

NOTICE OF PROPOSED BYLAW AMENDMENTS

Notice is hereby given, that pursuant to action of the Board of Directors, the following proposed bylaw amendments and additions will be presented at and voted upon at the Annual Membership Meeting to be held on September 21, 2024, with the drive thru commencing at the hour of 3:00 o'clock P.M. CST and continuing until 5:00 o'clock P.M. CST in the Cities of Pierre, Onida, and Blunt, South Dakota, with the meeting to continue in-person at the Sully Buttes High School in the City of Onida, South Dakota beginning at 5:15 o'clock P.M. CST:

It is proposed that Article IV, Section 1 be amended to read as follows:

ARTICLE IV DIRECTORS

Section 1. General Powers. The business and affairs of the Cooperative shall be managed by a Board of six (6) Directors which shall exercise all the powers of the Cooperative except such as are by law, the Articles of Conversion, or these Bylaws conferred upon or reserved to the Members.

Explanation by Legal Counsel: This is a Bylaw Amendment proposal made by the Board of Directors. This Amendment increases the amount of Directors from five to six. This amendment is proposed due to the recent and projected future growth of the Cooperative.

It is proposed that a new section, and all following sections be renumbered accordingly, be added to Article IV to read as follows:

ARTICLE IV DIRECTORS

Section 2. Director Zones. For the purpose of election and qualification of Directors, the area comprising Oahe Cooperative, Inc.'s territory shall be divided into two zones from which Directors of the Cooperative shall be elected as follows:

1. Zone 1 shall consist of Sully County and Hughes County, less and except the area described in Zone 2, and any adjacent territory to which service is extended and which is not in any other zone and shall be entitled to three Directors.
2. Zone 2 shall consist of the area south of the north Hughes County line and west of 296th Ave. extended to the Missouri River and any adjacent territory to which service is extended and which is not in any other zone and shall be entitled to three Directors.

In the event the territory of the Oahe Electric Cooperative, Inc. should be enlarged in the future, the enlarged portion shall become part of the zone numbered from one to two as above described

with the exterior boundary of which it has the greatest distance of its own exterior boundary contiguous.

Explanation by Legal Counsel: This is a Bylaw Amendment proposal made by the Board of Directors. This proposal would add Director Zones from which each Director can be elected. At this time all Directors are At-large, which means that they are not elected from designated locations. This addition to the Bylaws ensures all areas of the Cooperative have equitable representation on the Board of Directors.

It is proposed that Article III, Section 2 be amended to read as follows:

ARTICLE III MEETINGS OF MEMBERS

Section 2. Special Meetings. Special meetings of the Members may be called by resolution of the Board of Directors, or upon a written request signed by any four (4) Directors, by the Board President, or by twenty per centum (20%) or more of all the Members, and it shall thereupon be the duty of the Board Secretary to cause notice of such meeting to be given as hereinafter provided. Special meetings of the Members may be held at any place within the Counties of Hughes and Sully, State of South Dakota, specified in the notice of the special meeting.

Explanation by Legal Counsel: This is a Bylaw Amendment proposal made by the Board of Directors. This amendment is proposed due to the previously listed amendment which increased the amount of Directors from five to six. This amendment increases the amount of Directors needed to sign a written request for a calling of a special meeting from three to four, which would be the majority of the new Board of six Directors.

It is proposed that Article V, Section 2 be amended to read as follows:

ARTICLE III MEETINGS OF DIRECTORS

Section 2. Special Meetings. Special meetings of the Board of Directors may be held without notice immediately after, and at the same place as the annual meeting of the Members, for the purpose of organization and such other business as may properly come before the meeting. Special meetings of the Board of Directors may be called by the Board President or any four (4) Directors, and it shall thereupon be the duty of the Board Secretary to cause notice of such meeting to be given as hereinafter provided. The Board President or the Directors calling the meeting shall fix the time and place (which shall be anywhere in the United States) for holding of the meeting.

Explanation by Legal Counsel: This is a Bylaw Amendment proposal made by the Board of Directors. This amendment is proposed due to the previously listed amendment which increased the amount of Directors from five to six. This amendment increases the amount of Directors

needed to call a special meeting of the Board of Directors from three to four, which would be the majority of the new Board of six Directors.