



## NOTICE OF ANNUAL MEETING OF THE FARMERS MUTUAL TELEPHONE COMPANY

Notice is hereby given that the Annual Meeting of the Members of Farmers Mutual Telephone Company will be held at the City Hall in Bellingham, Minnesota, on Tuesday, April 12, 2011, at 12:30 P.M., for the following purposes:

1. The reports of officers, directors and committees.
2. The election of three (3) directors for a three-year term. The candidates are listed below.
3. Vote on proposed Amendment to Bylaws.
4. Such other business as may come before the meeting.

### ELECTION OF THREE DIRECTORS

The following candidates were nominated by the nominating committee at their special meeting:  
(One Director to be elected from each District)

#### DISTRICT NO. 2

- Clair Anderson
- Kenneth Gloege
- John Plathe

#### DISTRICT NO. 3

- Lyle Dahle
- Robert Streich

#### DISTRICT NO. 4

- Orman Street
- Michael Will

### VOTE ON PROPOSED AMENDMENT TO BYLAWS

The Board of Directors proposes an amendment to Article III of the Bylaws of Farmers Mutual Telephone Company in order to allow questions brought for a vote of the membership to be voted upon by the use of mail ballots in addition to votes cast at the meeting of the members.

**Tuesday, April 12, 2011**  
**City Hall - Bellingham, MN**

**Registration & Music: 11:30 a.m.**

**Call to Order: 12:30 p.m.**

Election of Three Directors

Vote on Proposed Amendment to the Bylaws

Door Prizes -- Lunch

## PROPOSED AMENDMENT TO BYLAWS

The Board of Directors proposes the following amendment to Article III of the Bylaws of Farmers Mutual Telephone Company in order to allow questions brought for a vote of the membership to be voted upon by the use of mail ballots in addition to votes cast at the meeting of members:

### SECTION 3.6. Voting.

Each member shall be entitled to only one vote upon each matter submitted to a vote at a meeting of the members, provided, however, that such member is a current subscriber or patron as of the date of such meeting. All questions shall be decided by a vote of a majority of the members voting thereon in person or by mail, except as otherwise provided by law, the articles of incorporation or these bylaws. Any member's spouse who is in attendance at a meeting of the members may, if the member is not present at such meeting, cast the vote of such absent member in the same manner as if a written proxy had been given by said member to said spouse.

### SECTION 3.7. Voting By Mail.

Any member who is absent from any annual or special meeting of the members may vote by mail on the ballot herein prescribed at any election of any director of the Cooperative and upon any motion, resolution or amendment which the Board of Directors may in its discretion submit to the members for vote by them. The ballot shall be in the form prescribed by the Board of Directors of the Cooperative and shall contain the exact text of the proposed motion, resolution or amendment to be acted upon at such meeting and the date of the meeting; and shall also contain spaces opposite the text of such motion, resolution or amendment in which such member may indicate his or her affirmative or negative vote therein. Such member shall express his or her choice by making an "x" in the appropriate space upon such ballot. Such ballot shall be enclosed in a sealed official envelope provided by the Cooperative, bearing the member's name and address, addressed to the secretary and deposited in the U.S. Mail, postage prepaid, and when received by the secretary of the Cooperative, shall be accepted and counted as the vote of the absent member at such meeting. The failure of any such absent member to receive a copy of any such motion or resolution or ballot shall not invalidate any action which may be taken by the members at any such meeting.

### SECTION 3.78. 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 conducted under policies established by the Board and under an agenda essentially as follows, except as otherwise determined by the members at such meeting:

- 1) Report on the number of members present in person in order to determine the existence of a quorum.
- 2) Reading of the Notice of the Meeting and proof of the timely publication or mailing thereof, or the waiver or waivers of Notice of Meeting, as the case may be.
- 3) Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon unless minutes presented for approval shall have been furnished by a timely mailing or have been distributed at the meeting to all active members present. In such case the President may entertain a motion from the floor to dispense with the reading of such minutes.
- 4) Presentation and consideration of reports of officers, directors, and committees.
- 5) Election of directors.
- 6) Unfinished business.
- 7) New business.
- 8) Adjournment.

Notwithstanding the foregoing, the Board or the members themselves may, from time to time, establish a different order of business for the purpose of assuring the earlier consideration of an action upon any item of business, the transaction of which is necessary or desirable in advance of any other item of business; provided that no business other than adjournment of the meeting to another time and place may be transacted until and unless the existence of a quorum is first established.

**Member Registration Card/Door Prize Entry** — Due to privacy laws mandated by the FCC, Farmers Mutual Telephone Company members will receive a postcard in the mail prior to the annual meeting. This postcard is your Member Registration Card, which will automatically:

- Register you for the meeting;
- Provide you with a ballot;
- Allow you to collect your Capital Credit Check;
- Register you for door prize drawings.

**Please sign the card and bring it with you to the meeting.** Your signed member registration card will also register you for door prize drawings.

Capital credit checks cannot be given to anyone other than the member. If you are not in attendance at the meeting, your check will be mailed.