

## I. The Mail Voting Proposal—resolutions to adopt mail balloting to conduct all contested director elections *(Tabled at 2007 Annual Meeting for consideration at the 2008 Annual Meeting.)*

**1. RESOLVED**, that Section 3.04 (Quorum), be deleted in its entirety, and that there be substituted in lieu thereof the following:

### Section 3.04. Quorum

Representation of at least one hundred fifty (150) members of the Cooperative shall constitute a quorum for conducting any item of official business by members. Members represented in connection with a given item of official business, in any manner authorized in these Bylaws, shall be counted only toward the quorum with respect to such item of official business. If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting to another time and date not less than thirty (30) days later and to any place within one of the counties in Georgia in which the Cooperative serves: PROVIDED, that the Secretary shall notify any absent members of the time, date and place of such adjourned meetings by delivering notice thereof as provided in Section 3.03. At all meetings of the members, whether a quorum be present or not, the secretary shall annex to the meeting minutes, or incorporate therein by reference, a list of those who were present. When a quorum is once present to organize a meeting, the members who remain present may continue to do business at the meeting, or at any adjournment thereof, notwithstanding the withdrawal of enough members to leave less than a quorum.

**2. RESOLVED**, that Section 3.05 (Voting) be deleted in its entirety, and that there be substituted in lieu thereof the following:

### Section 3.05. Voting

Each member who is not in a status of suspension, as provided for in Section 2.01, shall be entitled to only one vote upon each matter submitted to a vote at any meeting of the members. Voting by members other than members who are natural persons shall be allowed upon the presentation to the Cooperative, prior to, or upon registration at, each member meeting, of satisfactory evidence entitling the person presenting the same to vote. Members shall vote by mail-in ballot in contested director elections, as provided in these Bylaws. Questions submitted to member vote shall be decided by a majority of the members voting thereon, except as otherwise provided by law or by the Cooperative's Articles of Incorporation or these Bylaws.

**3. RESOLVED**, that Section 3.06 (Credentials and Election Committee) be deleted in its entirety, and that there be substituted in lieu thereof the following:

### Section 3.06. Credentials and Election Committee

The Board of Directors shall, at least one hundred (100) days before any meeting of the members, appoint a Credentials and Election Committee. The Committee shall consist of an uneven number of members not less than seven (7) nor more than nine (9) who are not members of the Nominating Committee or existing Cooperative employees, agents, officers, directors or known candidates for director, and who are not close relatives (as hereinafter defined) or members of the same household thereof. In appointing the Committee, the Board shall have regard for the equitable representation of the several areas served by the Cooperative. 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 or other voting, to pass upon all questions that may arise with respect to the registration of members in person, to count all ballots or other votes cast in any election or in any other matter, to rule upon the effect of any ballots or other vote irregularly or indecisively marked or cast, to rule upon all other questions that may arise relating to member voting and the election, qualifications and conflicts of interest of directors (including but not limited to the validity of petitions or nomination or the qualifications of candidates and the regularity of the nomination and election of directors), and to pass upon any protest, inquiry or objection filed with respect to any election, conduct affecting the results of any election, the qualifications of any director, or any questions regarding the conflict of interest of any director. In the exercise of its responsibility, the Committee shall have available to it the advice of counsel provided by the Cooperative. In contested elections, the Committee shall appoint the Cooperative's independent auditor (or, with the consent of the Board of Directors, another independent third party) as the Supervisor of Elections. The Supervisor of Elections shall receive, verify, and tabulate the ballots in any contested election, although the Committee shall remain responsible for approving the format of the ballots, the instructions on the ballots, instructions for the Supervisor of Elections, and for ruling on all questions from the Supervisor of Elections.

In the event a protest or objection is filed concerning any election, such protest or objection must be filed during, or within three (3) business days following the adjournment of the meeting in which the voting is conducted. The Committee shall thereupon be convened, 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 any opposing evidence; 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, the result of which may be to affirm the election, to change the outcome thereof, or to set it aside. In the event a question is raised concerning the qualifications or conflict of interest of any director, candidate for a director's position, or nominee for a director's position, the Committee shall, within thirty (30) days from the time said question has been filed in writing, convene to hear such evidence as is presented by all interested parties to the controversy and, by a vote of majority of those present and voting, render its decision concerning said controversy. The Committee may not affirmatively act on any matter unless a majority of the Committee is present. The Committee's decision (as reflected by a majority of those actually present and voting) on all matters covered by this Section shall be final. Without limiting the foregoing duties and prerogative of the Committee, on request of the person presiding at the meeting of the members or on the request of any member entitled to vote thereat, such Committee shall make a report in writing of any challenge, question, count, or matter determined by the Committee and execute a certificate of any fact found by them. Any such report or certificate made by them shall be prima-facie evidence of the facts stated and of the vote as certified by them.

**4. RESOLVED**, *that Section 4.03 (Election) be deleted in its entirety.*

**5. RESOLVED**, *that Section 4.06 (Nominations) be deleted in its entirety, and that there be substituted in lieu thereof the following:*

**Section [to be numbered].**

**Nominations**

It shall be the duty of the Board of Directors to appoint, not less than one hundred thirty (130) days prior to the date of a meeting of the members at which directors are to be elected, a Committee on Nominations, consisting of nine (9) members of the Cooperative, who are not existing Cooperative employees, agents, officers, directors or known candidates for director, who are not close relatives (as hereinafter defined) or members of the same household thereof, and who are so selected that each of the Cooperative's Directorate Districts shall have representation thereon in proportion to the number of authorized directors from or with respect to such District. The Committee shall prepare and post at the principal office of

the Cooperative at least one hundred and twenty (120) days prior to the meeting a list of nominations for directors to be elected, listing separately the nominee(s) for each Directorate District from or with respect to which a director must, pursuant to this Article, be elected at the meeting. The Committee may include as many nominees for any director to be elected from or with respect to any Directorate District as it deems desirable. Any fifty (50) or more members of the Cooperative, acting together, may make additional nominations in writing over their signatures, listing their nominee(s) in like manner, not less than one hundred (100) days prior to the meeting, and the Secretary shall post such nominations at the same place where the list of nominations made by the Committee is posted.

The Secretary shall mail to the members with the notice of the meeting, or separately, but at least five (5) days prior to the date of the meeting, a statement of the names and addresses of all nominees for each Directorate District from or with respect to which one or more directors must be elected, showing clearly those nominated by the Committee and those nominated by petition, if any. PROVIDED, however, that should a nominee die, become disabled or disqualified after nomination but before the date set for election, the Nominating Committee may be reconvened, if feasible, to make further nomination(s) for such Directorate District. Nominations may be made from the floor at the meeting wherein such election was to be held ONLY if there are no eligible nominees for a position that was to be filled at such meeting.

**6. RESOLVED**, that Section 4.07 (*Voting for Directors; Validity of Board Action*) be deleted in its entirety, and that there be substituted in lieu thereof the following:

**Section [to be numbered]. Manner of Voting in Director Elections**

(a) Directors shall be elected to fill the seats for those directors whose terms are expiring at each Annual Meeting of the members.

(b) Voting in the election of directors shall be by secret ballot as prescribed in this Section; PROVIDED, however that when a nominee has no opposition, secret written ballots shall be dispensed with in respect to that particular election, and voting may be conducted at the Annual Meeting of the members by voice vote or in any other proper manner. Members entitled to vote may cast a single vote in each contested election.

(c) Directors shall be elected by a plurality of the valid votes cast by the members. Should two candidates tie for the highest vote, then the winner shall be determined by the drawing of lots conducted by the Credentials and Election Committee at the Annual Meeting of members.

(d) As soon as practicable after the time for making nominations is closed, the Credentials and Elections Committee shall meet and determine the persons duly nominated and shall cause ballots to be prepared for each director election for which there is more than one qualified nominee. Each ballot shall:

- 1) have printed thereon the name of each qualified person duly nominated and identify the incumbent, if any;
- 2) have printed thereon or be accompanied by instructions as to the method by which a vote for a particular candidate shall be indicated;
- 3) have printed thereon a notice as to the time and date by which the ballot must be received, and the address designated for the receipt of ballots; and
- 4) such other information as the Credentials and Elections Committee shall deem appropriate to assist the members in casting their ballot.

(e) If there is a contested election, the Credentials and Elections Committee shall oversee the preparation and mailing of ballots to all members in good standing on the record date set by the Cooperative, not more than ninety (90) days prior to the date of the annual meeting of the members.

(f) If there is a contested election, each member desiring to vote shall mark his ballot according to the instructions of the Credentials and Elections Committee and shall return the ballot on or before the date specified by the Credentials and Elections Committee and set forth on the ballot. The only ballots which shall be counted are those that:

- 1) are cast by members in good standing as of the record date set by the Cooperative;
- 2) have been received at the designated place on or before the date specified by the Credentials and Elections Committee; and
- 3) comply with all requirements of these Bylaws and the rules and regulations and instructions prescribed by the Credentials and Elections Committee.

**Section [to be numbered].**

**Failure of Compliance**

Failure to comply with any of the provisions of this Article as to the nomination or election of directors shall not affect the validity of any action taken by the Cooperative, by the Board of Directors, by any committee of the Board of Directors, or by any officer of the Cooperative.

**AND BE IT FURTHER RESOLVED**, *that the Cooperative make such other changes to its Bylaws as may be necessary to conform to the foregoing Bylaws.*

**II A. The Nominating Committee Proposal—resolutions to adopt a means for directors to be removed, with or without cause, by a 2/3 vote of the Board of Directors, with any vacancy created in this manner to be filled by the Nominating Committee.** *(Tabled at 2007 Annual Meeting for consideration at the 2008 Annual Meeting.)*

**1. RESOLVED**, *that the following new section be added to the Bylaws as Section [to be numbered] (Removal of Directors by the Board):*

**Section [to be numbered]**

**Removal of Directors  
by the Board**

A director may be removed, with or without cause, upon the affirmative vote of at least two-thirds (2/3rds) of the members of the Board of Directors. Any vacancy created by such removal shall be filled by vote of the Nominating Committee.

**2. RESOLVED**, *that Section 4.09 (Vacancies), be deleted in its entirety, and that there be substituted in lieu thereof the following:*

**Section [to be numbered].**

**Vacancies**

Directors elected or appointed to fill vacancies shall be from the same Directorate District as the director whose office was vacated, and shall serve for the unexpired term of the director whose office was vacated, and until his successor is elected and qualified. Subject to the provisions of these Bylaws with respect to the filling of vacancies caused by the removal of directors by the members, and with respect to the filling of vacancies caused by the removal of directors by the

Board of Directors, any other vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors.

**AND BE IT FURTHER RESOLVED**, *that the Cooperative make such other changes to its Bylaws as may be necessary to conform to the foregoing Bylaws.*

**II B. The Member Proposal—resolutions to adopt a means for directors to be removed by a two-thirds (2/3rds) vote of the Board of Directors, with any vacancy created in this manner to be filled through nominations by the Nominating Committee or by member petition to be voted on by members at the next Annual Meeting of members.** *(Submitted this year as an alternative to The Nominating Committee Proposal.)*

**1. RESOLVED**, *that the following new section be added to the Bylaws as Section [to be numbered] (Removal of Directors by the Board):*

**Section [to be numbered]**

**Removal of Directors**

**by the Board.**

A director may be removed upon the affirmative vote of at least two-thirds (2/3rds) of the members of the Board of Directors. Any vacancy created by such removal shall be filled by the vote of the members at the next Annual Meeting of members, electing from among qualified candidates nominated by the Nominating Committee and by petition, in accordance with Section 4.06 of these Bylaws.

**2. RESOLVED**, *that Section 4.09 (Vacancies), be deleted in its entirety, and that there be substituted in lieu thereof the following:*

**Section [to be numbered].**

**Vacancies.**

Directors elected to fill vacancies shall be from the same Directorate District as the director whose office was vacated, and shall serve for the unexpired term of the director whose office was vacated, and until his successor is elected and qualified. Subject to the provisions of these Bylaws with respect to the filling of vacancies caused by the removal of directors by the members, and with respect to the filling of vacancies caused by the removal of directors by the Board of Directors, any other vacancy occurring in the Board of Directors shall be filled by the Nominating Committee.

**AND BE IT FURTHER RESOLVED**, *that the Cooperative make such other changes to its Bylaws as may be necessary to conform to the foregoing Bylaws.*