

DIRECTIONS FOR VOTING

This year's ballot contains three (3) pages and begins on the back side of this sheet.

The ballot consists of TWO parts:

- 1) Election of three candidates to the Board of Directors, and
- 2) Ballot Measures for Articles of Incorporation and Bylaw change proposals.

This is considered ONE ballot for counting the number of ballots cast.

Candidates receiving the three largest vote totals will be the next directors. Ballot measure vote totals will be calculated from the total number of votes cast for each measure individually.

Spoiled or invalid ballots can occur if:

- 1) A ballot contains more than 3 votes in the Director section (this spoils only the Director ballot),
- 2) It isn't from a member in good standing or it's envelope is not signed,
- 3) It is a multiple vote from the same member number.

In order to improve the confidentiality and fairness of the voting process, a committee of member-owners was convened after the 2009 Board election. Their recommendations were approved by the Board and are as follows:

1. Mark your ballot per the instructions and place it in the envelope addressed to Oneota Community Co-op. The back of the envelope has a place for name, signature, and member number. These **must be completed** in order for the ballot to be counted. This process will allow us to verify that only members in good standing voted and that only one vote was cast per membership, as spelled out in our bylaws.
2. Either mail the envelope or bring it into the co-op and place in the locked drop box by the end of the March 29 business day. Mailed ballots must be **received** by this time so that there is sufficient time to verify and count the ballots. The results are announced at the April 1 Annual Meeting.
3. Two member-owners will take the envelopes and check the names against the list of members in good standing. They will remove the verified ballots and place in large envelopes without looking at the votes. (This cover sheet provides an extra measure of confidentiality.)
4. Four other member-owners will count the ballots and report the results to the Vice-President.

Remember – Decisions are made by those who vote.

Oneota Community Co-op 2010

Ballot for Election to the Board of Directors

Current Bylaws allow you to cast a total of three (3) votes for the three openings. You may cast one for each choice or two for one choice and one for another or all three votes for one candidate.

Place a **1, 2, or 3** next to any candidate you are voting for (an X will count as one vote).

<input style="width: 50px; height: 20px;" type="text"/> Jon Jensen – Board Nominated
<input style="width: 50px; height: 20px;" type="text"/> Joan Lubke – Board Nominated
<input style="width: 50px; height: 20px;" type="text"/> Steve McCargar – Nominated by Petition
<input style="width: 50px; height: 20px;" type="text"/> Bill Pardee – Board Nominated
<input style="width: 50px; height: 20px;" type="text"/> Dennis Pottratz – Board Nominated

Ballot for Changes to Bylaws and Articles of Incorporation

Words to be removed are in ~~strikeout~~. Words to be added are underscored.

Place an “X” in either the Yes or No box for **each** proposed change **OR** vote on **all** with the **Master Vote**.

Yes <input type="checkbox"/>	No <input type="checkbox"/>	<u>Master Vote on ALL measures</u>	If you choose this line to vote, you are casting a Yes or No vote for ALL measures. Do not vote further!
		Changes Proposed	Explanation
Yes <input type="checkbox"/>	No <input type="checkbox"/>	Articles of Incorporation Article IV - The location of the principal office of the Cooperative is 415 <u>312</u> West Water Street, Decorah, County of Winneshiek, State of Iowa.	The articles list our address as 415 W. Water Street when we are currently located at 312 W Water St. This change will correct the articles for our most recent move.
		Bylaw Proposals – Article IV Meetings of Members	
Yes <input type="checkbox"/>	No <input type="checkbox"/>	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 of the members. Election results shall be reported and any necessary run-off elections shall be held according to Bylaw 5.6.	To change the wording of the bylaw to more clearly match our actual practice Voting for the Board of Directors is finished before the annual meeting, therefore requiring only the announcement of election results at the annual meeting. In the event that two candidates get the same number of votes, a run-off election is required to be held at the annual meeting under Bylaw 5.6. Also the wording is changed to broaden the announcement to any election results, such as these bylaw changes, not just election of board members. This is NOT a change of practice.
Yes <input type="checkbox"/>	No <input type="checkbox"/>	First Change to: 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.	To remove duplicative wording The requirements for all meeting notices are included under Bylaw 4.3 NOTICE. Because 4.3 NOTICE is the proper place to include rules on meeting notices, the requirement for notice should be removed from 4.2 Special Meeting. This does NOT change the notice requirements.
Yes	No	Second Change to: 4.2. SPECIAL MEETINGS. The Board of	To correct an omission in our bylaws by making a point explicit – when tested in 2009, the existing

<input type="checkbox"/>	<input type="checkbox"/>	<p>Directors may call special meetings of the members, and must do so upon written demand of twenty percent of the members in good standing. <u>A petition calling for a special meeting must state the exact wording of any measure to be discussed or voted upon, such wording shall remain unchanged from the initial offering of the petition, and shall appear on any required ballot. The petition shall be presented to the Board President or designated representative when the petitioners consider it to be complete. The number of members in good standing at the end of the business day the petition is presented is used to calculate the twenty percent requirement. A special meeting may not be called to require an action that, if approved, would result in violation of the law or of the Cooperative's Articles, Bylaws, or policies.</u></p>	<p>words provided insufficient clarity</p> <p>This addition clarifies the requirements for a petition by assuring that everyone who signs a petition is clear about the wording and intent, and that the wording stays consistent throughout its life. It clarifies who receives the petition and when, and defines the timing of determination of “member in good standing” in order to comply with the twenty percent requirement.</p> <p>It further makes explicit that neither the members nor the board at a special meeting may force actions that violate the law or the Cooperative's policies.</p>
<p>Yes</p> <input type="checkbox"/>	<p>No</p> <input type="checkbox"/>	<p>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 <u>(except for “Order of Business” issues)</u>, ballots for voting by mail shall accompany the written notice (including instructions on the procedures for properly casting a ballot).</p> <p>4.4. QUORUM. Except as otherwise required by law or these bylaws, 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 the members.</p> <p>First Change to: 4.5 VOTING. Each<u>Only</u> members in good standing prior to the meeting shall <u>be able to vote and each shall</u> 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. <u>Except as otherwise required (Bylaw 8.7 AMENDMENT) voting on matters other than those items contained in Bylaw 4.6 “Order of Business” shall be by majority vote of those casting ballots. Voting on “Order of Business” items shall be by a majority vote of those present at the meeting.</u></p>	<p>To clarify and coordinate the wording of various bylaws relative to a valid vote (five changes)</p> <p>First Change - We have always interpreted these sections to mean that only substantive issues require that a ballot be sent to the members in good standing. These changes make clear that routine meeting motions like adjournment do not require inclusion on the ballot even though they are issues which require a member vote and are included on the meeting agenda.</p> <p>Second Change - When there is no requirement for a specific quorum at member meetings, and since voting is defined in 4.5 VOTING, this proposal would remove the unnecessary assertion from 4.4 QUORUM defining a valid vote.</p> <p>Third, Forth, Fifth Changes - These three changes also clarify who shall be qualified to vote and what constitutes a valid vote on various issues.</p> <p>These changes must be approved or disapproved together as they constitute a single language cleanup. They do NOT represent a change of practice.</p>
<p>Yes</p> <input type="checkbox"/>	<p>No</p> <input type="checkbox"/>	<p>Second Change to: 4.5 VOTING. In all elections for Directors, each member may cast as many votes as there are Directors to be elected and may cast the whole</p>	<p>To eliminate weighted voting</p> <p>Weighted voting allows a candidate to win a seat on the board using voting strategy and not merely on</p>

		<p>number of such votes for one candidate or may distribute them among any two or more candidates, but no more than one vote per candidate.</p>	<p>the merits of his/her candidacy. Eliminating weighted voting and requiring that each member in good standing may only cast one vote per candidate follows the common practice of one-member, one-vote. If approved, this bylaw change would not go into effect until after the 2010 election, so this election is conducted using weighted voting. This IS a substantive change.</p>
<p>Yes <input type="checkbox"/></p>	<p>No <input type="checkbox"/></p>	<p>4.6 ORDER OF BUSINESS. The order of business at all meetings, insofar as possible, shall be as follows:</p> <ol style="list-style-type: none"> 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; <u>approval of the minutes of previous membership meeting(s);</u> 4) report of the Board of Directors; 5) report of the Treasurer <u>financial condition of the Cooperative,</u> including the presentation of a profit and loss statement and a balance sheet; 6) report of the Management; 7) elections, or report thereof, when applicable; 8) unfinished business; 9) new business; 10) adjournment. 	<p>First change - To simplify the annual meeting requirements – Strike #2, re-number remaining.</p> <p>Since members are present, it can be assumed that they knew the time, date, place, and purpose of the annual meeting. Therefore, reading the notice of meeting is unnecessary.</p> <p>Second change - To clarify wording and intent</p> <p>The proceedings of a meeting are called “minutes” at Oneota Coop. We are proposing to put the actual language we use in the bylaw.</p> <p>Third & Forth change - To change the wording of the bylaw to more clearly match our actual practice</p> <p>Removing the responsibility for the financial presentation from the board treasurer allows flexibility in which individual may make the report. This could be the treasurer, but could also be the general manager, or the finance manager. Broadening the requirement from just presenting the financial statements to being a report on the financial condition of the coop requires the presentation of the financial statements within their context and with some explanation, which should make for a more meaningful report.</p> <p>These changes do NOT change current practice.</p>
		<p>Bylaw Proposal– Article VI Officers of the Board</p>	
<p>Yes <input type="checkbox"/></p>	<p>No <input type="checkbox"/></p>	<p>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:</p> <p><i>The President</i> 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.</p> <p><i>The Vice President</i> shall, as requested, assist the President in the performance of his/her duties.</p> <p><i>The Secretary</i> shall oversee the serving of notices for and keeping minutes of all meetings of the members and the Board.</p> <p><i>The Treasurer</i> shall oversee the affairs of the Cooperative <u>Board's budget</u> and ensure that all required reports and returns are filed.</p>	<p>To remove conflict within the Bylaws, and clarify the duties of the Treasurer under policy governance</p> <p>Under Bylaw 5.1 POWERS, <i>Financial and legal responsibility for the affairs of the Cooperative are vested in the Board of Directors by the member/owners.</i></p> <p>Therefore, all board members are to oversee the affairs of the coop, not just the treasurer. There should be no ability for any board member to believe he/she can delegate that responsibility to anyone else or that his/her responsibility is less than that of another director’s.</p> <p>Under policy governance, the treasurer is charged with monitoring the expenses of the board against the board budget set at the beginning of the year and that requirement is added here. These changes do NOT change current practice.</p>

