

BYLAWS OF
MOUNTAIN VIEW CO-OP

ARTICLE I
STOCKHOLDERS' MEETINGS

Section 1. Fiscal Year. The fiscal year of this cooperative shall begin on July 1 and end on June 30 of each year.

Section 2. Annual Meeting. The annual meeting of the stockholders of this cooperative shall be held within six (6) months after the end of the fiscal year, at such time and place as shall be determined by the Board of Directors.

Section 3. Special Meetings. Special meetings of the stockholders may be called by a majority vote of the directors of the cooperative or upon the written petition of at least twenty percent (20%) of the stockholders, in which case it shall be the duty of the president to cause notice to be given as below provided. Such notice shall state the time, place and purpose of the presentation of such petition, and such special meeting shall be held not less than seven (7) days nor more than thirty (30) days from and after the date of presentation of such petition.

Section 4. Notice. The Secretary shall give notice of each meeting by mailing the same to each and every stockholder personally at his/her last known post office address, as shown on the cooperative's records, not less than ten (10) nor more than thirty (30) days previous to the date of such meeting. Upon the mailing of any notice of a regular or special meeting of the stockholders of the cooperative as herein provided, the Secretary shall execute a certificate setting forth a correct copy of such notice and showing the date of the mailing thereof and that the same was mailed within the time and in the manner prescribed by law. Failure of any stockholder to receive any such notice shall not invalidate any action which may be taken by the stockholders at any such meeting.

Section 5. Quorum. A quorum necessary to the transaction of business at any annual or special meeting shall be ten per cent (10%) of the first 100 stockholders plus five per cent (5%) of any additional stockholders present in person.

Section 6. Votes. A stockholder shall not be entitled to more than one vote which shall be cast in person or by mail and not by proxy, except that the vote of a corporation or association that is a stockholder may be cast by a representative duly elected or appointed by the stockholders or directors thereof.

Section 7. Stockholders. Voting membership shall be limited to the holders of one fully paid up share of the common stock of the corporation.

Section 8. Order of Business. At each annual meeting, reports covering the business of the cooperative for the previous fiscal year shall be submitted to the stockholders by the officers. Directors shall be elected and other business may be transacted. The order of business shall be substantially as follows:

- (1) Roll call and registration.
- (2) Reading of minutes.
- (3) Reports of officers and committees.
- (4) Election of directors.
- (6) New business.
- (7) Adjournment.

ARTICLE II BOARD OF DIRECTORS

Section 1. General Powers. The government of this cooperative and the management of its affairs shall be vested in a board of directors.

Section 2. Qualifications, Number and Tenure. Only stockholders shall be directors. The number of the directors of the cooperative shall be determined by a majority vote of the then serving directors, provided, that the number of directors shall be not less than seven (7), nor more than eleven (11) directors. The directors shall be elected at the annual meeting of the stockholders and hold office for three (3) years. Annually, as many directors shall be elected to serve three (3) year terms as there are regular vacancies in the number of directors. All directors shall hold office until successors are elected and qualified. Vacancies in the board of directors may be filled by the board temporarily until the next annual meeting and the stockholders then shall elect a director to serve for the unexpired term.

The cooperative's trade area shall be divided into no more than eleven (11) districts from which at least one director shall be elected. The directors, while representing districts, shall be voted upon by the stockholders of the cooperative. The district boundaries may, from time to time, be altered by the Board of Directors to fairly reflect the trade area of the cooperative. The current district boundaries shall be available for stockholders' review at the cooperative corporate offices and upon request by any stockholder.

Section 3. Meetings. The board of directors shall meet each month at such time and place as the board may determine.

Section 4. Special Meetings. Special meetings of the board of directors may be called by the president or by a majority of the board members. Each member of the board shall be duly notified of such meeting.

Section 5. Quorum. A majority of the members of the board shall constitute a quorum and a majority vote of the members present shall decide all questions.

Section 6. Compensation. The directors shall receive no compensation for their services as such except as herein provided. The directors shall be reimbursed for their actual and reasonable travel expenses incurred while actually engaged in the business of the corporation, and they shall be paid a per diem for each day actually spent in attendance at meetings or on other business of the corporation authorized by the Board, at such rate as may be determined from time to time by the Board.

Section 7. Powers and Duties. The Board of Directors, subject only to restrictions of law, the Articles of Incorporation, and these By-Laws, shall exercise all of the powers of this corporation and perform all acts which said Board may deem in the best interests of this corporation and its patrons or the cooperative movement in general, including the power to authorize and approve the borrowing of money and the pledging and mortgaging of any or all of the assets of the corporation as security for the sums so borrowed.

ARTICLE III OFFICERS

Section 1. Officers. The officers of this cooperative shall be a president, a vice-president, and a secretary/treasurer.

Section 2. Election. The officers shall be elected by and from the board of directors at its reorganization meeting to be held immediately following the annual meeting of the stockholders without further notice.

Section 3. Terms of Office. Officers shall serve terms of one (1) year and until successors are elected and qualified.

Section 4. Vacancies. Vacancies in any office may be filled by the board of directors on notice at a regular or special meeting called for that purpose.

Section 5. Removal. Officers and directors may be removed from office by a vote of two-thirds (2/3) of the stockholders present at a general or special meeting held after previous notice of the time and place and intention to propose such removal. Meetings of the stockholders for this purpose may be called by the president, or by a majority of the directors, or by stockholders holding at least twenty percent (20%) of the votes. The cause for removal must be stated in writing and addressed to the secretary/treasurer who shall then give notice of the time, place and reasons for the meeting, and by whose order it is called. The stockholders may fill any vacancy caused by removal.

ARTICLE IV DUTIES OF OFFICERS

Section 1. President. The president will preside over all meetings of the cooperative and of the Board of Directors and will be exofficio member of all committees. He/She will sign with the secretary all necessary documents for the cooperative, as required. He/She shall perform such other duties as usually pertain to his/ her office.

Section 2. Vice-President. In the absence of or disability of the president, the vice-president shall perform his/ her duties.

Section 3. Secretary-Treasurer. The secretary-treasurer shall keep the corporate records of the company and the minutes of all meetings of the stockholders and of the Board of Directors. He/She shall serve all notices required by law. He/She shall sign with the president all necessary documents for the cooperative, as required. He/She will perform such other duties as may be required of him/her by law or by the Board of Directors.

Section 4. Bonds. Officers and employees having custody of or handling funds or property shall give bonds satisfactory to the Board of Directors.

Section 5. Corporate Seal. The corporate seal shall bear the full corporate name of the cooperative surrounding the words, 'Corporate Seal', an impression of which is made on the margin hereof.

ARTICLE V PERSONNEL

Section 1. Employees. The board of directors shall employ a Chief Executive Officer under reasonable terms and conditions of employment and may terminate as circumstances permit. The CEO shall be directly responsible to the board. The board shall generally review the business operations of this cooperative and in particular the actions of the CEO.

Section 2. Duties of Chief Executive Officer. The CEO shall perform such duties, as the board of directors requires or delegates, and shall comply with all applicable legal and contractual requirements.

Section 3. Reports. The CEO shall submit reports at such intervals as the board of directors may determine. The reports must be made in person or in writing, and shall cover all pertinent business transacted for the interval immediately following the last report.

ARTICLE VI ACCOUNTING

Section 1. Records. The accounting system of this cooperative shall include suitable records, which will disclose at all reasonable times, its financial condition and the business it has transacted.

Section 2. Auditing. The books of accounts shall be audited at least once each fiscal year by a competent accountant and a certified audit report shall be submitted to the stockholders at the annual meeting.

Section 3. Reports. The appropriate officers shall prepare and file the reports as required by state and federal laws.

ARTICLE VII CAPITAL STOCK AND PATRONAGE ACCOUNTS

Section 1. Stock. The amount of the authorized capital stock of this corporation shall be Fifty Thousand (50,000) shares. The capital stock shall be of undetermined classification; Common Stock and Preferred Stock A subject to classification into the proper shares at such time as will be deemed necessary. Statements of ownership will be provided to stockholders and patrons to inform them of their equity balances.

Section 2. Common Stock. The Common stock shall have a par value of One Hundred Dollars (\$100.00). Common stock of this cooperative, not to exceed one share per stockholder, shall be issued from patronage refunds earned. Each Common Stockholder shall be entitled to one (1) vote, which vote may be cast in person and not by proxy, except that any such stockholder who is absent from any meeting of the stockholders, but not otherwise may vote by mail as provided by law. No interest or dividends shall be paid on the Common stock of this cooperative.

Section 3. Stockholder Member Qualifications. A common stockholder is defined as an active agricultural producer who markets their products or purchases their supplies from the cooperative by doing not less than Fifteen Thousand Dollars (\$15,000.00) in business each year during the two previous fiscal years of the cooperative, and who has been qualified, accepted and approved by way of resolution of the Board of Directors. "Agricultural Producer" shall mean and include any person eighteen years of age or older as of June 30th of the previous fiscal year, association or legal entity actually engaged in the production of any one or more agricultural products. For purposes of determining business conducted with the cooperative during the two previous fiscal years, the cooperative shall include business done with the grain and agronomy divisions and feed department.

Section 4. Definition of a Non-Stockholder Member. A Non-Stockholder member is defined as an individual or a business entity that does business with the cooperative, but is not an agricultural producer (stockholder).

Section 5. Patronage Accounts and Preferred Stock A.

- (a) Patronage Accounts may be issued to any person, association or corporation, but such Patronage Account shall not have voting power nor right to participate in the management of the affairs of the cooperative. No dividends shall be paid on Patronage Accounts, but a “patronage dividend” as that term is defined in 26 U.S.C. 1388, also a “patronage refund” herein, may be paid in accordance with Article VIII of these Bylaws.
- (b) Dividends not to exceed six percent (6%) per annum may be paid on Preferred Stock A, if declared payable from earnings and the stock has been left in the cooperative for a minimum of three (3) years. Dividends shall not be cumulative. The dividend rate may be changed at the discretion of the board of directors.

Section 6. Transfer of Stock. Transfers of stock shall only be made upon written request by the stockholder or by power-of-attorney duly executed and acknowledged and filed with the secretary of the cooperative and with the approval of the Board of Directors. The transfer of stock shall only be made upon the stock records of the cooperative. No transfer of stock shall be made unless and until any and all indebtedness owing to the cooperative by the stockholders has been paid in full.

Section 7. Distribution of Net Savings. The total annual net savings of this cooperative shall be distributed annually to the extent and in the manner provided in the Bylaws.

Section 8. Retirement of Common Stock and Preferred Stock A. If at any time, the Board of Directors shall determine that the financial condition of the corporation will not be impaired thereby, the Common Stock and Preferred Stock A then credited to the patrons’ accounts may be retired in full or in part.

Any such retirement of Common Stock and Preferred Stock A shall be made in accordance with the stock retirement policy as determined by the Board of Directors in effect at that time.

Any patron with a charge account that has been written off as a bad debt shall have their Common Stock and Preferred Stock A and Patronage Account reduced by the amount of the bad debt.

Section 9. Loss of Right to Vote. If at any time a Common Stockholder ceases to be an active agricultural producer for two years, or ceases to patronize the cooperative for two years, the Board of Directors shall notify such stockholder that the right to vote no longer exists and shall exchange the Common stock for like amount in his/her Patronage Account.

Section 10. Distribution upon Dissolution. If the cooperative dissolves, its assets shall be used to discharge its liabilities. Any remainder, including reserves, shall be distributed to the stockholders and patrons according to their interests.

**ARTICLE VIII
PATRONS AND PATRONAGE DISTRIBUTIONS**

Section 1. Patrons. Each business transaction between this corporation and each patron shall be subject to, and shall include as a part of its terms, each provision of the Articles of Incorporation and By-Laws of this corporation, whether the same be expressly referred to in said transaction or not. Upon delivering or selling any agricultural products to this corporation or contracting to do so, and upon receiving or buying any supplies or equipment or machinery or services from this corporation or contracting to do so, each patron without then executing any writing or doing any other act thereby:

- (a) Shall be entitled to have distributed to him/her annually the corporation's receipts from the said transaction, subject to the deductions for expenses, limitations and reserve requirements more particularly described in this Article; and
- (b) shall authorize and direct this corporation, for and on the behalf of the patron and for his/her account, to deduct from his/her share of the annual savings and to transfer directly to the reserves specified in this Article and the amount hereinafter specified; and
- (c) shall authorize and direct this corporation for and on behalf of the patron and for his/her account, to deduct from his/her share of the annual savings and to disburse the sum hereinafter specified for the purpose of promoting and encouraging cooperative organization; and
- (d) shall apply for Common Stock in this corporation if he/she is an agricultural producer and is not then a common stockholder and has not previously applied for common stock. There shall be no discrimination between stockholder and non-stockholder patrons; provided that if a non-stockholder patron is eligible to be a common stockholder, he/she shall, by his/her patronage of this corporation, apply and subscribe for common stock as above provided, and when a share of common stock shall have been fully paid for, it shall then be issued to him/her; and
- (e) shall apply and subscribe for one share of the capital (common) stock if a producer, said stock subscription to become payable when said net amount becomes payable; and
- (f) shall authorize and direct this corporation, for and on behalf of the patron and for his/her account, to apply the said net amount of his/her net patronage distribution, over and above his/her stock subscription, if any, in the

discretion of the Board of Directors to the capital reserve fund of the corporation, and to issue an equity credit therefore; and

- (g) shall authorize and direct this corporation, for and on behalf of the patron and for his/her account, to apply the said amount of his/her net patronage distribution directly to the payment of said equity credit.

Section 2. Gross Receipts. “Gross Receipts” of the corporation shall be calculated upon an annual fiscal year basis and shall include both “Patronage Gross Receipts” and “Non-patronage Gross Receipts”.

- (a) Patronage Gross Receipts. “Patronage Gross Receipts” of the corporation shall be all proceeds from the sale of products marketed for patrons, all sums received for supplies, equipment, commodities, and other property procured for patrons, all sums received for services performed for patrons, and all sums received (including patronage dividends received by the corporation) which reduce costs and expenses incurred in connection with these activities.
 - (1) Patronage dividends and any other rebates or refunds received by the corporation, not attributable to its patrons, shall be applied to reduce the expenses of the corporation.
 - (2) All other patronage gross receipts shall be distributed by the corporation to its patrons, subject to the deductions therefrom and to the limitations thereto hereinafter provided.
- (b) Non-Patronage Gross Receipts. Gross receipts of this corporation from all sources other than those described in Section 2 (a) of these Bylaws shall constitute “Non-Patronage Gross Receipts”. They shall be subject to the deductions therefrom hereinafter provided, any net amount thereof shall be held or used for the purposes and in the manner hereinafter provided.

Section 3. Deductions from Gross Receipts. The corporation shall deduct from the gross receipts certain sums, allocating such deductions wherever possible to patronage or non-patronage functions and where allocation is not possible, prorating the deductions between patronage and non-patronage produce gross receipts. The deduction shall be as follows:

- (1) All necessary marketing expenses,
- (2) The actual cost of supplies, commodities, equipment, and other property procured for patrons,
- (3) The actual cost of services performed for producing patronage receipts,
- (4) Taxes,
- (5) All other necessary expenses,

- (6) Reasonable and necessary amounts as reserves for depreciation, for depletion, for obsolescence of physical property, for doubtful accounts, and for other valuation reserves, all established and computed in accordance with generally accepted accounting principles.

Section 4. Distribution of Annual Net Savings. The balance of “patronage gross receipts” remaining after the deductions specified in Section 3 of this Article have been applied shall be called “patronage savings”. The balance of “non-patronage gross receipts” remaining after the deductions specified in Section 3 of this Article have been applied shall be called “non-patronage savings”. Annual net savings shall be the sum of patronage savings and non-patronage savings.

- (a) Patronage savings shall be distributed to the patrons of the corporation as set forth in Section 7 below, except that patronage savings from the following sources shall not be paid to patrons and shall be paid into the General Reserve of the corporation.
 - (1) Patronage savings resulting from patronage during the corporation’s annual accounting period which would produce patronage distributions to any patron of less than a minimum amount as set by the Board of Directors. Patronage below this minimum shall not entitle patrons to patronage distributions.
 - (2) Patronage savings from patronage or business done for the United States or for any of its agencies.
 - (3) Patronage savings from patronage attributable to patrons who are unidentified, such as casual patrons and travelers from whom the corporation obtains insufficient information on which to allocate patronage.
 - (4) Patronage savings from patronage attributable to patrons who do not consent to take into account patronage distributions from the corporation in the manner provided in 26 U.S.C. Section 1388, and as set forth in these By-Laws.
- (b) Non-patronage savings shall be added to the Unallocated Reserve of the Corporation.

Section 5. Unallocated Reserve. The Board of Directors shall set aside annually an Unallocated Reserve which shall be accumulated from funds designated for it in Section 4 of the Article, and from net savings as the Board of Directors may direct. The amount so set aside shall not be allocated to the credit of the patrons of the corporation.

a) The Unallocated Reserve may be used to pay income taxes of the corporation, to cover losses incurred by the corporation, general operational expenses or for any capital expenditure.

Section 6. Allocated Reserves. In addition to the Unallocated Reserve set forth in Section 5 above, the Board of Directors may deduct from the annual patronage savings amounts necessary to establish reasonable reserves for any necessary purpose or as required by state law, including without limitation reserves for new or additional buildings, or for additional machinery or equipment, or for acquiring marketing facilities or services at terminal or other markets, or to pay any indebtedness incurred for such purposes. Each sum carried to any reserve in accordance with this section shall be credited to the respective patrons on a patronage basis and in proportion to their respective contributions to such reserve. Proper entries to that effect shall be made on the books and records of the corporation. Until disbursed or withdrawn by the patrons to whom credited, said sum shall be considered as the reserve to which the same was carried. Upon dissolution or liquidation of this corporation, each such credit not previously withdrawn shall be a direct obligation of this corporation, payable as provided herein.

Section 7. Net Patronage Distributions. The annual patronage savings remaining after the limitations set forth in Section 4 of this Article have been applied and in excess of additions to reserves as provided in Sections 4, 5, and 6 of this Article, shall be payable in cash at the close of each fiscal year as a net patronage distribution on the basis of patronage; provided, however, that pursuant to the authorization and direction of the patron as set forth in Section 1 of this Article, the net patronage distribution due each patron shall be applied directly upon his/her unpaid subscription to capital common stock and provided further that as to any amount in excess of that portion applied to payment for common stock such excess amount, in the discretion of the Board of Directors, may be held in the corporation's revolving fund and an equity credit issued to each patron for the amount so held.

ARTICLE IX AMENDMENTS

These bylaws may be amended, or new bylaws may be adopted, at the annual meeting or at any other meeting of the stockholders called for that purpose by a vote representing a majority of the stockholders voting thereon.

ARTICLE X INDEMNIFICATION AND LIABILITY

Section 1. Indemnification of Directors and Officers. Officers or Directors of this cooperative now or hereafter serving as such shall be indemnified by the cooperative against claims, liabilities, expenses, and costs necessarily incurred in connection with the defense, compromise, or settlement of any action, suit, or proceeding, civil or criminal, in which such persons are made a party by reason of being or having been such a director or

officer, except in matters as to which they shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of duty to the cooperative.

Section 2. Director Liability. No director of this cooperative shall be personally liable to the cooperative or its members for monetary damages for breach of fiduciary duty as a director, except for liability:

- (a) for a breach of the directors' duty of loyalty to this cooperative or its members;
- (b) for acts or omissions not in good faith or that involve intentional misconduct, recklessness, or a knowing violation of law;
- (c) for a transaction from which the director derived an improper personal benefit;
- (d) for an act or omission occurring prior to the date when the provisions of this Section 2 become effective. It is the intention of the members of this cooperative to eliminate or limit the personal liability of the directors of this cooperative to the greatest extent permitted under Montana law. After this Section 2 becomes effective, if amendments to the Montana Statutes are passed which authorize cooperative associations to act to further eliminate or limit the personal liability of directors, then the liability of the directors of this cooperative shall be eliminated or limited to the greatest extent permitted by the Montana Statutes, as so amended. Any repeal or modification of this Section 2 by the members of this cooperative shall not adversely affect any rights of or any protection available to a director of this cooperative, which is in existence at the time of such repeal or modification.

ARTICLE XI DUTIES OF MEMBERS

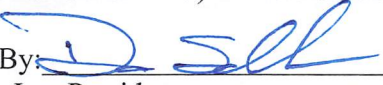
Section 1. It is recommended that Stockholder Members of this corporation market through this corporation their marketable agricultural products for which this corporation offers facilities, and patronize this corporation in purchasing supplies handled by it.

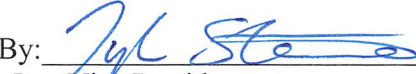
Section 2. It is the duty of all members of this corporation to advise the corporation of their names, proper addresses and other information required by the corporation. Whenever a member who is the owner of funds due from, or on deposit with the corporation, has been, or shall be and remain unknown for a period of five years, and such member(s) whereabouts remain unknown, and such member's property due from or on deposit with the corporation remains unclaimed, then in such event such property shall escheat to the corporation.

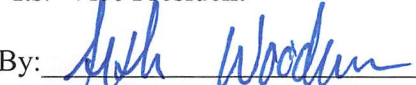
**ARTICLE XII
UNCLAIMED CAPITAL CREDITS**

Section 1. Notwithstanding any other provision of the By-Laws, if any member or former member fails to claim any cash retirement of capital credits or other payment from the cooperative within five (5) years after payment of the same has been made available to him/her by notice 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 of 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 five (5) years from the date when such payment was made available by check to 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/or 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 shall be one mailed by the cooperative to such member or former member at the last known address. If notice by publication is given, such publication shall be one insertion in a newspaper circulated in the service area of the cooperative, which may be the cooperative's newsletter.

THESE PAGES MAKE UP THE COMPLETE SET OF BYLAWS (ARTICLES I THROUGH XII) OF MOUNTAIN VIEW CO-OP.

By:  Date: 10/24/2023
Its: President

By:  Date: 10/24/2023
Its: Vice President

By:  Date: 10/24/2023
Its: Secretary