



**RESTATED BYLAWS
OF
GREENTREE COOPERATIVE**

Adopted: May 29, 2015

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RESTATED BYLAWS
OF
GREENTREE COOPERATIVE

All prior Bylaws of GreenTree Cooperative are hereby completely amended and restated this ___ day of _____, 2015, as follows:

ARTICLE I - NAME AND PURPOSE

1.1 Name. Pursuant to its Articles of Incorporation, the name of the Corporation is GreenTree Cooperative (the "Corporation").

1.2 Purpose. The purposes of the Corporation are specified in the Articles of Incorporation, and include, without limitation:

a. Providing Members of the Corporation and others with goods and services on a cooperative basis; and

b. Uniting Members of the Corporation to improve their economic and social lives in mutual support, consistent with the Rochdale principles:

- i. Voluntary and open membership;
- ii. Democratic member control;
- iii. Member economic participation;
- iv. Autonomy and independence;
- v. Education, training, and information;
- vi. Cooperation with other cooperatives; and
- vii. Concern for community.

The Corporation may undertake any activities consistent with the above purposes.

ARTICLE II - MEMBERS

2.1 Membership Eligibility and Admission. A prospective Member may apply for Membership on forms provided by the Corporation (the "Application"). An applicant will be admitted as a Member if: (i) the Board of Directors accepts the Application, (ii) the applicant makes the capital contribution required by the Corporation, and (iii) the applicant satisfies such other membership criteria that the Corporation establishes from time-to-time. The Corporation may modify the Application and capital contribution requirements from time-to-time.

2.2 Evidence of Membership. The Corporation will issue certificates to Members in the manner required by Section 1136 of the Michigan Nonprofit Corporation Act (the “Act”).

2.3 Requirements of Membership. By applying for Membership, each Member agrees to abide by these Bylaws and by regulations and policies established by the Board of Directors from time to time.

2.4 Resignation and Termination of Membership. A Member may terminate his or her membership in the Corporation by delivering a written notice of resignation to the Secretary of the Corporation, or to a person designated by the Board of Directors. A Member shall be deemed to have resigned from the Corporation if mailings by the Corporation to such Member are returned to the Corporation as “undeliverable,” “addressee unknown,” “not forwardable,” or with a similar designation. Moreover, the Board of Directors may terminate the membership of a Member if the Member fails to patronize the Corporation to an extent and within a specific period of time as determined by the Board of Directors from time-to-time.

2.5 Transfer of Membership. Membership in the Corporation is neither transferable nor assignable.

2.6 Liability of Members. No Member shall be personally liable for any of the Corporation’s debts, liabilities, or obligations, unless the Member has agreed in writing to be liable for such debt, liability or obligation.

ARTICLE III - MEETINGS OF MEMBERS

3.1 Annual Meeting. The annual meeting of the Members shall be held in Isabella County, Michigan at such time set by the Board of Directors but in no event later than one hundred fifty (150) days after the close of each fiscal year, for the purposes of hearing reports of Officers, electing Directors of the Corporation, and transacting other pertinent business.

3.2 Special Meetings. Special meetings of the Members may be called upon the written request of the Chairperson of the Board, the Board of Directors by majority vote, or the written request of at least five percent (5%) of the Members.

3.3 Quorum. Except as hereinafter provided and as otherwise provided by law, at any meeting of the Members, a quorum shall be the lesser of: (i) ten percent (10%) of the total Members of the Corporation, or (ii) fifty (50) Members. The Members present in person at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. Less interest than a quorum may adjourn any meeting.

3.4 Matters Requiring Member Vote. The Members shall vote on any matter as required by law, the Articles of Incorporation, or these Bylaws, including, but not limited to, the following:

- a. Amendments to the Corporation's Articles of Incorporation;
- b. Amendments to the Corporation's Bylaws;
- c. Dissolving, merging, selling of all or substantially all of the Corporation's assets, or leasing all or substantially all of the Corporation's assets;
- d. Electing individuals to the Board of Directors; and
- e. Removing individuals from the Board of Directors.

3.5 Voting.

a. One Member – One Vote. In all matters in which a vote of the Members is taken, each Member shall have one (1) vote; provided however, that cumulative voting shall apply to the election of directors, so that each Member may cast a number of votes equal to the number of vacant Board positions to be filled, and may cast more than one vote for any position, provided that the Member does not cast more than the number of votes allocated to the Member. For the avoidance of doubt, if a household holds membership, then that household will be treated as a single Member entitled to only one (1) vote.

b. Proxies/Absentee Vote. Proxy voting is not permitted. However, the Board shall provide absentee ballots pursuant to Section 408 of the Act for votes on: (i) the election of Directors, and (ii) proposed amendments to these Bylaws. The Board also has the discretion to provide absentee ballots for other Member votes. If voting by absentee ballot is permitted, then the absentee ballots must be made available to Members at least 21 days before the date of the meeting. The absentee ballots must be returned to the Corporation (in the manner designated by the Corporation) prior to the time of the meeting. Absentee ballots that are timely completed and returned to the Corporation will be counted toward the quorum requirement at the meeting. A Member may not revoke a ballot received by the Corporation.

c. Required Vote. When an action is to be taken by vote of the Members, it shall be authorized by a majority of the votes cast by the Members entitled to vote on the action at a meeting at which a quorum is present, unless a greater plurality is required by the Articles of Incorporation, these Bylaws, or by law. An abstention shall not be treated as a vote cast.

3.6 Notice of Meetings. Except as otherwise provided by Michigan law, written notice of the time, place and purposes of the meeting of Members shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice must be provided to each Member of record entitled to vote at the meeting by: (A) personal delivery, (B) mail, (C) electronic transmission in a manner authorized by the Member receiving notice via electronic transmission, or (D) prominent display in a newspaper or other periodical that is regularly published at least semiannually by or on behalf of the Corporation and addressed and mailed, postage prepaid, to each Member. Notice of the purposes of a meeting shall include notice of any proposal a Member intends to propose, if that proposal is

a proper subject for Member action and the Member notified the Corporation in writing of the Member's intention and details of the proposal at least ninety (90) days prior to the meeting.

3.7 Notice of Adjourned Meeting. When a meeting is adjourned to another time or place, it is not necessary, unless these Bylaws provide otherwise, to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting only such business is transacted as might have been transacted at the original meeting. However, if after the adjournment a new record date is established for the adjourned meeting, a notice of the adjourned meeting shall be given to each Member of record as of the new record date.

3.8 Waiver of Notice. A Member may waive notice of a meeting. Attendance of a Member at a meeting constitutes a waiver of notice of the meeting, except where the Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.9 Action Without Meeting. Any action required or permitted by law to be taken at any meeting of the Members may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action so taken, is signed by the minimum number of Members that would be necessary to authorize or take action at a meeting at which all Members were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those Members who have not consented in writing.

3.10 Inspectors. Before any Member meeting, the Board of Directors may appoint one or more inspectors to act at the meeting or any adjournment thereof. If the Board of Directors does not appoint inspectors, the person presiding at a Member meeting may appoint, and upon the request of any Member must appoint, one or more inspectors. If a person appointed as inspector is unwilling or unable to act, the Board of Directors or the person presiding at the meeting may appoint a replacement inspector. Inspector(s) will have the authority and responsibilities set forth in Section 431 of the Act.

3.11 Member Record. A complete list of Members entitled to vote at each meeting of Members or any adjournment thereof, arranged in alphabetical order, which also shows the address of each Member, shall be prepared by the Corporation. The list shall be available for inspection by any Member at, and at all times during, each Member meeting. The list shall be prima facie evidence of the Members entitled to vote at the meeting.

ARTICLE IV - BOARD OF DIRECTORS

4.1 General Powers. The Board shall direct the affairs of the Corporation and may do all those acts on behalf of the Corporation necessary for its administration and operation, except those acts reserved in these Bylaws or by law to the Members. The powers of the Board include, but are not limited to:

- a. Accepting or rejecting Applications for membership, and reinstatement of lapsed or terminated memberships;
- b. Establishing the required Member capital contribution, dues, and fees for services;
- c. Appointing and dismissing Officers (as defined in Section 5.1) of the Corporation;
- d. Filling a vacancy on the Board of Directors resulting from the death, resignation or removal of a Director;
- e. Promulgating regulations and policies governing the Corporation and its Members;
- f. Establishing committees and appointing the members of such committees;
- g. Entering into and terminating agreements and executing contracts, documents, and instruments on the Corporation's behalf;
- h. Borrowing money and incurring liabilities and other obligations, including the issuance of non-voting investment certificates and similar instruments;
- i. Obtaining insurance covering the business and affairs of the Corporation and its property;
- j. Instituting, defending, or settling any litigation or arbitration in the Corporation's name, and settling any disputed claims;
- k. Performing any other acts necessary or appropriate for management of the Corporation's business.

4.2 Number. The number of Directors shall be at least five (5) and not more than nine (9), as determined by the Members from time to time.

4.3 Staggered Terms. The Board shall be divided into three divisions. One-third ($1/3$) of the Board (or as close to one-third as is possible) shall be Directors of the first division and shall be elected to hold office for a term expiring at the next succeeding annual meeting of the Board; one-third ($1/3$) of the Board (or as close to one-third as is possible) shall be Directors of the second division and shall be elected to hold office for a term expiring at the second succeeding annual meeting of the Board; and one-third ($1/3$) of the Board (or as close to one-third as is possible) shall be elected to hold office for a term expiring at the third succeeding annual meeting of the Board. Thereafter, at each annual meeting of the Board, Directors shall be elected for a term of three (3) years to succeed those whose terms expired at the annual meeting with one-third of the Board (or as close to one-third as is possible) being elected each year. If the number of Directors is decreased, the number of Directors

elected at each annual meeting shall be adjusted so that one-third (1/3) of the Board (or as close to one-third as is possible) is elected each year.

4.4 Eligibility. To be eligible for election as a Director, a person must be: (i) a Member of the Corporation, and (ii) at least eighteen (18) years of age. An employee of the Corporation cannot be a Director. If a household holds membership, then that household will be treated as a single Member and only one person from that household can serve as a Director at any one time. If a Director ceases to be a Member of the Corporation, then that Director will simultaneously cease to be a Director.

4.5 Election. The Members shall elect members of the Board of Directors at the annual meeting. The persons receiving a plurality of votes cast shall be so elected. If there are Board vacancies or seats to be filled for terms of varied lengths, then the candidates that receive the largest number of votes will fill the longer terms.

4.6 Recall and Removal. A Director may be recalled and removed with or without cause by the Members. If a Director is removed, the vacancy on the Board of Directors may be filled by the Members. The recall and removal may take place at a special meeting or at the annual meeting. All Members must be given notice of the proposal to remove a Director. At any meeting in which recall is proposed, any Director who is subject to a recall proposal shall be given the opportunity to defend himself or herself, and a full discussion of the matter shall be permitted.

4.7 Resignation. A Director may resign by providing written notice to the Board chair or Secretary. A resignation is effective immediately unless a later date is specified in the written resignation.

4.8 Attendance Policy. If a Director is absent from three (3) Board meetings during any twelve (12) month period, then that Director will be automatically deemed to have tendered his or her resignation as a Director unless such absences are excused by a majority of the remaining Directors. The Board of Directors may accept or reject any such resignation.

4.9 Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and such places as any majority of the Directors may by resolution from time to time determine. Each Director shall be provided with the times and places of each regular meeting, but a separate notice need not be given for each regular meeting.

4.10 Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the Chairperson of the Board; or when the Chairperson of the Board is required to call a special meeting upon written request by at least twenty five percent (25%) of all Directors. Notice of any special meeting, which may be waived, shall be given by the Secretary, in writing, not later than the day preceding the meeting.

4.11 Waiver. Attendance of a Director at a meeting constitutes a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of

objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.12 Quorum. A majority of the Directors then in office, or of the members of a committee thereof, constitutes a quorum required to conduct business.

4.13 Required Vote. A majority of the votes cast at a meeting at which a quorum is present constitutes the action of the Board of Directors or of the committee, unless a greater plurality is required by the Articles of Incorporation, these Bylaws, or by law. An abstention shall not be treated as a vote cast.

4.14 Action Without a Meeting. Action may be taken by the Board of Directors without a meeting if, before or after the action, all Directors consent thereto in writing. The written consent shall be filed with the minutes of the proceedings of the Board of Directors.

4.15 Meetings by Electronic Communication. A member of the Board of Directors may participate in a meeting by means of conference telephone or other means of remote communication by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting by this method constitutes presence in person at the meeting.

4.16 Notice by Electronic Communication. A member of the Board of Directors may consent to receiving written notice of any regular or special meeting of the Board of Directors by providing written notice to the Secretary that such person consents to receiving electronic notice and that identifies the manner in which such notice may be given electronically. Any such notice shall be effective unless and until consent is withdrawn in writing.

4.17 Compensation. Directors shall be compensated for their services as Directors through the Corporation's Volunteer Compensation Program.

4.18 Member Attendance. Members may attend Board meetings except for executive sessions dealing with contract negotiations, personnel issues, lawsuits, or other matters deemed sensitive by the Board. The Board shall announce the time, date and place of their meetings to the members

ARTICLE V - OFFICERS

5.1 Officers. The Officers of the Corporation shall consist of a Chairperson of the Board, a Secretary, and a Treasurer ("Officers"). The Board of Directors may also appoint such other Officers as it shall deem necessary for the transaction of business of the Corporation.

5.2 Election and Term of Office. The Board of Directors shall elect Officers at the Board's first regularly scheduled meeting after the annual meeting, or as soon as practicable thereafter. Each Officer shall serve a term of one (1) year. Any Officer may be elected for an unlimited number of one (1) year terms. Except where an Officer is appointed

to fill a vacancy pursuant to Paragraph 4.1.d,

5.3 Removal. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors at any time, with or without cause.

5.4 Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

5.5 Duties of Officers. The Officers of the Corporation shall be charged with such duties and authority as usually appertains to such Officers in a corporation, except that said duties may be varied or added to by the Board of Directors.

ARTICLE VI - COMMITTEES

6.1 Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees. Each committee shall have the responsibilities and authority delegated to it by the Board of Directors from time to time.

6.2 Appointment of Committees. The Board of Directors shall nominate the members of a committee. The Board of Directors shall have the authority to remove (with or without cause, and without prior notice) any committee member. Executive committees may consist of one (1) or more directors or Members, or a combination of directors and Members.

6.3 Term of Office. Each committee member shall serve in that capacity until the end of the Corporation's fiscal year, unless the committee is sooner terminated, or the member is removed from the committee.

6.4 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.5 Authority of Committees. A committee that is not an executive committee, as defined in Section 527 of the Act, may perform the functions assigned to the committee by the Board of Directors, but may not execute the power or authority of the Board of Directors in the management of the business and affairs of the Corporation. An executive committee, as defined in Section 527 of the Act, shall perform the functions assigned to the committee by the Board of Directors and shall have the authority delegated to the committee by the Board of Directors, but shall not have the authority to:

- i. amend, alter, or repeal the Bylaws;
- ii. elect, appoint, or remove any member of the Board of Directors or any Member;
- iii. amend or restate the Articles of Incorporation;

- iv. adopt a plan of merger or plan of consolidation;
- v. authorize the dissolution of the Corporation or the revocation of a dissolution;
- vi. authorize the sale, lease or exchange of all or substantially all of the assets and property of the Corporation; or
- vii. amend, alter, or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee.

The designation and appointment of any committee and the delegation of authority to that committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or the Director by law.

6.6 Reporting To Board. Each committee serves at the direction of, and shall report to, the Board of Directors. Written minutes of all committee meetings shall be delivered to the Board of Directors on a regular basis at intervals established by the Board of Directors.

6.7 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

6.8 Meetings by Electronic Communication. A member of a committee may participate in a meeting by means of conference telephone or other means of remote communication by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting by this method constitutes presence in person at the meeting.

6.9 Rules. Each committee may adopt rules for its own operation that are not inconsistent with these Bylaws, or inconsistent with rules adopted, authority delegated, or functions assigned by the Board of Directors.

ARTICLE VII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.1 Contracts. The Board of Directors may authorize any Officer or agent of the Corporation, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.2 Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or agent of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

7.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such financial institutions as the Board of Directors may select.

7.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contributions, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE VIII - FISCAL POLICIES

8.1 Furnishing of Member Capital. In furnishing goods and services to Members, the Corporation will operate so that all Members will, through their patronage or through redeemable or non-redeemable initial or periodic membership fees, or otherwise, furnish Member capital to the Corporation. The Corporation must annually account on a patronage basis to its Members for the excess of (a) all amounts received from patronage-source business, over (b) corporate reserves (which may be established by the Board of Directors for any business purposes or contingencies, including capital reserves), operating costs, and other expenses properly chargeable against the type of goods or services furnished ("Net Operating Profits"). Amounts in excess of reserves, operating costs and expenses are received by the Corporation with the understanding that they are provided as capital.

8.2 Patronage Refunds.

a. Refunds Required. Net Operating Profits will be distributed annually to Members as patronage refunds, in proportion to their patronage-source business during the fiscal year for which the refunds are declared.

b. Allocation Units. The Board of Directors may establish separate allocation units or pools for specified goods or services, and distribute Net Operating Profits on the basis of the value of business done with or for Members with respect to those units or pools.

c. Form of Payment. Patronage refunds may be distributed in cash, qualified or non-qualified written notices of allocation, non-voting certificates of equity, merchandise credits, other property, or any combination of the above. The Board of Directors will annually determine the manner of making patronage refunds and any related matters.

d. De Minimis Exceptions. The Corporation is not required to make a refund payment of less than \$1.00. The Corporation may make a patronage refund of less than a de minimis amount established by the Board of Directors entirely in cash.

e. Notice. Within 8-1/2 months after close of each fiscal year, the Corporation must provide each Member a qualified or non-qualified written notice of allocation (as defined in 26 USC §1388), disclosing the amount of capital credited to its capital account.

f. Consent. By applying for membership, each Member consents and agrees to take into account, in the manner, at the times, and to the extent required by federal and state law (including without limitation 26 USC §1385), any patronage or other allocation received from the Corporation, including without limitation the amount of any patronage made in written notices of allocation (as defined in 26 USC §1388).

g. Capital Accounts. The Corporation's books and records will clearly reflect the amount of capital furnished by each Member, and the credit of that capital to the Member's capital account. Members' capital accounts may be transferred only with the consent of the Board of Directors and will not be binding until recorded in the records of the Corporation. The Corporation may, when and to the extent declared by the Board of Directors, pay dividends on Member capital in an amount not to exceed 8% per year.

8.3 Revolving Capital.

a. Regular Redemption; Revolving Fund. The Corporation may redeem capital allocated to Members' accounts in whole or in part, if the Board of Directors determines that the financial condition of the Corporation would not be impaired by doing so. Capital will be redeemed ratably in the order issued, as determined by the Board of Directors, consistent with the Corporation's intended federal tax status. No Member has a legal or equitable right to payment for its capital other than through such a redemption or as expressly provided otherwise in these Bylaws.

b. Discretionary Special Redemptions. The Board of Directors, in its sole discretion, may redeem capital credited to any Member's account before the applicable order of retirement in subparagraph a, above, if the Board of Directors determines that the financial condition of the Corporation would not be impaired by doing so and the Board of Directors and the Member agree on the terms of redemption, which may include discounts.

8.4 Allocation of Losses.

a. Operating Losses. An operating loss will be apportioned among the Members during the year of loss so that the loss will, to the extent practicable, be borne by those Members with respect to the loss year on an equitable basis, including charging the loss against allocated reserves, unallocated reserves, or the capital accounts of said Members. The Board of Directors may, in its discretion, direct that all or part of any loss be carried forward or back so long as any carryforward or carryback will not place an inequitable burden upon past or future Members.

b. Other Losses. If, in any fiscal year, the Corporation incurs a loss other than an operating loss, the Board of Directors will have full authority to prescribe the basis on which capital furnished by Members may be reduced or such loss is to be otherwise equitably apportioned among the Members.

c. Allocation Units. The Board of Directors may direct patronage losses (including patronage losses carried to any year) that are attributable to any allocation unit (whether the unit is functional, divisional, departmental, geographic, or otherwise) be netted,

in whole or in part, against patronage earnings of other allocation units. That allocation and netting must be done in accordance with the provisions of Subchapter T of the Internal Revenue Code (26 USC §1382 and 26 USC §1388(j)).

8.5 Non-Patronage Income. The Corporation's non-patronage income is its gross income derived from all sources that do not qualify as patronage income, less all expenses attributable to the production of that income and the Corporation's income taxes attributable to that income. The Corporation will use non-patronage income on behalf of it and its Members. The Corporation may assign non-patronage income to its unallocated reserve, or allocate non-patronage income to Members in whole or in part, as determined by the Board of Directors.

8.6 Classification of Certain Transactions. Except as otherwise provided by law, the Board of Directors may classify the disposition of capital assets as either patronage or non-patronage transactions. The Board of Directors may make that determination on a case-by-case basis, considering the nature of the assets, the Corporation's records, applicable law, and any other relevant factors. Further, the Board of Directors may classify certain transactions (such as the sale of designated goods and services) as non-patronage source transactions.

8.7 Credit Policies. All policies and rules concerning credit, including but not limited to credit limits, past due accounts receivable, and all other matters incidental or related thereto, shall be as established by the Board of Directors from time to time.

8.8 Additional Investment. Subject to compliance with applicable state and federal securities laws, in addition to Member capital described in this Article and Member loans, the Corporation may offer to Members or to non-members any form of nonvoting investment certificate or bond that bear interest or dividends, at such times, on such terms and subject to such requirements as established by the Board of Directors.

ARTICLE IX - ADMINISTRATIVE PROVISIONS

The fiscal year of the Corporation shall begin on January 1 and end on December 31, unless otherwise established by the Board of Directors.

ARTICLE X - BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members of the Board of Directors. All books and records of the Corporation may be inspected by any member of the Board of Directors, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XI - AMENDMENTS

These Bylaws may be altered or amended only by two-thirds of the votes cast by Members at a meeting at which a quorum is present.

ARTICLE XII - COOPERATION AMONG COOPERATIVES

The Corporation will advise and assist other cooperative enterprises and will maintain membership in associations of cooperatives serving the Mid-Michigan area. The Corporation will seek to strengthen all cooperatives through cooperation among cooperatives.

ARTICLE XIII - NON-PARTISANSHIP

The Corporation will not permit itself to be used for partisan political or religious sectarian purposes, nor will the Corporation endorse candidates for political office, contribute money to any political party or religious group, or take a position on controversial political or religious issues. This Article will not be interpreted to prevent the Corporation from expressing concern for community or ascertaining the opinions and positions of political and religious leaders concerning cooperatives and environmental issues and publishing those opinions and positions for the information of the Members.

ARTICLE XIV - EDUCATION IN COOPERATION

The Corporation will educate its Members and the public in the principles of cooperation and in the benefits of cooperative activities. The Corporation will educate its Members in the art and procedures of cooperative decision making, to empower the Members to exercise effective control over the policies of the Corporation. The Corporation will give Members ample opportunity to participate in the governance of the Corporation through membership on committees, on the Board of Directors and in circles and groups within the Corporation.

ARTICLE XV - INDEMNIFICATION

The Corporation shall indemnify, to the extent and in the manner permitted by the Act, any person who is or was a Director, Member, or Officer of the Corporation for expenses (including attorney's fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding, if such arose by reason of the person being a Director, Member, or Officer. The Corporation may purchase and maintain insurance on behalf of all Directors, Members, and Officers which insures against any such liability to the extent available and to the extent permitted by the Act.

ARTICLE XVI - DISSOLUTION

In the event of dissolution, winding up, or other liquidation of the assets of the Corporation, assets of the Corporation shall be distributed as described in the Articles of Incorporation.

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