

## ARTICLE V - Meetings of Trustees

**Section 1. Regular Meetings.** A regular meeting of the board of trustees shall be established at such time and place as the board of trustees may provide by resolution. Such regular meetings may be held without notice other than such resolution fixing the time and place thereof.

**Section 2. Special Meetings.** Special meetings of the board of trustees may be called by the president or by any three trustees, and it shall there upon be the duty of the secretary to cause notice of such meeting to be given as hereinafter provided. The president or the trustees calling the meeting shall fix the time and place for the holding of the meeting.

**Section 3. Notice of Trustees' Meetings.** Written notice of the time, place and purpose of any special meeting of the board of trustees shall be delivered either personally, by mail, email or other electronic means by or at the direction of the secretary, or upon a default in duty by the secretary, by the president or trustees calling the meeting, to each trustee. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the trustee at his address as it appears on the records of the Cooperative, with postage thereon prepaid. "Electronic means" includes facsimile or email. Notice by facsimile or email shall be directed to each trustee at that trustee's facsimile number or electronic mail address, as the case may be, as shown on the records of the Cooperative. Notice by facsimile or email shall be deemed to have been given at the time it is actually transmitted by the person giving the notice by email to the recipient.

**Section 4. Special Meetings by Special Means.** Members of the board of trustees may participate in any special meeting of the board of trustees, or of any duly constituted committee thereof, by means of a conference telephone or similar communications equipment or by means of returned ballots, and participation by such means constitutes presence in person at a meeting. Action taken by the majority of those who respond will be considered to be a legal and binding decision of the board of trustees, provided that a quorum is present by such means. The board of trustees shall adopt rules and regulations concerning the implementation of such special meetings. Special meetings may be held by telephone conferencing, video conferencing or by other means enabling all participants in the meeting to communicate with each other simultaneously. A member participating in a special meeting by telephone conferencing or video conferencing pursuant to this section is deemed to be present in person at the meeting.

**Section 5. Quorum.** A majority of the board of trustees shall constitute a quorum, provided, that if less than such majority of the trustees is present at said meeting, a majority of the trustees present may adjourn the meeting from time to time; and provided further, that the secretary shall notify any absent trustees of the time and place of such adjourned meeting. The act of the majority of the trustees present at a meeting at which a quorum is present shall be the act of the board of trustees, except, as otherwise provided in these bylaws.