



# Nobles Cooperative Electric

Your Touchstone Energy® Cooperative 

March 2019

Dear Nobles Cooperative Electric (NCE) Members:

Your board of directors is recommending the membership adopt the amended bylaws of the cooperative. The revisions which you are being asked to approve are the result of a process that included detailed reviews by the board, management and our attorney.

The membership will be asked to vote to approve or disapprove these amendments, along with voting for director and nominating committee members at the annual meeting on April 11. The meeting will be held at the Murray County Central High School Auditorium in Slayton, Minnesota, starting at 7 p.m.

Please take time to review this important information to be considered at the meeting.

On behalf of NCE's Board,



Ronald J. Schwartz  
President



Adam Tromblay  
General Manager

## Nobles Cooperative Electric

Annual Meeting

April 11, 2019

**SAMPLE  
Ballot**

Should the bylaws of this cooperative be amended as published and recommended by the board of directors?

Yes \_\_\_\_\_ No \_\_\_\_\_

## Absentee Ballots

Absentee ballots for voting on the bylaw changes, director elections for Districts Three and Five, and nominating committee elections for Districts One and Two are available for any member unable to attend the annual meeting. Call the office (507-372-7331, 507-836-6107, or 800-776-0517) or e-mail NCE (nce@noblesce.com) and three absentee ballots, instructions, and a return envelope will be mailed to you. Your absentee ballots must be received by Wednesday, April 10 at 4 p.m.

*(These amendments are new)*

## **Bylaws of Nobles Cooperative Electric**

### **ARTICLE I Members**

Section 12. **Arbitration.** Any and all disputes, claims or controversies (“disputes”) arising from or related in any way to the Cooperative’s providing of electricity or other services, or in its furnishing of any goods, or in the conduct of its operations, other than disputes or claims relating to the payment for electrical energy and/or other services provided by the Cooperative, that are not resolved by agreement of the parties, shall, at the request of either party, be resolved by binding arbitration. If the arbitration involves a sum in excess of \$100,000.00, there shall be three (3) arbitrators, one (1) picked by each party and a third selected by the two (2) arbitrators selected by the parties. In the event the dispute involves less than \$100,000.00, there shall be

one (1) arbitrator. If the parties cannot agree on an arbitrator, the determination shall be made by the Minnesota District Court in Nobles County, Minnesota. The arbitration shall take place in Nobles County, Minnesota, or at any other place as agreed by the parties, under and pursuant to The Uniform Arbitration Act in Minnesota Statutes, Chapter 572B, or any successor provisions. The determination of any dispute in arbitration shall be governed by the laws of the State of Minnesota, including, but not limited to, the Frye-Mack Standard, and not the Daubert Standard, with respect to experts testimony. The cost of the arbitrators and filing fees shall be shared equally by the parties.

All disputes between the parties must be arbitrated individually, and not through a Class Action.

Based on the membership enacting this binding arbitration provision as a means of dispute resolution, each member of the Cooperative,

by virtue of membership, agrees to arbitrate any and all disputes according to the Bylaws, and the regulations, procedures, and policies established from time to time by the Board of Directors, and further agrees to abide by and perform any awards made hereunder. This agreement to arbitrate disputes shall survive any withdraw from or termination of a member’s membership in the Cooperative.

### **ARTICLE III Board of Directors**

Section 10. **Limitations on Former Director Becoming Employed by the Cooperative.** No director shall be eligible to be employed by the Cooperative, either on a part-time or a full-time basis, or as an independent contractor, consultant, or in any other such similar contractual arrangement until at least three (3) years have expired since the last date said person was a director of the Cooperative.

## **Nobles Cooperative Electric Notice of Annual Meeting for Members**

The annual meeting for Nobles Cooperative Electric members will be held at the Murray County Central High School Auditorium in Slayton, Minnesota, on Thursday, April 11, 2019, at 7 p.m. to take action on the following matters:

1. The reports of officers, directors, and committees.
2. The election of two directors and two nominating committee members of the cooperative.
3. To consider and vote upon the bylaw changes, which heretofore have been recommended to the members by the unanimous vote of the board of directors.

4. All other business which may come before the meeting, or any adjournment or adjournments thereof.

Absentee ballots for director and nominating committee elections, along with the bylaw changes are available upon request.

David D. Clarke, Secretary  
Dated: February 22, 2019