

**AMENDED AND RESTATED
BYLAWS
OF CHS INC.
(As Amended Effective December 2, 2022)**

**ARTICLE III.
Directors**

Section 3 - Election of Directors.

(a) Directors of this cooperative will be elected at meetings of Regions held in conjunction with each annual meeting of the members of this Association or at meetings of one or more Regions that are held at dates, times, and places as the Board of Directors shall establish (any meeting of a Region at which a director election occurs will be referred to as a “Regional Election Meeting” in these Bylaws). Elected directors shall be elected to fill vacancies created by expired terms. The term of office of such directors shall be three (3) years, beginning with the date of the annual meeting during which the Regional Election Meeting was held or, in the case of an election occurring at any Regional Election Meeting held other than in conjunction with the annual meeting, the date of the annual meeting first occurring after such Regional Election Meeting and until their respective successors are elected and qualified.

(b) The nomination and election of directors of this cooperative shall be by Region. The territory served by this cooperative shall be divided into the following Regions, with the Board of Directors, composed of the following number of directors from each Region:

Region Number 1 - which shall include the State of Minnesota, and shall be represented by ~~four (4)~~three (3) persons who must be residents of Region Number 1;

Region Number 2 - which shall include the States of Montana and Wyoming, and shall be represented by one (1) person who must be a resident of Region Number 2;

Region Number 3 - which shall include the State of North Dakota, and shall be represented by three (3) persons who must be residents of Region Number 3;

Region Number 4 - which shall include the State of South Dakota, and shall be represented by two (2) persons who must be residents of Region Number 4;

Region Number 5 - which shall include the States of Wisconsin, Connecticut, Delaware, Illinois, Indiana, Kentucky, Ohio, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Virginia and West Virginia, and shall be represented by two (2) persons who must be residents of Region Number 5;

Region Number 6 - which shall include the States of Alaska, Arizona, California, Hawaii, Idaho, Nevada, Oregon, Washington and Utah, and shall be represented by one (1) person who must be a resident of Region Number 6;

Region Number 7 - which shall include the States of Iowa, Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, Missouri, North Carolina, South Carolina and Tennessee, and shall be represented by ~~one (1)~~two (2) persons who must be ~~a~~s residents of Region Number 7; and

Region Number 8 - which shall include the States of Colorado, Nebraska, Kansas, New Mexico, Oklahoma and Texas, and shall be represented by three (3) persons who must be residents of Region Number 8.

(c) From time to time, the Board of Directors shall review member representation. Future redistricting plans shall be designed to maintain equitable representation. Any redistricting plan shall be determined by using a weighted formula based on sales/purchases and equity by Region. All future redistricting plans shall be subject to Voting Member approval at either a special or annual meeting of the members of this cooperative.

(d) With respect to any director election,

- the Voting Members (whether voting individually or through delegates) from each Region who are registered in accordance with these Bylaws shall vote in the director election.
- Members shall meet separately by Region for the purpose of nominating and electing the directors of this cooperative from such Region.
- At each such Regional Election Meeting, nominations for the election of directors shall be made by the members or delegates of this cooperative and may be made by balloting, nominating committee, or petition of members or from the floor; provided that nominations from the floor shall be requested in addition to nominations made by petition or nominating committee.
- With respect to any year in which director elections occur, the Board of Directors may appoint a nominating committee to supervise the nominating procedure for election of directors, which procedure shall be prescribed by the Board of Directors.

(e) When nominations have been closed, the Voting Members (whether voting individually or through delegates) at a Regional Election Meeting shall vote on each of the nominees, and the director or directors from such Region shall be elected by a majority of the votes cast at such Regional Election Meeting. The Board of Directors shall have the power and authority to adopt a policy and procedure for assigning to an existing Region those members who are not residents of any Region established in Section 3(b) above. Such policy and procedure may be amended from time to time at the discretion of the Board of Directors. Each such Regional election shall be binding upon the annual meeting and upon this cooperative, without any ratification or

right of rescission or veto by any Voting Member or Voting Members, of other Regions. A temporary Chairman of each such Regional Election Meeting shall be selected by the Chairman of this cooperative, to serve until a Chairman of such Regional Election Meeting is elected by the Voting Members (whether voting as individuals or through delegates) at such Regional Election Meeting. Election of directors shall be by balloting when there are two or more nominees for a position to be filled, or when there are more nominees than there are positions to be filled.