The Board may decrease the number of At-Large Directors at any meeting of the Board, provided that: (i) only the positions created pursuant to Section 2(b) may be eliminated; and (ii) the Board shall specify an effective date for elimination of any At-Large Director position that allows the person then serving in such position to complete their current term.

SECTION 3. TERM OF DIRECTORS. Each elected Director shall serve a three (3) year term. Each Director shall serve until ~~the next annual meeting of the members or until their successors have been~~ his or her successor is appointed or

electd and ~~have~~ qualified or until his or her earlier death, resignation or removal. No Director shall be eligible to succeed himself or herself by election or appointment on the Board after having served four (4) consecutive terms (12 years), without an intervening period of absence for at least three (3) years, this to apply to District Directors and At-Large Directors. Being a Director in either capacity shall prevent him or her from reappearing on the Board without the intervening period.

SECTION 4. ELECTION OF DIRECTORS. At the discretion of the Board of Directors, Directors may be elected either by secret ballot conducted at such annual meeting or by mail ballot submitted to the members as set forth in Article III, Meetings of Members, Section 5.2, Voting, of these Bylaws. If an election of ~~directors~~Directors is not held prior to or on the day designated herein for the annual meeting, or at any adjournment thereof, a special meeting of the members shall be held within a reasonable time thereafter for the purpose of electing ~~directors~~Directors.

District Directors shall be elected by plurality vote of the members residing in the district to be represented by such ~~director~~District Director. Each ~~director~~District Director shall represent his or her nominating district ~~with~~. The East At-Large Director shall be elected by plurality vote of the ~~director~~ nominated at large representing members residing in districts 1, 2, and 5. The West At-Large Director shall be elected by plurality vote of the ~~entire territory served by~~ members residing in districts 3 and 4. Any additional At-Large Directors shall be elected by plurality vote

~~of the Cooperative, and each~~ members in those districts specified by the Board in its resolution creating such At-Large Director positions. Each Director shall be elected as ~~hereinbefore~~ provided herein.

~~All elected Board members shall serve a three (3) year term. No director shall be eligible to succeed himself by election or appointment on the Board after having served four (4) consecutive terms (12 years), without an intervening period of absence for at least three (3) years, this to apply to District Directors and Directors at Large. Being a Director in either capacity shall prevent him from reappearing on the Board without the intervening period.~~

SECTION ~~35~~. QUALIFICATIONS. No person shall be eligible to become or remain a ~~Board~~ Director who:

(a) Is not a member of the Cooperative ~~who;~~

(b) ~~(In the case of a)~~ District Director, is not a ~~member and a~~ bona fide resident of the particular district which he or she is to represent ~~in the area served or to be served by the Cooperative; or;~~

(c) ~~(b)~~ In the case of an At-Large Director, is not a bona fide resident of one of the districts represented by such At-Large Director;

~~(e)~~ (d) is in any way employed by or financially interested in a competing enterprise or a business other than a business operating on a cooperative non-profit basis for the purpose of furthering rural

communications; or

(e) ~~(e)~~ is closely related to an incumbent ~~director~~ Director or an employee of the

Cooperative. As used here, "closely related" means a person who is related to the principal person by consanguinity or affinity, to the second degree or less — that is, a person who is either a spouse, child, grandchild, parent, brother, sister, aunt, uncle, nephew, or niece by blood or in law, of the principal. However, no incumbent ~~director~~ Director shall lose eligibility to remain a ~~director~~ Director or to be re-elected as a ~~director~~ Director if he or she becomes a close relative of another incumbent ~~director~~ Director or of a Cooperative employee because of a marriage to which he or she was not a party; neither shall an employee lose eligibility to continue in the employment of the Cooperative if he or she becomes a close relative of a ~~director~~ Director because of a marriage to which he or she was not a party.

To remain a ~~director~~ Director, the incumbent must attend two-thirds or more of the regular meetings during each 12-month period beginning with the month of his or her election. - Upon establishment of the fact that a ~~director~~ Director or nominee is in violation of any of the provisions of this section, ~~that office or nomination:~~ (a) such Director shall immediately be ~~declared vacant.~~ deemed to be removed as a Director of the Cooperative and the vacancy so created shall be filled in the manner set forth in this Article; and (b) such nominee shall immediately be deemed ineligible to run for election.

Nothing contained in this section shall affect in any manner whatsoever the validity of any action taken at any meeting of the Board.

SECTION ~~4.6.~~ DISTRICT NOMINATIONS. The territory served or to be served by the Cooperative shall be divided by the Board of Directors ~~be divided~~ into five (5) districts for the purpose of nomination and election of ~~Board members~~ District Directors and each district shall contain as nearly as practical the same number of members. ~~Each district shall be represented by two (2) directors with the area served by the Cooperative to be represented by one (1) director at large, making a total of eleven (11) directors.~~ Not less than one hundred eighty (180) days before any meeting of the members at which ~~directors~~ Directors are to be elected, the Board of ~~directors~~ Directors shall review the composition of the districts and, if it should be found that inequalities in representation have developed which can be corrected by a redelineation of districts, the Board shall reconstitute the districts so that each shall contain as nearly as practical the same number of members. It shall be the duty of the Board of Directors to appoint, not less than sixty (60) days nor more than one hundred eighty (180) days prior to the date of a meeting of the members at which ~~directors~~ Directors are to be elected, a committee on nominations consisting of ten (10) members who shall be selected so that there will be two (2) committee members from each district so as to insure equitable representation. No incumbent ~~director~~ Director may serve on such committee.— The committee on nominations, keeping in mind the principle of equitable representation, shall be charged

days after the vacancy occurs, the members shall have the right to fill such vacancy at a meeting of the members without compliance with the foregoing provisions with respect to nominations.

SECTION 79. COMPENSATION. Board members shall not receive any salary for their services as such, except that Board members of the Cooperative may by resolution authorize a fixed sum for each day or portion thereof spent on Cooperative business, such as attendance at meetings, conference, and training programs or performing committee assignments when authorized by the Board. If authorized by the Board, Board members may also be reimbursed for expenses actually and necessarily incurred in carrying out such Cooperative business or granted a reasonable per diem allowance by the Board in lieu of detailed accounting for some of these expenses. No Board member shall receive compensation for serving the Cooperative in any other capacity, nor shall any close relative of a Board member receive compensation for serving the Cooperative, unless the payment and amount of compensation shall be specifically authorized by a vote of the members or the service by the Board member or his close relative shall have been certified by the Board as an emergency measure. For the purpose of this section, close relative includes grandparents, parents, husband, wife, children, grandchildren, brothers, sisters, uncles, aunts, nephews and nieces by blood, by marriage, or by adoption, and spouses of any of the foregoing.

~~**SECTION 10. TRANSITION PERIOD.**~~

(a) Notwithstanding any provisions to the contrary in this Article IV, during the Transition Period, this Section shall govern the composition of the Board of Directors and the number and term of Director positions. The Transition Period shall begin on the date of the annual meeting of members in 2019 and shall end at such time as the Board consists of five (5) District Directors, an East At-Large Director and a West At-Large Director. The purpose of the Transition Period is to change the size and composition of the Board over time by decreasing the number of District Directors from ten (10) to five (5), by declaring the existing At-Large Director position as the East At-Large Director position, and by creating a West At-Large Director position.

(b) To accomplish the reduction of the number of District Directors, the District Director positions listed below will be eliminated in accordance with the following:

(i) the District Director position for district #1 held by Randy J. Parker shall be eliminated effective as of date of the annual meeting of members in 2021;

(ii) the District Director position for district #2 held by Alona F. Hedstrom shall be eliminated effective as of the date of the annual meeting of members in 2020;

(iii) the District Director position for district #3 held by Kenny A. Stroda shall be eliminated effective as of the date of the annual meeting of members in 2022;

(iv) the District Director position for district #4 held by Monte J. Dibben shall be eliminated effective as of the date of the annual meeting of members in 2019;
and

(v) the District Director position for district #5 held by Linda L. Wessel shall be eliminated effective as of the date of the annual meeting of members in 2019.

(c) The Board shall include an East At-Large Director and a West At-Large Director. The At-Large Director position currently held by Chad E. Tischhauser shall be deemed the East At-Large Director position. The East At-Large Director position shall be filled at the annual meeting of members in 2020, and the West At-Large Director position shall be filled at the annual meeting of members in 2019. Upon expiration of the terms thereof, the At-Large Director positions shall each be nominated and elected in accordance with the provisions of Sections 4 and 6 of this Article.

(d) Upon the end of the Transition Period the Board of Directors may remove this Section from the Bylaws at any time without the need for amendment of the Bylaws pursuant to Article XII, and such removal shall not be considered an amendment of the bylaws.

Article V MEETINGS OF BOARD

SECTION 1. REGULAR MEETINGS. A regular meeting of the Board shall be