



14601 Ramsey Blvd. • Ramsey, MN 55303

**CONNEXUS ENERGY**

**ARTICLES OF INCORPORATION**

**& BYLAWS**

**April 24, 2012**

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**ARTICLES OF INCORPORATION  
OF  
CONNEXUS ENERGY**

The Articles of Incorporation of Connexus Energy are amended and restated as follows:

**ARTICLE I.**

**Section 1.** The name of this Association shall be Connexus® Energy.

**Section 2.** The conduct of the business of this Association shall be upon the cooperative plan and the purposes for which it is formed are to sell, provide, deliver, furnish, or distribute electric energy and other services to its members and patrons, and to engage in any other lawful business.

This Association shall be authorized to exercise and enjoy all of the powers, rights, and privileges granted to or conferred upon associations of the character of this Association by the laws of the State of Minnesota now or hereafter in force.

**Section 3.** The registered office and principal place of business of this Association is at 14601 Ramsey Boulevard, Ramsey, Minnesota, 55303.

**ARTICLE II.**

The period of duration of this Cooperative shall be perpetual.

**ARTICLE III.**

**Section 1.** This Association is organized on a non-stock, membership basis. The Association will maintain appropriate membership records.

**Section 2.** Members shall have only one (1) vote in the affairs of this Association and membership in this Association shall not be transferable except with the approval and consent of the Board of Directors of this Association.

**Section 3.** No interest or dividends shall be paid upon capital furnished to the Association by its members or patrons.

The net income of the Cooperative, except for amounts set aside as capital reserves or additional reserves, shall be distributed on the basis of patronage. The records of this Cooperative may show the interest of patrons and members in the reserves.

#### **ARTICLE IV.**

To the fullest extent permitted by laws governing cooperative associations, as the same exists or may hereafter be amended, a director of this Association shall not be personally liable to the Association or its members for monetary damages for breach of fiduciary duty as a director.

#### **ARTICLE V.**

These Articles of Incorporation may be altered, amended, or repealed by the affirmative vote of not less than two-thirds (2/3) of the members, present in person or represented by mail vote, at any annual or special meeting; provided, however, that the Articles of Incorporation of this Association shall not be altered, amended, or repealed at any meeting of the members unless notice of such proposed alteration, amendment, or repeal shall have been contained in the notice of each meeting.

# BYLAWS CONNEXUS ENERGY

## ARTICLE I. Members

**Section 1. Qualifications.** Any person or entity shall become a member of this Association by purchasing electric energy furnished by this Association. Upon the approval of the Board of Directors, any person or entity may become a member of this Association by agreeing to purchase other products or services from the Association. The members shall comply with the Articles of Incorporation, these Bylaws, and such rules and regulations as may be adopted by the Board of Directors.

## ARTICLE II. Meetings of Members

**Section 1. Annual Meeting.** The annual meeting of the members shall be held during the month of March or April of each year at such hour and place as is designated by resolution of the Board of Directors adopted prior to the issuance of the required notice of the annual meeting, for the purpose of electing directors, passing upon reports covering the previous fiscal year, and transacting such other business as may come before the meeting.

**Section 2. Notice of Annual Meeting.** Notice of the annual meeting shall be given by the Secretary by publication in a legal newspaper published in Anoka County, Minnesota, at least two (2) weeks previous to the date of such meeting or by mailing written notice thereof to each and every member personally at the member's last known post office address not less than fifteen (15) days previous to the date of such meeting.

**Section 3. Special Meeting.** Special meetings of the members may be called by a majority vote of the directors or upon a written petition signed by at least twenty percent (20%) of the members, and it shall thereupon be the duty of the Board Chair of this Association to cause notice of such meeting to be given by the Secretary.

**Section 4. Notice of Special Meetings.** Notice of the time, place, and purpose of a special meeting shall be given either by publication at least two (2) weeks previous to the date of such meeting, or by mailing written notice thereof to each and every member personally at the member's last known post office address not less than fifteen (15) days previous to the date of such meeting. Such notice shall be issued within ten (10) days from and after the date of the petition mentioned in the next preceding Section 3, and such special meeting shall be held within thirty (30) days from and after date of the presentation of such petition.

**Section 5. Failure to Receive Notice.** The failure of any member to receive any such 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 annual or special meeting.

**Section 6. Quorum.** Fifty (50) members, present in person, shall constitute a quorum for the transaction of business at all meetings of the members. In determining a quorum at a meeting on a question submitted to a vote by mail, members present in person or represented by mail vote shall be counted.

**Section 7. Establishment of a Quorum.** The attendance of a sufficient number of members to constitute a quorum at any meeting of the members shall be established and verified by the Chair and Secretary of this Association. Such registration shall be reported in the minutes of such meeting. No action at any meeting of the members shall be valid and legal unless a quorum is present at the meeting at which such action may be taken.

**Section 8. Voting.** Each member shall be entitled to only one (1) vote in the affairs of this Association which shall be in person, or by mail as hereinafter provided in Section 9 of this Article II. No member shall be entitled to vote by proxy; except that the spouse of the member may vote on behalf of the member unless the member has indicated otherwise. At all meetings of the members, all questions shall be decided by a vote of a majority of the members, present in person or represented by mail vote except as otherwise provided by law or the Articles of Incorporation or Bylaws of this Cooperative.

A member shall also be entitled to vote by electronic means as provided by law, but subject to implementation as authorized by the Board of Directors.

**Section 9. Voting by Mail on Motions, Resolutions, and Amendments.** Any member who is absent from a members' meeting shall be entitled to vote by mail upon any motion, resolution, or amendment to be acted upon at the meeting. The Secretary shall mail to each member with the notice of the meeting a ballot which shall be in the form prescribed by the Board of Directors and shall contain the exact text of the proposed motion, resolution, or amendment to be acted upon at the meeting and spaces opposite the text of such motion, resolution, or amendment in which the member may indicate an affirmative or negative vote.

The member shall express a choice by marking an "X" in the appropriate space upon the ballot and mail or deliver the ballot to the Cooperative in a plain, sealed envelope inside another bearing the member's name. A properly executed ballot shall be accepted by the

Board of Directors and counted at the meeting as the vote of the absent member at the meeting.

A member shall also be entitled to vote by electronic means as provided by law, but subject to implementation as authorized by the Board of Directors.

**Section 10. Voting List.** The Secretary of this Association shall make at least fifteen (15) days before each meeting of the members, a complete list, arranged in alphabetical order, of the members entitled to vote at such a meeting and their addresses. Such list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting.

**Section 11. Order of Business.** The order of business at the annual meeting of the members shall be determined by the Board of Directors.

### ARTICLE III.

**Section 1. General Powers.** The business and affairs of this Association shall be managed by the Board of Directors.

#### **Section 2. Number and Qualifications.**

- (a) **Number.** The number of directors of this Association shall be established by the Board of Directors, and at all times there will be at least seven (7) directors. The Board of Directors will also establish any districts from which such directors will be elected.

Representation on the Board of Directors shall be apportioned equally among the districts in proportion to the number of members residing in each district. The number of members in any one (1) district may not vary by more than ten percent (10%) from the average number of members for the districts. At least once every ten (10) years, the Board of Directors shall conduct a survey to determine whether the number of members in a district has changed. If the number of members in a district has changed by fifteen percent (15%) or more, the districts shall be changed so that representation on the Board of Directors continues to be apportioned equally throughout the districts in proportion to the membership.

- (b) **Qualifications.** No person shall be eligible to become or remain a director of the Cooperative who:
- (1) is not a member of the Cooperative, receiving service at the member's primary residence in the district from which the director is elected;
  - (2) has been finally adjudged to be guilty of a felony or gross misdemeanor prior to or during service on the Board of Directors;

- (3) within five (5) years preceding a director candidate's nomination was an employee of the Cooperative;
  - (4) is or becomes, or at any time during the five (5) years preceding a director candidate's nomination shall have been, employed by a labor union which represents, or has represented, or has endeavored to represent any employees of the Cooperative;
  - (5) is a grandparent, parent, spouse, co-habitant, child, sibling, or grandchild of an employee of the Cooperative;
  - (6) is a person that is a grandparent, parent, spouse, co-habitant, child, sibling, or grandchild of an incumbent director that is not up for re-election at that time;
  - (7) is in any way employed by or substantially financially interested in an enterprise competing with the Cooperative or any Cooperative-affiliated business;
  - (8) is or becomes the full-time employee or agent of, or who is or becomes the full-time employer or principal of, another director;
  - (9) is absent without cause from three (3) or more regular meetings of the Board of Directors during any twelve (12) month period;
  - (10) is in any way employed by or substantially financially interested in any Cooperative-affiliated business;
  - (11) is currently a federal or state elected official; or
  - (12) is currently involved in litigation with the Cooperative or has been involved in litigation with the Cooperative within five (5) years preceding a director candidate's nomination.
- (c) **Exceptions.** In regard to the restrictive provisions of this Section that are based upon close relative relationships, no incumbent director shall lose eligibility to remain a director or to be re-elected a director if, during a director's incumbency, a director becomes a first kindred relative of another incumbent director or of a Cooperative employee because of a marriage or an adoption to which the director was not a party.
- (d) **Disqualification.** After the Board of Directors determines that a director or a nominee for director lacks eligibility under the provisions of this Section or as may be provided elsewhere in these Bylaws, it shall be the duty of the Board to promptly make a disqualification. After the Board of Directors determines that any person being considered for, or already holding, a directorship lacks eligibility under this Section, it shall be the



duty of the Board to withhold such position from such person or to cause a director to be removed therefrom, as the case may be.

- (e) **Actions of the Board of Directors.** Nothing contained in this Section shall, or shall be construed to, affect in any manner whatsoever the validity of any action taken at any meeting of the Board, unless such action is taken with respect to a matter in which one (1) or more of the directors have a personal interest in conflict with that of the Cooperative.

### **Section 3. Election and Tenure.**

(a) **Election.** At each annual meeting, an election shall be held from the districts where the terms of directors have expired. Except as provided in subparagraph (b), the nominee in each district receiving the greatest number of votes shall be elected. In the case of a tie vote, the tie shall be decided by a flip of a coin.

(b) **Tenure.** The term of office for a director shall be three (3) years, except District 2 at the 2013 annual meeting, the nominee receiving the greatest number of votes shall be elected to a four (4) year term, and the nominee receiving the next greatest number of votes shall be elected to a three (3) year term.

**Section 4. Vacancies.** If the office of any director or directors becomes vacant, the remaining directors shall elect a successor or successors. A director elected to fill a vacancy shall hold office until the next annual meeting of the members or until a successor shall have been elected and qualified.

**Section 5. Compensation.** Directors shall receive reasonable compensation for service to the Cooperative as determined by resolution of the Board of Directors.

**Section 6. Rules and Regulations.** The Board of Directors shall have power to make and adopt such rules and regulations, not inconsistent with the Articles of Incorporation of this Association or these Bylaws or the laws of the State of Minnesota, as it may deem advisable for the management, administration, and regulation of the business and affairs of this Association.

**Section 7. Accounting System and Reports.** The Board of Directors shall cause to be established and maintained a complete accounting system which shall conform to Generally Accepted Accounting Principles. The Board of Directors shall arrange for a full and complete audit of the books, accounts, and financial condition of this Association as of the end of each fiscal year. Such audit reports shall be submitted to the members at the following annual meeting.

**Section 8. Nominations.** At least ninety (90) days before the date of the annual meeting, the Board of Directors shall appoint a selection committee of no less than four (4) and no more than eight (8) members. No member of the Board of Directors shall be a member of the selection committee. The actions of the selection committee shall be valid if at least four (4) members are present for its meetings. The selection committee shall use every reasonable effort to assure that there are one (1) or more candidates nominated to stand for election from each district for which a director is to be elected.

The selection committee shall prepare and post at the principal office of the Cooperative at least sixty (60) days before the meeting, a list of nominations for directors. Any two hundred (200) or more members may make other nominations in writing over their signatures not less than fifty (50) days prior to the meeting, and the Secretary shall post the same at the same place where the list of nominations made by the selection committee is posted. A ballot marked "Ballot for Directors" containing the names of all the nominees so posted, alphabetically arranged and stating the residence of each, shall be mailed with the notice of the meeting. The ballot used for electing directors at the annual meeting shall include and identify any nominations made by petition.

Notwithstanding anything in this Section contained, failure to comply with any of the provisions of this Section shall not affect in any manner whatsoever the validity of any election of directors.

**Section 9. Voting by Mail for Directors.** The members shall be entitled to vote by mail for directors as provided in this section. The Secretary shall mail to each member with the notice of the annual meeting, a ballot for directors in a form prescribed by the Board of Directors. A member who will be absent from the annual meeting may vote by mail for directors by marking the ballot for the candidate of the member's choice. The member shall return the ballot by mail to the Cooperative in a sealed plain envelope inside another envelope bearing the member's name. If the ballot of the member is received by the Cooperative on or before the date of the annual meeting, the ballot shall be accepted and counted as the vote of the absent member.

A member shall also be entitled to vote by electronic means as provided by law, but subject to implementation as authorized by the Board of Directors.

## **ARTICLE IV. Meetings of Directors**

**Section 1. Regular Meetings.** A regular meeting of the Board of Directors shall be held without notice other than this Bylaw, immediately after, and at the same place as, the annual meeting of the members. A regular meeting of the Board of Directors shall also be held at least once

per calendar quarter at such time and place as the Board may provide by resolution. Such regular meetings may be held without notice other than such resolution fixing the time and place thereof. Notice shall be given to members by posting on the Cooperative's website.

**Section 2. Special Meetings.** Special meetings of the Board of Directors may be called by the Chair or any three (3) directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place (which shall be in Anoka County, Minnesota) for the holding of any special meeting of the Board of Directors called by them.

**Section 3. Notice.** Notice of the time, place, and purpose of any special meeting shall be given at least two (2) days previous thereto, by written notice, delivered personally, facsimile mail, or electronic mail to each director. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver or notice of such meeting, except in a case a director 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. Notice shall be given to members by posting on the Cooperative's website.

**Section 4. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided, that if less than a majority of the directors shall be present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 5. Manner of Acting.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

## **ARTICLE V. Officers**

**Section 1. Number.** The officers of the Association shall be Chair, Vice Chair, Secretary, Treasurer, and President-Chief Executive Officer. The offices of Secretary and Treasurer may, by resolution of the Board of Directors, be combined and, when so combined, the person filling such office shall be termed "Secretary-Treasurer." If the offices of Secretary and Treasurer are combined, the Board of Directors may elect an "Assistant Secretary-Treasurer." The Board of Directors may elect such additional officers as it deems appropriate.

**Section 2. Election and Term of Office.** Except for the President-Chief Executive Officer, the officers of this Association shall be elected, by ballot, annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall

be held as soon thereafter as conveniently may be. Each officer shall hold office for the term of one (1) year and until a successor shall have been duly elected and shall have qualified.

**Section 3. Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of this Association would be served thereby.

**Section 4. Vacancies.** A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. Chair.** The Chair:

- (a) shall preside at all meetings of the members and of the Board of Directors;
- (b) may sign, with the Secretary, or any other proper officer of this Association, authorized by the Board of Directors so to do, any deeds, mortgages, bonds, contracts, or other instruments authorized by the Board of Directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of this Association, or shall be required by law to be otherwise signed or executed; and
- (c) in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6. Vice Chair.** In the absence of the Chair, or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair and shall perform such other duties as from time to time may be assigned to the Chair by the Board of Directors.

**Section 7. Secretary.** The Secretary shall:

- (a) keep the minutes of the members' and the Board of Director's meetings in one (1) or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with these Bylaws or as required by law;
- (c) be custodian of the corporate records;
- (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and

- (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board of Directors.

Upon the request of the Secretary, the Board of Directors shall authorize the Secretary to delegate any or all of the duties to responsible employees of the Cooperative.

**Section 8. Treasurer.** The Treasurer shall:

- (a) have charge and custody of and be responsible for all funds and securities of this Association;
- (b) receive and give receipts for monies due and payable to this Association from any source whatsoever, and deposit all such monies in the name of this Association in such banks as the Association selects; and
- (c) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

Upon the request of the Treasurer, the Board of Directors shall authorize the Treasurer to delegate any or all of the duties to responsible employees of the Cooperative.

**Section 9. President-Chief Executive Officer.** The President-Chief Executive Officer:

- (a) shall be the chief executive officer and have general charge and management of the business of the Association, subject to the control of the Board of Directors;
- (b) shall sign all certificates, deeds, mortgages, contracts, and other instruments as authorized by the Board of Directors;
- (c) shall make reports to the Board of Directors and members of the Association; and
- (d) shall perform such other duties as may be prescribed by the Board of Directors.

**Section 10. Bonds of Officers.** The Board of Directors shall require the Treasurer and any other office of this Association, charged with responsibility for the custody of any of its funds or property, to give a surety or sureties, and containing such terms and conditions as it shall determine.

**Section 11. Reports.** The officers of this Association shall submit at each annual meeting of the members, reports covering the business of this Association for the previous fiscal year and showing the condition of this Association at the close of such fiscal year.

## **ARTICLE VI. Earnings – Distribution**

**Section 1. Interest or Dividends on Capital Prohibited.** The Cooperative shall at all times be operated on a cooperative non-profit basis for mutual benefit of its patrons. No interest or dividends shall be paid or payable by the Cooperative on any capital furnished by its patrons.

**Section 2. Patronage Capital in Connection with Furnishing Electric Energy.** In the furnishing of electric energy, the Cooperative's operations shall be so conducted that all patrons, members and non-members alike, will through their patronage furnish capital for the Cooperative. In order to induce patronage and to assure that the Cooperative will operate on a non-profit basis, the Cooperative is obligated to account on a patronage basis to all its patrons, members and non-members alike, for all amounts received and receivable from the furnishing of electric energy of various classes, in excess of operating costs and expenses properly chargeable against the furnishing of such electric energy. All such amounts in excess of operating costs and expenses at the moment of receipt by the Cooperative are received with the understanding that they are furnished by the patrons, members and non-members alike, as capital. The Cooperative is obligated to pay by credits to a capital account for each patron all such amounts in excess of operating costs and expenses. The books and records of the Cooperative shall be set up and kept in such a manner that at the end of each fiscal year the amount of the capital, if any, so furnished by each patron, is clearly reflected and credited in an appropriate record of the capital account of each patron. All such amounts credited to the capital account of any patron shall have the same status as though they had been paid to the patron in cash in pursuance of a legal obligation to do so, and the patron had then furnished the Cooperative corresponding amounts for capital.

In the event of dissolution or liquidation of the Cooperative, after all outstanding indebtedness of the Cooperative shall have been paid, outstanding capital credits shall be retired without priority on a pro-rata basis before any payments are made on account of property rights of patrons. If, at any time prior to dissolution or liquidation, the Board of Directors shall determine that the financial condition of the Cooperative will not be impaired thereby, the capital then credited to patron's accounts may be retired in full or in part. The Board of Directors shall determine the method, basis, priority, and order of retirement, if any, for all amounts furnished as capital.

Capital credited to the account of each patron shall be assignable as the Board of Directors, acting under policies of general application, shall determine otherwise.

The patrons of the Cooperative, by dealing with the Cooperative, acknowledge that the terms and provisions of the Articles of Incorporation and Bylaws shall constitute and be a contract between the Cooperative and each patron, and both the Cooperative and the patrons are bound by such contract, as fully as though each patron had individually signed a separate instrument containing such terms and provisions. The provisions of this article of the Bylaws shall be called to the attention of each patron of the Cooperative by posting in a conspicuous place in the Cooperative's office.

The Cooperative shall be entitled to apply a reasonable service charge against the capital credits of a patron who has not claimed them beginning two (2) years after the capital credits are declared payable. The amount of such service charge shall be determined periodically by the Board of Directors and shall be based on the current cost of handling the capital credit account of the patron.

**Section 3. Patronage Refunds in Connection with Furnishing Other Services.** All other amounts received by the Cooperative from its operations in excess of costs and expenses, together with any capital credits allocated to the Cooperative by other Cooperatives of which this Cooperative is a member shall, insofar as permitted by law, be

- (a) used to offset any losses incurred during the current or any prior fiscal year; and
- (b) to the extent not needed for that purpose, allocated to its patrons on a patronage basis and any amount so allocated shall be included as a part of the capital credited to the accounts of patrons, as herein provided.

#### **ARTICLE VII. Sale of Property**

The Board of Directors may sell the property of the Cooperative upon such terms and conditions as it deems appropriate and in the best interests of the Cooperative. No sale of more than twenty-five percent (25%) of the property of the Cooperative shall be effective, however, unless authorized at a regular or special meeting by the affirmative vote of two-thirds (2/3) of the total number of members of the Cooperative.

#### **ARTICLE VIII. Amendments**

These Bylaws may be altered, amended, or repealed by the affirmative vote of not less than two-thirds (2/3) of the members voting at any annual or special meeting; provided however, that the Bylaws of this Association shall not be altered, amended, or repealed at any meeting of the members unless notice of such proposed alteration, amendment, or repeal shall have been contained in the notice of each meeting.