

KEM ELECTRIC COOPERATIVE, INC.

Linton, North Dakota

OFFICIAL NOTICE OF THE ANNUAL MEETING OF MEMBERS

The annual meeting of the members of KEM Electric Cooperative, Inc., will be held at the Linton High School Auditorium, Linton, North Dakota, at 7:00 p.m. on Thursday, June 16, 2022, to take action on the following matters:

1. Election of two directors

In connection with the election of two 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:

2022 Director Election

District No. 3

Neil Meidinger, Zeeland, ND

District at Large

Dean Hummel, Hague, 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. is proposing several amendments to Cooperative bylaws.

Proposed Bylaw Amendment Number 1:

Currently, Cooperative bylaws allow members to vote in person or by mail. The proposed amendment will add voting by electronic means as an option. This will allow members to vote via special website, email or other electronic communications.

Proposed Amendment Number 1 is as follows:

306 Proxies and Absentee Voting by Mail

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 his address appears on the records of the Cooperative. The rules governing electronic voting or voting by mail shall be prescribed by the board of directors; provided the notice given to members shall contain the exact motion or resolution to be voted upon.

Proposed Bylaw Amendment Number 2:

The board is proposing a new Bylaw 307 "Record Date". This new bylaw will allow the board to set a date to determine the voting membership of the Cooperative. Only those who are members on the Record Date will be given notice of a pending member meeting and have the right to vote on any issues coming before the Cooperative membership. Prior to adoption of this bylaw, voting has always been conducted in person. This bylaw is now necessary for the Cooperative to provide proper notice to its voting members and make proper use of mail and electronic voting.

307 Record Date

The board 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

Dated: 5-3-2022



Carter Vander Wal, Secretary