

BYLAWS
OF
NORTH WEST
RURAL ELECTRIC COOPERATIVE

ARTICLE I

MEMBERS

Section 1. Requirement for Membership. The limitation, conditions, restrictions, and rights pertaining to membership and the privileges, duties and obligations of members are set forth in the Articles of Incorporation of the Cooperative.

Section 2. Members. All service lines and all meters, switches and other appliances and equipment constructed or installed by the Cooperative in or on the property of any member, except so much thereof, if any, as shall be paid for by the member, shall at all times be the property of the Cooperative, and the Cooperative shall have the right and privilege to enter upon the premises of any member to repair or service the same, and upon the discontinuance of the service for any reason, to remove the same.

Section 3. Joint Memberships. Any two individuals may apply for a joint membership, and subject to their compliance with the requirements set forth in Sections 1 and 2 of this Article, may be accepted for such membership. The term “Member” as used in these Bylaws shall be deemed to include any two individuals holding a joint membership and any provisions relating to the rights and liabilities of membership shall apply equally with respect to the holders of such membership. Without limiting the generality of the foregoing, the effect of the hereinafter specified actions by or in respect of the holders of such membership shall be as follows:

- a. The presence at a meeting of either or both shall be regarded as the presence of one member and shall constitute a waiver of notice of both of the meeting.
- b. The vote of either separately or both jointly shall constitute one vote.
- c. A waiver of notice signed by either or both shall constitute a joint waiver.
- d. Notice to either shall constitute notice to both.
- e. Expulsion of either shall terminate the joint membership.
- f. Withdrawal of either shall terminate the joint membership.
- g. Either, but not both, may be elected or appointed as an officer or board member, provided that both meet the qualifications for such office.
- h. Upon notification being received by the Cooperative or its knowledge of a dissolution or marriage or permanent separation of the married couple holding a joint membership, or a termination of a joint membership by persons not married, unless and until a court order or written instrument signed by the

husband and wife or holders of the joint membership has been filed with the Cooperative, the following rules shall apply:

1. The joint membership shall be terminated and, subject to the satisfaction of any debts owed to the Cooperative, the membership fee and any deposit for service to the membership shall be paid one-half to husband and one-half to wife, or distributed equally among those holding a joint membership.
2. Subject to the satisfaction of any debts owed to the Cooperative, any dividends earned prior to the termination of the joint membership, which are authorized by the Board of Directors to be paid pursuant to the provisions of the Articles of Incorporation; shall be paid by checks payable one-half to husband and one-half to wife, or distributed equally among those holding the joint membership, at their last known addresses.
3. Either part of the joint membership continuing to receive service from the Cooperative shall apply for membership in his or her own name.

Section 4. Membership by Other Than Persons. If an association, corporation, or partnership, complies with the Articles of incorporation, such entity may have a membership in the Cooperative. The holders of such membership shall be bound by the following rules:

- a. The membership shall only be entitled to one vote.
- b. Waiver of notice signed by an officer or partner on behalf of the members shall constitute a waiver of notice of the membership.
- c. Notice to a partner or an officer of the entity on behalf of the member shall constitute notice to the member.
- d. A partner or designated officer of a corporation or partnership may be elected to office, provided that such person otherwise meets the qualifications for such office.

Section 5. Conversion of Membership.

- a. A membership may be converted to a joint membership by a member to himself or herself and any other individual, jointly upon the written request of such member and compliance by such individuals jointly to comply with the Articles of Incorporation, Bylaws and rules and regulations adopted by the Board. The outstanding membership certificate may be surrendered, and shall be reissued by the Cooperative in such manner as shall indicate the changed membership status.
- b. Upon the death of either individual in a joint membership, such membership shall be held solely by the survivor, however, the estate of the deceased shall not be released from any debts due the Cooperative.

ARTICLE II

MEETING OF MEMBERS

Section 1. Annual Meeting. The first regular Annual Meeting of the Members of the Cooperative shall be held in 1998 on a date to be determined by resolution of the Board of Directors. Thereafter, the Annual Meeting of Members of the Cooperative shall be held at such times and places as shall be determined by the Board of Directors. All Annual Meetings shall be held at such locations as may be determined from time to time by the Board of Directors and specified in the Notice of the Meeting.

Section 2. Special Meetings. Special Meetings of the membership may be called by a majority of the Board of Directors, and the Board shall do so upon written demand of at least twenty percent (20%) of the members. Any demand for a special meeting by membership shall be in writing, signed by the members making the demand, and be addressed and delivered to the Secretary of the Cooperative. All Special meetings shall be held at such locations as may be determined from time to time by the Board of Directors and specified in the Notice of the Meeting.

Section 3. Notice. Each member shall be entitled to receive ten (10) days' written notice of the time and place of all meetings and of the purpose of all special meetings. Such notice shall be given to the member in person or by mail directed to the member's address as shown on the books of the Cooperative. If mailed, such notice shall be deemed delivered when deposited in the United States Mail, in a sealed envelope, addressed to the member at his address as it appears on the records of the Cooperative, with postage thereon prepaid. Any member may waive, in writing, notice of any meeting of the Members. Meetings of the Members of the Cooperative may be held at any location permitted by the laws of the State of Iowa.

Section 4. Failure to Receive Notice. The failure of any member to receive notice of an Annual Meeting or Special meeting of the members shall not invalidate any action which may be taken by the members at any such Annual Meeting or Special Meeting.

Section 5. Quorum. Ten percent (10%) or more of the members present in person or represented by mail ballots shall constitute a quorum necessary for the transaction of business at any Annual Meeting or Special Meeting of the membership; provided, however, that so long as the total number of members of the Cooperative shall exceed five hundred (500), then fifty (50) or more members present in person shall be sufficient to constitute a quorum for the transaction of business at all meetings of the members. If less than a quorum is present at any meeting, a majority of those present may adjourn the meeting from time to time without further notice.

Section 6. Voting. As stated in the Articles of Incorporation, no member shall own more than one membership and each member shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the membership. Voting by proxy and cumulative voting shall not be permitted. If two or more persons hold one membership certificate in partnership, joint tenancy, or otherwise, the vote of such membership may be cast by any one of such persons, or as otherwise directed by the Board of Directors. A member absent from any meeting may submit a mail vote on any motion, resolution, or amendment to be acted upon at such meeting, provided a mail ballot has been specifically

authorized by the Board of Directors. A mail vote must be cast and received on a ballot containing the exact text of the proposed motion, resolution, or amendment by depositing such ballot in the United States Mail, with postage prepaid, addressed to the Secretary at the business office of the Cooperative not later than the final call for ballots at the Annual Meeting. At all meetings of the members at which a quorum is present, all questions shall be decided by a vote of the members present in person or represented by mail vote except as otherwise provided by law, the Articles of Incorporation of the Cooperative or these Bylaws.

Section 7. Order of Business. The order of business at the Regular Annual Meeting of the members of the Cooperative and, so far as possible at all other meetings of the members of the Cooperative, shall be as follows:

1. Roll Call.
2. Reading of the Notice of the meeting together with the proof of due notice giving thereof or the waiver or waivers of notice of such meeting.
3. Presentation and reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon.
4. Final call for ballots.
5. Presentation and consideration of, and acting upon reports of officers, director and committees.
6. Election and/or ratification of directors.
7. Unfinished business.
8. New business.
9. Adjournment.

ARTICLE III

DIRECTORS

Section 1. Number and Qualifications. The business and affairs of the Cooperative shall be managed by a Board of Directors initially consisting of twenty-three (23) individuals, who shall also serve as the incorporators of North West Rural Electric Cooperative, and who presently constitute the members of the Boards of Directors of the cooperatives which consolidated to form North West Rural Electric Cooperative.

Subject to the right of members to remove a director, the initial directors shall serve, and any vacancies on the Board of Directors may be filled as set out in the Plan of Consolidation for North West Rural Electric Cooperative, until the Annual Meeting of Members to be held in 1999. After the Annual Meeting of Members to be held in 1999, the business and affairs of the Cooperative shall be managed by a Board of Directors consisting of eleven (11) directors.

Section 2. Districts. There shall be four (4) numbered geographic districts for the Cooperative, and, commencing with the Annual Meeting of Members to be held in 1999, election of directors shall be by such districts, with three (3) directors representing

District I, two (2) directors representing District II, four (4) directors representing District III and two (2) directors representing District IV, each of whom shall reside within the district they are elected to represent. The geographic area of each district shall initially be as set forth in the Plan of Consolidation for North West Rural Electric Cooperative, and revised as necessary by the Board of Directors. The district boundaries shall be described hereafter in the Bylaws of the Cooperative and shown on a map of the cooperative service area, with such description and map maintained at all offices of the Cooperative and kept available to members.

District I shall consist of the service area of the former Sioux Electric Cooperative Association, District II shall consist of the service area of the former O'Brien County Rural Electric Cooperative, District III shall consist of the service area of the former Plymouth Electric Cooperative and District IV shall consist of the service area of the former Ida County Rural Electric Cooperative, all as they existed at the time said cooperatives consolidated to form North West Rural Electric Cooperative.

Beginning with the year 2000, candidates for election to the Board of Directors shall be nominated by a Nominating Committee, which Committee shall be elected by the Board of Directors. Said Nominating Committee members so elected shall nominate no more than two (2) candidates for each open director position, from the districts in which they reside, for election to the Board of Directors at a District and/or Annual Meeting of Members.

Members voting at the District and/or Annual Meeting of Members shall vote only for candidates from the district in which they reside. The election of the directors shall be by ballot, and each voting member shall be entitled to cast one ballot for each director to be elected from that member's district. The election of directors shall be subject to ratification by a majority of all members present at the District and/or Annual Meeting of Members, and directors elected shall qualify and take office immediately following the District and/or Annual Meeting of Members.

Section 3. Election of Directors. At the District and/or Annual Meeting of Members to be held in 1999, an election will be conducted from among the current directors, for the purpose of electing eleven (11) directors, three (3) from District I, two (2) from District II, four (4) from District III and two (2) from District IV. One (1) director from District I, one (1) director from District II, one (1) director from District III and one (1) director from District IV will be elected to three (3) year terms; one (1) director from District I, two (2) directors from District III and one (1) director from District IV will be elected to two (2) year terms; and one (1) director from District I, one (1) director from District II and one (1) director from District III will be elected to one (1) year terms. From and after the District and/or Annual Meeting of Members to be held in 1999, the Cooperative shall be managed by a board consisting of eleven (11) directors, three (3) from District I, two (2) from district II, four (4) from District III and two (2) from District IV. Beginning with the District and/or Annual Meeting of Members to be held in 2000, a number of directors equal to the number of directors whose terms expire shall be elected to a term of three (3) years, or until their successors are elected and qualified.

Subject to the provisions of Section 4 of this Article, vacancies on the Board of Directors which occur after the District and/or Annual Meeting of Members to be held in 1999, shall be filled by a majority vote of the remaining directors. The director so elected shall serve the remainder of the term of the director whose departure created the vacancy.

No director shall be eligible to serve for more than five successive three-year terms, beginning with the director elections to be held in 1999.

Section 4. Removal of Directors. At any Regular Meeting of Members, or any meeting called for that purpose, where proper notice to all members has been given, any officer may be removed by vote of a majority of the members of the Cooperative. At any Regular Meeting of Members, or any meeting called for that purpose, where proper notice to all members has been given, any director may be removed by vote of a majority of all members in the director's district.

Any vacancy in the Board of Directors, pursuant to this Section 4, may be filled at the same meeting at which such vacancy is created and the director so elected shall hold office until the expiration of the term and until his successor shall have been elected and qualified. In case of the failure to fill such vacancy at such meeting, the Board of Directors may fill the vacancy at any subsequent meeting of the Board of Directors in the manner and for the term specified in Section 3 of this Article VII.

Section 5. Rules and Regulations. The Board of Directors shall have power to make and adopt such rules and regulations, not inconsistent with the Articles of Incorporation of the Cooperative or these Bylaws or the laws of the State of Iowa, as it may deem advisable for the management, administration and regulation of the business affairs of the Cooperative.

Section 6. Accounting System and Reports. The Board of Directors shall cause to be established and maintained a complete accounting system which, among other things, subject to applicable laws and rules and regulations of a regulatory body, and generally accepted accounting principles. All accounts of the Cooperative shall be examined by a committee of the Board of Directors which shall render reports to the Board of Directors at least four times a year at Regular Meetings of the Board of Directors. The Board of Directors shall also, after the close of each fiscal year, cause to be made a full and complete audit of the accounts, books and financial condition of the Cooperative as of the end of such fiscal year. A financial report of the previous fiscal year shall be submitted to the members at the following District and/or Annual Meeting.

ARTICLE IV

MEETINGS OF DIRECTORS

Section 1. Annual Meeting. An Annual Meeting of the Board of Directors shall be held following the Annual Meeting of the Members for the purpose of the election of officers of the Cooperative for the ensuing year, and to transact such other business as may properly come before the meeting.

Section 2. Regular Monthly Meetings. A Regular Meeting of the Board of Directors shall be held on a monthly basis. Notice of the date, time and place of the Regular Meeting shall be given as directed by the Board of Directors.

Section 3. Special Meetings. A Special Meeting of the Board of Directors shall be held whenever called by the President or any three (3) directors. Forty-eight (48) hours prior notice of any Special Meeting must be given to each director personally, or by mail. The purpose of a Special Meeting need not be specified in the Notice of the meeting.

Section 4. Notice of Meetings. Notice of any meetings may be waived by attendance at the meeting, except when a director attends a meeting and objects to the transaction of business. Notice of the meeting may also be waived by signing a Waiver of Notice either before, during, or after the meeting.

Section 5. Quorum and Voting. A majority of the directors in office shall constitute a quorum necessary for the transaction of business at any Annual Meeting, Regular Meeting, or Special Meeting of the Board of Directors. If less than a quorum is present, the directors present may adjourn the meeting from time to time until a quorum is present. All matters considered by the Board of Directors shall be decided by a vote of a majority of the directors present at the meeting.

Section 6. Compensation. Directors shall not receive a salary for their services as directors. However, the Board of Directors may designate a fee to be paid to directors for attending any meeting of the Board of Directors, and shall also reimburse all directors for reasonable expenses of attendance at any meeting of the Board of Directors. Members of the Board of Directors may also receive a fee for and be reimbursed for all reasonable expenses incurred while attending other meetings or other activities on behalf of the Cooperative. The Board of Directors shall, from time to time, establish policies and procedures regarding such attendance fees and reimbursement for reasonable expenditures.

ARTICLE V

OFFICERS

Section 1. Offices. The offices of the Cooperative shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may also elect an Assistant Secretary-Treasurer and/or a Chief Executive Officer.

Section 2. Election. The Board of Directors shall elect officers of the Cooperative at the Annual Meeting of the Board of Directors each year. The President, Vice President, Secretary, Treasurer and Assistant Secretary-Treasurer and Chief Executive Officer, if elected, shall hold office until the next Annual Meeting of the Board of Directors and until their successors are elected and qualified, unless removed as hereinafter provided. The Board of Directors shall also have full authority to appoint, by a majority vote, such additional officers as the Board deems appropriate and in the best interests of the Cooperative.

Section 3. Removal. At any meeting called for that purpose, any officer of the Cooperative may be removed by a vote of a majority of all voting members of the Cooperative. Any vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

Section 4. President. The President shall be the principal executive officer of the Cooperative and shall preside at all meetings of the membership and all meetings of the Board of Directors. The President may sign, with the Secretary or an Assistant Secretary, or any other proper officer of the Cooperative authorized by the Board of Director to do so, certificates of membership in the Cooperative, as well as any real estate deeds, mortgages, bonds, contracts, or other instruments authorized by the Board of Directors to be executed. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. Vice President. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all of the restrictions upon the President. The Vice President shall also perform such other duties and responsibilities as, from time to time, may be assigned by the Board of Directors.

Section 6. Secretary. The Secretary shall keep the minutes of all Meetings of the Members and of the Board of Directors, and shall compile those minutes in a corporate minute book. The Secretary shall also be responsible for the mailing of all notices in a timely manner as provided by law, the Articles of Incorporation, or these Bylaws. The Secretary shall be the custodian of all corporate records and the seal of the Cooperative. Additionally, the Secretary shall keep a membership list showing the proper names and addresses of each member of the Cooperative. The Secretary shall also sign, along with the President, all membership certificates. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as, from time to time, may be assigned to the Secretary by the Board of Directors. In the absence of the Secretary, or in the event of the Secretary's inability or refusal to act, the Assistant Secretary shall perform the duties of the Secretary, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the Secretary.

Section 7. Treasurer. The Treasurer of the Cooperative shall perform such duties with respect to the finances of the Cooperative as may be prescribed, from time to time, by the

Board of Directors. In general, the Treasurer shall supervise all financial affairs of the Cooperative and shall perform all duties incident of the office of Treasurer, as well as such other duties as, from time to time, may be assigned to the Treasurer by the Board of Directors. In the absence of the Treasurer, or in the event of the Treasurer's inability or refusal to act, the Assistant Treasurer shall perform the duties of Treasurer, and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the Treasurer.

Section 8. Assistant Secretary-Treasurer In the absence of the Secretary or the Treasurer, or in the event of the Secretary's or the Treasurer's inability or refusal to act, the Assistant Secretary-Treasurer shall perform the duties of the Secretary or the Treasurer, respectively, and when so acting, shall have all the powers of and be subject to all of the restrictions on those offices.

Section 9. Chief Executive Officer. The Chief Executive Officer, if elected, shall perform such duties of operations and management on behalf of the Cooperative as, from time to time, may be assigned by the Board of Directors.

Section 10. General Manager. The Board of Directors may also appoint a qualified person to serve as General Manager of the Cooperative. The General Manager may be, but shall not be required to be a member of the Cooperative. The General Manager shall perform such duties as the Board of Directors may, from time to time, require and shall have such authority as the Board of Directors may vest in the General Manager. The General Manager shall have general charge of the ordinary and usual business operations of the Cooperative, including supervision of all personnel, purchasing, marketing, cost controls, and the management of all products, services and supplies handled by the Cooperative.

Section 11. Bonds of Officers. The Board of Directors shall require the Treasurer or any other officer charged with responsibility for the custody of any of its funds or property, to give a bond for the faithful discharge of his duties 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 give such bonds in such amounts, with such surety or sureties, and containing such terms and conditions as it shall determine.

Section 12. Compensation. The salary, compensation, and other benefits of the General Manager, and of any other officer, shall be fixed by the Board of Directors.

Section 13. Reports. The officers shall submit at each Annual Meeting of the Members reports covering the business of the Cooperative for the previous fiscal year and showing its condition at the close of such fiscal year.

ARTICLE VI

INDEMNIFICATION

Section 1. Indemnification. The Cooperative shall indemnify any present or former director, officer, employee, member, or volunteer against expenses, including reasonable attorney fees, judgements, fines, and amounts actually paid in settlement and reasonable incurred to the fullest extent permitted under Iowa law. The Cooperative shall also indemnify any director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because the director is or was a director of the Cooperative, against reasonable expenses incurred by the director in connection with such proceeding. The Cooperative shall not indemnify any present or former director, officer, employee, member, or volunteer (a) in connection with a proceeding brought by the Cooperative or on behalf of the Cooperative in which such persons were adjudged liable to the Cooperative, or (b) in connection with any other proceeding charging improper personal benefit.

ARTICLE VII

DEPOSITS, CHECKS AND INSTRUMENTS

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Cooperative shall be signed by such officer or officers of the Cooperative or the General Manager, if authorized to do so by the Board of Directors, and in such manner as shall from time to time be determined by resolution of the Board of Directors. All funds of the Cooperative shall be deposited to the credit of the Cooperative in such bank or banks as the Board of Directors may select. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract, or to execute and deliver any instrument in the name of and on behalf of the Cooperative, and such authority may be general or confined to specific instances.

ARTICLE VIII

MEMBERSHIP CERTIFICATES

Membership in the Cooperative shall be evidenced by a certificate of membership which shall be in the form and shall contain such provisions as determined by the Board of Directors, provided such terms are not inconsistent with the Articles of Incorporation and these Bylaws. The certificate shall be signed by the President and by the Secretary, and shall be sealed with the corporate seal. Members of the Cooperatives which have consolidated to form the present Cooperative shall receive a membership certificate upon their request without charge. In case of a loss, destroyed or mutilated certificate, a new certificate may be issued upon such terms, and with appropriate indemnity provisions, as the Board of Directors may prescribe. Each membership certificate, among other things, shall state in substance that membership in the Cooperative shall not be transferable and all certificates shall be surrendered to the Cooperative upon a member becoming

ineligible to membership or upon the death, expulsion or withdrawal of the member holding such certificate.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Cooperative shall begin on January 1 of each year and shall end on December 31 of each year.

ARTICLE X

EARNINGS

The conduct of the business of the Cooperative shall be upon the Cooperative plan, and the earnings of the Cooperative shall be distributed among members in accordance with the Articles of Incorporation. Each member entitled to receive patronage dividends or deferred patronage dividends shall notify the Cooperative in writing of the address to which any mail or notice should be sent.

ARTICLE XI

MEMBERSHIP IN OTHER ORGANIZATIONS

The Board of Directors of the Cooperative may cause the Cooperative to become a member of any other organization, corporation, association or cooperative, organized for the purpose of engaging in or furthering the cause of North West Rural Electric Cooperative.

ARTICLE XII

SEAL

The corporate seal of the Cooperative shall be in the form of a circle and shall have inscribed thereon the name of the Cooperative and the words, "Corporate Seal, Iowa."

ARTICLE XIII

AMENDMENT

The Board of Directors, by a vote of seventy-five percent (75%) of the directors, may adopt, alter, amend or restate the Bylaws of the Cooperative. Such original or amended Bylaws shall remain in force and effect until subsequently altered, amended, or repealed by a vote of seventy-five percent (75%) of the membership at any Annual Meeting or Special Meeting of the membership. The Bylaws shall be kept by the Secretary of the Cooperative and shall be subject to inspection by any member at any time.