

ARTICLE XI MISCELLANEOUS

SECTION 1. Membership in Other Organizations. The Cooperative shall not become a member of any other organizations without an affirmative vote of the trustees.

SECTION 2. Waiver of Notice. Any member or trustee may waive, in writing, any notice of a meeting required to be given by these bylaws. The attendance of a member or trustee at any meeting shall constitute a waiver of notice of such meeting by such member or trustee, except in case a member or trustee shall attend a meeting for the express purpose of objecting to the transaction of any business because the meeting shall not have been lawfully called or convened.

SECTION 3. Policies, Rules and Regulations. The board of trustees shall have power to make and adopt such policies, rules and regulations, not inconsistent with law, the articles of incorporation or these bylaws, as it may deem advisable for the management, administration and regulation of the business and affairs of the Cooperative.

SECTION 4. Application of State Law. The Cooperative shall be governed by the laws of the state in which it is providing services.

SECTION 5. Accounting System and Reports. The board of trustees shall cause to be established and maintained a complete accounting system which shall conform so long as the Cooperative is indebted to the Government or any agency of instrumentality thereof, to such accounting system as may from time to time be designated by the Administration of the Rural Utilities Service of the United States of America. Within a reasonable time after the close of each fiscal year the board of trustees shall cause to be made by a certified public accountant a full and complete audit of the accounts, books and financial condition of the Cooperative, as of the end of such fiscal year. A report of the audit shall be submitted to the members at the annual meeting next following the close of each fiscal year.

SECTION 6. Area Coverage. The board shall make diligent effort to see that electric service is extended to all unserved persons within the Cooperative service area who:

- a) Desire such service; and
- b) Meets all reasonable requirements established by the Cooperative as a condition of such service.

SECTION 7. Bylaw Provisions Contractual. The members of the cooperative, by dealing with the cooperative, acknowledge that the terms and provision of the Articles of Incorporation and Bylaws shall constitute and be a contract between the cooperative and each member, and both the cooperative and the members are bound by such contract, as fully as though each member had individually signed a separate instrument containing such terms and provisions.