



PROPOSED BYLAW CHANGE #1: Clarify the adhering to the Cooperative policies is a condition of membership.

Article	Section	Reference	Proposed Revision
1 - Membership	1 (c)	Requirements for Membership	“agreeing to comply with and be bound by the articles of incorporation and bylaws of the Cooperative and any policies , rules and regulations adopted by the board of directors; and regulations adopted by the board of directors; and”

PROPOSED BYLAW CHANGE #2: Bring bylaws into compliance with NY State law as articulated in the 2011 Marriage Equality Act.

Article	Section	Reference	Proposed Revision
1 - Membership	3	Joint Membership	A husband and wife In order to comply with New York State law as articulated in the 2011 Marriage Equality Act, a joint membership is defined as a membership held by a married couple. A married couple may apply for a joint membership and subject to their compliance with the requirements set forth in Section 1 of this Article, may be accepted for such membership. The term “member” as used in these bylaws shall be deemed to include a husband and wife married couple holding a joint membership and any provisions relating to the rights and liabilities of membership shall apply equally with respect to the holders of a joint membership.

PROPOSED BYLAW CHANGE #3: Explain how a tie vote will be handled.

Article	Section	Reference	Proposed Revision
3 – Meetings of Members	5	Voting	“Each member shall be entitled to only one vote. All questions shall be decided by a vote of a majority of the members voting thereon in person or by absentee ballot, except as otherwise provided by law, the articles of incorporation or these bylaws. Questions resulting in a tie vote shall be decided by a second round of voting in like manner. If a second round of voting results in a tie, the question shall be decided by a flipping of a coin, which shall be administered by a duly elected officer of the Cooperative. ”

PROPOSED BYLAW CHANGE #4: Give members more time to return absentee ballots and offer an option to walk into the office to complete an absentee ballot.

Article	Section	Reference	Proposed Revision
3 – Meetings of Members	6 (a), (b) and (c)	Absentee Balloting	<p>(a) A member may vote by absentee ballot for any <u>question or issue</u> reason that <u>is properly brought before</u> may come before the membership at Membership Meetings. To be eligible to vote by absentee ballot, a member must <u>follow one of the following absentee balloting procedures</u>:</p> <p>(1) <u>The member may</u> request an absentee ballot by completing an official form available from the Cooperative and submit the completed form to the Cooperative. The Cooperative must receive the completed form at least thirty <u>twenty (20)</u> days prior to the <u>Membership Meeting</u> where, upon receipt, the Cooperative will provide an official absentee ballot to the member. The Cooperative will count a properly completed absentee ballot if it is received at least ten (10) days prior to the meeting <u>by no later than the close of business on the 4th business day preceding the day of the Membership Meeting.</u></p> <p><u>OR</u></p> <p>(2) <u>The member may appear, in person, at the office of the Cooperative, verify his or her identity by presenting a government issued photo identification, request the absentee ballot, complete the absentee ballot, and return it to the office of the Cooperative by no later than close of business on the 4th day of business preceding the day of the Membership Meeting. Absentee ballots shall be made available to members at the office of the Cooperative starting at least 20 days prior to the Membership Meeting.</u></p> <p>(b) Upon receipt by the Cooperative, a member may not revoke an absentee ballot and vote at the meeting regarding the matter described in the ballot. A member’s failure to receive an absentee ballot shall not affect a vote or action taken by absentee ballot and in-person vote.</p> <p>(c) The absentee ballot must: (1) set forth and describe a proposed action, identify a candidate(s) and include the language of a motion, resolution, Bylaw Amendment, or other written statement, upon which a Member is asked to vote or act; (2) state the date of a Membership Meeting at which the members are scheduled to vote or act on the matter; (3) provide an opportunity to vote for or against, or to abstain from voting on, the matter; (4) instruct the member how to complete and return the absentee ballot; and (5) state the time and date by which the Cooperative must receive the complete absentee ballot.</p>



PROPOSED BYLAW CHANGE #5: List the Northern, Central and Southern director regions.

Article	Section	Reference	Proposed Revision
4 – Directors	1	General Powers	“The business and affairs of the Cooperative shall be managed by a board of seven directors, <u>selected from the Northern, Central and Southern Regions of the Cooperative (as hereinafter described)</u> , 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.”

PROPOSED BYLAW CHANGE #6: Eliminate historical language referring to the time when the Cooperative had more than 7 directors.

Article	Section	Reference	Proposed Revision
4 – Directors	2	Qualifications, <u>Election</u> and Tenure	“ At the annual meeting of the members held in the year 2011, there was a change for director representation as follows: Two directors will represent the Northern Region (described herein) , three directors will represent the Central Region and three two directors will represent the Southern Region. This district representation and number of directors will continue until such time that there is a vacancy on the board from a director representing Region 3. At that time, the director position will not be filled as there shall remain two directors representing Region 3. ”

PROPOSED BYLAW CHANGE #7: Clarify that directors “SHALL be elected by a plurality vote of members” instead of “MAY be elected by a plurality vote of members.”

Article	Section	Reference	Proposed Revision
4 – Directors	2	Qualifications, <u>Election</u> and Tenure	“Directors shall may be elected by a plurality vote of members.”



PROPOSED BYLAW CHANGE #8: Give the Nominating Committee 200 days instead of 150 days to gather director nominations prior to the Annual Meeting.

Article	Section	Reference	Proposed Revision
4 – Directors	3	Nominations	“It shall be the duty of the board of directors to appoint, not less than ninety (90) days nor more than two hundred (200) one hundred fifty (150) days before the date of a meeting of the members at which directors are to be elected, a committee...”

PROPOSED BYLAW CHANGE #9: Eliminate a federal government notification process that was formerly required by the Rural Electrification Administration (REA) but is not required by the United States Department of Agriculture (USDA).

Article	Section	Reference	Proposed Revision
10 – Financial Transactions	4	Change in Rates	“ Written notice shall be given to the Administrator of the Rural Electrification Administration of the United States of America not less than ninety days prior to the date upon which any proposed change in the rates charged by the Cooperative for electric energy becomes effective. ” “ <u>Reserved for future use.</u> ”

PROPOSED BYLAW CHANGE #10: Change the name of our federal regulator from REA to USDA.

Article	Section	Reference	Proposed Revision
11 – Miscellaneous	4	Accounting System and Reports	“The board of directors shall cause to be established and maintained a complete accounting system which shall conform so long as the Cooperative is indebted to the Government or any agency or instrumentality thereof, to such accounting system as may from time to time be designated by the Administrator of the Rural <u>Utilities Service of the Department of Agriculture</u> Electrification Administration of the United States of America.”