

Section 3. Notice of Members' Meetings.

Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than twenty-one (21) days nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the Secretary, or by the persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at their address as it appears on the records of the Co-op, with postage thereon prepaid. In case of a joint membership, notice given to either husband or wife shall be deemed notice to both joint members. The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

Section 4. Quorum.

One thousand (1000) total votes by mail, in person, or by proxy shall constitute a quorum for the transaction of business at all meetings of the members as to any matter listed on the official notice of the meeting. As to all other business, a quorum shall consist of one percent (1%) of the total membership for the prior year. In case of a joint membership the presence at a meeting of either husband or wife, or both, shall be regarded as the presence of one member. If less than a quorum is present at any meeting, a majority of those present in person or represented by proxy may adjourn the meeting from time to time without further notice.

Section 5. Voting.

Each member shall be entitled to one (1) vote and not more upon each matter submitted to a vote at a meeting of the members. At all meetings of the members at which a quorum is present all questions shall be decided by a vote of a majority of the members voting thereon in person, by mail, or by proxy, except as otherwise provided by law, the articles of incorporation of the Co-op or these bylaws.

Section 6. Proxies.

At all meetings of members a member may vote by proxy executed in writing by the member. Such proxy shall be filed with the Secretary before or at the time of the meeting. No proxy shall be voted at any meeting of the members unless it shall designate the particular meeting at which it is to be voted, and no proxy shall be voted at any meeting other than the one so designated, or any adjournment of such meeting. No person shall vote as proxy for more than three (3) members at any meeting of the members and no proxy shall be valid after sixty (60) days from the date of its execution. The presence of a member at a meeting of the members shall revoke a proxy theretofore executed and such member shall be entitled to vote at such meeting in the same manner and with the same effect as if a proxy had not been executed.

In case of a joint membership a proxy may be executed by either the husband or wife. The presence of either husband or wife at a meeting of the members shall revoke a proxy theretofore executed by either of them

and such joint member or members shall be entitled to vote at such meeting in the same manner and with the same effect as if a proxy had not been executed.

Section 7. Voting by Mail.

A member who has not executed a proxy as set forth in the preceding section may vote by mail upon any proposition, motion or resolution concerning which a ballot has been furnished by the Secretary in accordance with these bylaws. Each member of the Co-op shall be afforded the opportunity, subject to the procedure in this Section, to vote by mail for the election of directors and upon any motion or resolution placed on the ballot by the Board of Directors. The Secretary shall be responsible for setting forth in the notice of meeting the text of any ballot for the election of directors or any other such motion, proposition or resolution to be acted upon. The Secretary shall furnish a ballot and preaddressed, postage-paid ballot envelope to all members. A member choosing to vote by mail shall enclose the ballot in the ballot envelope and mail it to the Co-op.

The mailing envelope shall be signed by the member voting the ballot, and in the case of a joint membership by either of the joint members, and shall be returned to the Secretary not later than seven (7) days preceding the meeting at which the propositions are to be considered.

No member of the Co-op who has voted by mail shall vote again either in person or by proxy on any matter included in the mail ballot furnished by the Secretary for such meeting. Any such member may, however, vote at the meeting either in person or by proxy on any matter properly brought before the meeting which was not included on the mail ballot.

Section 8. Election and Credentials Committee.

The board of directors shall, at least thirty (30) days before any meeting of the members, appoint an Election and Credentials Committee consisting of an uneven number of members, not less than five (5) nor more than fifteen (15), who are not close relatives or members of the same household of existing directors or known candidates for directors to be elected at such meeting. In appointing the Committee, the Board shall have regard for equitable representation of the several areas served by the Co-op. The Committee shall elect its own chairman and secretary prior to the member meeting. It shall be the responsibility of the Committee to establish or approve the manner of conducting member registration and any ballot voting, to pass upon all questions that may arise with respect to the registration of members in person or by proxy, to count all ballots cast in any election or in any other ballot vote taken, to rule upon the effect of any ballots irregularly or indecisively marked and to pass upon any protest or objection filed with respect to any election or conduct affecting the results of any election. In the event a protest or objection is filed concerning any election, such protest or objection must be filed within three (3) business days following the adjournment of the meeting in which the election is

conducted. The Committee shall thereupon be reconvened, upon notice from its chairman, not less than seven (7) days after such protest or objection is filed. The Committee shall hear such evidence as is presented by the protestor(s) or objector(s) who may be heard in person, by counsel, or both; and the Committee, by a vote of a majority of those present and voting, shall, within a reasonable time but not later than thirty (30) days after such hearing, render its decision, which may be either to affirm or change the results of the election or to set aside such election. The Committee's decision (as reflected by a majority of those actually present and voting) on all such matters shall be final.