

ARTICLE II MEETINGS OF MEMBERS

Section 1. Annual Meeting

The annual meeting of the members shall be held on the first Monday of May of each year at such place within the area served by the mutual corporation, as selected by the Board. The meeting place shall be designated in the notice of the meeting, as prescribed in Section 3 hereof. The purpose of the annual meeting shall be to elect Board members, present reports for the previous fiscal year, and transact other business. It shall be the responsibility of the Board to make adequate plans and preparations for the annual meeting. Failure to hold the annual meeting at the designated time shall not cause a forfeiture or dissolution of the mutual corporation.

Section 2. Special Meetings

Special meetings of the members may be called by resolution of the Board, upon a written request signed by any three Board members, by the President, or by 10% or more of all the members signing a petition requesting a special meeting; and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as provided in Section 3 hereof. Special meetings of the members may be held at any place within the area served by the mutual corporation as designated by the Board and shall be specified in the notice of the special meeting. The business transacted at such special meeting shall be confined to the purposes stated in the notice.

Section 3. Notice of Members' Meetings

Written or printed notice stating the place, date, and hour of the annual or special meeting shall be delivered not less than ten (10) days nor more than thirty (30) days before the date of the meeting, either personally or by mail, by or at the direction of the Secretary. If the Secretary or Board fails to give the notice prescribed herein, the member(s) requesting the special meeting shall have the right to give such notice. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the address as it appears on the records of the mutual corporation. 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.

Section 4. Voting

Except for voting for Directors at the Annual Meeting, which shall be only by mail as provided in Article III, Sections 1 and 2, at every meeting of the members, each membership in good standing shall be entitled to one vote. In addition thereto, memberships not represented at the meeting may vote by mail for the election of directors and upon such other issues which are submitted in writing to the membership. Subscribers for a membership who have not paid in full their membership fee shall not be entitled to vote. Proxies shall not be recognized or permitted. For purposes of this section a member in good standing means an individual or entity named on a membership certificate who is not over 30 days delinquent on the payment of any amount due

and owing to Peninsula Light Company, unless there is a bona fide dispute as to the amount owing, and is not in violation of any rules and regulations of Peninsula Light Company.

Section 5. Quorums

(a) Except as otherwise provided in these Bylaws, or as may be required by law, 12% of the voting members, whether present in person or voting by mail, shall constitute a quorum.

(b) When an issue is submitted to the membership involving the sale or disposition of the assets, of Peninsula Light Company that is covered by Article VII, a quorum shall be 75% of the membership.

(c) In every instance where changes to the Articles of Incorporation are submitted to the voting membership, participation by 12% of the voting membership, whether in person or voting by mail, shall constitute a quorum.

(d) Meetings at which less than the required quorum of the membership is either present or vote by mail may be adjourned to a future date by the President or other Chairperson of the meeting. The notice of such adjournment and the future meeting date and place shall be mailed by the Secretary to each member at least three days before the date the adjourned meeting is to be reconvened. Such notice shall be addressed to the member's place of business or residence as the same appears in the membership records of the Secretary of the mutual corporation.

Section 6. Order of Business

The order of business at the annual meeting of the membership and, so far as possible, at all other meetings of the membership, shall be essentially as follows, unless otherwise determined by the Chairperson, who shall be designated by the President of the Board.

(a) Report on the number of memberships represented in order to determine the existence of a quorum.

(b) Reading of the notice of the meeting and verification of publication or mailing thereof, or the waiver or waivers of notice of the meeting.

(c) Reading of previous meeting minutes of the membership and the approval thereof.

(d) Presentation and consideration of reports from the Chief Executive Officer, officers, trustees, or committee chairpersons.

(e) The announcement of the Board election results.

(f) Unfinished business.

(g) New business.

(h) Adjournment.

Section 7. Member Meeting List

Beginning two days after the mutual corporation provides notice of the Annual Member Meeting to members entitled to notice, and through the date of the Annual Member Meeting, the mutual corporation shall maintain an alphabetical list (“Member Meeting List”) indicating:

(a) Members entitled to receive notice of, and to vote at, the Annual Member Meeting;
and

(b) The name and address of each member listed.

For the purpose of communicating with other members concerning the Annual Member Meeting, the mutual corporation shall make the Member Meeting List available to members for inspection and copying. Any member requesting a copy of the list shall first pay the reasonable cost of duplication. The Member Meeting List shall be available only for the purpose of communicating with members concerning matters coming before the annual meeting. The mutual corporation shall require any member requesting a copy of the Member Meeting List to agree in writing that the Meeting Member List will not be used to solicit money or property unless the money or property is used solely to solicit member votes at the Annual Member Meeting, and the Member Meeting List will not be used for any commercial purpose, or sold to, or purchased by, any person.

Reviewed 05/05/14