

As a not-for-profit electric cooperative, Cooperative Light & Power (CLP) is governed by a series of documents, including the Articles of Incorporation and Bylaws, that were first established when the Cooperative was founded in 1936. These important documents provide a framework for governing and conducting business. As time passes, the energy industry changes, technology advances, and member needs and expectations expand. Therefore, it is important to periodically review and amend the Articles of Incorporation and the Bylaws to ensure they remain relevant and effective.

Over the past year, your CLP Board members, CLP staff, and CLP's attorney, along with member input, conducted a review of the Cooperative's Articles of Incorporation and Bylaws. After examining these documents line by line and comparing them to Cooperative business procedures, future needs, and industry advancements, they identified and proposed necessary changes. These proposed alterations were then reviewed and discussed with the full CLP Board of Directors.

While the current Board has approved the proposed amendments, they cannot be placed into effect without approval by a majority vote of the members who participate in the voting process. A copy of the proposed changes and your ballot were mailed to you at the beginning of March.

The CLP Board of Directors, representing your interests at the Cooperative, unanimously recommends the following amendments to the Articles of Incorporation and Bylaws. A summary and complete text of the proposed amendments to the Articles of Incorporation and Bylaws recommended by the Cooperative Light & Power Board of Directors can be found on our website at www.clpower.com.

Before you cast your vote, we want to ensure you feel informed about the Bylaw amendments. Although most of the proposed changes involve updates to language and grammar to make the Articles of Incorporation and Bylaws more understandable, the summaries in the footnotes of this document highlight the most significant amendments:

Removal of Outdated Language and Practices: Any language related to practices that have been discontinued over time by the Cooperative has been removed.

Update the Cooperative Name: The Cooperative Light and Power Association of Lake County should be updated to "Cooperative Light & Power." The Cooperative serves Members in Lake and parts of St. Louis Counties.

Annual Meeting: The new language would provide the directors with the option of having the meeting, whether in person, virtual, via teleconference, or through a different format.

Accounts for Modern Technology: Technology has drastically changed over time. Language related to how Board of Director meetings are held, member communication takes place, and/or member votes are cast has been updated to include the option of using electronic methods.

Voting: This would enable members to cast their votes electronically on changes to the Articles and Bylaws. It would also allow members to vote for Directors through mail and electronic methods.

Districts: Added The Board of Directors shall conduct a survey or analysis every 6 years to determine whether the number of Members in a district has materially changed.

Director Nomination Process: Proposed changes simplify the process for a member to run for a position on the Board by eliminating a complicated nomination process and replacing it with a more efficient petition process. Qualified members running for the board would simply submit a petition signed by at least 15 members who have voting rights in the nominee's district no less than 90 days before the election date using the form of petition prescribed by the Board of Directors.

Members can vote by mail or in person at the Annual Meeting on Saturday, April 12, 2025. To be eligible, mail-in votes must be received by Friday, April 11, 2025.

Please read through the footnotes of the document highlighting the changes. We are confident that these changes will result in more efficient operations at the Cooperative and better engagement of our members in the election process. We realize a great deal of information is presented here, so please don't hesitate to contact me during business hours at (218) 834-7903 or by email at jjanorschke@clpower.com if you have questions or comments regarding the proposed amendments.