



2025 ANNUAL REPORT & 2026 OFFICIAL NOTICE

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Can't make it to the meeting? View on the following stations:

Over-the-air (KNDB): Ch. 26.1

Over-the-air (KNDM): Ch. 24.1

BEK Communications

Consolidated: Ch. 17

Dakota Central: Ch. 12/722

DirecTV: Ch. 26

Dish Network: Ch. 24

Midcontinent Communications:
Ch. 609/612

ANNUAL MEETING AGENDA

4 – 4:45 p.m. Registration

5 p.m.

Business meeting

Welcome & Call to Order

Invocation

National Anthem

Determination of Quorum

Introduction of Directors

Announce Election Tellers

Notice of Meeting

Approve 2025 Minutes

Introduction of Director
Candidates

Voting and Collection of Ballots

Financial Report

Cooperative Update

Operation Round Up Report

Presentation of Scholarship
Recipients

Luck-of-the-Draw Scholarship
Recipients

Youth Tour Recipient

Touchstone Energy Student of
the Month Recipients

Questions and Answers

Prize Drawings

Election Results

**A meal will be provided at adjournment,
courtesy of KEM Electric.**

Please note: If you plan to attend the Annual Meeting and require special accommodations, please call KEM Electric's office at 701-254-4666 or 800-472-2673 at least one week prior to the meeting.

Meeting Rules

- The meeting will be conducted according to Roberts Rules of Order.
- Questions may be asked from the floor. To obtain the floor, a member shall move to the microphone and identify himself/herself by name and address.
- Questions can be submitted in written form. If all questions are not answered during the Annual Meeting, the responses may be put in our future communications.

OFFICIAL NOTICE OF THE ANNUAL MEETING

The Annual Meeting of the members of KEM Electric Cooperative, Inc., will be held at the American Legion Barry-Hoof Post #72, 69 Broadway, Napoleon, North Dakota, at 5 p.m. CT on Tuesday, June 9, 2026, to take action on the following matters:

1. Election of three directors

In connection with the election of three directors scheduled to be held at this meeting, the following members have been nominated for director by petition, which is in accordance with the Bylaws of the Cooperative:

2026 Director Election

District No. 4

Victor J. Wald, Napoleon, ND

District No. 5

Pamela J. Binder, Steele, ND

Craig Kemmet, Tappen, ND

Brent Stroh, Tappen, ND

District At-Large

Carmen Essig, Lehr, ND

2. Report of officers and directors

For the transaction of such other and further business that may come before the meeting or any adjournment or adjournments thereof.

3. Proposed amendments to Bylaws of KEM Electric Cooperative, Inc.

The Board of Directors of KEM Electric Cooperative, Inc., are proposing several amendments to cooperative Bylaws. The proposed Bylaw amendments are being provided in their entirety as an attachment to this Notice. An executive summary of the proposed Bylaw amendments can be found in KEM Electric's 2025 Annual Report and 2026 Annual Meeting Official Notice booklet starting at page 4.

KEM ELECTRIC COOPERATIVE, INC.

This Notice is given pursuant to Bylaws 303 and 1401 of the Bylaws of KEM Electric Cooperative, Inc.

Dated: March 24, 2026



/s/ Carter Vander Wal, KEM Electric Board Secretary

PROPOSED BYLAW AMENDMENTS

101 Requirements of Membership

Any person, firm, association, ~~corporation~~entity, or body politic may become a member of KEM Electric Cooperative, Inc. (hereinafter called the "Cooperative") upon receipt of electric service from the Cooperative, provided that he/she or it has first:

- (a) Made a written application for membership therein;
- (b) Agreed to purchase from the Cooperative electric energy as hereinafter specified;
- (c) Agreed to comply with and be bound by the ~~a~~Articles of ~~a~~Association and Bylaws of the Cooperative and any rules and regulations adopted by the ~~B~~board ~~of~~ Directors.

103 Joint Membership

Any two or more persons, ~~including a husband and wife~~, may apply for a joint membership and, subject to their compliance with the requirements set forth in Bylaw 101, may be accepted for such membership. The term "member" as used in these Bylaws shall be deemed to include ~~a husband and wife, or~~ two or more persons, holding a joint membership and any provisions relating to the rights and liabilities of membership shall apply equally with respect to the holders of a joint membership unless otherwise clearly stated. Without limiting the generality of the foregoing, the effect of the hereinafter specified actions by or in respect to the holders of a joint membership shall be as follows:

- (a) The presence at a meeting of one or all shall be regarded as the presence of one member and shall constitute a joint waiver of notice of the meeting;
- (b) The vote of one separately or all jointly shall constitute one joint vote;
- (c) A waiver of notice signed by one or all shall constitute a joint waiver;
- (d) Notice to one shall constitute notice to all;
- (e) Expulsion or withdrawal of one of the joint members shall terminate the joint membership if only one joint member remains; if two or more joint members remain, the joint membership shall continue;
- (f) Only one joint member may be elected or appointed as an officer or director at a time, provided that all joint members meet the qualifications of such office;
- (g) No joint members shall be permitted to have any additional service connections except through their joint membership without first applying for and being accepted in the capacity of an individual member at a separate location; and
- (h) The ~~B~~board shall develop policies regarding capital credit apportionment in the event of legal separation, divorce, death, withdrawal, or expulsion of persons holding joint membership.

104 Conversion of Membership

A membership may be converted to joint membership upon written request of the holder thereof and the agreement by such holder and the other prospective joint members to comply with the **a**Articles of **a**Association, Bylaws and rules and regulations adopted by the **B**oard of **d**irectors. The new joint member(s) shall also sign a membership application.

105 Purchase of Electric Energy

Each member shall, as soon as electric energy shall be available, purchase from the Cooperative all electric energy purchased for use on the premises specified in his/her/its application for membership and shall pay therefor at rates which shall from time to time be fixed by the board of directors. It is expressly understood that amounts paid for electric energy in excess of the cost of service are furnished by members as capital and each member shall be credited with the capital so furnished as provided in these Bylaws. Each member shall pay to the Cooperative such minimum amount regardless of the amount of electric energy consumed, as shall be fixed by the **B**oard of **D**irectors from time to time. Each member shall also pay all amounts owed by him/her/it to the Cooperative as and when the same shall become due and payable.

106 Termination of Membership

- (a) Membership in the Cooperative shall automatically terminate when the member ceases to purchase service from the Cooperative.
- (b) The death of a member shall automatically terminate his membership, except that upon the death of one of the persons holding a joint membership, the membership shall continue or terminate as provided in Section 103 above. The cessation of the legal existence of any other type of member shall automatically terminate such membership; ~~provided, that upon dissolution for any reason of a partnership, such membership shall continue to be held solely by such remaining partner or partners as were parties to the original membership and continue directly to occupy or use the premises served by this Cooperative.~~
- (c) Any member may withdraw from membership upon compliance with such uniform conditions as the **B**oard of **D**irectors may prescribe.
- (d) The **B**oard of **D**irectors of the Cooperative may, by the affirmative vote of not less than two-thirds of all directors, expel any member who shall have failed to comply with any of the provisions of the **a**Articles of **a**Association, Bylaws or rules or regulations adopted by the **B**oard of **D**irectors, but only if such member shall have been given written notice at his/her/its last-known post office address by the Cooperative that such failure makes him/her/it liable to expulsion and such failure shall have continued for at least ten days after such notice was given.
- (e) Upon the withdrawal, death, cessation or existence of expulsion of a member, the membership of such member shall thereupon terminate. Termination of membership in any manner shall not release a member from any debts due the Cooperative.

- (f) Any expelled member may be reinstated by vote of the **B**oard of **d**irectors or by vote of the members at any annual or special meeting.

107 Area Coverage

The **B**oard of **D**irectors shall make diligent effort to see that electric service is extended to the permanent residence of all persons within the Cooperative service area and other persons who meet all reasonable requirements established by the Cooperative as a condition of such service.

108 Member in Good Standing

A Member in Good Standing of the Cooperative includes any person, firm, association, **corporation entity** or body politic:

(a) Who has fulfilled the requirements for membership in the Cooperative, as set forth in the laws of the State of North Dakota governing cooperatives and the Articles **of Association**, Bylaws, rules, regulations and policies of the Cooperative; and

(b) Who is currently in compliance with the laws of the State of North Dakota governing cooperatives and the Articles **of Association**, Bylaws, rules, regulations and policies of the Cooperative; and

(c) Who neither has voluntarily withdrawn from membership nor has been expelled from membership after appropriate proceedings consistent with provisions of the Bylaws of the Cooperative; and

(d) Who is not delinquent in payment of electric bills or other amounts due the Cooperative under the terms of the Cooperative's **policies, regulations, tariff** or of any written agreement with the Cooperative; and

(e) Who is not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participation in transactions with any federal department or agency and is otherwise able to execute the certification required for federal transactions.

MEETING OF MEMBERS

301 Annual Meeting

The annual meeting of members shall be held at such time and location as the **B**oard of **D**irectors shall fix for the purpose of electing directors, passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting. Failure to hold the annual meeting at the designated time and place shall not cause a forfeiture or dissolution of the Cooperative. **The Board of Directors may, by a two-thirds vote, change or postpone the annual meeting of the members if holding the annual meeting at the designated time is impossible or imprudent due to force majeure, Act of God, war, disease, natural disaster, or similar event or occurrence.**

302 Special Meeting

Special meetings of the members may be called by resolution of the **B**oard

of Directors, or upon a written request signed by any three Directors, by the eChairman, or by ten per centum or more of all members, and it shall thereupon be the duty of the secretary to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held at any place specified in the notice of the special meeting which shall be within the Cooperative's service territory.

303 Notice of Members' Meetings

~~Written or printed n~~Notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten days nor more than thirty days before the date of the meeting, either personally or by mail, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the persons calling the meeting, to each member in any manner permitted by North Dakota law. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her/its address as it appears on the records of the Cooperative, with postage thereon prepaid. Notice may be provided to a member via electronic means, if agreed to by the member. 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 meeting.

304 Quorum

As long as the total number of members does not exceed five hundred, ten per centum of the total members present in person shall constitute a quorum. In case the total number of members shall exceed five hundred, fifty members shall constitute a quorum. If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting from time to time without further notice, provided, that the secretary shall notify any absent members of the time and place of such adjourned meeting. A quorum may be comprised by members: (a) present in person; (b) if an entity, present through a voting delegate qualified by procedures determined by the Board of Directors; (c) voting by mail; (d) voting by remote electronic means; or (e) any combination thereof.

305 Voting

Each member shall be entitled to only one vote upon each matter submitted to a vote at a meeting of the members. All questions shall be decided by a vote of a majority of the members voting thereon except as otherwise provided by law, the Articles of Association or these Bylaws. A joint membership shall be entitled to one vote and no more upon each matter submitted to a vote at a meeting of the members. Firms, associations, corporations/entities, or body politics shall have the right to cast one vote on any issues the same as other members provided that a duly appointed and acting representative executes a proper certification or other qualifying instrument that the board of Directors may, from time to time, prescribe. In no event shall any individual member cast more than two (2) votes.

306 Proxies and Absentee Voting

Voting by proxy shall not be permitted.

Members absent from a meeting may be permitted to vote by mail or electronic means provided that a majority of the board of directors orders the same and provided that the member is given notice in writing directed to said member

as the address appears on the records of the Cooperative accordance with the requirements of Section 303 of these Bylaws. The rules governing electronic voting or voting by mail shall be prescribed by the **B**oard of **D**irectors; provided the notice given to members shall contain the exact question, motion or resolution to be voted upon.

307 Record Date

The **B**oard may fix a date not more than fifty days before the date of a meeting of members as the date for the determination of the members entitled to notice of and entitled to vote at the meeting. When a date is fixed, only members with voting rights on that date are entitled to notice of and permitted to vote at that meeting of members.

DIRECTORS

400 Temporary Bylaw on Directors

Notwithstanding any provision of the revised Bylaws reducing the number of directors from nine to seven, each incumbent serving on the **B**oard of **d**irectors on the date of such reduction shall continue to serve until expiration of their current three-year term. This Bylaw shall expire after the annual meeting of the Cooperative in the year 2002.

400 Number and General Powers

The business and affairs of the Cooperative shall be managed by a **B**oard of seven **d**irectors. One director shall be nominated and elected from each of the Cooperative's five nominating districts. Two **d**irectors shall be nominated and elected from the Cooperative's membership-at-large. The **B**oard shall exercise all of the powers of the Cooperative except such as are by law or by the Cooperative's **A**rticles of **a**ssociation or Bylaws conferred upon or reserved to the members.

The Board of Directors shall have the power to make such determinations or enact such rules, regulations and policies not inconsistent with law, the Articles of Association or these Bylaws, as it may deem advisable for the management of the business and affairs of the Cooperative. Once made, those determinations and policies, including those specifically authorized by the Bylaws, may be amended or repealed in whole or in part by the Board of Directors.

402 Director Qualifications

No person shall be eligible to become or remain a director of the Cooperative who is not a natural person and is not a member in good standing of the Cooperative and receiving service therefrom at one's primary residence. No person shall be eligible to become or remain a director of the Cooperative who is not at least eighteen years of age or is in any way employed by or financially interested in a competing enterprise, or a business selling electric energy or supplies to the Cooperative, ~~or a business primarily engaged in selling electrical appliances, fixtures or supplies to, among others, the members of the Cooperative.~~

Upon establishment of the fact that a nominee for director lacks eligibility under this section or as may be provided elsewhere in these Bylaws, it shall be the duty of the chairman presiding at the meeting at which such nominee would otherwise be

voted upon to disqualify such nominee. Such unqualified nominee shall be notified of the ineligibility as soon as possible.

Upon establishment of the fact that any person being considered for, or already holding, a directorship lacks eligibility under this **S**section, it shall be the duty of the **B**board of **D**irectors to withhold such position from such person, or to cause such person to be removed therefrom, as the case may be. Nothing in this section shall, or shall be construed to, affect in any manner whatsoever the validity of any action taken at any meeting of the **B**board of **D**irectors, unless such action is taken with respect to a matter which is affected by the provisions in which one or more of the **eD**irectors have an interest adverse to that of the Cooperative.

403 Nominations - Districts/At-Large/From the Floor

(a) Districts. For those elections in which the Cooperative members will elect a director from a nominating district, ten (10) or more of the members residing in the respective nominating district may make nominations from the members of the Cooperative residing in such district by member petition in writing over their signatures.

The Cooperative shall be divided into five nominating districts, and the nominations are to be made from districts as follows:

District No. 1—

T 136N R 79W T 136N R 78W T 136N R 77W T 136N R 76W T 136N R 75W T 136N R 74W T 135N R 79W T 135N R 78W T 135N R 77W T 135N R 76W T 135N R 75W T 135N R 74W T 134N R 79W T 134N R 78W T 134N R 77W T 134N R 76W T 134N R 75W T 134N R 74W T 133N R 79W T 133N R 78W T 133N R 77W T 133N R 76W T 133N R 75W T 133N R 74W T 132N R 79W T 132N R 78W T 132N R 77W

District No. 2—

T 132N R 76W T 132N R 75W T 132N R 74W T 131N R 79W T 131N R 78W T 131N R 77W T 131N R 76W T 131N R 75W T 131N R 74W T 130N R 79W T 130N R 78W T 130N R 77W T 130N R 76W T 130N R 75W T 130N R 74W T 129N R 79W T 129N R 78W T 129N R 77W T 129N R 76W T 129N R 75W T 129N R 74W

District No. 3—

T 129N R 73W T 129N R 72W T 129N R 71W T 129N R 70W T 129N R 69W T 130N R 73W T 130N R 72W T 130N R 71W T 130N R 70W T 130N R 69W

T 131N R 73W T 131N R 72W T 131N R 71W T 131N R 70W T 131N R 69W T 132N R 73W T 132N R 72W T 132N R 71W T 132N R 70W T 132N R 69W

District No. 4—

T 133N R 73W T 133N R 72W T 133N R 71W T 133N R 70W T 134N R 73W T 134N R 72W T 134N R 71W T 135N R 73W T 135N R 72W T 135N R 71W T 136N R 73W T 136N R 72W T 136N R 71W

T 133N R 69W T 134N R 70W T 134N R 69W T 135N R
70W T 135N R 69W T 136N R 70W T 136N R 69W

District No. 5—

T 138N R 71W T 137N R 71W T 137N R 70W T 139N
R 70W T 138N R 70W T 139N R 71W T 137N R 74W
T 137N R 73W T 137N R 72W T 138N R 74W T 138N
R 73W T 138N R 72W T 139N R 74W T 139N R 73W T
139N R 72W T 140N R 74W T 140N R 73W T 140N R
72W T 140N R 71W T 140N R 70W

The **B**oard of **D**irectors may from time to time review the composition of the nominating districts and, if it should be found that inequalities in representation have developed which can reasonably be corrected by a redefinition of districts, the **B**oard of **e**Directors may reconstitute the districts by resolution so that each shall contain as nearly as reasonably possible the same number of members. Such new district lines shall be noticed as soon as possible, but not later than 90 days prior to January 1 of the year in which an election is to be held.

(b) At-Large. For those elections in which the Cooperative members will elect a director from the Cooperative membership at-large, ten (10) or more of the members of the Cooperative may make nominations from the Cooperative's membership at-large by member petition in writing over their signatures.

~~(b)(c) From the Floor. Unless voting by mail or remote electronic means for directorships has been approved, the President, acting as Chairman of the meeting, shall invite additional nominations from the floor and nominations shall not be closed until a reasonable time has passed during which no additional nominations have been made. No member may nominate more than one candidate at any single annual meeting of members. If extenuating circumstances exist, nominations from the floor may be accepted even though voting by mail or electronic means has occurred.~~

404 Member Petition-Form

(a) Each petition shall contain the following:

1. The name of the member nominee.
2. The director position for which the member nominee shall run.
3. The printed names, addresses, and telephone numbers, date of signature, and original signatures of each member signing the petition.
4. At least 10 signatures of the members of the respective district, or members at-large, as the case may be.

(b) In the case of joint members, the signature of one or more than one joint member shall constitute one joint signature.

(c) Firms, associations, ~~corporations entities~~ or body politics shall have the right to place one signature on a petition, the same as other members, by the signature of a duly appointed representative.

(d) Petitions may not be circulated or signed more than 30 days before the date when petitions must be filed pursuant to this Bylaw. Any signature to a nominating petition obtained more than 30 days before that date may not be counted.

(e) All petitions must be filed at the principal offices of the Cooperative on or before the filing date as fixed by the **B**oard of **d**irectors.

(f) After verifying that a petition complies with this Bylaw, the **S**ecretary of the **B**oard of **D**irectors shall post a list of nominations for directors at the principal office of the Cooperative at least 10 days before the meeting of the members.

405 Election and Tenure of Office

The secretary shall mail with the notice of the meeting of the members a statement of the number of directors to be elected, and showing separately the nominations for district director and at-large director.

Each **B**oard member shall hold a three-year term. Directors shall be elected by all Cooperative members voting at the meeting. At the annual meeting of the Cooperative held in 2000, one director residing in each of districts numbered 1 and 2 was elected by secret ballot by and from the members, as directors of the first class, to serve for a period of three years. At the annual meeting of the Cooperative held in 2001, one director residing in district number 3 and one director from the Cooperative's membership at-large shall be elected by secret ballot by and from the members, as directors of the second class. At the annual meeting of the Cooperative held in 2002, one director residing in each of districts numbered 4 and 5 and one director from the Cooperative's membership at-large shall be elected by secret ballot by and from the members, as directors of the third class. At each annual meeting thereafter, the directors shall be elected by secret ballot by and from the members to succeed those directors whose terms of office shall have expired. One director elected by district shall reside in each nominating district of the respective directors whose terms are expiring. Two directors shall be from the membership of the Cooperative-at-large.

406 Director Conflict of Interest

Each **D**irector shall recognize his or her capacity as a person occupying a place of trust and should not create a position in which self interest conflicts with any duty the **d**irector owes to the Cooperative and its membership. No **D**irector shall be permitted to make a profit from any self-dealing transaction, whether individually or acting as an agent, without affirmatively fully disclosing the same and engaging in arms length fair dealing with the Cooperative.

Any director who actually or potentially is involved with a self-dealing matter, shall make full disclosure of the interest, shall not vote on the matter, and shall leave the **b**Board room during the discussion of the matter unless requested to stay in the **b**Board room during discussion. Such **D**irector shall not vote upon such matter and shall not be counted as a part of the quorum for the vote on the matter. The minutes of the meeting shall reflect that a disclosure was made and that the **D**irector having a conflict of interest did not participate in the discussion and abstained from voting.

407 Removal of Directors by Members

Any member may bring one or more charges for cause against any one or more **d**irectors and may request the removal of such **D**irector(s) by reason thereof by filing with the **S**ecretary such charge(s) in writing together with a petition signed by not less than ten percent (10%) of the total membership of the Cooperative, which petition calls for a special member meeting, the stated purpose of

which shall be to hear and act on such charges and, if one or more **D**irectors are recalled, to elect their successor(s), and specifies the place, time and date thereof not less than forty (40) days after filing of such petition, or which requests that the matter be acted upon at the subsequent annual meeting.

Each ~~page of the~~ petition shall contain in the beginning: the names and addresses of the members filing the charges, a verbatim statement of such charges, and the names of the directors against whom such charges are being made. The petition shall be signed by each member in the same name as he/~~or she~~/it is billed by the Cooperative and shall state the signatory's address as the same appears on such billings. Notice of such charges verbatim, the name of the **D**irectors against whom such charges are made, the name of the member filing such charge, and the purpose of the meeting shall be contained in the notice of the meeting not less than ten (10) days prior to the meeting date at which the charges will be heard. Such **d**irectors shall be informed in writing of the charges after they have been validly filed and at least twenty (20) days prior to the meeting of the members, and shall have an opportunity at the meeting to be heard in person, by witnesses, by counsel or any combination of such, and to present evidence in respect of the charges; and the persons bringing the charges shall have the same opportunity but shall be heard first. The question of the removal of such **D**irectors shall separately for each, be considered and voted upon at the next regular or special meeting, and decided by a majority vote of those present and voting. Any vacancy created by such removal shall be filled by vote of the members at such meeting and shall fill the unexpired term. The question of removal shall not be voted upon unless some evidence in support of the charges against the **d**irector shall have been presented during the meeting through oral argument, document, or otherwise.

408 Vacancies

Unless otherwise provided in these Bylaws, a vacancy occurring in the **B**oard of **d**irectors because of death, resignation, disqualification or otherwise, shall be filled by election of a member from the appropriate nominating district or at-large, as the case may be, and the elected **D**irector shall serve the unexpired term of the vacant director position. Such election shall be held at a meeting of the members at such time as may be called by the **b**Board of **D**irectors in its discretion, and in a manner consistent with these Bylaws.

409 Director Compensation

Directors as such shall not receive any salary for their services, but by a resolution of the **B**oard of **D**irectors, may receive on a per diem basis, a fixed fee: (1) for attending meetings and committee meetings of the **B**oard of **D**irectors and, (2) when such has had prior approval of the **B**oard of **D**irectors, for the performance of other Cooperative business, including conferences and educational meetings. Directors shall also receive reimbursement of any travel and out-of-pocket expenses actually, necessarily and reasonably incurred in attending such meetings and performing such business. No **D**irector shall be compensated for expenses incurred in traveling from any point outside of the service area to attend any meeting of the **B**oard of **d**irectors. No **d**irector shall receive compensation for serving the Cooperative in any other capacity. Nor shall any close relative of a director receive compensation for serving the Cooperative, unless payment of and the amount of such compensation shall be specifically authorized by a vote of the **b**Board of **d**irectors. As used in the Bylaws, "close relative" means a person, who, by blood or in law, including step and adoptive kin, is either a spouse, child,

grandchild, parent, grandparent, brother, sister, aunt, uncle, nephew, or niece of the principal.

410 Rules, Regulations, Rate Schedules and Contracts

The **B**oard of **D**irectors shall have power to make, adopt, amend, abolish and promulgate such rules, regulations, rate schedules, contracts, security deposits and any other type of deposits, payments or charges, including contributions in aid of construction, not inconsistent with law or the Cooperative's **A**rticles of **A**ssociation or Bylaws, as it may deem advisable for the management, administration and regulation of the business and affairs of the Cooperative.

411 Accounting System and Reports

The **b**Board of **D**irectors shall cause to be established and maintained a complete accounting system of the Cooperative's financial operations and condition, and shall, after the close of each fiscal year, cause to be made a full, complete and independent audit of the Cooperative's accounts, books and records reflecting financial operations during, and financial condition as of the end of, such year. A full and accurate summary of such audit reports shall be submitted to the members at or prior to the succeeding annual meeting of the members. The **B**oard may authorize special audits, complete or partial, at any time and for any specified period of time.

MEETINGS OF THE DIRECTORS

501 Regular Meetings

A regular meeting of the **b**Board of **d**irectors shall 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 **b**Board of **d**irectors shall also be held monthly at such time and place as the **b**Board of **d**irectors may direct. Such regular monthly meetings may be held without notice other than such resolution fixing the time and place thereof.

502 Special Meetings

Special meetings of the **B**oard of **D**irectors may be called by **the Board Chair**, **B**oard resolution, or by any three (3) **D**irectors, and it shall thereupon be the duty of the **s**ecretary to cause notice of such meeting to be given. The **B**oard, the **e**Chairman, or the directors calling the meeting shall fix the date, time and place for the meeting. ~~Special meetings may also be held via telecommunication without regard to the actual location of the directors at the time of such a telephone conference meeting if sufficient notice is given and a quorum is present. All those present at the meeting via telecommunication must be able to simultaneously hear each other.~~

503 Notice

Written notice of the date, time, place (or **videoconference or** telephone call) and purpose or purposes of any special meeting of the **B**oard shall be given at least five (5) days previous thereto, by written notice, delivered personally or mailed to each director at their billing address. The attendance of a **D**irector at any meeting of the **B**oard shall constitute a waiver of notice of such meeting

unless such attendance shall be for the express purpose of objecting to the transaction of any business, or of one or more items of business, on the grounds that the meeting shall not have been lawfully called or convened.

504 Quorum

A majority of the **bB**oard of **eD**irectors shall constitute a quorum for the transaction of business at any meeting of the **bB**oard of **eD**irectors, provided that if less than a quorum of the **eD**irectors are present at said meeting, a majority of the **eD**irectors present may adjourn the meeting from time to time, but shall cause the absent directors to be duly and timely notified of the date, time and place of such adjourned meeting. If a **eD**irector, by law or these Bylaws, is disqualified from voting on a particular matter, such director shall not, with respect to consideration of such matter, be counted in determining the number of **eD**irectors in office and present. The act of the majority of **eD**irectors present at a meeting at which a quorum is present shall be the act of the **bB**oard of **eD**irectors. A tie vote is a defeat of a resolution.

505 Participation by Electronic Communications

A Director may participate in a Board meeting by any means of communication through which the Director, other Directors so participating and all Directors physically present at the meeting may simultaneously hear each other during the meeting. A Director so participating shall be deemed present in person at the meeting. A meeting of the Directors may be held solely by any combination of means of remote communication through which the participants may participate in the meeting if notice of the meeting is given to every Director entitled to vote as would be required for an in-person meeting.

In any meeting of Directors held solely by means of remote communication, or in any meeting of Directors held at a designated place in which one or more members participate by means of remote communication, the Cooperative shall implement reasonable measures to comply with NDCC 10-32-43.2.(3).

OFFICERS

601 Number

The officers of the Cooperative shall be a chairman, vice-chairman, secretary and treasurer, and such other officers as may from time to time be determined by the **B**oard of **D**irectors. The offices of secretary and treasurer may be held by the same person.

602 Election and Term of Office

The officers of the Cooperative shall be elected by secret ballot, annually and without prior nomination, by and from the **B**oard of **D**irectors at the first meeting of the **B**oard held after the annual meeting of the members. Each such officer shall hold office until the meeting of the **bB**oard first held after the next succeeding annual meeting of the members or until their successor shall have been duly elected and shall have qualified, subject to the provisions of the Bylaws with respect to the removal of **D**irectors by the membership and to removal of officers by the **B**oard of **eD**irectors.

603 Removal

Any officer, agent or employee elected or appointed by the **B**oard of **d**irectors may be removed by the **b**oard whenever in its judgment the best interests of the Cooperative will be served thereby.

604 Vacancies

A vacancy in any office elected or appointed by the **B**oard of **D**irectors shall be filled by the **B**oard for the unexpired portion of the term.

605 Chairman

The chairman shall:

(a) be the principal officer of the Cooperative and shall preside at all meetings of the **B**oard of **D**irectors, and, unless the **B**oard otherwise directs, at all meetings of the members; and

(b) sign any deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the **B**oard of **d**irectors to be executed, except in the case in which the signing and execution thereof shall be expressly delegated by the **B**oard 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, perform all duties incident to the office of chairman and such other duties as may be prescribed by the **B**oard of **D**irectors.

606 Vice-Chairman

In the absence of the chairman, or in the event of one's inability or refusal to act, the vice-chairman shall perform the duties of the chairman, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the chairman; and shall perform such other duties as from time to time may be assigned to him or her by the **B**oard of **D**irectors.

607 Secretary

The secretary shall:

(a) keep, or cause to be kept, the minutes of meetings of the members and of the **B**oard of **d**irectors in one or more books provided for that purpose;

(b) see that all notices are duly given in accordance with these Bylaws or as required by law;

(c) be custodian of the corporate records and of the seal of the Cooperative and see that the seal of the Cooperative is affixed to all documents the execution of which, on behalf of the Cooperative under its seal, is duly authorized in accordance with the provisions of these Bylaws or as required by law;

(d) keep, or cause to be kept, a register of the name and post office address of each member, which address shall be furnished to the Cooperative by such member;

(e) have general charge of the books of the Cooperative in which a record of the members is kept;

(f) keep on file at all times a complete copy of the Cooperative's **A**rticles of **A**ssociation and Bylaws, together with all amendments thereto, which copies shall always be open to the inspection of any member, and, at the expense of the Cooperative, furnish a copy of such documents and of all amendments thereto upon the request of any member; and

(g) in general, perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to him or her by the **B**oard of **D**irectors.

608 Treasurer

The treasurer shall:

(a) have charge and custody of and be responsible for all funds and securities of the Cooperative;

(b) receive and give receipts for moneys due and payable to the Cooperative from any source whatsoever, and deposit or invest all such moneys in the name of the Cooperative in such bank or banks or in such financial institutions or securities as shall be selected in accordance with the provisions of these Bylaws; and

(c) in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the **B**oard of **D**irectors.

609 Delegation of Board Officers' Responsibilities

Notwithstanding the duties, responsibilities and authorities of officers of the **B**oard of **d**irectors, the **B**oard of **D**irectors by resolution may, except as otherwise limited by law, delegate, wholly or in part, the responsibilities and authority for, and the regular or routine administration of, one or more of each such officer's duties to one or more agents, other officers, or employees of the Cooperative who are not **d**irectors. To the extent that the **b**oard does delegate, and to the extent permitted by law, the officers as such shall be released from such duties, responsibilities and authorities.

610 General Manager/Chief Executive Officer

The **B**oard of **D**irectors may appoint a General Manager/Chief Executive Officer. Such officer shall perform such duties as the **B**oard of **d**irectors may from time to time vest in him or her. The General Manager/Chief Executive Officer shall be the principal executive officer of the Cooperative and shall have general and active management of the business affairs of the Cooperative subject to the supervision, orders, and direction of the **B**oard of **d**irectors.

611 Bonds of Officers

The **b**Board of **d**irectors shall require the treasurer, or another officer of the Cooperative charged with responsibility for the custody of any of its funds or property, to give bond in such sum and with such surety as the **B**Board of **d**irectors may determine. The **b**Board of **d**irectors in its discretion may also require any other officer, agent or employee of the Cooperative, to give bond in such amount and with such surety as it shall determine. The cost of all bonds will be borne by the Cooperative.

612 Indemnification

The Cooperative shall indemnify and hold harmless its present and former **d**irectors and **e**officers, including the General Manager/Chief Executive Officer—and may but shall not be obligated to so indemnify and hold harmless one or more of its present and former agents and other employees—against actual expenses including attorney's fees, because of their position with the Cooperative or because of any act or omission in connection with their relationship to the Cooperative in such position, to the maximum extent allowable by law, including and subject to the indemnification allowed under N.D.C.C. § 10-15-03(10). However, such indemnification shall not be construed to waive any immunity granted under state law, including but not limited to the immunity granted under N.D.C.C. § 10-15-31.

CONTRACTS/CHECKS/DEPOSITS

701 Contracts

Except as otherwise provided by law or these Bylaws, the **B**oard of **d**irectors may authorize any Cooperative officer, agent or employee to enter into any contract or 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.

702 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, and all notes, bonds or other evidences of indebtedness, issued in the name of the Cooperative, shall be signed or countersigned by such officer, agent or employee of the Cooperative and in such manner as shall from time to time be determined by resolution of the **b**Board of **d**irectors.

703 Deposits, Investments

All funds of the Cooperative shall be deposited or invested from time to time to the credit of the Cooperative in such bank or banks or in such financial securities or institutions as the **b**Board of **d**irectors may select.

NOT-FOR-PROFIT OPERATION

801 Membership Furnished Capital—Interest or Dividends on Capital Prohibited

The Cooperative is a not-for-profit, member-owned business, operated on a Cooperative non-profit basis for the mutual benefit of its patrons. All amounts paid for electric service in excess of the cost thereof shall be returned from time to time to the members of the Cooperative in cash, in abatement of current charges for electrical energy, or furnished by members as capital and each member shall be credited with the capital so furnished as provided in Section 802 of these Bylaws. No interest or dividends shall be paid or payable by the Cooperative on any capital furnished by its patrons.

802 Patronage Capital in Connection With Furnishing Electric Energy

In the furnishing of electric energy, the Cooperative's operations shall be so

conducted that all patrons will, through their patronage, furnish capital for the Cooperative. In order to induce patronage and to assure that the Cooperative will operate on a non-profit basis, the Cooperative is obligated to account on a patronage basis to all its patrons 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 patrons as capital, unless otherwise returned to the membership in accordance with Section 801 of these Bylaws or as permitted by NDCC 10-13-06.

The Cooperative is obligated to pay by credits to a capital account for each patron all such amounts in excess of operating costs and expenses unless otherwise returned to the membership in accordance with Section 801 of these Bylaws or as permitted by NDCC 10-13-06. 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 the patron is clearly reflected and credited in an appropriate record to the capital account of each patron, and the Cooperative shall within a reasonable time after the close of the fiscal year notify each patron of the amount of capital so credited to one's account. All such amounts credited to capital account of any patron shall have the same status as though they had been paid to the patron in cash in pursuance of a legal obligation to do so and the patron had then furnished the Cooperative corresponding amounts for capital.

All other amounts received by the Cooperative from nonoperating margins such as interest income, dividend income and margins from marketing operations in excess of costs and expenses may, insofar as permitted by law, be (a) used to offset any losses incurred during the current, any prior or future fiscal year, and (b) to the extent not needed for that purpose, at the authorization of the **b**Board of **d**irectors, allocated to its patrons on a patronage basis, and any amount so allocated shall be included as a part of the capital credited to the accounts of patrons, as herein provided.

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 before any payments are made on account of property rights of members. If at any time prior to dissolution or liquidation, the **b**Board of **d**irectors shall determine that the financial condition of the Cooperative will not be impaired thereby, the capital then credited to patrons' accounts may be retired in full or in part. Notwithstanding any other provision of these Bylaws, the **B**oard shall determine the timing, method of allocation, basis, amount, priority, and order of any amounts furnished as patronage capital.

Unless the Board of Directors, acting under policies of general application, shall determine otherwise, ~~C~~capital credited to the account of each patron shall be

(a) assignable only on the books of the Cooperative pursuant to written instructions from the assignor;

(b) ~~and~~ only to successors in interest or successors in occupancy in all or a part of such patron's premises served by the Cooperative ~~and, unless the board of directors, acting under policies of general application, shall determine otherwise:~~

(c) From a natural person to another natural person or to an entity; or

(a)(d) From an entity to another entity.

Notwithstanding any other provisions of these Bylaws, the ~~B~~board of ~~e~~Directors shall at its discretion have the power at any time upon the death of any patron who was a natural person, if their legal representative or estate shall request in writing that the capital so credited or assigned, as the case may be, be retired prior to the time such capital would otherwise be retired under the provisions of the Bylaws, to retire such capital immediately upon such terms and conditions as the ~~b~~Board of ~~e~~Directors, acting under policies of general application to the situations of like kind which account for the applicable discount for the value such funds would otherwise be used and enjoyed by the Cooperative under normal rotation, and such legal representatives, shall agree upon: PROVIDED, however, that the financial condition of the Cooperative will not be impaired thereby. The cessation of the existence of a patron which was a non-natural person shall not entitle it to immediate payment of capital credits; rather, such credits shall continue in normal rotation, assigned to such ~~persons or~~ entities who shall be its successor of interest.

The Cooperative, before retiring any capital credited to any patron's account, shall deduct therefrom any amount owing by such patron to the Cooperative, together with interest thereon at the legal rate. At all times while the Cooperative continues to have possession of patronage equities of its membership, the Cooperative shall have a possessory security interest and a right of set-off in the present value of such equity against any debts owed by a member to the Cooperative before making any distribution thereof to the member, assignee or heirs. Insolvency or bankruptcy, whether individual, partnership, or corporate, shall not be grounds for early or accelerated retirement.

803 Contractual Nature of Articles and Bylaws

The patrons of the Cooperative, by dealing with the Cooperative, acknowledge that the terms and provisions of the ~~a~~Articles of ~~a~~Association and Bylaws shall constitute and be a contract between the Cooperative and each patron, and both the Cooperative and the patrons are bound by such contract, as fully as though each patron had individually signed a separate instrument containing such terms and provisions.

804 Gift/Forfeiture

In becoming a patron of this Cooperative, each patron acknowledges the necessity of keeping the administrative office of the Cooperative advised of his ~~or /her/its~~ current ~~residence and~~ mailing address so that Cooperative business, including orderly, efficient retirement of capital credits may be accomplished without undue inconvenience and expense to the other patrons. Accordingly in becoming a patron, each patron consents on his ~~or /her/its~~ own behalf and on behalf of his ~~or her/its~~ heirs or successors at law that failure to keep the Cooperative advised ~~of residence and~~ mailing address shall constitute an expression of said patron's desire to gift and/or forfeit all capital credits due for retirement and said capital credits may be transferred to the general account of the Cooperative.

The following events shall be evidence of such a gift/forfeiture by the patron:

(a) Return to the Cooperative of a properly postaged mailing addressed to the last address provided by the patron to the Cooperative administrative office, and

(b) Failure on the part of the patron or his/~~or~~her/its heirs or successors to request delivery of such capital credit retirement for a period of one year following the Cooperative's attempt to deliver capital credit at an annual meeting or by mailing, whichever is later.

DISPOSITION OF PROPERTY

1001 The Cooperative may not sell, mortgage, lease or otherwise encumber or dispose of any of its property other than:

(a) property which in the judgment of the ~~b~~Board of ~~D~~directors neither is nor will be necessary or useful in operating and maintaining the Cooperative's systems and facilities; provided, however, that the Cooperative shall not sell, transfer, or convey, within the period of any single calendar year, physical plant in excess of five percent (5%) in value of the Cooperative, based upon the most recent audit of the books of the Cooperative, unless consent therefor shall have been obtained by vote of not less than two-thirds (2/3) of the entire membership of the Cooperative cast at a regular or special meeting called for that purpose, after notice in writing to all the members of the Cooperative, not less than twenty (20) nor more than thirty (30) days prior to the date of such meeting. Nothing herein though shall prohibit the mortgage, sale, transfer, conveyance or exchange of the Cooperative's assets to another electric cooperative, an agency of the State of North Dakota, or an agency of the United States (or any supplemental lender thereto). Nor shall this section prohibit exchange for physical plant of equal monetary value to any person, organization, whether public or private;

(b) service of all kinds, including electric energy;

(c) personal property acquired for resale; and

PROVIDED, however, notwithstanding anything herein contained, the ~~b~~Board of ~~d~~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 and their supplemental lenders, or from a financing institution, organized on a cooperative plan for the purpose of financing its member's programs, projects and undertakings, in which the Cooperative holds membership, and in connection with such borrowing to authorize the making and issuance of bonds, notes or other evidence of indebtedness and to secure the payments thereof, to authorize the execution and delivery of mortgage or mortgages, or 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 as the ~~B~~board of ~~d~~Directors shall determine.

MEMBERSHIP IN OTHER ORGANIZATIONS

1201 The Cooperative may, by action of its ~~b~~Board of ~~d~~Directors, become a member of and invest funds in or create other business entities doing business that will either further the purposes of the Cooperative or contribute to the economic development of the region.

SEAL

1301 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, North Dakota.

AMENDMENTS

1401 The Power to Make, Alter or Amend

The power to make, alter, or amend the Bylaws of the Cooperative shall be reserved to its members and such Bylaws may be amended by an affirmative vote of a majority of the members voting on such question at any regular meeting or at any special meeting, provided that the notice of such meeting shall have contained a copy of the proposed alteration, amendment, or repeal.

Any member wishing to offer a proposed amendment may do so upon a petition signed by not less than fifteen members of each district of the Cooperative and filing such proposed amendment with such petition not less than one hundred and twenty days before the annual or special meeting of members, whereupon the Secretary shall include such proposed amendment or an accurate summary explanation thereof in the Notice of such meeting.

The Members in any special or regular meeting may also institute proposed amendments to these Bylaws which proposed amendments or an accurate summary explanation thereof shall be included in the Notice of the next succeeding regular or special meeting of members.

Except however, when the president of the United States of America or the governor of the State of North Dakota has issued a declaration of emergency which includes all or any portion of the territory of the Cooperative, the **B**oard of **d**irectors shall be permitted to make, amend or repeal Bylaws to reduce the vulnerability of the members of the Cooperative to damage, injury, loss of life or loss of property resulting from such emergency and to provide a for the rapid and orderly restoration and rehabilitation of members affected by such emergency.

Any bylaw adopted or amended by the **b**Board shall be reported at the next regular member meeting. Any such **b**Bylaw shall be at any time subject to amendment or repeal by the members.

1402 Bylaw Organization and Numbering

The membership of the Cooperative authorizes the **b**Board of **d**irectors to reorganize and re-number the Bylaws of the Cooperative upon the passage of any new or amended Bylaws as may be passed upon by the membership from time to time, to reflect continuity of subject matter treatment.

PARLIAMENTARY PROCEDURE

1501 Parliamentary procedure at all meetings of the members, of the **b**Board of **d**irectors, of any committee provided for in these Bylaws and of any other committee of the members or **b**Board of **d**irectors which may from time to time be duly established shall be governed by the most recent edition of Robert's Rules of Order, except to the extent such procedure is otherwise determined by law or by the Cooperative's **a**rticles of **A**ssociation or Bylaws.

CHAIRMAN'S REPORT



VICTOR J. WALD

District 4
Chairman

With marriage comes reliability. One spouse relies on the other for certain tasks. In my case, I rely on certain things that makes a marriage a blessing. Some things I can count on are warm cooked meals when I come home, clean underwear to wear and looking good when we go out in public including having my fly always closed! In turn, my spouse relies on me for tasks that I am good at like fixing things in the house or shoveling the driveway.

The electric industry is like marriage. We rely on our managers, office personnel and lineworkers. These professionals are held to a high standard of reliability. The managers are looking for ways to mitigate price increases and search for efficiencies to serve our members at the office and in the field. The office staff oversees the smooth running of the cooperative as well as answering all the questions we as consumers throw at them. Our lineworkers have the huge task of making sure the lights stay on. They are like postal workers following a code of conduct. Neither snow nor rain nor heat nor gloom of night keeps these couriers from the swift completion of their appointed rounds. Our lineworkers brave the elements like postal workers to keep our lights on.

We, as members of KEM Electric Cooperative, can also do our part. There comes a time when it is necessary for the cooperative to install new or additional wire whether overhead or underground to upgrade the system or to increase reliability. When this happens, it may be necessary to cross a member's property. The title work is diligently to find the path for new construction to be the most efficient, most economical, and most of all to increase reliability for the members.

The staff securing land easements, as KEM Electric has the right to cross, comes with some hurdles. The saying, "Not in my back yard" becomes a deterrent for KEM Electric. It can raise the cost of projects, delay the project, or eliminate the project altogether, which could lower the reliability standards we are striving to meet.

If a project comes to your back yard, ask questions, give opinions. The KEM Electric staff will look, listen and learn from your ideas. The staff will strive to come up with a plan that is acceptable to all.

I plan to see you all in Napoleon on June 9, at the American Legion Hall for our Annual Meeting and banquet. The meeting starts at 5 p.m., followed by a banquet and fellowship. Bring your questions, your thoughts and your opinions. **This is your meeting!**

Hope to see you there!

Victor J. Wald

BOARD OF DIRECTORS



VICTOR J. WALD
Chairman
Napoleon, ND
District 4



JOHN R. BECK
Vice Chairman
Linton, ND
District 1



CARTER VANDER WAL
Secretary-Treasurer
Pollock, SD
District 2



DEAN DEWALD
Dawson, ND
District 5



CARMEN ESSIG
Lehr, ND
At-Large



NEIL MEIDINGER
Zeeland, ND
District 3



TODD SCHNABEL
Lehr, ND
At-Large

SERVICE AREA MAP



MESSAGE FROM CO-GENERAL MANAGERS/CEOS



TRAVIS KUPPER

Co-General Manager/
CEO

RELIABILITY REQUIRES INVESTMENT

As your local electric service provider, KEM Electric's mission has always been simple: keep the lights on and support the communities we serve. But behind every switch, every warm home and every business that opens its doors is a complex system that requires constant care. Reliable electric service doesn't happen by accident. It requires ongoing investment in our local grid—through system repairs, maintenance, upgrades and the integration of new technologies that help us operate smarter and more efficiently.

Much of the electric system we rely on today was built decades ago. While it continues to serve us well, age alone means that components must be repaired or replaced to maintain performance and safety. From poles and wires to transformers and substations, every part of the grid has a lifespan. Routine maintenance helps extend that lifespan, but eventually equipment must be updated to meet modern standards. These proactive investments reduce the likelihood of outages, shorten restoration times when disruptions do occur and create a stronger backbone for our growing community.



JASON BENTZ

Co-General Manager/
CEO

The demands on the electric grid are also evolving. Homes and businesses today use more electricity than ever and that trend will only continue. Electric vehicles, advanced HVAC systems, smart appliances and new commercial facilities add

load to the local distribution system. As these technologies take hold, the grid must be able to support increased demand while maintaining the reliability our members expect. Strategic upgrades such as routine pole testing and replacement, expanding underground cable, restoring infrastructure damaged by summer storms and modernizing equipment with TripSavers and SCADA technology continue to strengthen system reliability. These projects help us identify issues early, reduce outage impacts and improve real-time monitoring and control. Together, these investments ensure we can meet our members' needs today and in the decades ahead.

At the same time, new technologies are reshaping how we operate. Tools such as SCADA allow us to detect problems faster and respond more effectively. These technologies can isolate problems, reroute power to minimize outages and provide real-time data that helps us plan and maintain equipment more efficiently.

Implementing innovative technologies into the grid are not just a convenience—it is a necessity for ensuring reliability in an increasingly complex energy landscape.

While these improvements require thoughtful planning and financial investment, the return is significant. A stronger grid supports economic growth, improves service quality and enhances safety for our crews and community. Most importantly, it ensures that the essential service you rely on is available whenever you need it.

Our commitment to reliability runs deeper than infrastructure alone. It reflects our responsibility to the people and communities we serve. Every upgrade, every repair and every technology we deploy is an investment in your daily life—from the comfort of your home to the success of local businesses and schools.

We know that powering our community means preparing for the future, not just maintaining the present. By investing in our local grid today, we are building the foundation for a brighter, more resilient tomorrow.

Tom Kipp

Jason Z. Best



MINUTES OF THE JUNE 10, 2025 ANNUAL MEETING

The 81st Annual Meeting of KEM Electric Cooperative, Inc. was held at the Linton Civic Center, 120 Cedar Avenue East, Linton, North Dakota, on June 10, 2025. The meeting was called to order at 5 p.m. CT with Chairman Victor J. Wald presiding.

Chairman Wald gave the welcome address.

American Legion Post #54 of Linton presented the colors. Alexis Vetter and Emma Sanders played the national anthem. John R. Beck provided the invocation.

Chairman Wald introduced and appointed KEM Electric's Attorney Tom Bair as the Parliamentarian for the meeting. Cooperative Recording Secretary Connie Hill was also introduced.

Chairman Wald reviewed the contents of the packets that members received during registration.

Secretary Carter Vander Wal reported the cooperative's membership as of April 21, 2025, consisted of 2,257 members, with 88 members present at the time the meeting was called to order. The number of eligible members registered to vote in person was 46, members voting by mail was 261 and members voting by web were 63. The total number of spoiled ballots was 11. The total number of member votes was 366. This number represented a quorum. Chairman Wald declared the meeting officially opened at 5:08 p.m.

Chairman Wald introduced the Directors. From District 1, John R. Beck; from District 2, Carter Vander Wal; from District 3, Neil Meidinger; from District 4, Victor J. Wald; from District 5, Dean Dewald; and from District-At-Large, Carmen Essig. The second position in District-At-Large is vacant and will be filled at this Annual Meeting.

Chairman Wald introduced the Co-General Managers/CEOs, Travis Kupper and Jason Bentz, Chief Financial Officer Alex Craigmile and the individuals who

served as election tellers.

Secretary Vander Wal validated the mailing of the 2024 Annual Report and the 2025 Annual Meeting Notice. Chairman Wald asked for a motion to waive the reading of the minutes of the 2024 Annual Meeting and the 2025 Annual Meeting Notice as it was printed in the Annual Report. A motion was made, seconded and carried.

Chairman Wald announced the next order of business was to conduct the voting on the 2024 Annual Meeting minutes, the election of two directors and a Bylaw amendment. Chairman Wald stated the director seats up for election and the nominees were Neil Meidinger from District 3 having been nominated by petition and Michael Knoll, Albert Noel and Todd Schnabel from District-At-Large having also been nominated by petition. Nominees Mr. Schnabel, Mr. Noel and Mr. Meidinger addressed the membership.

Chairman Wald asked the members registered to vote in person to vote on all items brought forth as printed on the 2025 ballot. The ballots were collected.

A video report on the 2024 audited financials was provided by Chief Financial Officer, Mr. Craigmile.

As the ballots were being counted, Mr. Wald invited Co-General Managers, Travis Kupper and Jason Bentz, to provide a cooperative update. Mr. Bentz provided an update on the past year and the upcoming 2025 activities. A video report on operations was provided by Chief of Staff and Line Superintendent, Mr. Dale Nagel. Mr. Kupper continued to report on KEM Electric's business. A video report on member services was provided by the Manager of Member Relations, Ms. Marcy Sanders.

Mr. Wald introduced guests in attendance.

Chairman Wald introduced Susan Meidinger, Vice-Chair of KEM Electric

Operation Round Up. Ms. Meidinger reported on activities and introduced the Operation Round Up board members.

Ms. Sanders provided a video report on the scholarship winners. Alexis Vetter of Linton High School was the recipient of the Basin Electric Power Cooperative \$1,000 scholarship. The \$500 service area scholarships were also announced: Mason Monson, Ashley High School; Abby Keily, Kidder County School; no applications were received from Hazelton-Moffit-Braddock Public School; Alexis Schneider, Napoleon High School; Conner Rohrich, Strasburg High School; Brooke Bosch, Linton High School; no applications were received from either Zeeland or Wishek High School. Braeden Kinzler, Kulm High School; was awarded the Home School/ GED/or school outside of KEM Electric's territory scholarship. Zachary Dockter, Linton High School, was awarded a \$500 scholarship on behalf of 3C Construction to attend BSC's Lineworker School.

Ms. Sanders announced the drawing of five Luck-of-the-Draw scholarships. Since only two students were in attendance, only two scholarships were drawn. The scholarships were awarded to Lawson Nieuwsma of Strasburg High School and Lillian Mittleider of Kidder County High School. Each graduate received a \$500 scholarship.

Ms. Sanders announced the 2025 Youth Tour winner as Addyson Erbele of Napoleon High School. Ms. Sanders also announced the Student of the Month winners: Sara Pfeifle, Ashley; Annabelle Huber, Hazelton-Moffit-Braddock; Leo Cadena, Kidder County; Jace Wald, Linton; Bentley Wald, Napoleon; Brady Pool, Strasburg; Carter Ketterling, Wishek; and Conrad Richards, Zeeland.

A brief question and answer period was held.

Mr. Kirk Praus provided the list of door prize winners.

The winner of the \$700 progressive prize was drawn; however, they were not present. At the 2026 annual meeting, the

progressive drawing will be \$800.

Chairman Wald announced the election results:

Bylaw Amendment Number 1: approved with 299 votes yes and 24 votes no.

2024 Annual Meeting Minutes: approved with 330 votes yes and 4 votes no.

Director in District 3: Neil Meidinger with 301 votes.

Director in District-At-Large: Todd Schnabel with 190 votes.

Albert Noel received 100 votes and Michael Knoll received 60 votes.

Chairman Wald recognized Mr. Bair on his upcoming retirement as legal counsel for KEM Electric. Mr. Bair is retiring after 40 plus years of dedicated service.

Chairman Wald thanked the membership for attending the annual meeting and invited all to stay for a meal.

A motion was made, seconded and carried to adjourn the meeting at 6:02 p.m.

Attest:

Chairman

Secretary

MEET THE CANDIDATES

DISTRICT 4



Victor J. Wald

Napoleon, ND

Occupation: Dairy, grain and beef farmer

Spouse: Susan Wald

Titles and Offices Held: KEM Electric Director, current Chair; Past Glendale Township supervisor; Past President Logan County Farm Bureau; Past School Board Member

What makes you a good candidate for KEM Electric Cooperative's Board of Directors?

I am open minded, thoughtful and I like to get things done.

If elected, what are your priorities?

To help direct the co-op in these fast moving times to strive to keep our power reliable and affordable.

DISTRICT 5



Pamela J. Binder

Steele, ND

Occupation: Human Resources Director/Risk Management Director

Spouse: Lonnie Jay Binder

Titles and Offices Held: Kidder County School Board 2009 - 2012; Kidder County Area Dollars for Scholars 2011 - 2017; ND Banks Benefit Trustee - 2011 - 2017

What makes you a good candidate for KEM Electric Cooperative's Board of Directors?

I feel that I would be a good candidate for the KEM Electric Cooperative Board of Directors position because I had experience in the energy industry when I was employed with MDU Resources Group, Inc as a Corporate Benefits Planning Analyst. I have been in the Human Resources field 28 years, 16 of those years have been in executive level positions. I have experience in the banking industry and in local government. I understand financial reports and business processes. I have several educational degrees in Business Administration and Business Management. The highest degree that I have obtained is a Master of Business Administration (MBA) degree. My husband and I have been farming and ranching since 2012. I have experience serving on other government and non-profit boards. We have lived on a farm located east of Steele, ND for almost 20 years. Both my husband and I grew up in the Driscoll - Steele, ND area.

If elected, what are your priorities?

If elected, I would like to use my knowledge, skills and abilities to benefit the KEM Electric Cooperative members in providing the most effective and efficient rural electric transmission service that can be provided in our area. I will serve the KEM Electric members with integrity and with the understanding that we are rural residents who are proud of our rural heritage and want to continue our rural services within our cooperative.



Craig Kemmet

Tappen, ND

Occupation: I am a Farmer and a Rancher with extensive irrigation experience. I am a 4th generation farmer and a 2nd generation irrigator. With my wife Leslie and son Hayden, we raise bred heifers, have a feedlot and grow corn and soybeans.

Spouse: Leslie

Titles and Offices Held: Past President of St. John's Lutheran church, I have held a position on the church council, in various capacities for the last 40 years; Chairman of the Tappen Township board for approximately 20 years; Board of Directors for the North Dakota Stockmen's Association from 2017-2025; Chairman of the Environmental Issues Committee; Director and past President of the Tappen Oil Company, 2012-2022; Past Chairman of the KEM Electric Irrigation Advisory Board, 1990-2004

What makes you a good candidate for KEM Electric Cooperative's Board of Directors?

Through my experience on various boards and most significantly the KEM Electric Irrigation Advisory Board, I have acquired knowledge of the various sectors of KEM Electric.

I also have extensive personal irrigation experience, making me uniquely qualified for this position. I have over 48 years of experience working with KEM Electric.

If elected, what are your priorities?

My initial priority is to deliver electricity at an affordable cost. I feel there are also some opportunities for KEM Electric to experience growth.



Brent Stroh

Tappen, ND

Occupation: Farm/Ranch

Spouse: Barb Stroh

Titles and Offices Held: Tappen Oil Company, President; Tappen Township Officer; USDA FSA Committee; St John's Lutheran Church Council; Marketing Rep for Equity Co-op

Past jobs: Tappen and Kidder County School Board; North Dakota Lamb and Wool Producers (past president and board member); Kidder County Boys Basketball Coach (2019-2020)

What makes you a good candidate for KEM Electric Cooperative's Board of Directors?

I've been a member of KEM district for 40 years. I understand the working of cooperatives. As a farmer/rancher I realize the importance of KEM Electric and what they do for us to maintain power.

If elected, what are your priorities?

There's no specific agenda. I feel maintaining infrastructure is important. Getting enough power to rural areas can be a problem, with some of the larger farms taking more power than small towns.

District At-Large



Carmen Essig

Lehr, ND

Occupation: Farmer/Rancher

Spouse: Cindy Essig

Titles and Offices Held:

Present: North Dakota Association of Rural Electric Cooperative (NDAREC) Board. Past: Vice President, Secretary/Treasurer

What makes you a good candidate for KEM Electric Cooperative's Board of Directors?

I care about the rural community and want the members to have access to dependable power.

If elected, what are your priorities?

Keeping power available and affordable to the members.

FINANCIAL REPORT

Comparative Income Statement

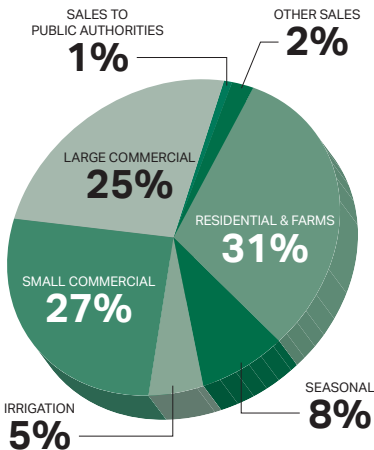
December 31, 2025 & 2024

	2025	2024
Operating revenue	\$14,675,638	\$14,716,489
Cost of purchased power	7,284,185	7,254,959
Line operation & maintenance	1,222,674	1,208,078
General operating expense	2,825,670	2,720,942
Depreciation	1,443,313	1,367,396
Taxes	85,895	103,302
Interest	1,156,409	1,107,414
Other expenses	15,394	12,252
Total cost of electric service	\$14,033,540	\$13,774,343

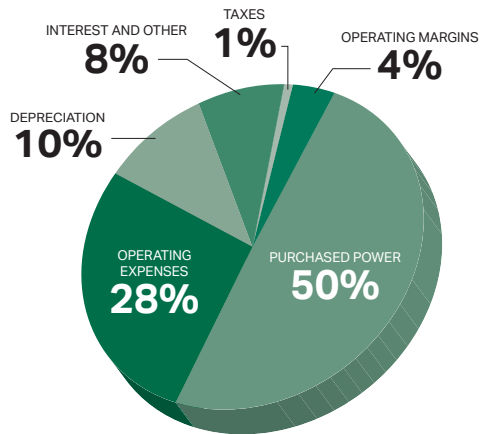
Operating margins	\$642,098	\$942,146
Power supplier & other capital credits	464,630	456,980
Non-operating margins	213,741	148,013

Total margins and patronage capital	\$1,320,469	\$1,547,139
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WHERE YOUR DOLLAR CAME FROM



WHERE YOUR DOLLAR WENT



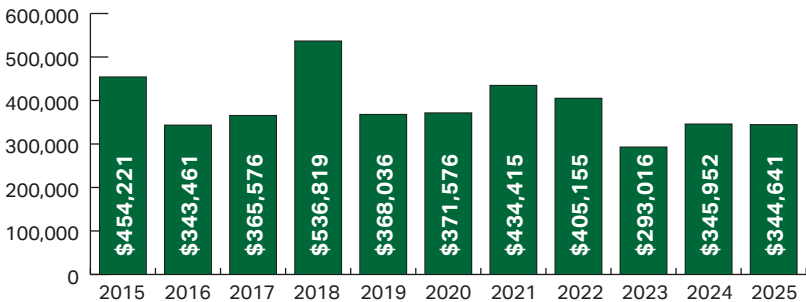
FINANCIAL REPORT

Balance Sheet

December 31, 2025 & 2024

	2025	2024
Assets		
Utility plant	\$66,367,325	\$62,901,933
Accumulated depreciation	(26,726,347)	(25,772,418)
Net utility plant	\$39,640,978	\$37,129,515
Cash		
Cash	\$1,202,776	\$1,262,284
Investments	400,000	625,000
Investments in associated organizations	7,532,162	7,125,856
Accounts receivable (net)	613,872	1,377,017
Materials and supplies	2,313,508	2,889,887
Other current assets	65,612	73,457
Deferred assets	1,880	8,550
Total cash & investments	\$12,129,810	\$13,362,051
Total assets	\$51,770,788	\$50,491,566
Member equity		
Patronage capital	\$16,205,288	\$15,229,463
Other equities	2,765,940	2,714,712
Total member equity	\$18,971,228	\$17,944,175
Liabilities		
Long-term debt	\$30,193,383	\$29,335,698
Accounts payable	880,893	827,512
Accrued taxes	98,143	112,791
Other current and accrued liabilities	1,085,626	1,552,145
Deferred liabilities	541,515	719,245
Total liabilities	\$32,799,560	\$32,547,391
Total liabilities & member equity	\$51,770,788	\$50,491,566

CAPITAL CREDIT RETIREMENT



HIGH SCHOOL SCHOLARSHIP RECIPIENTS



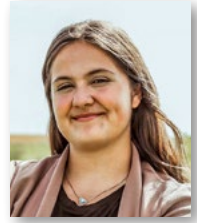
BRIDGER RIVINIUS



SARA PFEIFLE



ALEA KRAMLICH



ELODIE KUHN



BRADY POOL



EMMA SANDERS



TARYN MITTLEIDER

Every year, KEM Electric Cooperative powers the future by awarding scholarships to high school seniors within our service area. This initiative embodies our cooperative's unwavering commitment to community growth and celebrates the achievements of dependents of our members. By recognizing these students' outstanding accomplishments, we honor their drive, resilience and passion for their future.

This year KEM Electric awarded seven scholarships. Students were chosen by a third-party scholarship evaluation committee. Six of those were scholarships given on behalf of KEM Electric to area seniors, while one scholarship was in partnership with Basin Electric Power Cooperative. We are fortunate to have partners who are invested in the future of our members. This year's scholarship recipients are as follows:

BASIN ELECTRIC SCHOLARSHIP

Basin Electric Power Cooperative offered a \$2,500 scholarship to a dependent of a KEM Electric member. Bridger Rivinius from Gackle-Streeter Public School. Bridger, son of Daniel and Connie, plans to attend the University of North Dakota (UND) in pursuit of philosophy and ethics.

AREA HIGH SCHOOL SCHOLARSHIP

KEM Electric offered one \$1,000 scholarship to a graduating senior from each of the high schools within our service area.

Ashley Public School: Sara Pfeifle, daughter of Michael and Linda, plans to attend the UND in pursuit of accounting.

Kidder County School: Alea Kramlich, daughter of Clint and Jonni, plans to attend Bismarck State College (BSC) in pursuit of business management.

Napoleon High School: Elodie Kuhn, daughter of James and Stephanie, plans to attend South Dakota State University (SDSU) in pursuit of animal science with a pre-veterinary medicine emphasis.

Strasburg High School: Brady Pool, son of Derry and Melanie, plans to attend SDSU in pursuit of agriculture system technology.

Linton High School: Emma Sanders, daughter of Gary and Marcy, plans to attend BSC in pursuit of nursing.

GED/High School outside of KEM Electric's Area/Homeschool: Taryn Mittleider, daughter of Patrick and Ashley, plans to attend NDSU in pursuit of nursing.

No applicants were received from Hazelton, Zeeland and Wishek Public Schools.

Congratulations to all who were chosen as this year's scholarship recipients as well as the class of 2026. We wish you all the best in your future endeavors.

BOVIG ANNOUNCED AS KEM ELECTRIC'S YOUTH TOUR REPRESENTATIVE



Each June, students from across the country take part in a one of a kind leadership and learning experience in Washington, D.C., through the National Rural Electric Cooperative Association's Electric Cooperative Youth Tour. This year, KEM Electric is proud to announce that Keylee Bovig, daughter of Korey and Tiffany Bovig, has been selected as our 2026 Youth Tour representative.

Students who apply for the Youth Tour are asked to respond to the essay question: As member owned organizations, electric cooperatives are always seeking new ways to engage their members. What are some ways electric cooperatives can better communicate and connect, especially with students and young adults?

Keylee, a junior at Kidder County High School, is active in one act play, volleyball and track. She says she applied because she enjoys traveling and wanted to take advantage of the opportunity.


KEM ELECTRIC COOPERATIVE 2025 FACTS & FIGURES

722.24
MILES OF
UNDERGROUND

2,065.61
MILES OF
OVERHEAD



123.50
TRANSMISSION LINES



12 DISTRIBUTION
SUBSTATIONS




4,139
TOTAL METERS SERVED


12
EMPLOYEES



1 TRANSMISSION
SUBSTATION



\$7,284,185
COST OF POWER



51 NEW SERVICES




2,263
TOTAL NUMBER
OF ACTIVE MEMBERS



59
ANIMAL, FARM, & CAR
RELATED OUTAGES



99
TREE & WEATHER
RELATED OUTAGES



2,108,125
MILES DRIVEN WITHOUT AN ACCIDENT



5
BUCKET TRUCKS
9 PICKUPS



1.48
METERS PER
MILE



114,190,450 KWH SOLD

CAPITAL CREDITS RETIRED TO MEMBERS:
CUMULATIVE AMOUNT **\$9,456,288**
\$344,641 IN 2024



CO-OP TRUCKS DRIVE AN AVERAGE OF 13,830 MILES/MONTH

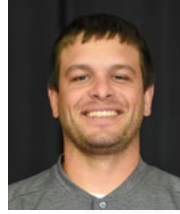
KEM ELECTRIC EMPLOYEES



TRAVIS KUPPER
Co-General
Manager/CEO



JASON BENTZ
Co-General
Manager/CEO



DALE NAGEL
Chief of Staff/Line
Superintendent
15 years



MARCY SANDERS
Manager of
Member Relations
12 years



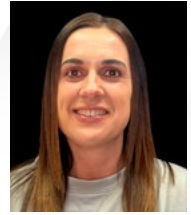
KEVIN HORNER
Area Foreman
14 years
Linton



MARTIN MESSER
Area Foreman
14 years
Steele



TYLER JACOB
Journeyman Lineworker
8 years
Linton



SARA JAHNER
Operations
Assistant
4 months



KIRK PRAUS
Journeyman Lineworker
14 years
Linton



AUSTIN OHLHAUSER
Journeyman Lineworker
14 years
Linton



TYLER SCHUMMER
Journeyman Lineworker
6 years
Linton



NICK NIEUWSMA
Apprentice Lineworker
1 year
Linton



GERALD ZINK
Journeyman Lineworker
19 years
Steele



DILLON STEINOLFSON
Journeyman Lineworker
8 years
Steele

LUCK-OF-THE-DRAW SCHOLARSHIPS

If you are a graduating high school senior who is a dependent of a KEM Electric member and were not selected for a KEM scholarship this year, you are invited to attend our Annual Meeting with your parent or guardian for additional scholarship opportunities. Eight \$500 Luck-of-the-Draw scholarships will be awarded. These additional scholarships have been made available due to some schools receiving no applicants.

PROGRESSIVE DRAWING

All membership is put in a drawing, if the member is at the Annual Meeting while it is drawn, they will win the prize. If not, another \$100 will be added next year!



107 S. Broadway
P. O. Box 790
Linton, ND 58552-0790