

**REVISED BYLAWS
HIGH WEST ENERGY, INCORPORATED
2018**

The purpose of HIGH WEST ENERGY, INCORPORATED, hereinafter called the COOPERATIVE, is to make electric energy available to its members at the lowest cost consistent with sound economy and good management.

ARTICLE I - MEMBERS

Section 1. Qualifications and Obligations.

Any person, firm, corporation or body politic may become a member of the Cooperative by:

(a) Making application for membership as hereinafter specified.

(b) Agreeing to purchase from the Cooperative electric energy as hereinafter specified, or otherwise agreeing to use the services furnished by the Cooperative on a continuing basis when such services shall be available, and;

(c) Agreeing to comply with and be bound by the articles of incorporation of the Cooperative, these bylaws and any amendments thereto, the membership application and such rules and regulations as may from time to time be adopted by the board of directors, all of which shall constitute the "governing documents" and are binding agreements between the member and the Cooperative. No person, firm, corporation or body politic may own more than one (1) membership in the Cooperative.

Two people may jointly become a member and their application for a joint membership may be accepted in accordance with the foregoing provisions of this section provided they comply jointly with the provisions of the above subdivisions (a), (b) and (c) and agree in writing that the Cooperative may rely upon the action of one individual of the joint membership as binding upon both for all matters pertaining to the business of the Cooperative and the member's purchase and use of electric energy.

As required by the Cooperative for a cooperative purpose, each member shall: (1) provide the Cooperative safe and reliable access to or use of the member's property; and (2) pursuant to the terms and conditions specified by the Cooperative, and without compensation from the Cooperative, grant or convey in writing to the cooperative an easement, right-of-way, license, or other right or interest in member property in a form required by the Cooperative. A "cooperative purpose" is defined as: (1) purchasing, installing, constructing, inspecting, monitoring, operating, repairing, maintaining, removing, relocating, upgrading, or replacing the Cooperative's equipment or member equipment connected to the Cooperative's equipment; (2) providing a Cooperative service to the member or one or more other members; (3) providing electric energy to a person or one or

more other persons; or (4) safely, reliably, and efficiently operating the Cooperative or providing a Cooperative service.

Section 2. Purchase of Electric Energy.

Each member shall, as soon as electric energy shall be available, purchase from the Cooperative electric energy used on the premises specified in their application for membership, and shall pay monthly for such electric energy at rates which shall from time to time be fixed by the board of directors. Production or use of electric energy on such premises, regardless of the source thereof, by means of facilities which shall be interconnected with Cooperative facilities, shall be subject to appropriate regulations as shall be fixed from time to time by the Cooperative. The board of directors may limit the amount of electric energy which the Cooperative shall be required to furnish to any one member. It is expressly understood that amounts paid for electric energy in excess of the cost of service are furnished by members as capital so furnished as provided in these bylaws. Each member shall pay to the Cooperative a minimum amount per month regardless of the amount of electric energy consumed, as shall be fixed by the board of directors from time to time. Each member shall also pay all amounts owed by the member to the Cooperative as and when the same shall become due and payable.

Section 3. Non-liability for Debts of the Cooperative.

The private property of the members of the Cooperative shall be exempt from execution for debts of the Cooperative and no member shall be individually liable or responsible for any debts or liabilities of the Cooperative.

Section 4. Expulsion, Termination or Suspension of Members.

The board of directors of the Cooperative may by the affirmative vote of not less than two-thirds (2/3) of the members thereof, expel, terminate, or suspend any member who shall have violated or refused to comply with any of the governing documents. Expulsion, termination, or suspension can only take place by a procedure that is fair and reasonable. Such procedure shall include fifteen (15) days prior written notice of expulsion, termination, or suspension and the reasons therefor and an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, termination, or suspension by a person or persons authorized to decide that the proposed expulsion, termination, or suspension not take place. A procedure deviating from the aforementioned notice requirements may also be fair and reasonable if it fairly and reasonably takes into account all the relevant facts and circumstances. To the extent membership expulsions, termination, or suspension will result in a loss of electric energy service to a member, the Cooperative must comply with all relevant Public Service Commission regulations and procedures related thereto.

Any member so expelled, terminated, or suspended may be reinstated as a member by a vote of the members at any annual or special meeting of the members or by two-thirds (2/3) vote of the board of directors. The action of the members or the board of directors with respect to any such reinstatement shall be final.

Section 5. Withdrawal of Membership.

Any member may withdraw from membership at any time. However, withdrawal does not relieve the member from any obligations the member may have to the corporation which predate the withdrawal, including for payment for electric energy used by the member.

Section 6. Transfer and Termination of Membership.

(a) Membership in the Cooperative and a certificate representing the same shall not be transferable, except as hereinafter otherwise provided, and upon the death, cessation of existence, expulsion or withdrawal of a member the membership of such member shall thereupon terminate, and the certificate of membership of such member shall be surrendered forthwith to the Cooperative. Termination of membership in any manner shall not release the member from the debts or liabilities of such member to the Cooperative.

(b) A membership may be transferred by a member to his or her self and a partner, as the case may be, jointly upon the written request of such member and compliance by each partner with the provisions of subdivisions (b) and (c) of Section 1 of this article. Such transfer shall be made and recorded on the books of the Cooperative and such joint membership noted on the original certificate representing the membership so transferred.

(c) When a membership is held jointly, upon the death of either individual, such membership shall be deemed to be held solely by the survivor with the same effect as though such membership had been originally issued solely to him/her, as the case may be, and the joint membership certificate may be surrendered by the survivor and upon the recording of such death on the books of the Cooperative the certificate may be reissued to and in the name of such survivor; provided, however, that the estate of the deceased shall not be released from any membership debts or liabilities to the Cooperative.

Section 7. Removal of Directors and Officers.

The members may remove one (1) or more directors elected by them without cause. A director may only be removed if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors. Such removal must occur at a meeting called for that purpose, with notice of the meeting so stating. An officer may be removed by the board of directors at any time with or without cause. No director or officer shall be personally or financially liable in the event of removal except for malfeasance in office.

ARTICLE II - MEETINGS OF MEMBERS

Section 1. Annual Meeting.

The annual meeting of the members shall be held each calendar year at such time and place as shall be designated in the notice of the 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. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon

thereafter as possible. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Cooperative.

Section 2. Special Meetings.

Special meetings of the members may be called by at least three (3) directors or upon a written request signed by at least ten percent (10%) of all the members, and it shall thereupon be the duty of the secretary to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held at any place within the County.

Section 3. Notice of Member Meetings.

Public notice of time and place of the holding of each annual election and meeting shall be published not less than ten (10) days previous thereto in the newspaper printed nearest to the place where the principal office of the Cooperative is located. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days, nor more than twenty (20) days before the date of the meeting, either personally or by mail, by or at the direction of the secretary, or by the persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at their address as it appears on the records of the Cooperative, with postage thereon prepaid. The notice for special meetings shall be the same as that required for annual meetings, except that no public notice need be given. The failure of any member to receive 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 meeting.

Section 4. Quorum.

As long as the total number of members shall exceed ten percent (10%) of all members of the cooperative utility present in person or by proxy or one hundred (100) members present in person, whichever is fewer, shall constitute a quorum for the transaction of business at all meetings of the members. If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting from time to time without further notice.

Section 5. Voting.

Each member shall be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members. At all meetings of the members at which a quorum is present, all questions shall be decided by a vote of a majority of the members voting, whether present at the meeting, or represented by mail vote, except as otherwise provided by law, the articles of incorporation of the Cooperative or these bylaws. A joint membership shall be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members and the Cooperative is specifically authorized to accept the vote of either individual as the vote of the joint membership.

The board of directors shall by appropriate action taken, provide that the board of directors shall be elected for staggered terms of office of one, two or three years, and that

the area or areas within which the members reside shall be divided into districts and that the directors shall be elected by or according to such districts.

The board of directors in the first year when staggered terms of office are established shall determine the manner in which such terms are established in the districts within the Cooperative of Laramie, in the State of Wyoming, specified in the notice of special meeting.

Except as provided in Article III, Section 3, when there is a single nominee, the election of directors shall be by ballot on which each member shall vote the name of such person as is to be elected from the member's district and in balloting for directors each member shall only have the right to cast one (1) vote, from the list of nominees, for the director of their choice from their district. The candidate from each district receiving the highest number of votes, for the term of years for which the director in said district is nominated, shall be elected for the term specified in Section 2 of Article III of these bylaws.

Section 6. Mail Voting

Any member who is absent from any such meeting may vote by mail. Each vote must be clearly marked on the ballot, and the ballot must be signed by the member and placed in a sealed envelope bearing the member's name and addressed to the secretary of the cooperative. When such ballot so enclosed is received by United States mail from any absent member, it shall be accepted and counted as a vote for directors by ballot of such absent member at such meeting. Such mail ballots shall be counted toward the quorum requirements as set forth in Section 4 of Article II of these Bylaws with respect to the action taken on the Election of Directors and/or Bylaws. The provisions of this section shall not be mandatory in the case of recall of one or more directors as provided in Section 7 of Article I of the Bylaws.

Section 7. Order of Business.

The order of business at the annual meeting of the members, and so far as possible at all other meetings of the members, shall be essentially as follows:

(a) Report on the number of members present in person in order to determine the existence of a quorum.

(b) Reading of the notice of the meeting and proof of due publication thereof, or the waiver or waivers of notice of the meeting, as the case may be.

(c) Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon unless waived by members present.

(d) Presentation and consideration of, and acting upon, reports of officers, directors, manager and committees.

(e) Election of directors.

(f) Unfinished business.

(g) New business.

(h) Adjournments.

ARTICLE III - DIRECTORS

Section 1. General Powers

The business and affairs of the Cooperative shall be managed by a board of seven (7) directors which shall exercise all of the powers of the Cooperative except such as are by law, by regulatory agencies and commissions, or by the articles of incorporation of the Cooperative or by these bylaws conferred upon or reserved to the members.

Section 2. Qualifications and Tenure.

The persons named as directors in the articles of incorporation of the Cooperative shall compose the board of directors until the next annual meeting or until their successors shall have been elected and shall have qualified. At each annual meeting of the members beginning with the year 1980, directors shall be elected by ballot, by members of their district, to serve for the term for which they were elected or until their successor shall be elected, and shall have qualified, subject to the provisions of these bylaws with respect to the removal of directors. No member shall be eligible to become or remain a director or to hold any position of trust in the Cooperative whose bona fide and primary residence has not been in the area served by the Cooperative and the district from which they are elected for at least the previous 180 days, or who is in any way employed by or financially interested in a competing enterprise to any of the Cooperative's majority-owned businesses or a business selling electric energy or supplies to the Cooperative, or a business primarily engaged in selling electrical or plumbing appliances, fixtures or supplies that are financed through the Cooperative to the members of the Cooperative. Moreover, a director must have capacity to enter into legally binding contracts. Additionally, no member is qualified to become a director or to remain a director if, during the five years immediately preceding the date for election of the director or the term of service as director, that individual has been convicted of a felony. Nor shall any director have a material financial interest with any person or entity where such interest could compromise the director's independent judgment and fiduciary duties on behalf of the Cooperative. Finally, no individual employed by the Cooperative shall be eligible or qualified to become a director until five years after the individual's last date of employment with the Cooperative. When a membership is held jointly, either one, but not both, may be elected as a director; provided, however, that neither one shall be eligible to become or remain a director or to hold a position of trust in the Cooperative unless both shall meet the qualifications hereinabove set forth. Nothing in this section contained shall, or shall be construed to, affect in any manner whatsoever the validity of any action taken at any meeting of the board of directors.

Section 3. Nominations.

It shall be the duty of the board of directors to appoint, not less than sixty (60) days nor more than one hundred twenty (120) days before the date of a meeting of the members at which directors are to be elected, a committee on nominations consisting of not less than five (5) nor more than eleven (11) members, who shall be selected so as to insure equitable representation on the committee to the district areas served or to be served by the Cooperative. No officer or member of the board of directors shall be appointed a member of

such committee. The committee shall prepare and cause to be posted at the principal office of the Cooperative at least forty (40) days before the meeting a list of nominees for director from each district. The secretary shall cause to be mailed at the expense of the Cooperative with the notice of the meeting a statement of the number of directors to be elected, if any. The members may, at any meeting at which a director or directors shall be removed, as hereinbefore provided, elect a successor or successors thereto without compliance with the foregoing provisions with respect to nominations. 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. Moreover, if there is no more than one nominee for any one district, there shall be no ballot mailed and no vote taken on the nominee for that district, and he or she shall be deemed elected by acclamation.

Section 4. Vacancies.

Subject to the provisions of these bylaws with respect to the removal of directors, vacancies occurring in the board of directors shall be filled by a majority vote of the remaining directors, and directors thus elected shall serve until the next meeting of the members or until their successors shall have been elected and shall have qualified.

Section 5. Compensation.

The board of directors may fix the compensation of directors as allowed by law. If authorized by the board, board members may also be reimbursed for expenses actually and necessarily incurred in carrying out such Cooperative business or granted a reasonable per diem allowance by the board in lieu of detailed accounting for some of these expenses. No board member shall receive compensation for serving the Cooperative in any other capacity, nor shall any close relative of a board member receive compensation for serving the Cooperative, unless the payment and amount of compensation shall be specifically authorized by a vote of the members or the service by the board member or their close relative shall have been certified by the board as an emergency measure.

Section 6. Rules and Regulations.

The board of directors shall have the power to make and adopt such rules and regulations, not inconsistent with law, the articles of incorporation of the Cooperative, the rules or regulations of any agency or commission, or these bylaws, as it may deem advisable for the management, administration and regulation of the business and affairs of the Cooperative. The board shall also have authority to secure such types of insurance coverage for the Cooperative and its present and retired employees, directors and officers it shall deem necessary.

Section 7. Accounting System and Reports.

The board of directors shall cause to be established and maintained a complete accounting system, which among other things, and subject to applicable laws and rules and regulations of any regulatory body, shall conform to such accounting system as may from time to time be designated by the Administrator of the Rural Development Utilities Program of the United States of America, or of the Cooperative's primary lienholder if not the Rural Development Utilities Program or its successor."

The board 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 each fiscal year. A report of such audit shall be submitted to the members at the next annual meeting.

Section 8. Change in Rates.

Written notice shall be given to the Administrator of the Rural Development Utilities Program of the United States of America, or to the Cooperative's primary lienholder if not the Rural Development Utilities Program or its successor, of any approved change in the rates charged by the Cooperative for electric energy.

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 the annual meeting of the members. A regular meeting of the board of directors shall also be held monthly at such time and place in Laramie County, Wyoming, as the board of directors may provide by resolution. Such regular monthly 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 directors may be called by the president or any three (3) directors. The secretary shall cause oral or written notice of special meetings of the board of directors. Said notice shall fix the time and place which shall be in Laramie County, Wyoming, or in any district served by the Cooperative, 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 of the board of directors shall be given at least five (5) days previous thereto, by written notice, or two (2) days if delivered personally or by telephone, to each director at their last known address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except in 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.

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 is present, 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 Cooperative shall be a president, vice president, secretary and treasurer. The offices of secretary and treasurer may be held by the same person.

Section 2. Election and Terms of Office.

The officers shall be elected by oral or written ballot, annually, by and from 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 possible. Each officer shall hold office until the first meeting of the board of directors following the next succeeding annual meeting of the members or until their successor shall have been duly elected and shall have qualified, subject to the provisions of these bylaws with respect to the removal of officers.

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 the Cooperative will be served thereby.

Section 4. Vacancies.

Except as otherwise provided in these bylaws, a vacancy in any office may be filled by the board of directors for the remaining portion of the term.

Section 5. President.

The president of the Cooperative:

(a) Shall be the principal executive officer of the Cooperative and shall preside at all meetings of the members and the board of directors;

(b) Shall sign, with the secretary, certificates of membership, the issue of which shall have been authorized by resolution of the board of directors, and may sign any deeds, mortgages, deeds of trust, notes, 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 the Cooperative, 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 president and such other duties as may be prescribed by the board of directors from time to time.

Section 6. Vice President.

In the absence of the president or in the event of their inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president and shall perform such other duties as from time to time may be assigned to them by the board of directors.

Section 7. Secretary.

The secretary shall perform or have authority to delegate the following duties:

(a) Keep the minutes of meetings of the members and the board of directors in one or more books provided for that purpose;

(b) See that all notices are duly given in accordance with these bylaws and as required by law;

(c) Be custodian of the corporate records and of the seal of the Cooperative which is affixed to all certificates of membership prior to the issue thereof and to all documents, the execution of which on behalf of the Cooperative under its seal is duly authorized in accordance with the provisions of these bylaws;

(d) Keep a register of the post office address of each member which shall be furnished to the secretary by such member;

(e) Sign with the president certificates of membership, the issue of which shall have been authorized by resolution of the board of directors;

(f) Have general charge of the books of the cooperative in which a record of the numbers is kept;

(g) Keep on file at all times a complete copy of the bylaws of the Cooperative containing all amendments thereto, which copy shall always be open to the inspection of any member, and at the expense of the Cooperative forward a copy of the bylaws and of all amendments thereto to each member; and,

(h) In general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to them by the board of directors.

Section 8. Treasurer.

The treasurer shall perform or have authority to delegate the following duties:

(a) Have charge and custody of and be responsible for all funds and securities of the Cooperative;

(b) Receive and give receipts for monies due and payable to the Cooperative from any source whatsoever, and deposit all such monies in the name of the Cooperative in such bank or banks as shall be selected in accordance with the provisions of these bylaws; 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 them by the board of directors.

Section 9. Manager.

The board of directors may appoint a manager who may be, but who shall not be required to be, a member of the Cooperative. The manager shall perform such duties as the board of directors may from time to time require of them and shall have such authority as the board of directors may from time to time vest in them.

Section 10. Bonds of Officers.

The treasurer and any other officer or agent of the Cooperative charged with responsibility for the custody of any of its funds or property shall be bonded in such sum and with such surety as the board shall determine. The board in its discretion may also require any other officer, agent or employee of the Cooperative to be bonded in such amount and with such surety as it shall determine. Premiums for such bonds shall be paid by the Cooperative.

Section 11. Compensation.

The compensation of every officer, agent or employee shall be fixed by the board of directors.

Section 12. Reports.

The officers of the Cooperative shall cause to be submitted to each annual meeting of the members' reports covering the business of the Cooperative for the previous fiscal year and showing the condition of the Cooperative at the close of such fiscal year.

ARTICLE VI - CONTRACTS, CHECKS AND DEPOSITS

Section 1. Contracts.

Except as otherwise provided in these bylaws, the board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Cooperative, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, and all notes, bonds or other evidences of indebtedness issued in the name of the Cooperative shall be signed and countersigned by such officer or officers, agent or agents, employee or employees, of the Cooperative and in such manner as shall from time to time be determined by resolution and policy of the board of directors.

Section 3. Deposits.

All funds of the Cooperative received by any employee hereof shall be turned over to the treasurer as soon as conveniently may be and shall be handled by the treasurer in accordance with Article V, Section 8, of these bylaws.

ARTICLE VII - MEMBERSHIP CERTIFICATES

Section 1. Certificates of Membership.

Membership in the Cooperative shall be evidenced by a certificate of membership which shall be determined by the board of directors not contrary to, or inconsistent with, the articles of incorporation of the Cooperative or these bylaws. Such certificate shall be signed by the president and by the secretary of the Cooperative and the Cooperative seal shall be affixed thereto.

Section 2. Lost Certificates.

In the case of a lost, destroyed or mutilated certificate, a new certificate may be issued therefore upon such terms and such indemnity to the Cooperative as the board of directors may prescribe.

ARTICLE VIII - NON-PROFIT OPERATION

Section 1. Interest or Dividends on Capital Prohibited.

The Cooperative shall at all times be operated on a cooperative non-profit basis for the mutual benefit of its members. No interest or dividends shall be paid or payable by the Cooperative on any capital furnished by its members.

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 members will, through their patronage and to assure that the Cooperative is obligated to account on a patronage basis to all its members, for all amounts received and receivable from the furnishing of electric energy in excess of operating costs and expenses properly chargeable against the furnishing of electric energy. All such amounts in excess of operating costs and expenses at moment of receipt by the Cooperative are received with the understanding that they are furnished by the members as capital. The Cooperative is obligated to credit the capital account of each member 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 capital, if any, so furnished by each member is clearly reflected and credited in an appropriate record to the capital account of each member, and the Cooperative shall within a reasonable time after the close of the fiscal year notify each member of the amount of capital so credited to the account.

Operating costs and expenses properly chargeable against the furnishing of electric energy shall be defined as all normal operating costs, including, without limitation, depreciation, taxes, cash expenditures and similar charges, which are properly chargeable against operating revenue in accordance with accepted utility accounting principles, less

any item of revenue considered a recovery of expense, less any interest income derived from investments or loans to members, margins from the sale of goods and services as provided amounts received and receivable from the furnishing of electric energy as charges billed to members in accordance with applicable rate schedules for electric energy, which are considered as expense recoveries rather than revenues subject to inclusion in the basis for patronage capital credit allocation.

Any amount owed the Cooperative by any person, firm or corporation not paid at the time when a patronage capital credit refund shall otherwise become due, shall be paid from the refund, and only the amount of such refund in excess of the amount owed by the member shall be refunded to the member. If the capital credit retirement does not exceed such amount owed by the patron, no refund shall be made until the indebtedness has been cancelled by retirement of patronage capital applied against the indebtedness.

In making allocation of individual members' credits, such allocations shall be on a flat and equal percentage of total energy charges for all consumers, without discrimination, except urban members in towns where a franchise tax has been levied upon the revenue from members served in the town. Nothing provided herein shall prevent the Cooperative from determining the amount to be allocated on the basis of total energy charges by rate of revenue class as may be from time to time determined by the Board.

The Board shall determine the method, basis, priority, and order of retirement, if any, for all amounts furnished as capital. Notwithstanding any other provision of these Bylaws, the method, basis, priority and order of retirement of patronage capital, if any, chosen by the Board may include retiring amounts furnished as capital at a discount. In no event, however, shall patronage capital be retired if such retirements would violate any applicable law or regulation, or if such retirements would breach any provision of any mortgage or loan contract executed by the Cooperative upon the authority of the Board pursuant to the applicable provisions of these bylaws. No retirements of capital credits shall be made except in nominal amounts as provided below, unless:

Notwithstanding any other provisions of these bylaws, the board of directors may, in the exercise of its discretion, authorize refund of current patronage capital credits out of turn, if amounts are available from current revenues.

Capital credited to the account of each member shall be assignable only on the books of the Cooperative pursuant to written instruction from the assignor and only to successors in interest or successors in occupancy in all or part of such member's premises served by the Cooperative, unless the board of directors, acting under policies of general application, shall determine otherwise.

If the costs and expenses exceed the amounts received and receivable from and directly related to the furnishing of electric energy, hereinafter referred to as "loss", then the board of directors shall have the authority under accepted accounting practices and applicable tax law to prescribe the manner in which such loss shall be handled; provided, however, such method is consistent with the regulations of the Cooperative's primary lien

holder. Insofar as permitted by law, the Board is authorized to net margins or losses of any separate divisions of the Cooperative into one or more allocation units.

Any amount owed the Cooperative by any member not paid at the time when a capital credit retirement shall otherwise become due, shall be paid from the retirement, and only the amount of such retirement in excess of the amount owed by the member shall be refunded to the member. If the patronage capital credit retirement does not exceed such amount owed by the member, no refund shall be made until the indebtedness has been cancelled by retirement of patronage capital applied against the indebtedness.

Notwithstanding any other provision of these bylaws, the board of directors, at its discretion, shall have the power at any time upon the death of any member, if the legal representatives of their estate shall request in writing that the capital credited to any such member be retired prior to the time such capital would otherwise be retired under the provisions of these bylaws, to retire capital credited to any such member immediately upon such terms and conditions as the board of directors, acting under policies of general application, and the legal representatives of such member's estate shall agree upon; provided, however, that the financial condition of the Cooperative will not be impaired thereby.

Notwithstanding any other provisions of the bylaws or other provision of the membership certificate, if any member or former member fails to claim any cash retirement of capital credits or other payment from the Cooperative within two years after payment of the same has been available to them by notice or check mailed to them at their last address furnished by them to the Cooperative, such failure shall be and constitutes an irrevocable assignment and gift by such member of such capital credits or other payment to the Cooperative. Failure to claim any such payment within the meaning of this section shall include the failure by such member or former member to cash any check mailed to them by the Cooperative at the last address furnished by them to the Cooperative. The assignment and gift provided for under this section shall become effective only upon the expiration of two (2) years from the date when such payment was made available to such member or former member without claim therefore and only after the further expiration of sixty (60) days following the giving of a notice by mail and publication that unless such payment is claimed within said sixty (60) day period, such gift to the Cooperative shall become effective. The notice by mail herein provided for shall be one mailed by the Cooperative to such member or former member at the last known address by certified mail, return receipt requested, and the notice by publication shall be an insertion in the Cooperative's newsletter. The sixty (60) day period following the giving of such notice shall be deemed to terminate sixty (60) days following the last date of publication thereof. In addition, the Cooperative shall comply with all notice and other provisions of applicable state law relating to the redemption and/or payment of unclaimed capital credits or other payments from the Cooperative.

In the event that the Cooperative should engage in the business of furnishing utility type services other than electric energy, all amounts received and receivable in excess of

costs and expenses properly chargeable against the furnishing of such services may, insofar, as permitted by law, be prorated annually on a patronage basis and allocated to all members which are holding an active membership from the sales of electric energy. Such amounts may be allocated and retired following said procedures as listed in Article VIII, Section 2 hereof, and shall not be returnable to the members from whom such amounts were obtained as provided in this section.

All other amounts received by the Cooperative other than from the furnishing of electric energy and other utility type services shall, insofar as permitted by law, be (a) used to offset and losses incurred during the current or any prior fiscal year as may be determined in Article VIII, Section 2, (b) used to establish reserves and other capital not assignable to the members prior to the dissolution of the Cooperative, and (c) to the extent not needed for these purposes allocated to the members. Such amounts will be allocated and retired following said procedures as listed in Article VIII, Section 2 hereof.

Section 3. Property Rights of Members.

In the event of dissolution or liquidation of the Cooperative, after (a) all outstanding indebtedness of the Cooperative shall have been paid; and (b)) all capital furnished through patronage shall have been retired as provided in these bylaws, the remaining property and assets of the Cooperative shall be distributed among the members and former members (referred collectively in this Section 4 of Article VIII as “members”) in the proportion which the aggregate patronage of each bears to the total patronage of all members during that period, insofar as is consistent with law and practicable as determined by the Board of directors.

Section 4. Acknowledgement of Members.

The members 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 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. The provisions of these bylaws shall be called to the attention of each patron of the Cooperative by posting in a conspicuous place in the Cooperative's office.

ARTICLE IX - WAIVER OF NOTICE

Any member or director may waive, in writing, any notice of meetings required to be given by these bylaws.

ARTICLE X - DISPOSITION OF PROPERTY

The Cooperative may not sell, mortgage, lease or otherwise dispose of or encumber any of its property other than:

(a) Property which in the judgment of the board of directors neither is nor will be necessary or useful in operating and maintaining the Cooperative's system and facilities;

provided, however, that all sales of such property shall not, in any one (1) year, exceed in value ten percent (10%) of the value of all the property of the Cooperative:

(b) Services of all kinds, including electric energy, in the ordinary course of business; and,

(c) Personal property acquired for resale,

unless such sale, mortgage, lease, or other disposition of encumbrance is authorized at a meeting of the members by the affirmative vote of at least two-thirds (2/3) of the members voting thereon at such meeting in person, and the notice of such proposed sale, mortgage, lease or other disposition or encumbrance shall have been contained in the notice of the meeting; provided, however, that notwithstanding anything herein contained, the board of directors, without authorization by the members, shall have full power and authority to borrow money subject to the approval of the Public Service Commission of the States of Wyoming, Colorado and Nebraska and in connection with such borrowings to authorize the making and issuance of bonds, notes or other evidences of indebtedness and, to secure the payment thereof, to authorize the execution and delivery of a mortgage or mortgages, or a deed or deeds of trust upon, or the pledging or encumbering of any or all of the property, assets, rights, privileges, licenses, franchises and permits of the Cooperative, whether acquired or to be acquired, and wherever situated, all upon such terms and conditions as the board of directors shall determine.

ARTICLE XI - FISCAL YEAR

The fiscal year of the Cooperative shall begin on the first day of January of each year and end on the thirty-first (31st) day of December of the same year.

ARTICLE XII - MEMBERSHIP IN OTHER ORGANIZATIONS

The Cooperative shall not become a member of any other organization without an affirmative vote of the members at a meeting called as provided in these bylaws, and the notice of said meeting shall specify that action is to be taken upon such proposed membership as an item of business, "provided, however, that the board of directors may authorize" membership in any organization formed solely for the purpose of furthering the program and principles of rural electrification.

ARTICLE XIII - MEMBER

Any individual, partnership, corporation, trust, unincorporated association or joint venture, a government or any department or agency thereof, or any other entity. Reference to the use of the word "his" herein shall refer to the word "member" regardless of gender.

ARTICLE XIV - SEAL

The corporate seal of the Cooperative shall be in the form of a circle and shall have inscribed thereon the name of the Cooperative and the words "Corporate Seal, Wyoming."

ARTICLE XV – AMENDMENTS

These bylaws may be altered, amended or repealed by the members at any regular or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal.