

## **BY-LAWS OF MIDWEST RURAL ENERGY COUNCIL, INC.**

### **ARTICLE I – MEMBERS AND MEMBERSHIPS**

Section 1. Classification of Memberships. There shall be two classes of membership of the corporation: Full Membership and Affiliate Membership.

“Full Memberships” shall be available to investor-owned utilities, state-wide rural electric cooperative associations and other utilities and utility organizations. “Affiliate Memberships” shall be available to other energy organizations, trade affiliates, educational institutions, individuals and entities that may desire membership.

The rules governing memberships hereunder are subject to change by a duly passed written resolution of the board of directors.

Section 2. Acceptance and Termination of Membership and Dues. All applications for membership shall become effective upon acceptance and approval by the board of directors, or by a committee or officer appointed by the board of directors for that purpose.

Membership shall continue indefinitely, unless or until a member fails to timely pay dues when billed, a member in writing voluntarily withdraws from the organization or the board of directors by majority vote terminates membership.

The board of directors may establish from time-to-time additional terms of membership and fees by a duly passed written resolution.

Section 3. Annual Meeting of Members. The annual meeting of the members of the corporation, for such business as may properly come before the meeting, shall be held at such time and place as shall be determined by the board of directors. Notice of the time and place of such meeting shall be given by surface or electronic mailing at least 10 days prior to such meeting, by mailing a copy of such notice to each Full and Affiliate Member at the member’s last known residence or place of business. Notice may be given to other members, persons or entities as deemed necessary.

Section 4. Special Meetings of Members. Special meetings of members may be called by the president at any time, or when requested by a majority of the directors, or whenever requested in writing by ten percent of the Full Members. Notice of a special meeting, stating the time, place and object thereof, shall be given by surface or electronic mailing at least 10 days prior to such meeting, by mailing a copy of such notice addressed to each Full and Affiliate Member at the member’s last known residence or place of business.

Section 5. Quorum. At all meetings of members, a simple majority of Full Members, present in person and not by proxy, shall constitute a quorum.

Section 6. Voting. Full Members only shall have the right to vote at the meetings of the corporation and only their representatives shall have the right to hold elective office. At each annual or special meeting, every Full Member present shall be entitled to one vote, and no Full Member may vote by proxy, it being intended that such votes will be cast by a representative of a Full Member present at such meeting. Except as may otherwise be required by law, or by these by-laws, all questions shall be decided by a majority of the votes cast by Full Members.

## **ARTICLE II – DIRECTORS**

Section 1. Classification, Appointment and Term of Office. The business and affairs of the corporation shall be managed by a board of directors of 15 directors with voting rights and two (2) directors ex-officio (non-voting); the board of directors shall be appointed as follows:

One director shall be appointed by each of the following investor-owned utilities in conjunction with the annual meeting:

- (1) Alliant Energy
- (2) Madison Gas & Electric Company
- (3) Minnesota Power
- (4) Xcel Energy
- (5) Otter Tail Power
- (6) Wisconsin Electric Power Company
- (7) Wisconsin Public Service Corporation

Eight (8) directors shall be appointed in conjunction with the annual meeting by rural electric cooperatives as follows:

- (1) Four directors will be appointed by the Wisconsin Electric Cooperative Association (WECA).
- (2) Four directors will be appointed by the Minnesota Rural Electric Association (MREA).

The University of Wisconsin and the University of Minnesota shall each appoint an ex-officio director in conjunction with the annual meeting.

All directors will be appointed to a term of three years, unless otherwise specified by the board of directors.

The rules governing the appointment and term of directors are subject to change by a duly passed written resolution of the board of directors.

Section 2. Vacancies. Any vacancy on the board of directors shall be filled for the unexpired term by the interim appointment of a director made by the Full Member that previously appointed a director to the seat.

Section 3. Rules, Regulations and Proxy Voting. The board of directors may adopt such rules and regulations for the conduct of their meetings and management of the affairs of the corporation as they may deem proper, but not inconsistent with the laws of the State of Wisconsin or these by-laws. With respect to voting by directors, directors may vote by proxy unless the board of directors, in advance of the meeting at which the voting takes place, votes to limit or prohibit proxy voting.

Section 4. Meetings. The board of directors shall meet whenever called together by the president upon due notice given to each director. On the written request of a majority of the directors, the secretary shall call a special meeting of the board.

Section 5. Committees. Except with respect to the executive committee, the president shall appoint, subject to approval of the board of directors, such special committees, general committees, and technical committees as may be deemed advisable. All committees shall be directly responsible to the board of directors, and shall act under the directives of the board.

Section 6. Director or Officer Salaries. No officer or director shall receive, directly or indirectly, any salary, compensation or emolument from the corporation, either as such officer or in any other capacity, unless authorized by a vote of the majority of the Full Members in attendance at an annual or special meeting of the members.

### **ARTICLE III – OFFICERS**

Section 1. Election, Appointment and Term. The board of directors shall, from time to time as deemed necessary, elect from among their number a president and a vice-president (president-elect). A secretary and a treasurer shall be appointed by the board of directors. The offices of secretary and of treasurer may be held by the same person. Each elected officer shall serve for the term of one year, unless another term is specified by the board. The board of directors may appoint such other officers as it may from time to time deem necessary, and shall prescribe the duties of such other officers.

Section 2. Duties of President. The president shall preside at all meetings of the board of directors, and of the members. The president shall generally supervise the affairs of the corporation and perform all duties incidental to the office.

Section 3. Duties of Vice-President (President-elect). The vice-president shall, in the absence or incapacity of the president, perform the duties of that officer.

Section 4. Duties of Secretary. The secretary shall keep the minutes of the meetings of the board of directors and of the members. The secretary shall keep a record of the names and addresses of all members of the corporation. The secretary shall attend to the

giving and serving of all notices of the corporation, conduct the correspondence of the corporation, keep full records, and perform such other duties as may be assigned from time to time, and shall perform all the duties incidental to the office.

Section 5. Duties of Treasurer. The treasurer shall have the care of and custody of all the funds of the corporation, and shall deposit the same in the name of the corporation, in such bank or banks as the board of directors may designate. The treasurer shall pay out and dispose of the funds of the corporation under the direction of the board of directors. The treasurer shall make such reports as the board of directors may require, and shall give such bonds as the board of directors may determine.

#### **ARTICLE IV – EXECUTIVE COMMITTEE**

Section 1. Classification, Appointment and Term of Office. The executive committee shall report from time to time to the board of directors regarding the ongoing affairs of the corporation. Individuals must be members of the board of directors to be eligible for appointment to the executive committee.

Members of the executive committee shall be appointed annually by the board of directors, except the president and vice-president (president-elect) who shall serve based upon their offices.

The rules governing the appointment and term of executive committee membership are subject to change by a duly passed written resolution by the board of directors.

Section 2. Vacancies. A vacancy on the executive committee shall be filled for the unexpired term by majority vote of the directors present and voting at any meeting of the board of directors.

#### **ARTICLE V – AMENDMENTS**

Section 1. Amendments. The board of directors may make, amend, and repeal the by-laws of the corporation by a vote of a majority of all of the directors present and voting, at any regular or special meeting of the board of directors.

I, Mark E. Raabe, Secretary of the Midwest Rural Energy Council, hereby certify that this is a true and correct copy of the resolution approved by the Midwest Rural Energy Council Board of Directors at a duly recognized meeting of the Board of Directors on March 1, 2002.

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Mark E. Raabe

Dated: March 7, 2002

