



Articles of Incorporation and Bylaws

Amended
3-22-2005



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RESTATED ARTICLES OF INCORPORATION OF WRIGHT-HENNEPIN COOPERATIVE ELECTRIC ASSOCIATION

The Articles of Incorporation of Wright-Hennepin Cooperative Electric Association are amended and restated as follows:

ARTICLE I.

Section 1. The name of this Association shall be Wright-Hennepin Cooperative Electric Association.

Section 2. The business of this Association shall be conducted upon the cooperative plan.

Section 3. The purposes of the Association are to sell, provide, deliver, furnish or distribute electric energy and other services to its members and patrons and to engage in any other lawful business.

Section 4. The Association shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon associations of the character of this Association by the laws of the State of Minnesota now or hereafter in force.

Section 5. The registered office and principal place of business of the Association is at 6800 Electric Drive, Rockford, Minnesota 55373.

ARTICLE II

The period of duration of this Association shall be perpetual.

ARTICLE III

Section 1. This Association is organized on a non-stock, membership basis.

Section 2. Members shall have only one vote in the affairs of this Association and the membership in this Association shall not be transferable except with the approval and consent of the Board of Directors of this Association.

Section 3. The net income of the Cooperative, except for amounts set aside as capital reserves or additional reserves shall be distributed on the basis of patronage as provided in the Bylaws. The records of this Association may show the interest of patrons and members in the reserves.



Section 4. No interest or dividends shall be paid upon capital furnished to this Association by its members or patrons.

ARTICLE IV

Section 1. The government of this Association and the management of its affairs and business shall be vested in a board of directors consisting of nine members who shall be elected by ballot by the members for such terms as the bylaws may prescribe at the annual meeting of the members. The annual meeting shall be held prior to the month of September of each year on a date and place to be fixed by resolution of the board of directors prior to the mailing or publishing of the notice of said meeting.

Section 2. The bylaws of this Association may define and fix the duties and responsibilities of the members, officers and directors and may also contain any other provision for the regulation of the business and affairs of this Association not inconsistent with these Articles of Incorporation or the laws of the State of Minnesota.

Section 3. The Board of Directors shall have power to make and adopt such rules and regulations, not inconsistent with these Articles of Incorporation or the bylaws of this Association or the laws of the State of Minnesota, as it may deem advisable for the management, administration and regulation of the business and affairs of this Association.

ARTICLE V

To the fullest extent permitted by laws governing cooperative associations, as the same exists or may hereafter be amended, a director of this Association shall not be personally liable to the Association or its members for monetary damages for breach of fiduciary duty as a director.

ARTICLE VI

The Association reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner prescribed by law.

BYLAWS

ARTICLE I MEMBERS

Section 1. Qualifications and Obligations. Any person or entity shall become a member in the Cooperative by taking delivery of electric energy from facilities owned by this Cooperative. Each member, upon the request and at no cost to the Cooperative, shall execute and deliver any easements



on property owned or controlled by the member for the construction, operation, and maintenance of electric facilities which are reasonably necessary to serve the member. The member shall comply with the Articles of Incorporation, these Bylaws, and such rules and regulations as may be adopted by the Board of Directors. The Cooperative shall maintain appropriate membership records.

Section 2. Membership. No person may have more than one membership in the Cooperative.

Section 3. Removal of Directors and Officers. The members shall have the power to remove any director or officer for cause. Any member may bring charges, which shall be specifically stated, against an officer or director by filing them in writing with the Secretary, together with a petition signed by 10% of the members, requesting removal of the officer or director in question. Such charges must be filed at least 30 days before either an annual or special meeting at which the removal request will be acted upon by the members. The Secretary shall immediately inform the officer or director against whom such charges have been brought in writing of such charges. Such officer or director shall have the right to counsel, present evidence, and to be heard in person at such meeting, and the member or members bringing such charges shall have the same right. If more than one director or officer has been charged, voting shall be upon each director or officer separately. The removal shall be voted upon at such meeting and any vacancy created by such removal may be filled by the members at such meeting.

ARTICLE II MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall be held prior to the month of September of each year on a date and place fixed by resolution of the board of directors prior to the issuance of the notice of said meeting, for the purpose of electing directors, passing upon reports covering the previous fiscal year and transacting such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Cooperative.

Section 2. Notice of Annual Meeting. Notice of the annual meeting shall be given by the Secretary by publication in a weekly legal newspaper or newspapers published or circulated in the counties where the Cooperative operates at least two (2) weeks previous to the date of such meeting, or by mailing notice thereof to each and every member

personally not less than fifteen (15) days previous to the date of such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Cooperative, with postage thereon prepaid. In case of a joint membership, notice given to either joint members shall be deemed notice to both joint members.

Section 3. Special Meetings. Special meetings of the members may be called by a majority of the directors or upon a written petition signed by at least twenty percent (20%) of all members. Special meetings of the members may be held at any place within the area served by the Cooperative specified in the notice of the special meeting.

Section 4. Notice of Special Meeting. It shall be the duty of the Chair to cause the Secretary to give notice of the time, place and purpose of a special meeting, either by publication in a legal newspaper or newspapers published or circulated in the counties where the Cooperative operates at least two (2) weeks previous to the date of such meeting or by mailing notice thereof to each and every member personally not less than fifteen (15) days previous to the date of such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Cooperative with postage thereon prepaid. Such notice shall be issued within ten (10) days from and after the date of the presentation of the written petition mentioned in Section 3 of this Article II, and such special meeting shall be held within thirty (30) days from and after the date of the presentation of such petition. 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 annual or special meeting. In case of a joint membership, notice given to either joint member shall be deemed notice to both joint members.

Section 5. Quorum. The number of members to constitute a quorum at a meeting of members shall be fifty (50). In case of a joint membership, the presence at a meeting of either or both joint members, shall be regarded as the presence of one member. If less than a quorum is present at any meeting a majority of those present may adjourn the meeting, provided a new notice is mailed to each member specifying the time and place of such adjourned meeting.

Section 6. Establishment of a Quorum. The attendance of a sufficient number of members to constitute a quorum at any meeting of the members shall be established by a registration of the members present at such meeting, which registration shall be verified by the Chair and Secretary and shall be reported in minutes of such meeting. In case of a joint membership, registration of either joint member or both, shall be regarded as the registration of one member.

Section 7. Voting. Each member shall be entitled to one (1) vote and no 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 at such meeting in person or by mail, except as otherwise provided by law, the articles of incorporation of the Cooperative or these bylaws. Joint members shall be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members.

Whenever a vote of the members is required or provided for on any matter, including a petition to regulate the Cooperative under the Minnesota Public Utilities Commission or deregulate the Cooperative, as the case may be, the spouse of a member may vote on behalf of the member unless the member has indicated otherwise to the Cooperative.

Section 8. Voting for Bylaws by Mail. Any member who is absent from any annual or special meeting of the members may vote by mail upon any motion, resolution or amendment to be acted upon at such meeting. The Secretary shall mail to each member with the notice of the meeting a ballot which shall be in the form prescribed by the Board of Directors of the Cooperative; shall contain the exact text of the proposed motion, resolution or amendment to be acted upon at such meeting; and shall also contain spaces opposite the text of such motion, resolution or amendment in which such member may indicate his/her affirmative or negative vote therein. Such member shall express his/her choice by marking an "X" in the appropriate space upon such ballot and mail or deliver the ballot to the Cooperative in a plain, sealed envelope inside another envelope bearing the member's name. A properly executed ballot shall be accepted and counted as the vote of the absent member at such meeting. The failure of any absent member to receive a copy of any such motion, resolution, or amendment or ballot shall not invalidate any action which may be taken by the members at any such meeting.

Section 9. Voting By Mail For Directors. The members shall be entitled to vote by mail for directors as provided in this section. The Secretary shall mail to each member with the notice of the annual meeting a ballot marked "Ballot for Directors" prescribed by the Board of Directors, containing the names and residences of all candidates for director and the manner in which the candidates were nominated. A member who will be absent from the annual meeting may vote by mail for directors by marking on the ballot an "X" opposite the candidate of the member's choice. The member shall return the ballot by mail to the Cooperative in a sealed plain envelope inside another envelope bearing the member's name. If the ballot of the member is received by the

Cooperative on or before the date of the annual meeting, the ballot shall be accepted and counted as the vote of the absent member.

Section 10. Order of Business. The order of business at the annual meeting of the members, and so far as possible, at all other meetings of the members shall be essentially as follows:

1. Call of the roll.
2. Reading of the notice of the meeting and proof of the due publication or mailing thereof.
3. Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon.
4. Presentation and consideration of, and action upon, reports of officers, directors and committees.
5. Election of directors.
6. Unfinished business.
7. New business.
8. Adjournments.

ARTICLE III DIRECTORS

Section 1. General Powers. The business and affairs of the Cooperative shall be managed by a board of nine (9) directors, which shall exercise all of the powers of the Cooperative except such as are by law or by the articles of the incorporation of the Cooperative or by these bylaws conferred upon or reserved to the members.

Section 2. Qualifications and Tenure. Members shall be eligible to be nominated or elected or to remain a Director provided that:

- (a) They are a natural person and are purchasing and taking delivery of electric energy at their legal residence from the Cooperative or from an organization furnishing electric power to the Cooperative,
- (b) They have the capacity to enter legally binding contracts;
- (c) They have not been convicted of a felony.
- (d) They are not employed by, materially affiliated with or have a material financial interest in any individual or entity which is:
 1. Directly and substantially competing with the Cooperative, or any subsidiaries; or
 2. Selling goods and services in substantial quantity to the Cooperative or its subsidiaries; or
 3. Possessing a substantial conflict of interest with the Cooperative or its subsidiaries.
- (e) They are not in any way employed by the Cooperative or any of its subsidiaries nor have they been employed by the Cooperative or its subsidiaries within three (3) years of the director's nomination.
- (f) They are not a close relative of any existing Director or existing employee of the Cooperative or its subsidiaries. For

the purpose of this section only "close relative" shall mean a person who is either a spouse, child, grandchild, step-child, parent, grandparent, step-parent, brother or sister, by blood or in-law, of the principal.

The Cooperative shall be divided into nine Director Districts with one director elected from each district.

At the 2004 Annual Meeting, directors shall be elected for three-year terms from District Nos. 4, 6 and 8; at the 2005 Annual Meeting, directors shall be elected for three-year terms from District Nos. 2, 5 and 7; and at the 2006 Annual Meeting, directors shall be elected for three-year terms from District Nos. 1, 3 and 9. At subsequent annual meetings, directors shall be elected from those districts where the term of office of a director has expired.

A member shall vote for a director only in the district in which he/she resides. If a member's legal residence is not served by the Cooperative, then the member shall vote in the district where membership is held. The nominee in each district receiving the highest number of votes cast shall be elected, and in the case of a tie vote, the winner shall be determined by a flip of a coin.

Representation on the Board of Directors shall be apportioned equally among the districts in proportion to the number of members residing in each district. The number of members in any one district may not vary by more than ten percent (10%) from the average number of members for the districts. At least once every ten (10) years the Board of Directors shall conduct a survey to determine whether the number of members in a district has changed. If the number of members in a district has changed by fifteen percent (15%) or more, the districts shall be changed so that representation of the Board of Directors continues to be apportioned equally throughout the districts in proportion to the membership.

Section 3. Nominations. Any member who desires to be a candidate for the Board of Directors shall nominate himself/herself from the district in which he/she maintains legal residence. The member's nomination shall be submitted in written form to the Secretary at least fifty (50) days before the date of the meeting at which directors are to be elected. The Secretary shall prepare and post at the principal office of the Cooperative at least forty-five (45) days before the meeting a list of nominations for directors, but any fifteen (15) or more members may make other nominations in writing over their signatures not less than thirty-five (35) days prior to the meeting and the Secretary shall post the same at the same place where the list of nominations is posted. A ballot marked Ballot for Directors containing the names of all the nominees so posted, alphabetically arranged and stating the residence of each, shall be mailed with the notice of the meeting. The Secretary shall also mail with the notice of the meeting a statement of the number of directors to be elected and showing separately the self-nominations made by the members and the nominations made by petition. The members may at any meeting at which a director or directors

shall be removed, as herein-before provided, elect a successor or successors thereto without compliance with the foregoing provisions with respect to nominations. Notwithstanding anything in this section contained, failure to comply with any provisions of this section shall not affect in any manner whatsoever the validity of any election of directors.

Section 4. Vacancies. Subject to the provision of these bylaws, with respect to the removal of directors, vacancies occurring in the Board of Directors shall be filled by a majority vote of the remaining directors; and directors thus elected shall serve until the next annual meeting of the members or until their successors shall have been elected and shall have qualified. In the event that a director becomes totally incapacitated, which shall be determined to a reasonable medical certainty, the remaining directors may declare that a vacancy exists and appoint a director who shall serve until the next annual meeting or until a successor has been elected and qualified. If a director is absent without cause from three scheduled board meetings within any one-year period, the remaining directors may declare that a vacancy exists and appoint a director who shall serve until the next annual meeting or until a successor has been elected and qualified.

Section 5. Compensation. Directors as such shall not receive any salary for their services, but by resolution of the Board of Directors may receive reasonable compensation for service to the Cooperative.

Section 6. Rules and Regulations. The Board of Directors shall have power to make and adopt such rules and regulations, not inconsistent with the law, articles of incorporation of the Cooperative or these bylaws, as it may deem advisable for the management, administration and regulation of the business and affairs of the Cooperative.

ARTICLE IV MEETINGS OF DIRECTORS

Section 1. Regular Meetings. A regular meeting of the Board of Directors may be held without notice other than this bylaw, immediately after and at the same place as the annual meeting of the members. A regular meeting of the board directors shall also be held monthly at such time and place as the Board of Directors may provide by resolution. Such regular monthly meetings may be held without notice other than such resolution fixing the time and place thereof.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the President or any three (3) directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place, which shall be within the area served by the Cooperative, for the holding of any special meetings of the Board of Directors called by them.

Section 3. Notice. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given at least five (5) days previous thereto, by written notice, delivered personally or mailed, to each director at their last known address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid thereon. Such notice may also be given by facsimile or electronic mail. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except in case a director shall attend a meeting for the express purpose of objecting to the transaction of any business because the meeting shall not have been lawfully called or convened.

Section 4. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 5. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6. Meeting Attendance. Members of the Board of Directors, or any lawfully constituted committee, may participate in a special meeting of such Board or any meeting of such committee by means of conference telephone or similar means of communication by which all persons participating in the meeting can simultaneously hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE V OFFICERS

Section 1. Number. The officers of the Cooperative shall be a President/Chief Executive Officer, Chair, Vice-Chair, Secretary and Treasurer. The offices of Secretary and Treasurer may be held by the same person.

Section 2. Election and Term of Office. Except for the President/Chief Executive Officer, the officers shall be elected by ballot, annually by and from the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first meeting of the Board of Directors following the next succeeding annual meeting of the members or until his successor shall have been duly elected and shall have qualified subject to the provisions of these bylaws with respect to the removal of officers.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Cooperative will be served thereby.

Section 4. Vacancies. Except as otherwise provided in these bylaws. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chair. The Chair shall:
(a) preside at all meetings of the members and of the Board of Directors;
(b) sign any deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the Board of Directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Cooperative or shall be required by law to be otherwise signed or executed; and
(c) in general, shall perform all duties incident to the office of chair and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-Chair. In the absence of the Chair, or in the event of his/her inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subjected to all the restrictions upon the Chair and shall perform other duties as from time to time may be assigned to him/her by the Board of Directors.

Section 7. Secretary. The Secretary shall be responsible for:
(a) keeping the minutes of the meetings of the members and of the board in books provided for that purpose;
(b) seeing that all notices are duly given in accordance with these bylaws or as required by law;
(c) the safekeeping of the corporate books and records;
(d) keeping a register of the names and post office addresses of all members;
(e) signing, with the Chair, necessary documents on behalf of the Cooperative;
(f) keeping on file at all times a complete copy of the articles of incorporation and bylaws of the Cooperative containing all amendments, thereto, (which copy shall be open to the inspection of any member) and at the expense of the Cooperative, furnishing a copy of the bylaws and all amendments, thereto, to any member upon request; and
(g) in general, performing all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the board.

Upon the request of the Secretary, the Board of Directors shall authorize the Secretary to delegate any or all of these duties to responsible employees of the Cooperative.

Section 8. Treasurer. The Treasurer shall be responsible for:
(a) custody of all funds and securities of the Cooperative;

(b) the receipt of and the issuance of receipts for all monies due and payable to the Cooperative and for the deposit of all such monies in the name of the Cooperative in such bank or banks or financial institutions as shall be selected in accordance with the provision of these bylaws; and

(c) the general performance of all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the board.
Upon the request of the Treasurer, the Board of Directors shall authorize the Treasurer to delegate any or all of these duties to responsible employees of the Cooperative.

Section 9. President/Chief Executive Officer. The Board of Directors shall appoint a President/Chief Executive Officer, who may be but who shall not be required to be a member of the Cooperative. The President/Chief Executive Officer shall perform such duties as the Board of Directors may from time to time require of him and shall have such authority as the Board of Directors may from time to time vest in him.

Section 10. Bonds of Officers. The Board of Directors shall require the Treasurer or any other officer of the Cooperative charged with the responsibility for the custody of its funds or property, to be bonded in such sum and with such surety as the Board of Directors shall determine. The Board of Directors in its discretion may also require any other officer, agent or employee of the Cooperative to be bonded in such amount and with such surety as it shall determine.

Section 11. Reports. The officers of the Cooperative shall submit at each annual meeting of the members reports covering the business of the Cooperative for the previous fiscal year and showing the condition of the Cooperative at the close of the fiscal year.

ARTICLE VI DISTRIBUTION OF EARNINGS

Section 1. Members. The Cooperative shall at all times be operated on a cooperative nonprofit basis for the mutual benefit of its members. For purposes of this Article VI, a member means a person or entity that takes delivery of electric energy from facilities owned by the Cooperative and receives an allocation of patronage capital.

Section 2. Patronage Capital in Connection with Delivering Electric Energy. In the delivery of electric energy from facilities owned by the Cooperative, the

Cooperative's operations shall be so conducted that all members will through their patronage furnish capital for the Cooperative. In order to induce patronage and to assure that the Cooperative will operate on a nonprofit basis, the Cooperative is obligated to account on a patronage basis to all its members for all amounts received and receivable from the furnishing of electric energy in excess of operating costs and expenses properly chargeable against the furnishing of electric energy. All such amounts in excess of operating costs and expenses at the moment of receipt by the Cooperative are received with the understanding that they are furnished by the members as capital. The Cooperative is obligated to pay by credits to a capital account for each member all such amounts in excess of operating costs and expenses. The books and records of the Cooperative shall be set up and kept in such a manner that at the end of each fiscal year the amount of capital, if any, so furnished by each member is clearly reflected and credited in an appropriate record to the capital account of each member. All such amounts credited to the capital account of any member shall have the same status as though they had been paid to the member in cash in pursuance of a legal obligation to do so and the member had then furnished the Cooperative corresponding amounts for capital.

In the event of dissolution or liquidation of the Cooperative, after all outstanding indebtedness of the Cooperative shall have been paid, outstanding capital credits shall be retired without priority on a pro rata basis. If, at any time prior to dissolution or liquidation the Board of Directors shall determine that the financial condition of the Cooperative will not be impaired, thereby, the capital then credited to members' accounts may be retired in full or in part. The Board of Directors shall determine the method, basis, priority, and order of retirement, if any, for all amounts heretofore and hereafter furnished as capital. In no event, however, shall any capital be retired contrary to the provisions of any unsatisfied mortgage executed by the Cooperative.

Capital credited to the account of each member shall be assignable as the Board of Directors, acting under policies of general application, shall determine.

The members and patrons of the Cooperative, by dealing with the Cooperative, acknowledge that the terms and provisions of the articles of incorporation and bylaws shall constitute and be a contract between the Cooperative and each member and patron, and the Cooperative and the members and patrons are bound by such contract, as fully as though each member and patron had individually signed a separate instrument containing such terms and provisions. The provisions of this article of the bylaws shall be called to the attention of each member and patron of the Cooperative by posting in a conspicuous place in the Cooperative's office.

An amount not to exceed one dollar (\$1.00) of capital credits accruing to each member each year shall be used for a subscription to the official cooperative newsletter. The Board

of Directors is authorized to pay said subscription annually for each member, charging the amount of the subscription against the capital credited to the account of each member.

The Cooperative shall deduct a reasonable service charge against the capital credits of a member who has not claimed them beginning one year after the capital credits are declared payable. The amount of such service charge shall be based on the current cost of handling the capital credit account of the member.

Section 3. Other Patronage Allocations. In the event that the Cooperative should engage in the business of furnishing goods or services other than the delivery of electric energy, all amounts received and receivable therefrom which are in excess of costs and expenses properly chargeable against the furnishing of such goods or services may be allocated annually and returned to the members of this Cooperative, or may be used by the Cooperative as permanent, non-allocated capital. In addition, all amounts allocated to the Cooperative from other organizations that furnish services, supplies, or products to the Cooperative may be allocated annually and returned to the members of this Cooperative, or may be used by the Cooperative as permanent, non-allocated capital. The Board of Directors shall determine the method, basis, priority, and order of retirement, if any, for all such amounts heretofore or hereafter allocated to the members of this Cooperative.

ARTICLE VII DISPOSITION OF PROPERTY

The Cooperative may not sell, mortgage, lease, or exchange more than twenty-five percent (25%) of its property, rights, privileges and franchises; merge with or consolidate into another entity that is not a rural electric cooperative within the meaning of the Rural Electrification Act of 1936; or dissolve the Cooperative without authorization for the above acts by the affirmative vote of the holders of two-thirds (2/3) of the shares of stock issued and outstanding, given at a members' meeting duly called for that purpose, or when authorized by the written consent of the holders of two-thirds (2/3) of the individual members; and provided further, however, that notwithstanding anything herein contained, the Board of Directors, without authorization by the members, shall have full power and authority to borrow money from the United States of America, or any agency or instrumentality thereof, The National Rural Utilities Cooperative Finance Corporation, and in connection with such borrowing to authorize the making and issuance of bonds, notes, or other evidences of indebtedness and, to secure the payment thereof, to authorize the execution and delivery of a mortgage or mortgages, or a deed or deeds of trust upon, or the pledging or encumbering of any or all of the property, assets, rights, privileges, licenses, franchises and permits of the Cooperative, whether acquired or to be

acquired, and wherever situated, all upon such terms and conditions as the Board of Directors shall determine. For purpose of this Article, a merger with our consolidation into another rural electric cooperative association shall not be deemed a sale, mortgage, lease or exchange. Other provisions of these bylaws, notwithstanding any repeal, amendment, or alteration of the Article that would result in a change in the member approval requirements for acts described herein, must be approved by at least twenty-five percent (25%) of all members of the Cooperative, provided that said twenty-five percent (25%) or more is a majority of those votes cast on said repeal, amendment, or alteration. The Board of Directors shall submit any actions referred to in the Article to a mail vote by the members of the Cooperative.

ARTICLE VIII AMENDMENTS

These bylaws may be altered, amended or repealed by the members at any regular or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal.

STATEMENT OF NON-DISCRIMINATION

Wright-Hennepin Cooperative Electric Association has filed with the Federal Government a Compliance Assurance in which it ensures the Rural Utilities Service that it will comply fully with all requirements of Title VI of the Civil Rights Act of 1964, as amended, all requirements of Section 504 of the Rehabilitation Act of 1973, as amended, all requirements of the Age Discrimination Act of 1975, as amended and all requirements of the rules and regulations of the U.S. Department of Agriculture to the end that no person in the United States shall, on the ground of race, color or national origin, or solely by reason of such person's handicap or on the basis of age, be excluded from participation in, be denied the benefits of, or be otherwise subjected to discrimination in the conduct of its program or the operation of its facilities. Under this Assurance, this organization is committed not to discriminate against any person on the ground of race, color or national origin, solely by reason of such person's handicap, or on the basis of age, in its policies and practices relating to applications for service or any other policies and practices relating to treatment of beneficiaries and participants including employment, rates, conditions and extension of service, admission or access to or use of any of its facilities, attendance at and participation in any meetings of beneficiaries and participants or the exercise of any rights of such beneficiaries and participants in the conduct of the operations of this organization. The person in this organization responsible for coordinating nondiscrimination compliance efforts of this organization is Mark F. Vogt, president and CEO of Wright-Hennepin Cooperative Electric Association.

Any individual or any specific class of individuals who feels subjected by this organization to discrimination prohibited by Title VI of the Civil Rights Act, by Section 504 of the Rehabilitation Act, by the Age Discrimination Act or by the rules and regulations of the U.S. Department of Agriculture may personally or through a representative, file with the Office of the Secretary, U.S. Department of Agriculture, Washington, D.C. 20250; the Office of Administrator, Rural Utilities Service, Washington, D.C. 20250; the Office of Advocacy and Enterprise, U.S. Department of Agriculture, Washington, D.C., 20250; or this organization, or all, a written complaint.

Such a complaint must be filed no later than 180 days after the alleged discrimination, or by such later date to which the Secretary of Agriculture or the Administrator of the Rural Utilities Service extends time for filing. Identity of complainants will be kept confidential except to the extent necessary to carry out the purposes of the rules and regulations of the U.S. Department of Agriculture.