

**BYLAWS  
OF  
MAGNOLIA ROAD INTERNET COOPERATIVE**

**Article I  
MEMBERS**

1. **ANNUAL MEMBER'S MEETING.** The annual members' meeting shall be held on the date and at the time and place fixed from time to time by the board of directors.

2. **SPECIAL MEMBER'S MEETING.** A special members meeting for any purpose or purposes, may be called by the board of directors. The Cooperative shall also hold a special members' meeting in the event it receives, in the manner specified in Article VI.3., one or more written demands for the meeting, stating the purpose or purposes for which it is to be held, signed and dated by the members representing not less than one-tenth of all of the votes entitled to be cast on any issue at the meeting. Special meetings shall be held at the principal office of the Cooperative or at such other place as the board of directors may determine.

3. **RECORD DATE FOR DETERMINATION OF MEMBERS.**

(a) In order to make a determination of members (1) entitled to notice of or to vote at any members' meeting or at any adjournment of a members' meeting, (2) entitled to demand a special members' meeting, (3) entitled to take any other action, (4) entitled to receive payment of a share dividend or a distribution, or (5) for any other purpose, the board of directors may fix a future date as the record date for such determination of members. The record date may be fixed not more than seventy days before the date of the proposed action.

(b) Unless otherwise specified when the record date is fixed, the time of day for determination of members shall be as of the Cooperative's close of business on the record date.

(c) A determination of members entitled to be given notice of or to vote at a members' meeting is effective for any adjournment of the meeting unless the board of directors fixes a new record date, which the board shall do if the meeting is adjourned to a date more than one hundred twenty days after the date fixed for the original meeting.

(d) If no record date is otherwise fixed, the record date for determining members entitled to be given notice of and to vote at an annual or special members' meeting is the day before the first notice is given to members.

