

**ARTICLES OF INCORPORATION
for COOPERATIVE NETWORK
a 308A COOPERATIVE**

Article I - Name and Registered Office

Section 1. Name. The name of this cooperative shall be the Cooperative Network and its existence shall be perpetual.

Section 2. Registered Office. The registered office of this cooperative shall be located at 145 University Avenue West, Suite 450, St. Paul, Minnesota 55103. The principal place of business of this cooperative shall be 1 South Pinckney Street, Suite 810, Madison, Wisconsin 53703. The financial and membership records of the Cooperative Network shall be kept at the principal place of business.

Article II - Purposes

The purposes of this Cooperative Network shall be to: 1) improve, foster, and promote the better understanding of the principles and practices of cooperatives; 2) to do all things necessary for the advancement of cooperatives; 3) to promote the interests of the members of cooperatives; and 4) to foster and promote further growth and strengthening of cooperatives.

Article III - Nature of Organization

The cooperative shall be a non-stock, non-profit membership cooperative association, and no dividend or pecuniary gain shall be paid to any member.

Article IV - Membership

Any cooperative corporation, unincorporated cooperative association, mutual insurance company, credit association, credit union, rural electric cooperative, or other corporation operated on a cooperative basis, doing business in Wisconsin, Minnesota, or another state as determined by the membership shall be eligible for voting membership. This provision includes a not-for-profit business operating on a cooperative basis. Membership may be granted following: 1) written application for membership and payment of annual dues as specified in the bylaws; and 2) being accepted into membership by the board of directors. Various types of membership, with and without voting privileges, may be designated by the bylaws.

Article V - Voting Rights

The bylaws shall establish voting rights based in whole or in part on the amount of business transacted between the member cooperative and the Cooperative Network.

Article VI - Dues

The schedule of dues and the manner of payment shall be as prescribed in the bylaws.

Article VII - Board of Directors and Principal Officers

Section 1. Board of Directors. The business and affairs of the cooperative shall be governed by a board of directors who shall be elected and hold office as provided in the bylaws. The number of directors shall not be less than five (5) and the method of election shall be designated in the bylaws.

Section 2. Principal Officers

The principal officers of this cooperative shall be chairman, vice chairman, secretary and treasurer who shall be elected annually by the directors. The offices of chairman and vice chairman shall be equivalent to president and vice president of the board respectively. The officers shall perform such duties as may from time to time be imposed by the board of directors and as prescribed in the bylaws.

Section 3. First Board of Directors

Each director shall serve a one year term until their successors have been elected by the members at the next annual meeting. The names of the first board of directors are:

Alan Albers	S8628 County Road PF Plain, WI 53577
William Averbeck	N8150 Townline Rd Fond du Lac, WI 54937-8849
Robert Bass	E6391 Bass Rd Reedsburg, WI 53959-9124
Neil Christy	555 Wabasha St N Suite 200 St. Paul, MN 55102-1367
Diane Cole	PO Box 69 Baraboo, WI 53913
Terri Dallas	PO Box 469 100 MBC Dr Shawano, WI 54166
Robert Dinkel	PO Box 215 219 Main St Marathon, WI 54448-0215
Jim Drogue, Treasurer	N25W23131 Paul Rd Pewaukee, WI 53072
Curt Eischens, Vice Chairman	2153 330th St N Minneota, MN 56264-1880
Cheri Gibeaut	W5621 County Road O Endeavor, WI 53930-9539
Jerry Graham	4998 County Highway K Chippewa Falls, WI 54729
James Hathaway	PO Box 220 Menomonie, WI 54751-0220
David Hischke, Ex. Committee	13674 County Road M Suring, WI 54174
John Holloway	15404 Burlington Road Union Grove, WI 53182
Dennis Hunwardsen	PO Box 228 Jackson, MN 56143-0228
Ron Johnsrud	20990 Apple Ridge Ln Gays Mills, WI 54631
James Kinzie	13880 Wittwer Rd Drummond, WI 54832
David Kyle	W2888 Loveland Rd Elkhorn, WI 53121
Max Michaelson	W11504 Spalding Rd Black River Falls, WI 54615-5615
Rodney Olson	PO Box 20 103 N Main St Westby, WI 54667-0020
Lynn Peterson	1323 US Highway 8 Barron, WI 54812-9145
Todd Rosvold	PO Box 79 428 3rd Ave Pulaski, WI 54162
Greg Sacia	N8870 County Road TT Holmen, WI 54636
Sam Skemp, Chairman	222 E Puerner St Jefferson, WI 53549
Harvey Stower	515 S Keller Amery, WI 54001
Gary Tomter	PO Box 64089 St. Paul, MN 55164-0089
Bob Topel, Secretary	N656 Philip Ln Waterloo, WI 53594
Scott Warwick	802 21 1/2 Ave Cumberland, WI 54829
Gary Weber	PO Box 64101 St. Paul, MN 55164-01

Article VIII– Indemnification

Section 1. Limiting Personal Liability. This cooperative shall, to the fullest extent provided by law, indemnify each director, officer, or manager/CEO against expenses, including attorney fees, judgements, fines, and amounts paid in settlements actually and reasonably incurred unless there was:

- (1) a breach of the director’s duty of loyalty to the cooperative or its members;
- (2) an act or omission that was not in good faith or involved intentional misconduct or a knowing violation of law;
- (3) a transaction from which the director derived an improper personal benefit; or
- (4) an act or omission occurring before the date when the provision in the articles eliminating or limiting liability becomes effective.

Section 2. Insurance. This cooperative shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or manager/CEO in any capacity.

Article IX - Dissolution and Liquidation

Upon liquidation, any assets remaining after payment of all debts shall be distributed to voting members on pro rata basis according to the total amount of dues paid by each during the previous five-year period. However, no member shall receive more than the amount of dues so paid by it, and any excess over the total thereof shall be turned over to the Federated Youth Foundation and MAC Education Foundation as determined by the Board of Directors.

Article X - Amendment of Articles

The Cooperative Network may amend these articles in the manner prescribed by Statute at the time of amendment.

Article XI – Incorporators

We, the undersigned incorporators certify that we are authorized to execute these articles and we further certify that we understand that by signing these articles, we are subject to the penalties of perjury as set forth in Section 609.48 as if we had signed these articles under oath.

Sam Skemp, Chairman 222 E Puerner St Jefferson, WI 53549
Curt Eischens, Vice Chair 2153 330th St N Minneota, MN 56264
Bob Topel, Secretary N656 Philip Ln Waterloo, WI 53594
Jim Drogue, Treasurer N25W23131 Paul Rd Pewaukee, WI 53072
David Hischke, Ex.Com. 13674 County Road M Suring, WI 54174

BYLAWS OF THE COOPERATIVE NETWORK A 308A COOPERATIVE

Bylaw 1 - Name

1.01 The name of this cooperative shall be the Cooperative

Network. **Bylaw 2 - Registered Office and Principal Place**

of Business

2.01 The registered office of this cooperative shall be located at 145 University Avenue West, Suite 450, St. Paul, Minnesota 55103.

2.02 The principal place of business of the cooperative shall be located at 1 South Pinckney Street, Suite 810, Madison, Wisconsin 53703. The financial and membership records shall be kept at the principal place of business.

Bylaw 3 - Purposes

3.01 The purposes of this Cooperative Network shall be to: 1) improve, foster and promote the better understanding of the principles and practices of cooperatives; 2) to do all things necessary for the advancement of cooperatives; 3) to promote the interests of member cooperatives; and 4) to foster and promote further growth and strengthening of cooperatives.

Bylaw 4 - Membership

4.01 Any cooperative corporation (except general farm organizations), any unincorporated cooperative association, mutual insurance company, credit association, credit union, rural electric cooperative, or other corporation operated on a cooperative basis, doing business in Wisconsin, Minnesota, or another state as approved by the board of directors shall be eligible for voting membership. This provision includes a not-for-profit business operating on a cooperative basis. Membership may be granted following: 1) written application for membership; and 2) being accepted into membership by the board of directors.

4.02 Voting members. Any association, corporation, or organization which is eligible for membership in this Cooperative Network in accordance with the Articles of Incorporation may become a member with full voting rights on acceptance by the board of directors and by paying dues in accordance with the schedule attached hereto. A membership may be granted to introduce the programs of the Cooperative Network to cooperative organizations eligible for a voting membership at a reduced rate of membership dues for no more than one (1) year.

4.03 Associate members.

- (a) General farm organizations, agricultural improvement associations, consumer federations, development firms, law firms, accounting and other professional services firms, nonprofit associations other than association of cooperatives, government

agencies, other similar associations, individuals or businesses interested in promoting the interests and objectives of the Cooperative Network that make voluntary contributions or pay on the associate member schedule to the Cooperative Network shall be classified as "associate" members upon acceptance by the board of directors and payment of dues, privileged to attend meetings but without voting rights.

Bylaw 5 - Voting

5.01 Each voting member shall have at least one voting delegate. Each voting member shall have additional voting delegates in accordance with the amount of dues paid to the Cooperative Network as approved by the Board of Directors.

5.02 No member shall have more than ten voting delegates.

5.03 Each voting delegate shall cast only his/her own vote. A delegate vote at a member's meeting must be in person or by mail or electronic means if authorized by the board.

5.04 At least thirty (30) days prior to the annual meeting of the Cooperative Network, the Cooperative Network secretary shall notify each voting member organization as to the number of authorized voting delegates to which it is entitled. Each voting member shall certify to the Cooperative Network in such manner as it may prescribe, the names and addresses of its authorized voting delegates and alternates.

Bylaw 6- Meetings

6.01 Notice. The Secretary of the Cooperative Network shall give notice of regular meetings of members by mailing the member's meeting notice to each member at least 15 days before the date of the meeting.

6.02 Annual meeting. The annual meeting of the Cooperative Network shall be held within one hundred twenty (120) days after the close of the fiscal year at such time and place as determined by the board of directors.

6.03 Business and Fiscal Reports. The officers of the cooperative must submit reports to the members at the annual meeting of members covering the business of the cooperatives for the previous fiscal year that show the conditions of the cooperative at the close of the fiscal year.

6.04 Special Meetings. Special meetings of members' may be called by: (1) a majority vote of the board; or (2) the written petition of at least 20 percent of the members submitted to the Chairman of the Board of Directors. The chairman shall give notice of the special members' meeting within ten days from and after the date of presentation of a members' petition, and the special members' meeting must be held by 30 days after the date of the presentation of the member's petition. The special members' meeting notice shall state the time, place, and purpose of the special members' meeting.

6.05 Certification of Mailed Meeting Notice. After mailing special or regular members' meeting notices, the secretary shall execute a certificate containing: (1) a correct copy of the mailed or published notice; (2) the date of mailing or publishing the notice; and (3) a statement that the special or regular members' meeting notices were mailed or published as

prescribed by section 308A.611, subdivision 5, or 308A.615, subdivision 2. The certificate shall be made a part of the record of the meeting.

6.06 Quorum. The number or percentage of duly appointed and authorized delegates necessary to constitute a quorum at any meeting of the Cooperative Network shall be the number or percentage required by Chapter 308A of the Minnesota Statutes. However, a lesser number may adjourn from time to time upon giving notice to the absent members of the time and place of the recessed meeting.

Bylaw 7 - Board of Directors

7.01 Number. The board of directors shall consist of up to twenty-seven (27) persons that are representatives of members as prescribed herein. Four (4) shall be designated as directors at large, and up to twenty-three (23) shall be designated as sector directors.

7.02 Eligibility.

- (a) To be eligible for a director at large, a nominee shall be a member nominated or appointed by any member cooperative.
- (b) To be eligible as a sector director, a nominee shall be a member or employee nominated or appointed by a sector member.
- (c) Nominations shall be provided no less than 14 days prior to the annual meeting and to be verified by a Nominations Committee, appointed by the Board Chair.

7.03 Election.

- (a) The directors at large shall be nominated two (2) from the Wisconsin membership and two (2) from the Minnesota membership with each voting member entitled to cast one vote in this election. Nominees shall be elected by the delegates at the annual meeting. The directors at large shall be elected directly by eligible delegates.
- (b) The sector directors shall be elected directly by eligible delegates from their respective caucus area named herein at the annual meeting on the following basis:
 - 1) Local Supply, of which one shall represent Wisconsin local supply cooperatives and one shall represent Minnesota local supply cooperatives;
 - 2) two shall represent Regional Supply cooperatives;
 - 3) Dairy, of which one shall represent Wisconsin dairy cooperatives and one shall represent Minnesota dairy cooperatives;
 - 4) one shall represent Testing and Breeding cooperatives;
 - 5) one shall represent Minnesota Electric Distribution cooperatives;
 - 6) one shall represent Electric Generation and Transmission cooperatives;
 - 7) one shall represent the Wisconsin Electric Distribution cooperatives;
 - 8) one shall represent Farm Credit cooperatives;
 - 9) Credit Union, of which two shall represent Wisconsin credit unions and one shall represent Minnesota credit unions;
 - 10) one shall represent Mutual Insurance companies;
 - 11) one shall represent Health Care cooperatives;
 - 12) one shall represent Housing cooperatives;
 - 13) one shall represent Telecommunication cooperatives; and
 - 14) one shall represent Service Cooperatives.

- (c) One director may be appointed by the Cooperative Network board of directors to represent an underserved area.

7.04 Term-Vacancies. All directors shall serve for three-year terms and may be eligible to serve for four consecutive three-year terms. If a board member ceases to be eligible, resigns, or is unable to fulfill his responsibilities, the board of directors may appoint a replacement to serve until the next annual or special meeting of the Cooperative Network.

7.05 Absence. Failure of a director to attend three consecutive meetings of the board of directors, except for cause and as excused by board action, will automatically terminate his term of office. The directorship shall be declared vacant and filled as provided.

7.06 Meetings. The directors shall hold their first meeting within sixty (60) days after the annual meeting. The directors shall hold regular meetings at least twice per year at such time and place as the board shall fix. The chairman may call an additional meeting at any time and shall do so upon demand of a majority of the directors.

7.07 Notice. Notice need not be given of the annual meeting of the directors if it is held immediately after the annual meeting of members. Notice of all other directors meetings shall be given to each director; or a meeting may be held on written waiver of notice signed by all the directors.

7.08 Quorum. A majority of the directors shall constitute a quorum at a board meeting, but a lesser number may recess to another time upon giving notice to the absent members of the time and place of the recessed meeting.

7.09 Per Diem and Travel Expense. The Finance Committee shall, on a biennial basis, recommend to the annual meeting delegates the rate for per diem reimbursement of members of the board of directors. No per diem reimbursement shall be made to directors for participation in annual meetings. Mileage will be reimbursed at a rate consistent with economic conditions determined by the board of directors.

7.10 Employees. The directors may employ a manager/chief executive and shall determine his duties, title and compensation.

7.11 Bonds. Every officer, manager and employee to whom they or other property of the cooperative are entrusted, or who is empowered to disburse or authorize the disbursement of its funds, or is charged with making or keeping its records, to furnish at Cooperative Network expense, bond in such amount as the directors shall determine.

7.12 Insurance. The directors shall provide for the adequate insurance of the property of the Cooperative Network and property in its possession, and not otherwise adequately insured, and for adequate insurance covering liability to employees and the public.

7.13 Informal Action Without Meeting. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the board of directors or executive committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or executive committee entitled to vote on such action. Such consent shall have the same force and effect as an unanimous vote at a meeting.

7.14 Committees. The board of directors may designate committees which are subject to the control and direction of the board.

Bylaw 8 - Officers

8.01 Election.

- (a) The directors, at their annual meeting, shall elect from their number a chairman and vice chairman. They shall also elect a secretary and a treasurer and such other officers as may be necessary, who may or may not be a director. Non-director officers shall have no voting rights.
- (b) Method of Election. Directors shall elect officers by ballot. Each director shall be given a nominating ballot on which each director may write the name of one nominee for the officer being elected. If no nominee has a clear majority on the informal ballot, the chairman may declare the two high as candidates.
- (c) All officers may be re-elected to as many terms of office as the directors approve.
- (d) Officer Vacancy. The directors shall elect any eligible person as an officer to the unexpired term for which there is a vacancy.

8.02 Executive Committee.

- (a) The Executive Committee shall consist of the elected officers and one other director, but the committee shall not exceed five (5) directors, elected by the board of directors.
- (b) A copy of the minutes of each Executive Committee meeting shall be placed on file and be available to all directors.

8.03 Duties of Officers.

- (a) The principal duties of the chairman shall be to preside at all meetings of the Board of Directors and Executive Committee, and all the regular and special meetings of the members, and have supervision of the affairs of the Cooperative Network.
- (b) The vice chairman, in the absence or disability of the chairman, shall be vested with all powers of the chairman and shall be required to perform all his duties.
- (c) The principal duties of the secretary shall be to keep a record of the proceedings of the board of directors and the proceedings of the members of the Cooperative Network at their regular and special meetings; also, to safely and systematically keep all books, papers, records, documents and correspondence belonging to the Cooperative Network, or in any way pertaining to the business thereof.
- (d) The principal duties of the treasurer shall be to keep and account for all money, credits and property of any and every nature of the Cooperative Network which shall come into his hands and keep an accurate account of all money received and

disbursed and proper vouchers for money disbursed, and to render such accounts, statements and inventories of money received and disbursed, of money and property on hand and generally of all matters pertaining to this office as shall be required by the board of directors.

8.04 Check Signing. All checks, notes, bills of exchange and other instruments calling for the payment of money which shall be issued by the Cooperative Network, shall be signed by such officers and/or personnel as the board of directors may from time to time designate.

Bylaw 9 - Related Entities

To carry out its purposes, the Cooperative Network may create, acquire, be a partner in or otherwise participate in other organizations, including but not limited to corporations, partnerships, joint ventures and unincorporated associations. Each entity related to the Cooperative Network or in which the Cooperative Network participates will have a structure appropriate to its purposes. The board of directors will be responsible in each case for specifying the structure and for designating the relationship between the Cooperative Network and each such entity and for how directors if any, shall be elected or appointed.

Bylaw 10 - Capital Structure

10.01 Dues-Members. Each voting member shall certify annually, as may be requested, on forms provided by the Cooperative Network, the volume of business transacted by it within Wisconsin/Minnesota and/or the number of members within Wisconsin/Minnesota as required. Additional states may be added by the board for membership purposes. Membership dues shall be computed in accordance with the attached schedule and shall be payable in advance on an annual, semi-annual, or quarterly basis, as may be agreed upon. A voting member shall pay membership dues as recommended by the board of directors and approved by the membership. The board of directors may however, establish a policy to allow for reduction or waiver of full dues in case of financial hardship of a member cooperative.

10.02 Dues-Associate Members. No membership fees, including those for associate members, shall be less than the amount determined by the board of directors. No eligible cooperative organization may carry a membership in the Cooperative Network, other than a full voting membership, for more than one year.

10.03 The board of directors may establish special assessments to finance special activities and programs of the Cooperative Network.

10.04 All fees levied and collected shall be income to the Cooperative Network.

10.05 Adequate reserves for depreciation and obsolescence shall be established and maintained.

10.06 Any unexpended income after payment of all costs and expenses, together with reasonable reserves, may be retained by the Cooperative Network as unallocated surplus.

10.07 None of the unexpended income shall be distributed to or inure to the benefit of members or patrons.

10.08 The board shall each year make its recommendation to the regular annual meeting of the Cooperative Network for changes, if any, in the dues schedule. Upon receipt of the board's recommendations, the delegates at the regular annual meeting of the Cooperative Network shall establish the schedule of dues for the fiscal year.

Bylaw 11 - Fiscal Year, Books and Accounting

11.01 The fiscal year of the Cooperative Network shall be the twelve month period ending August 31.

11.02 The accounts of the Cooperative Network shall be audited annually by a competent accountant selected by the board of directors whose duty it shall be to audit all accounts and report the findings prior to the regular annual meeting of the Cooperative Network.

11.03 Officers and employees shall make regular and annual reports to the board; also, shall report to the annual meeting on matters entrusted to them.

Bylaw 12 - Amendment of Bylaws

12.01 Bylaws of this cooperative may be adopted or amended at any regular or special meeting if:

- (1) the notice of the meeting contains a summary statement of the proposed bylaw or amendment;
- (2) a quorum is registered as being present;
- (3) the bylaws or amendment is approved by a majority of votes cast.

Bylaw 13 - Gender Clause

Where the masculine gender appears in the context of these bylaws, it shall be construed to also mean the feminine gender wherever applicable.

ADOPTED: November 12, 2008, November 18, 2014, November 15, 2016, November 15, 2017