

Proposed Amendment to SDIC Bylaw section 3.3 to allow “virtual” voting (only change is adding “virtually,” to the existing language).

Section 3.3 Voting Rights of Members. At all meetings of the members of the corporation, each member who attends in person, *virtually*, or by proxy appointed in writing, shall be entitled to vote the amount of acreage of the land owned by the member on the basis of one vote for each acre of land. An owner of less than an acre of land has one vote. For purposes of calculating number of votes, fractions of .5 or more shall be rounded up and less than .5 shall be rounded down. For example, the owner of 1.2 acres has 1 vote, the owner of 1.5 acres has 2 votes. Nothing shall prevent any owners of land, or members of the corporation, from joining in a voting trust or from giving a proxy or power of attorney to vote such membership for a term of years or until the happening or performance of a named contingency or condition. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy. Except as provided in Section 4.1.6 of these Bylaws, a majority of the acreage shall be necessary to constitute a quorum for the transaction of business at all landowners' meetings, and a majority vote shall govern in all cases except as otherwise specifically provided by law.