

AMENDED AND RESTATED
BYLAWS OF THE ONEOTA COMMUNITY COOPERATIVE

ARTICLE 1
OFFICES

1.1. PRINCIPAL OFFICE. The principal office of the Oneota Community Cooperative (referred to hereafter as the "Cooperative") is located at 312 West Water Street, Decorah, Iowa 52101.

1.2. OTHER OFFICES. The Cooperative may also have offices at such other places as the Board of Directors, from time to time, may designate.

ARTICLE II
MEMBERSHIP

2.1 ELIGIBILITY. All individuals, businesses and associations are eligible for membership in the Cooperative if they use or intend to use the goods or services provided by the Cooperative, or if they produce products marketed by the Cooperative.

2.2. ADMISSION. An individual or representative of a business or association desiring membership must purchase or agree to purchase a member share of common stock by signing a Member Share Purchase Agreement. The issuing price of a member share of common stock is one hundred and forty dollars. The Board of Directors may establish various installment schedules for the purchase of member shares of common stock. Membership (and the common stock associated with such membership) shall be nontransferable. Membership records shall be kept on file at the principal office of the Cooperative.

2.3. PARTICIPATION RIGHTS. A member who has purchased a share of common stock or is current on his/her Member Share Purchase Agreement is a member in good standing and has the right to make purchases from the Cooperative as a member and to have one vote at any Cooperative meeting properly called.

2.4. NON-TRANSFERABILITY. Membership in the Cooperative may neither be assigned nor transferred and any attempted assignment or transfer shall be wholly void.

2.5. TERMINATION.

(a.) Membership may be terminated in any of the following ways: (i) voluntarily by a member upon notice to the Cooperative; (ii) automatically upon

death of the member or dissolution of the member association; (iii) at the discretion of the Board, after a period of two years during which insufficient payment has been made on a Member Share Purchase Agreement; or (iv) for cause, including: willful violation of the by-laws; or committing theft against or defrauding the Cooperative; or harassing, threatening, verbally abusing or assaulting a patron, member, or staff member of the Cooperative in or near the Cooperative; or making unwelcome and persistent solicitations in the Cooperative after being warned to cease; or engaging in loud, argumentative and provocative speech which could reasonably be expected to make a customer or member feel unwelcome or could reasonably be expected to create a hostile work environment for a staff member; or when in the judgment of the Board, the Cooperative's welfare justifies such action due to conduct which the Board determines to be unbecoming of a member of the Cooperative or detrimental to the Cooperative, by majority vote of the Board of Directors, after a fair hearing at which the member has an opportunity to be heard and to present evidence.

(b) If any hearing is required by this section, a notice of hearing, stating the reasons for the proposed action, shall be mailed by certified mail to the member at the last address provided by such member, at least 10 days before the hearing. If the member chooses to do so, the member may waive a hearing and may opt to respond in writing. Any hearing conducted under this Section shall take place in executive session attended only by the Board, its counsel, a secretary designated by the Board, the member whose status is being considered, his or her counsel, and witnesses providing evidence, and such witnesses shall be sequestered outside the hearing room until called to testify. The hearing may be conducted informally, without formal rules of evidence or procedure, and shall be presided over by the President or Vice-President or any other person chosen by the majority of the Board. At the conclusion of the evidence, the Board shall make its decision by majority vote in executive session attended only by the Board, its counsel, and its secretary, and the decision will then be mailed by certified mail to the member whose status was considered.

2.6. LIMITED LIABILITY OF MEMBERS. Members shall not be liable for any debts or obligations of the Cooperative and shall not be subject to any assessment.

2.7 NONDISCRIMINATION. The Cooperative will not discriminate or permit discrimination on the basis of race, national origin, sex, sexual orientation, gender identity, presence of children, pregnancy, disability, source of income, ancestry, marital status, age, or veteran status.

ARTICLE III MEMBERSHIP CAPITAL

3.1. MEMBER SHARE CERTIFICATE. A Member Share Certificate representing a membership share of common stock shall be issued upon admission to membership and payment of the issuing price of the Member Share. A member share of common stock may be held only by a member of the Cooperative and no member may hold more than one share of common stock. No dividends shall be paid on Member Share Certificates.

3.2. REDEMPTION. Member share equity represented by a share of common stock shall be redeemable by a member upon termination of membership for any reason at its issuing price, or net book value, if lesser. In the case of termination for cause, the share of common stock shall be redeemed by the Cooperative within sixty days thereafter. In the case of all other terminations, the share of common stock shall be redeemed by the Cooperative in accordance with terms set out in the Member Share Purchase Agreement.

ARTICLE IV MEETINGS OF MEMBERS

4.1. ANNUAL MEETING. An annual meeting of the members shall be held within four months after the close of the fiscal year. A report by the Board of Directors as well as the annual financial report of the Cooperative shall be given. End of term vacancies on the Board of Directors shall be filled by election by the members.

4.2. SPECIAL MEETINGS. The Board of Directors may call special meetings of the members, and must do so upon written demand of twenty percent of the members in good standing. Each member shall have at least ten days written notice of the time and place of all meetings, and of the purpose of all special meetings.

4.3. NOTICE. Written notice of all member meetings, including the date, time, place, and purpose, shall be delivered to each member not less than ten days nor more than ninety days before the meeting date. If issues which require a member vote are on the agenda of the meeting, ballots for voting by mail shall accompany the written notice (including instructions on the procedures for properly casting a ballot).

4.4. QUORUM. Except as otherwise required by law or these by-laws, no quorum shall be necessary for the transaction of business at any member meeting. A majority of those voting shall constitute a valid vote of members.

4.5. VOTING. Each member in good standing prior to the meeting shall have one vote upon any matter submitted to a vote of the members. The vote of a member, business or association shall be cast only by its representative duly authorized in writing. Voting by proxy is not permitted. Each member will have the right to cast an absentee ballot on any issue. If the member receives an absentee ballot form with the notice of the meeting, then that ballot form (or an authorized copy of it) must be used when casting an absentee ballot. In all elections for Directors, each member may cast as many votes as there are Directors to be elected and may cast the whole number of such votes for one candidate or may distribute them among any two or more candidates.

4.6. ORDER OF BUSINESS. The order of business at all meetings, insofar as possible, shall be as follows:

- 1) recording of the voting members present by the number thereof or by their names;
- 2) reading of notice of the meeting;
- 3) reading of the proceedings of the meetings that remain unapproved;
- 4) report of the Board of Directors;
- 5) report of the Treasurer including the presentation of a profit and loss statement and a balance sheet;
- 6) report of the Management;
- 7) elections, when applicable;
- 8) unfinished business;
- 9) new business;
- 10) adjournment.

4.7. PRESIDING OFFICER. The President, or in his/her absence, the Vice President of the Board of Directors will preside at annual and special meetings. A record of the meeting proceedings will be made and this will become part of the official record of meetings maintained by the Secretary of the Board of Directors.

ARTICLE V BOARD OF DIRECTORS

5.1. POWERS. Financial and legal responsibility for the affairs of the Cooperative are vested in the Board of Directors by the member/owners. The Board of Directors shall originate and maintain a "Board Policy Register" that

specifies the procedures they will follow in meeting their obligation to the Cooperative and its member/owners.

5.2. NUMBER OF DIRECTORS. The Board of Directors shall consist of seven individuals elected by and accountable to the members.

5.3. QUALIFICATIONS. To serve as a Director a person must be a member in good standing at least sixty days prior to election to the Board, and agree to fulfill the duties and responsibilities of that office.

5.4. TERM OF OFFICE. The Board of Directors shall be elected by the members for a three year term in conjunction with the annual meeting of the Cooperative. Board terms shall be staggered with three vacancies one year and two vacancies each of the following two years. The term of office shall begin with the first meeting of the Board of Directors after the annual meeting.

5.5. NOMINATIONS. Nominations to the Board shall be the responsibility of the Board. Members may apply to the Board to be a candidate for a position on the Board. If the member is not selected for candidacy by the Board he/she may still be added to the ballot as a candidate by obtaining a petition of twenty-five signatures of members in good standing.

5.6. ELECTIONS. Ballots for the election shall be provided to the members and balloting shall take place before the annual meeting. The process for voting shall be included with the ballots. Candidates with the highest number of votes shall be declared elected at the annual meeting. In the event of a tie, a run-off election between the tied candidates shall be held by secret ballot at the annual meeting.

5.7. CONFLICT OF INTEREST. Directors shall be under an affirmative duty to disclose their actual or potential conflicts of interest in any matter under consideration by the Board. Unless requested otherwise, they must absent themselves from deliberations or decisions on the matter.

5.8. COMPENSATION. Directors of the Cooperative are only entitled to the same benefits that are available to all members. In addition, reimbursement shall be made by the Cooperative for actual expenses incurred by individual Board members attending to Board business (other than mileage payments for attending regular Board meetings). A Director shall not be entitled to remuneration for services performed for the Cooperative by said Director unless a resolution authorizing payment for such services has been adopted by the Board before the services were begun. A Director may be entitled to payment for services performed as a vendor of or in contract with the Cooperative.

5.9. REMOVAL. At any meeting called for that purpose, any Director may be removed by a majority of the voting members of the Cooperative. A petition for such a vote shall be signed by at least fifty percent of the number of members who voted in the last election, or by one hundred members, whichever is the lesser number. Such a vote shall take place within forty days of the petition being submitted to the Board.

5.10. VACANCIES. In the event of a vacancy on the Board for any cause other than term expiration, the remaining directors shall appoint an interim director from among the members, to serve under the same terms as the regular director.

ARTICLE VI OFFICERS OF THE BOARD

6.1. OFFICERS. The officers of the Cooperative shall consist of a President, Vice President, Secretary, and Treasurer. All such officers must be directors. Other officers may be designated by the Board of Directors. All officers shall be selected annually at the first regular Board meeting following the annual meeting. An officer of the Board may be removed from his/her office with or without cause at any time by majority vote of the Board of Directors.

6.2. DUTIES OF OFFICERS. Officers shall have the following duties together with such other duties as may be determined by the Board of Directors:
The President shall expedite the business of the Board and the implementation of its decisions, preside at meetings of the Board and members, be an ex officio member of all committees, and sign formal documents on behalf of the Cooperative as authorized by the Board.
The Vice President shall, as requested, assist the President in the performance of his/her duties.
The Secretary shall oversee the serving of notices for and keeping minutes of all meetings of the members and the Board.
The Treasurer shall oversee the affairs of the Cooperative and ensure that all required reports and returns are filed.

ARTICLE VII MEETINGS OF THE BOARD OF DIRECTORS

7.1. REGULAR MEETINGS. The Board of Directors shall hold regular scheduled meetings. Prior to a regular meeting, the date, time, and location of the meeting shall be posted in the places of business of the Cooperative.

7.2. SPECIAL MEETINGS. Special meetings of the board may be called by the Board and shall be called by the Secretary upon request of any two Directors.

7.3. NOTICE OF MEETINGS. All Directors shall be informed at least three to ten days in advance by phone or in writing of any regular or special meeting. Meeting agendas and information about business to be transacted should be part of the notice whenever possible.

7.4. QUORUM. Except as otherwise required by law or these bylaws, a majority of directors shall constitute a quorum for the transaction of business at any meeting of the Board, and a majority of those voting shall constitute a valid vote of the Board.

7.5. ACTIONS WITHOUT A MEETING. Decisions of the Board may be made without a meeting if a consent in writing, stating the action to be taken, is signed by all directors and filed with the minutes of the following regular meeting.

ARTICLE VIII MISCELLANEOUS

8.1. MANAGEMENT. The Board of Directors shall hire a General Manager to administer the affairs of the Cooperative under the direction of the Board, consistent with terms and conditions of the Board Policy Register.

8.2. INDEMNIFICATION. The Cooperative shall indemnify or reimburse Directors and officers for all claims and liabilities, including reasonable expenses and attorney's fees, to which they may be subject by reason of such positions with the Cooperative.

8.3. NONLIABILITY. A Director, officer, member or volunteer is not personally liable in that capacity, for any claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty or loyalty to the Cooperative, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law or for a transaction from which the person derives an improper personal benefit.

8.4. FISCAL YEAR. The fiscal year of the Cooperative shall begin on the first day of January and end on the last day of December of each year.

8.5. NOTICE. Any notice required under these by-laws shall be deemed delivered when deposited in the United States mail with names and addresses as they appear in the records of the Cooperative.

8.6. WAIVER. Any notice of a meeting required under these bylaws may be waived in writing at any time before or after the meeting for which notice is

required. The attendance of any person at a meeting, including mail ballot, shall constitute a waiver of notice of the meeting, except where the person attends for the express purpose of objecting to the transaction of business because the meeting is not legally convened.

8.7. AMENDMENT. These by-laws may be amended by a vote of members at any meeting called in part for that purpose, provided that the proposed amendments are fully stated in the notice of the meeting. A three-fourths vote is required for the amendment to succeed, consisting of ballots cast at the meeting or returned prior to the meeting. These by-laws may also be amended by a unanimous vote of the Board of Directors.

8.8. NOTIFICATION OF AMENDMENT. Prior to any member meeting, all members shall be notified of any amendment of these by-laws adopted by the Board of Directors since the last member meeting.

Approved by the membership at the annual meeting on April 8, 1999

Changes in 5.4 and 5.6 approved by the membership on February 1, 2001

Changes in 2.2, 2.3, 3.1 and 3.2 approved by the membership January 18, 2007

Changes in 2.5 and 8.4, and new section 2.7 approved by unanimous vote of the board February 26, 2008

Changes in 1.1, 2.7, 5.1, 6.2, 7.2, 8.1 and 8.7 approved by unanimous vote of the board November 24, 2009