



BEK Communications Cooperative

RISING to the CHALLENGE

2020 | ANNUAL REPORT

JUNE 10, 2021
KIDDER COUNTY SCHOOL



TABLE OF CONTENTS

4	Notice of Annual Meeting
5	69th Annual Meeting Agenda
6	President & CEO's Perspective
8	Secretary/Treasurer & CFO's Report
11	Operating Statement
12	Financial Graphs
13	Balance Sheet
15	Proposed Amendments to Bylaws
23	Nominating Committee Report
24	How to Vote before the Meeting
26	Annual Meeting Minutes
28	2020 Scholarship Winners
29	Common Cents Grants
30	Board of Directors
31	Employees

NOTICE OF ANNUAL MEETING

Notice is hereby given that the 69th Annual Meeting of the members of BEK Communications Cooperative will be held in Steele, North Dakota on **Thursday, June 10, 2021.**

As a cooperative member, you are encouraged to come and share our year in review. Your participation in the business meeting of your cooperative is greatly appreciated. For your convenience, free child care will be available during the meeting.

Registration & Beef Supper | 5:30 – 7:00 p.m.

Enter at the High School entrance door of the school

BEK Communications Cooperative Annual Meeting begins at 7:00 p.m.

Meeting is conducted in the school gymnasium

SHANE MORRIS
Secretary/Treasurer

LIVE MEETING BROADCAST

For those unable to attend in person, we will have a live broadcast of the meeting on the following:

BEK Digital Television Channels:

- 25, 26 and 2/1002 in the West
- 25, 26 and 4/1004 in the East

EPIC IPTV:

- 65 BEK TV

BEK TV Over the Air:

- Bismarck/Mandan: KNDB 26.1
- Minot: KNDM 24.1
- Fargo: KRDK 4.1

Online:

- Facebook
- YouTube
- BEK.tv

69th ANNUAL MEETING

69TH ANNUAL MEETING AGENDA

**THURSDAY
JUNE 10, 2021**

5:30 - 7:00 PM

REGISTRATION & BEEF SUPPER
MULTI PURPOSE ROOM

7:00 PM

ANNUAL MEETING
KIDDER COUNTY SCHOOL
GYMNASIUM

1 | CALL MEETING TO ORDER

2 | PRESENTATION OF FLAGS
STEELE AMVETS - POST 20

3 | NATIONAL ANTHEM
GRACE WINKING, MANDAN

4 | INVOCATION
FATHER NEIL PFEIFER
ST PHILIP NERI CATHOLIC CHURCH
NAPOLEON, ND

5 | OFFICER'S REPORT

6 | PROPOSED BYLAW AMENDMENTS

7 | ELECTION OF DIRECTORS

8 | MANAGER'S REPORT
• 2020 YEAR IN REVIEW VIDEO
• QUESTIONS & ANSWERS

9 | OTHER REPORTS

10 | UNFINISHED BUSINESS

11 | CLOSING & DOOR PRIZES



RISING to the CHALLENGE

PRESIDENT AND CEO'S PERSPECTIVE

It is always a pleasure to communicate with the members of BEK and share the annual progress made by your Cooperative. At the outset, I wish to express my hope that you and your families are all in good health as we emerge from the pandemic and the challenges that arose.

The Year in Retrospect: The financial year 2020 was a year of significant ups and downs globally. North Dakota, being a major agricultural and energy player, has not been insulated from the waves of uncertainty facing global economies. The extraordinary situation caused by the pandemic affected the economies adversely, including North Dakota. The Federal Government has responded with huge financial packages to help revive the economy, which has seen a significant downslide due to state and local lockdowns. Having said this, the year was a very eventful one for your Cooperative.

“ *I wish to express my hope that you and your families are all in good health as we emerge from the pandemic and the changes that arose.* ”



BRETT STROH
Board of Directors
President



DERRICK BULAWA
CEO/General Manager

Despite the various uncertainties faced in 2020, the communications sector and the media & entertainment sector, have not only weathered the storm but have Risen to the Challenge created by it.

I would like to take you through some of these highlights.

Standing Up to Covid: When the rest of the world shut down and businesses were required to close or limit capacity in public spaces, your Cooperative was required to accelerate operations and redirect resources to meet the new demand for communications services. As the mandate to shut down all public events was enforced, the Bismarck Bucks football teams' season was cut short after only having one home game. This coincided with a huge demand for internet service, video conferencing service, work from home technologies, virtual education and virtual medical care. The Bucks players chose to stay and help BEK deploy thousands of new services and technologies to meet these demands. During the period between mid-March and June, BEK handled over 15,000 Covid related calls, upgraded the broadband for 8,000 customers, added nearly 1,500 new customers, deployed over 1,000 conference bridge ports, 375 video conference meet points, built fiber to 331 new locations and provided

69th ANNUAL MEETING

service hardship credit to almost 2,000 members. The employees of your Cooperative and the Bucks football team Stood Up for you when you needed them the most. Please thank the employees of your Cooperative, the Bucks players and coaches for Rising to the Challenge when you see them. Their extraordinary efforts are worth recognition.

New Build Customers: The 2020 build plan initially included fiber construction to 253 existing customers in BEK's eastern service area around Valley City, and 530 new build customers in Morton County outside of Mandan. Then the pandemic hit, requiring the unplanned build to another 331 customers plus the additional turn-up of another 450 customers that had previously chosen not to take the BEK services that were already built to their home. The 2020 build was aggressive to start and then accelerated by the market demand for BEK's high quality services. Your Cooperative responded by Rising to the Challenge.

RDOF Funding: The Federal Communications Commission (FCC) released a reverse auction bidding process to win funding to deliver broadband to 337 unserved locations in Morton, Burleigh and Barnes Counties. In this bidding process, BEK was victorious winning over \$2 million to meet the obligation to serve these customers. This funding will begin flowing to BEK in mid-2021. Congratulations to the team that successfully executed on the FCC auction.

EPIC Internet Protocol TV (IPTV): Many of you are aware that BEK has been working for three years on the development and deployment of a new television product.

This new product has four key features that our members have requested for years:

- Service that doesn't require a set-top box at every TV
- Service that does not mandate the purchase of the Local Broadcast Stations
- Service that has more packages choices
- Service that includes Cloud based DVR capabilities

The EPIC IPTV product is being tested by BEK employees today, with a planned commercial deployment by mid year.

BEK TV Sports: In the era of shutdowns, social distancing and sporting events without fans, the broadcasting business has flourished. In the past year, BEK Sports broadcast over 327 live games, 19 graduations, two Cooperative annual meetings, four rodeos and eight weekly church services. Your investment in the sports broadcasting network and the broadcast stations has been on full display for the last 14 months, elevating it to a much higher level of awareness.

BEK TV News: BEK News is a product under development which will include top of the hour news, markets and weather, along with locally produced news, information and opinions shows. This is driven by the member requests and demand for more localized shows that reflect more localized information, discussion and opinions. Many North Dakotans have rejected the programs of the national television stations and are seeking something more relevant to the state. The BEK News broadcast platform continues to look for local television talent to develop more shows that meet the needs of North Dakotans and provide content with our local communities, industries, health, information and political views in mind. Please feel free to reach out to us if you want to be on a show or have an idea of a show that would be valuable to our market. Be assured that BEK will continue to **Rise to the Challenge** to meet the needs of BEK members and businesses throughout the state.

RISING to the CHALLENGE



SHANE MORRIS
*Board of Directors
Secretary/Treasurer*



BRANDON VAUGHAN
CFO/Financial Manager

SECRETARY/TREASURER AND CFO'S **REPORT**

It was an exciting 2020 for BEK Communications Cooperative. In the fall of each year, the board requests the Leadership Team to create and implement an annual business plan based on strategic goals set by the board. Providing best-in-class fiber optic connectivity to everyone in our service area is always the top priority of items to accomplish. 2020 was no exception with the business plan encompassing an aggressive goal of building out to 530 new customers in Morton county with funds from two USDA Community Connect Grants and upgrading 253 customers in the Incumbent Local Exchange Carrier East (Valley City Area) to BEK Fiber. Then in March the pandemic hit, and the government shut down schools and businesses and sent everyone to work from home and transitioned to an online home school model.

Consequently, the FCC issued a statement urging all broadband providers to keep America connected during the lockdowns. BEK

69th ANNUAL MEETING

took that statement very seriously. On top of our already planned aggressive goals, BEK was able to meet the demands of the Covid pandemic. BEK leveraged our years of fiber optic deployment experience and as a commitment to our members and our customers we quickly built fiber to an unplanned 331 customers who needed it as a result of the lockdown. These were customers no longer requesting services but needing services in order to continue to work and provide their children an education. Most of this fiber was laid on the ground due to the time of year and the urgency to meet the needs of the customer. We then went back and plowed in all these fiber optic lines, essentially constructing to each of these customers twice, once with the lay on the ground and then again to come back and plow it in. Many people were forced to work and school from home and they needed a fast reliable connection to the world.

Because of our history in deploying fiber to the home, BEK has a strong and consistent financial wellbeing. This history resulted in strong financials which enabled our Board of Directors to put out a message that anyone who needed service would get it and anyone who was struggling to pay for service would be offered some assistance. The diversity of BEK's business portfolio helped BEK meet the needs of broadband customers by providing additional cash flow to keep operations moving. In addition to building to those new customers, BEK also took a stance that we would not disconnect anyone due to an inability to pay so they could meet their work or school from home needs. In total BEK constructed to 1004 new customers in 2020. With all of this growth we furthered our objective of doubling the number of customers and tripling the gross revenue in anticipation of our Federal

Universal Service Funding ending in 2028.

BEK had a strong financial showing in 2020 at a time when the world was challenged by a pandemic and people were being sent home for school and work. It was not an easy year as the cooperative navigated through all the nuances that were presented because of the pandemic. While BEK took the Covid pandemic head on by ensuring our customers were taken care of, we also made sure we took care of our employees. We were able to equip our staff with the necessary personal protective gear to keep them, and our customers, safe. Where we could, we deployed assets to employees' homes so that they could continue to work from home in situations where they needed to care for a child whose school was closed or to limit the potential interoffice spread of the virus. We worked with dozens of restaurants, cafés, and gas stations to create an account for our employees to charge meals and snacks as we asked them to work long hours through the pandemic, and to show support to our local restaurants and businesses. By following these practices, BEK was able to continue to provide the best experience as always, even in the world of a pandemic. This was truly an amazing accomplishment by all the staff at BEK Communications Cooperative.

2020 brought more funding opportunities to expand our footprint and continue support to selected locations throughout our service area. BEK participated in a reverse auction with the FCC to secure funding for a fiber build out and support to 337 locations in Barnes, Morton and Burleigh Counties. This resulted in BEK securing \$2,157,719 to be paid over a period of ten years in exchange for agreeing to serve customers in specific areas of those three counties.

RISING to the CHALLENGE

Paying down debt that was used to originally build our fiber network and later used to purchase Inter-Community Telephone Company (ICTC), has long been a strategic annual goal. Through operational cash generation, BEK continued to pay down our long-term debt in 2020. BEK made its regular monthly debt payments and subsequently moved our principal balance from \$41,361,560 to \$37,783,010.

Revenues in 2020 were \$41,010,124 as compared to 2019 of \$40,298,421. This year as in previous years, the investments in the cell phone networks added to the non-operating income and helped fund the additional fiber build to customers in need as a result of the pandemic.

Of our gross revenues, Federal Universal Service Funds makes up the largest percent at 35% followed by broadband at 22.8%, telephone at 15.2%, IPTV at 14.3%, BEK Connect at 4.4%, Care Solutions at 2.9%, BEK TV at 2.7%, and Miscellaneous at 2.7%.

There was \$5,834,042 of total patronage from members subscribed to phone and/or internet services. BEK allocated \$5,743,926 to cooperative members, which brings BEK's total capital credits held to a total of \$44,297,604.

I look forward to seeing you at the annual meeting on Thursday June 10th.

KEY POINTS

\$146,523,444 | total assets

8,294 | total square miles served

11,474 | network customers

7,932 | total miles of fiber

816 | total miles of copper

OPERATING STATEMENT

	2020	2019
OPERATING REVENUES		
Wireline	\$20,395,720	\$21,033,057
Internet	8,796,790	9,747,098
Television	5,859,664	6,028,199
Miscellaneous	5,957,950	3,490,067
TOTAL OPERATING REVENUES	41,010,124	40,298,421
OPERATING EXPENSES		
Plant specific operations	5,727,415	5,132,526
Plant nonspecific operations	586,110	588,009
Depreciation	5,481,603	4,979,270
Customer operations	2,208,674	2,211,938
Corporate operations	2,980,048	2,779,872
Other taxes	45,708	47,966
Non-regulated	18,492,654	16,095,020
TOTAL OPERATING EXPENSES	35,522,212	31,834,601
Operating margins	5,487,912	8,463,820
NON-OPERATING INCOME (EXPENSE)		
Interest and dividend income	5,722,528	4,549,158
Allowance for funds used during construction	369,247	124,551
Interest expense	(1,967,902)	(2,151,776)
Gain (loss) on sale of assets	(912)	(122,642)
Amortization of intangibles	(1,282,821)	(1,293,222)
Other non-operating income (expense)	33,838	(266,253)
Income from affiliates	994,441	995,871
TOTAL NON-OPERATING INCOME (EXPENSE)	3,868,419	1,835,687
Net margins before income taxes	9,356,331	10,299,507
Income tax expense (benefit)	832,584	(1,508,675)
Net margins	\$8,523,747	\$11,808,182

FINANCIAL GRAPHS

REVENUE

50%

Wireline

21%

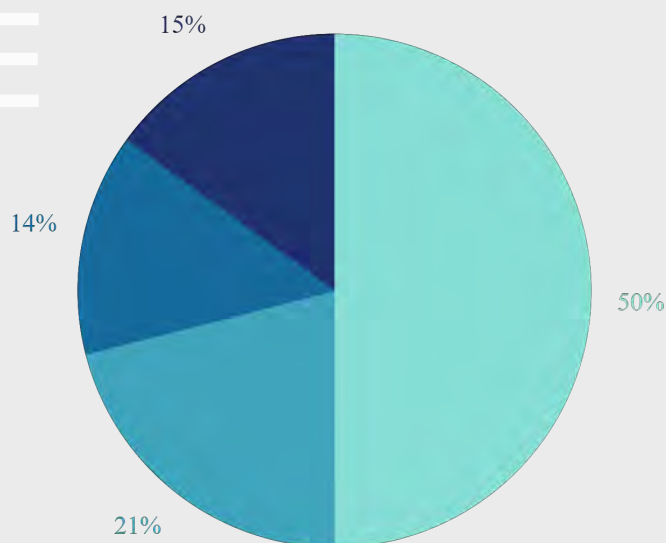
Internet

15%

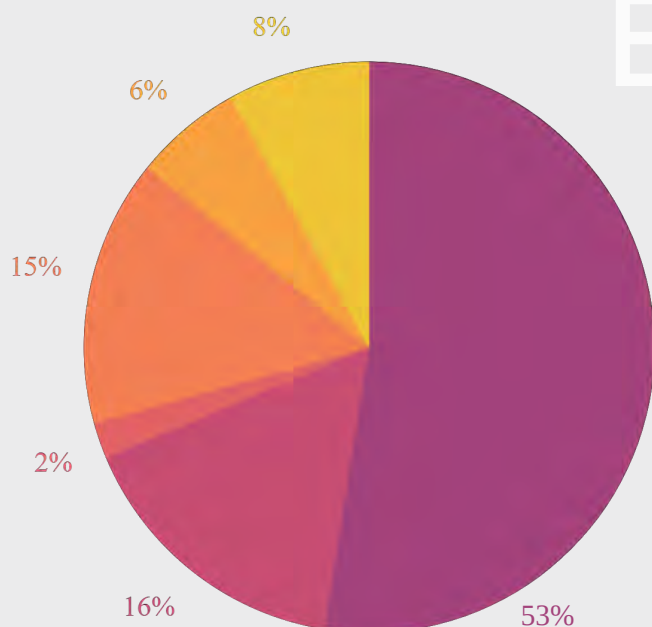
Miscellaneous

14%

Television



EXPENSES



53%

Non-regulated

16%

Plant specific operations

15%

Depreciation

8%

Corporate operations

6%

Customer operations

2%

Plant nonspecific operations

0%

Other taxes

BALANCE SHEET

ASSETS

	2020	2019
CURRENT ASSETS		
Cash and Cash Equivalents	\$1,611,441	\$5,316,634
Subscriber Accounts Receivable (Less allowance of \$12,457 in 2020 & \$36,797 in 2019)	135,707	577,999
Settlements Accounts Receivable (Less allowance of \$40,642 in 2020 & \$39,435 in 2019)	1,287,098	1,800,511
Other Accounts Receivable	134,437	98,080
Materials and Supplies	1,310,022	1,159,741
Other Current Assets	827,828	709,002
TOTAL CURRENT ASSETS	5,306,533	9,661,967
NON-CURRENT ASSETS		
Goodwill and intangible assets, net	8,349,365	10,005,654
Investment in affiliates	5,897,270	5,542,362
Investment in non-affiliates	6,446,932	6,249,110
Other Non-current Assets	25,000	25,000
TOTAL NON-CURRENT ASSETS	20,718,567	21,822,126
PROPERTY, PLANT AND EQUIPMENT		
Regulated plant in service	130,968,738	113,500,339
Regulated plant under construction	1,357,191	7,951,014
Non-regulated plant in service	72,281,119	66,277,862
Non-regulated plant under construction	9,459,733	996,617
	214,066,781	188,725,832
Less accumulated depreciation and amortization	93,568,437	85,331,391
TOTAL PROPERTY, PLANT AND EQUIPMENT	120,498,344	103,394,441
TOTAL ASSETS	\$146,523,444	\$134,878,534

BALANCE SHEET

LIABILITIES & MEMBERS' EQUITY

	2020	2019
CURRENT LIABILITIES		
Accounts payable, general	\$10,452,607	\$3,937,225
Advanced billings and customer deposits	149,922	22,082
Current maturities of long-term debt	3,615,485	4,838,384
Accrued income taxes	8,045	281,560
Other accrued taxes	51,811	54,004
Other accrued liabilities	1,110,478	957,175
TOTAL CURRENT LIABILITIES	15,388,348	10,090,430
LONG-TERM DEBT, net of current maturities	37,783,010	41,361,560
OTHER NON-CURRENT LIABILITIES		
Deferred revenue	11,922,245	9,192,423
Deferred taxes	2,600,757	2,187,074
TOTAL NON-CURRENT LIABILITIES	14,523,002	11,379,497
MEMBERS EQUITY	78,829,084	72,047,047
TOTAL LIABILITIES & EQUITIES	\$146,523,444	\$134,878,534

PROPOSED AMENDMENTS TO BYLAWS

At the 2021 Annual Membership Meeting, June 10, 2021 at 7:00 p.m., the Members of the Cooperative will be asked to consider the following amendments to the Bylaws of the Cooperative. The proposed amendments are as follows:

Proposed Amendment #1

Article I, Sections 1, 6, and 7.

Board authority concerning membership requirements and service scope.

Shall this section be amended to clarify the Board of Directors' authority to define the geographic area, the communications services and/or other requirements for membership in the Cooperative.

ARTICLE I

MEMBERSHIP

SECTION 1. REQUIREMENTS FOR MEMBERSHIP. Any person, firm, partnership, association, corporation or body politic or sub-division thereof who or which ~~reside in the service area certified to BEK COMMUNICATIONS COOPERATIVE (hereinafter called the "Co-op") by the North Dakota Public Service Commission and which~~ has been designated by the board as being part of the Co-op BEK Communications Cooperative ("Co-op") territory, or who or which has been designated by the board as being eligible for membership, under rules of general application, based on patronage, ~~area~~ shall automatically become a member of the Co-op by:

- (a) Making either an oral or written application for retail communication service or other retail service offered by the Co-op; (Communication Service shall be defined as: The employment of various communication mediums, including, but not limited to, wire, paired cable, coaxial cable, glass fiber cable, laser beam, satellite, microwave, and all classes of radio frequencies for the purpose of offering all communication services.)
- (b) Agreeing to comply with and be bound by the articles of incorporation and Bylaws of the Co-op and any rules and regulations adopted by the board;
- (c) Taking retail communication service or other service offered by the Co-op; provided, however, that the person, firm, partnership, association, corporation or body politic or subdivision thereof has not made written application to the contrary.
- (d) Except, exchange carriers, interexchange carriers, IP voice carriers, IP transport carriers, wireless carriers, resellers, audio video carriers or point to point dedicated circuit users, who participate with the Co-op in providing communications services are neither members nor patrons by virtue of such activity.

SECTION 6. PURCHASE OF COMMUNICATION SERVICE. Each member shall as soon as communication service is available, take communication service or other service from the Co-op, and

RIISING to the CHALLENGE

shall pay therefor monthly rates which shall from time to time be fixed by the board; provided, however, that the board may limit the amount of communication or other service which the Co-op shall be required to furnish to any one member. It is expressly understood that amounts paid for communication or other service in excess of the cost of service are furnished by members as capital and each member shall be credited with the capital so furnished as provided in these Bylaws. Each member shall pay to the Co-op such minimum amount per month for communication or other service as shall be fixed by the board from time to time. Each member shall also pay all amounts owed by him to the Co-op as and when the same shall become due and payable.

SECTION 7. TERMINATION OF MEMBERSHIP.

- (a) Any member may withdraw from membership upon compliance with such uniform terms and conditions as the board may prescribe. The board may, by the affirmative vote of not less than two-thirds of all the directors, expel any member who fails to comply with any provisions of the articles of incorporation, Bylaws, or any rules or regulations adopted by the board but only if such member shall have been given written notice by the secretary that such failure makes him liable to expulsion and such failure shall have continued for at least ten days after such notice was given. Any expelled member may be reinstated by vote of the board or by vote of the members at any annual or special meeting. The membership of a member, who has ceased to purchase communication or other service from the Co-op, shall thereupon be automatically terminated. Upon the subsequent purchase of service by said former member, membership shall be automatically reinstated.

Proposed Amendment # 2.

Article II, Section 1.

Article VII, Section 2.

Establishing existing member priority for distribution of capital credits upon dissolution of the Cooperative and clarification of the Board's authority to allow retirement of capital credits after the age of 70.

If the Cooperative dissolves, shall the capital credits of all current and former members within the Cooperative's current geographic territory be paid in full before credits are paid to any future members outside of the current geographic territory. Shall the Board have additional authority concerning aged-based capital credit retirement.

ARTICLE II

RIGHTS AND LIABILITIES

SECTION 1. PROPERTY INTEREST OF MEMBERS. Upon dissolution, after

- (a) All debts and liabilities of the Co-op shall have been paid,
- (b) All capital furnished through patronage shall have been retired as provided in these Bylaws, and
- (c) All property and assets of the Co-op shall be distributed ~~among the members and former members as provided in Article VII. in the proportion which the aggregate patronage of each member bears to the total patronage of all such members, unless otherwise provided by law.~~

69th ANNUAL MEETING

SECTION 2. PATRONAGE CAPITAL IN CONNECTION WITH FURNISHING COMMUNICATION SERVICE.

- (a) In the furnishing of communication service, the Co-op operations shall be so conducted that all members will through their patronage furnish capital for the Co-op. In order to induce patronage and to assure that the Co-op will operate on a non-profit basis the Co-op is obligated to account on a patronage basis to all its members for all amounts, received and receivable from the furnishing of communications service in excess of operating costs and expenses properly chargeable against the furnishing of communication service. All such amounts in excess of operating costs and expenses at the moment of receipt by the Co-op are received with the understanding that they are furnished by the members as capital. The Co-op is obligated to pay by credits to a capital account for each member all such amounts in excess of operating costs and expenses.
- (b) The books and records of the Co-op shall be set up and kept in such a manner that at the end of each fiscal year the amount of capital, if any, so furnished by each member is clearly reflected and credited in an appropriate record to the capital account of each member, and the Co-op shall within a reasonable time after the close of the fiscal year notify each member of the amount of capital so credited to the member's account.
- (c) All such amounts credited to the capital account of any member shall have the same status as though they have been paid to the member in cash in pursuance of a legal obligation to do so and the member had then furnished the Co-op corresponding amounts for capital.
- (d) All other amounts received by the Co-op from its operations in excess of costs and expense may, insofar as permitted by law, be:
 - i. Used to offset any losses incurred during the current or any prior fiscal year, and;
 - ii. To the extent not needed for that purpose, allocated to its members on a patronage basis and any amount so allocated shall be included as a part of the capital credited to the accounts of members, as herein provided; or
 - iii. Credited as unallocated surplus or reserve of the Co-op.
- (e) In the event of dissolution or liquidation of the Co-op, after all outstanding indebtedness of the Co-op shall have been paid, outstanding capital credits shall be retired without priority on a pro rata basis before any payments are made on account of property rights of members in the following order:
 - i. All capital allocated before January 1, 2022 shall be retired and paid in order of priority according to the year in which the capital was furnished and credited, the capital first received by the Co-op being first retired (First-in-First-Out ("FIFO"));
 - ii. All capital allocated for capital furnished through patronage after December 31, 2021, shall be retired at the election of the board using either First-in-First-Out

RISING to the CHALLENGE

or using the Percentage Method, capital shall be retired on the basis of a percentage of all capital furnished for any given year or combination of years.

iii. The remaining property and assets of the Co-op shall be distributed among the members and former members in the proportion which the aggregate patronage of each member bears to the total patronage of all such members, unless otherwise provided by law. Provided, however, that if in the judgment of the board the amount of such surplus relatively is too small to justify the expense of making such widespread distribution, the board may, in lieu thereof, donate or provide for the donation of such surplus to one or more non-profit, charitable or educational organizations that are exempt from federal taxation.

- (f) ~~without priority on a pro rata basis before any payments are made on account of property rights of members.~~ If, at any time prior to dissolution or liquidation the board shall determine that the financial condition of the Co-op will not be impaired thereby, the capital then credited to member's accounts may be retired in full or in part. ~~Any such retirements of capital shall be made by either of the following methods or combination thereof as may be elected by the board at the time of retirement.~~ by the board by either First-in-First-out or Percentage Method or combination thereof as may be elected by the board at the time of retirement.

1. ~~First in First Out (FIFO)~~

~~Any retirements of capital shall be made in order of priority according to the year in which capital was furnished and credited, the capital first received by the Co-op being first retired.~~

2. ~~Percentage Method~~

~~Capital shall be retired on the basis of a percentage of all capital furnished for any given year or combination of years.~~

- (g) Notwithstanding any other provisions of these Bylaws, if the board shall determine that the financial condition of the Co-op will not be impaired thereby and if age 70, or any such other age as the board may set from time to time, has been reached by any member or former member with accumulated capital credits, then that member or former member may, by making written application to the Co-op, receive the amount of capital credited to the account at the time of the request upon such terms and conditions as the board, acting under policies of general application, and the member shall agree upon. Any future amounts credited to the account would not qualify for retirement until such time as the estate of the member was closed or a general retirement was made to all members.
- (h) Capital credited to the account of each member shall be assignable only on the books of the Co-op, pursuant to written instruction from the assignor and only to successors in interest or successors in occupancy in all or a part of such member's premises served by the Co-op unless the board acting under policies of general application, shall determine otherwise.
- (i) Notwithstanding any other provisions of these Bylaws, the board at its discretion, shall have the power at any time upon the death of any member, if the legal representatives of the estate

69th ANNUAL MEETING

shall request in writing that the capital credited to any such member be retired prior to the time such capital would otherwise be retired under the provisions of these Bylaws, to retire capital credited to any such member immediately upon such terms and conditions as the board, acting under policies of general application, and the legal representatives of such member's estate shall agree upon; provided, however, that the financial condition of the Co-op will not be impaired thereby.

- (j) The members of the Co-op, by dealing with the Co-op acknowledge that the terms and provisions of the articles of incorporation and Bylaws, shall constitute and be a contract between the Co-op and each member, and both the Co-op and the members are bound by such contract as fully as though each member had individually signed a separate instrument containing such terms and provisions.

Proposed Amendment #3

Article XII.

Articles of Incorporation, Paragraph 9.

Change to bylaw amendment procedures.

Shall the process for amending the Articles of Incorporation and Bylaws be changed.

ARTICLE XII

AMENDMENTS

Except as otherwise specifically provided, the articles of incorporation of the Co-op and these Bylaws may be altered, amended, or repealed only as follows:

- (a.) By the members of the Co-op at any regular or special meeting at which a quorum participates in person, or participates electronically or by mail as allowed in these Bylaws.
- (b.) The notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal.
- (c.) The proposed alteration, amendment or repeal shall have been approved by the affirmative vote of members participating in the meeting as follows:
 - i. If the proposed alteration, amendment or repeal has been first approved by the board and recommended for approval to the members: only by the affirmative vote of not less than a majority of members;
 - ii. If the proposed alteration, amendment or repeal has not been first approved by the board: only by the affirmative vote of not less than two-thirds of the members in each voting district as provided in Article IV; and
 - iii. The provisions of Article VII of these Bylaws pertaining to Disposition of Property may be altered, amended or repealed only by the affirmative vote of not less than two-thirds of all current members of the Co-op.

RIISING to the CHALLENGE

(d.) Any such alteration, amendment, or repeal shall be certified by the secretary of the Co-op and copied in the book of Bylaws together with the date of such meeting. No such alteration, amendment or repeal shall take effect until so copied.

~~These Bylaws may be altered, amended or repealed by a vote of a majority of the members present and voting at any regular or special meeting at which a quorum is present provided that the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal, and further provided that the provisions of Article VIII of these Bylaws pertaining to Disposition of Property may be altered, amended or repealed only by the affirmative vote of not less than two thirds of all current members of the Co-Op. Any such alteration, amendment, or repeal shall be certified by the secretary of the Co-op and copied in the book of Bylaws together with the date of such meeting. No such alteration, amendment or repeal shall take effect until so copied.~~

ARTICLES OF INCORPORATION

9. These Articles and the Bylaws of the Cooperative may only be altered, amended, or repealed as set out in the Bylaws.

Proposed Amendment #4

Article IV, Sections 2, 3, and 4.

Article XI, Section 5.

Articles of Incorporation, Paragraph 4.

Changes to formatting and clean-up of bylaws and articles.

Shall the Articles of Incorporation and Bylaws be changed to add formatting changes and remove provisions which are no longer relevant.

ARTICLE IV.

DIRECTORS

SECTION 2. ELECTION AND TENURE OF OFFICE.

(a) All directors shall be elected by districts to serve for terms of 3 years. Only the members residing in a district shall be entitled to vote for the director from that district. If an election of directors shall not be held on the day designated herein for the annual meeting, or at any adjournment thereof, a special meeting of the members shall be held for the purpose of electing directors within a reasonable time thereafter. Each director shall be elected by a plurality of the votes cast from that district.

(b) All election of directors shall be by secret ballot, except that there shall be no requirement of election by ballot for a non-contested election, and in such case the sole candidate may be elected by voice vote. If the balloting shall result in a tie between two or more persons for a plurality of the votes cast, the winner shall forthwith be determined by a flip of a coin by the chairman of the meeting.

~~Unless otherwise established by the board as allowed in Section 1, the board of directors will consist of two directors from District 1, two directors from District 2, three directors from District 3, and two directors from District 4 and the Co-op voting districts will be as follows:~~

69th ANNUAL MEETING

~~(a) — District 1 — All territory in which the Co-op operates in the exchanges of Wilton, Regan, Wing, McKenzie and Sterling.~~

~~(b) — District 2 — All territory in which the Co-op operates in the exchanges of Tuttle, Robinson, Pettibone, Tappen, and Steele.~~

~~(c) — District 3 — All territory in which the Co-op operates in the exchanges of Kintyre, Hazelton, Strasburg, and Linton.~~

~~(d) — District 4 — All territory in which the Co-op operates in the exchanges of Napoleon, Lehr, Wishek and Zeeland.~~

SECTION 3. QUALIFICATIONS AND REMOVAL.

(a) No person shall be eligible to become or remain a director of the Co-op who:

i. is not a member and is not presently residing in the district from which elected or appointed; or

ii. is in any way employed by or financially interested in a competing enterprise or a business engaged in selling communication service or supplies, or constructing or maintaining communication facilities, other than a business operating on a cooperative nonprofit basis for the purpose of furthering rural telephony, or other than a business in which BEK Communications Cooperative has an ownership interest; or

iii. is one of the following described relatives of an incumbent director or employee of the Co-op: mother, father, husband, wife, sister, brother, or child.

iv. has in the previous two years been an employee of the Co-op.

(b) Upon establishment of the fact that a director is holding office in violation of any of the foregoing provisions, the board shall remove such director from office.

(c) Nothing contained in this section shall affect in any manner whatsoever the validity of any action taken at any meeting of the board.

SECTION 4. NOMINATIONS.

(a) It shall be the duty of the board to appoint, not less than forty (40) days before the date of a meeting of the members at which one or more directors are to be elected, a committee on nominations composed of members from each district that will be electing a director. The committee on nominations shall be composed of resident nominating committee members of a number equal to the number of directors from each district that will be electing a director. No members of the board may serve on such committee. The committee shall prepare and post at the principal office of the Co-op at least thirty (30) days before the meeting a list of nominations for directors, which shall include as many nominees for each Board position as the committee deems desirable.

(b) Any fifteen or more members acting together may make other nominations by petition not

RISING to the CHALLENGE

less than twenty (20) days prior to the meeting for a director from their district, and the secretary shall post such nominations at the same place where the list of nominations made by the committee is posted. The secretary shall mail with the notice of the meeting, or separately, but at least ten (10) days before the date of the meeting, a statement of the number of directors to be elected and the names and addresses of the candidates from each district specifying separately the nominations made by the committee and the names of the candidates nominated by petition, if any.

(c) The ballot to be used at the election shall contain the names of the candidates nominated by the committee and the names of the candidates nominated by petition, if any.

ARTICLE XI

MISCELLANEOUS

SECTION 5. INDEMNIFICATION.

(a) The Co-op shall indemnify and hold harmless each director, officer, manager, employee, or agent of this Co-op, and any person serving at the request of this Co-op as a director, officer, manager, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against all expenses (including attorney's fees), judgments, fines, penalties, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to which said individual is, was or at any time becomes a party, or is threatened to be made a party, by reason of the fact of serving in said capacity, to the fullest extent to which said individual may be indemnified under the law of this state, or any amendments thereto or substitutions therefor.

(b) Expenses (including attorney's fees) actually and reasonably incurred by one of the above named individuals in connection with any action, suit, or proceeding may be paid by this Co-op in advance upon written application if said individual shall undertake to repay such amount to the extent that it shall ultimately be determined that said individual is not entitled to be indemnified by this Co-op under the provisions of the laws of North Dakota or the Co-op's Bylaws.

(c) No indemnity hereunder shall be paid by the Co-op:

- i. If a final decision by a Court having jurisdiction in the matter shall determine that such indemnification is unlawful;
- ii. If the conduct of the individual seeking indemnification is finally adjudged to have been knowingly fraudulent, deliberately dishonest, or willful misconduct;
- iii. Except to the extent the aggregate amount to be indemnified exceeds the losses for which said individual is indemnified pursuant to any insurance purchased and maintained by this Coop.

ARTICLES OF INCORPORATION

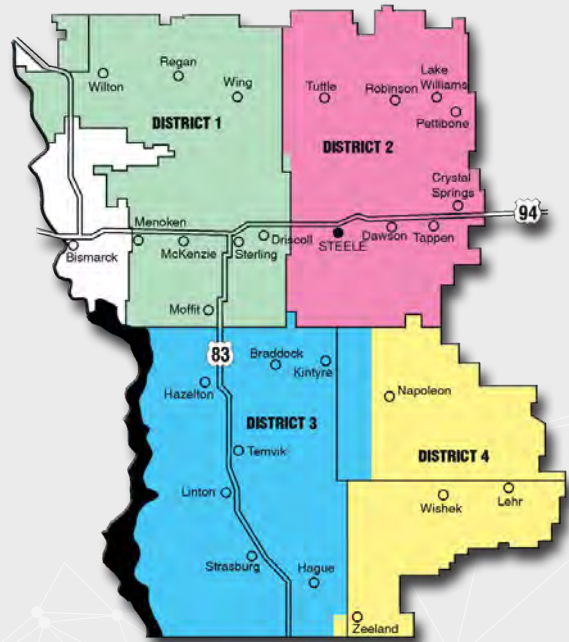
4. ~~[deleted]. The telephone line is intended to be run from Hague, North Dakota, to Picardville, North Dakota, and the branches contemplated are from Menoken, North Dakota, to Crystal Springs, North Dakota, from Wilton, North Dakota to Pettibone, North Dakota, and intermediate points. The counties through which it is intended to be run are Burleigh, Emmons, Kidder, Logan, McLean, McIntosh, and Sheridan, all in North Dakota. The estimated length of telephone lines is 3800 miles, and the estimated cost is \$4,500,000.00~~

NOMINATING COMMITTEE REPORT

Each year the member-owners of BEK Communications Cooperative elect directors to three-year terms at the Cooperative's Annual Meeting.

The 2021 Nominating Committee of BEK Communications Cooperative met Wednesday, Feb. 24, 2021, to nominate members of the cooperative to run for the Board of Directors. BEK Communications Cooperative member-owners residing in Districts II and IV will elect one director from each district to serve a three-year term.

The election of directors is an integral part of the BEK Communications Cooperative's Annual Meeting.



DISTRICT I

(Regan, Sterling, McKenzie, Wilton, Wing)

- No Election in 2021

DISTRICT II

(Pettibone, Tappen, Robinson, Tuttle, Steele)

- Brett Stroh, Tappen (incumbent)

DISTRICT III

(Kintyre, Strasburg, Hazleton, Linton)

- No Election in 2021

DISTRICT IV

(Lehr, Zeeland, Wishek, Napoleon)

- Gerald Burlack, Wishek (incumbent)
- Joshua Wiest, Wishek

Serving on the 2021 Nominating Committee of BEK Communications Cooperative are Christ Gerr, Tuttle; Sara Gross, Wishek; Steve Fettig, Wishek; Randy Kapp, Medina.

On June 10, 2021, members of BEK Communications cooperative will have the opportunity to vote for these candidates for the Board of Directors.

HOW TO VOTE BEFORE THE 2021 MEETING

Procedural, director, and bylaws voting may be done by mail and/or in person at the Annual Meeting.

- You will receive a voting form and a postage paid return envelope in the mail around May 21, 2021.
- Your voting form will resemble one of the samples shown to the right, relative to your cooperative district.
- Sections on your voting form include:
 - Approval of the 2020 Annual Meeting minutes
 - Director election if applicable in your district
 - Approval of proposed amendments to the cooperative bylaws
- Please clearly mark your selection with **blue or black ink**. Do not use a line or check-mark, please fully fill in the box.
- Remember to **sign your voting form!** Voting forms without a signature, or that contain a non-member signature, will be spoiled and cannot be counted.
- Your voting form must be postmarked no later than **June 4, 2021**.



SAMPLE VOTING FORM

Voting Instructions

- Mark your selection by filling in the box next to your choice.
- Envelopes must be postmarked no later than **June 4, 2021**.

MARKING INSTRUCTIONS

■ EXAMPLE

PLEASE USE BLUE OR BLACK INK PEN

Voting Instructions

- Mark your selection by filling in the box next to your choice.
- Envelopes must be postmarked no later than **June 4, 2021**.

MARKING INSTRUCTIONS

■ EXAMPLE

PLEASE USE BLUE OR BLACK INK PEN

District 1

2021 BEK Communications Cooperative Voting Form

2020 Annual Meeting Minutes I approve the 2020 Annual Meeting Minutes as recorded in the 2020 Annual Report. ☐ Yes ☐ No	Bylaws - Proposed Amendment 2 <i>If the Cooperative dissolves, shall the capital credits of all current and former members within the Cooperative's current geographic territory be paid in full before credits are paid to any future members outside of the current geographic territory. Shall the Board have additional authority concerning aged-based capital credit retirement.</i> ☐ Yes ☐ No
Director for District 1 Choose one candidate. No Election in 2021.	Bylaws - Proposed Amendment 3 <i>Shall the process for amending the Articles of Incorporation and Bylaws be changed to create two member approval standards for future changes, protecting the cooperative from adverse outside influence.</i> ☐ Yes ☐ No
Bylaws - Proposed Amendment 1 <i>Shall this section be amended to clarify the Board of Directors' authority to define the geographic area, the communications services and/or other requirements for membership in the Cooperative.</i> ☐ Yes ☐ No	Bylaws - Proposed Amendment 4 <i>Shall the Articles of Incorporation and Bylaws be changed to add formatting changes and remove provisions which are no longer relevant.</i> ☐ Yes ☐ No

Member Signature:



00123456

Voting Forms must be postmarked no later than June 4, 2021.
Annual meeting is June 10, 2021, at 7p.m. at Kidder County School.



SAMPLE VOTING FORM

Voting Instructions

- Mark your selection by filling in the box next to your choice.
- Envelopes must be postmarked no later than **June 4, 2021**.

MARKING INSTRUCTIONS

■ EXAMPLE

PLEASE USE BLUE OR BLACK INK PEN

Voting Instructions

- Mark your selection by filling in the box next to your choice.
- Envelopes must be postmarked no later than **June 4, 2021**.

MARKING INSTRUCTIONS

■ EXAMPLE

PLEASE USE BLUE OR BLACK INK PEN

District 2

2021 BEK Communications Cooperative Voting Form

2020 Annual Meeting Minutes I approve the 2020 Annual Meeting Minutes as recorded in the 2020 Annual Report. ☐ Yes ☐ No	Bylaws - Proposed Amendment 2 <i>If the Cooperative dissolves, shall the capital credits of all current and former members within the Cooperative's current geographic territory be paid in full before credits are paid to any future members outside of the current geographic territory. Shall the Board have additional authority concerning aged-based capital credit retirement.</i> ☐ Yes ☐ No
Director for District 2 Choose one candidate. ☐ Brett Stroh, Tappen (incumbent)	Bylaws - Proposed Amendment 3 <i>Shall the process for amending the Articles of Incorporation and Bylaws be changed to create two member approval standards for future changes, protecting the cooperative from adverse outside influence.</i> ☐ Yes ☐ No
Bylaws - Proposed Amendment 1 <i>Shall this section be amended to clarify the Board of Directors' authority to define the geographic area, the communications services and/or other requirements for membership in the Cooperative.</i> ☐ Yes ☐ No	Bylaws - Proposed Amendment 4 <i>Shall the Articles of Incorporation and Bylaws be changed to add formatting changes and remove provisions which are no longer relevant.</i> ☐ Yes ☐ No

Member Signature:



00123456

Voting Forms must be postmarked no later than June 4, 2021.
Annual meeting is June 10, 2021, at 7p.m. at Kidder County School.

District 1

District 2



SAMPLE VOTING FORM

Voting Instructions

- Mark your selection by filling in the box next to your choice.
- Envelopes must be postmarked no later than **June 4, 2021**.

MARKING INSTRUCTIONS

■ EXAMPLE

PLEASE USE BLUE OR BLACK INK PEN

Voting Instructions

- Mark your selection by filling in the box next to your choice.
- Envelopes must be postmarked no later than **June 4, 2021**.

MARKING INSTRUCTIONS

■ EXAMPLE

PLEASE USE BLUE OR BLACK INK PEN

District 3

2021 BEK Communications Cooperative Voting Form

2020 Annual Meeting Minutes I approve the 2020 Annual Meeting Minutes as recorded in the 2020 Annual Report. ☐ Yes ☐ No	Bylaws - Proposed Amendment 2 <i>If the Cooperative dissolves, shall the capital credits of all current and former members within the Cooperative's current geographic territory be paid in full before credits are paid to any future members outside of the current geographic territory. Shall the Board have additional authority concerning aged-based capital credit retirement.</i> ☐ Yes ☐ No
Director for District 3 Choose one candidate. No Election in 2021.	Bylaws - Proposed Amendment 3 <i>Shall the process for amending the Articles of Incorporation and Bylaws be changed to create two member approval standards for future changes, protecting the cooperative from adverse outside influence.</i> ☐ Yes ☐ No
Bylaws - Proposed Amendment 1 <i>Shall this section be amended to clarify the Board of Directors' authority to define the geographic area, the communications services and/or other requirements for membership in the Cooperative.</i> ☐ Yes ☐ No	Bylaws - Proposed Amendment 4 <i>Shall the Articles of Incorporation and Bylaws be changed to add formatting changes and remove provisions which are no longer relevant.</i> ☐ Yes ☐ No

Member Signature:



00123456

Voting Forms must be postmarked no later than June 4, 2021.
Annual meeting is June 10, 2021, at 7p.m. at Kidder County School.

District 3



SAMPLE VOTING FORM

Voting Instructions

- Mark your selection by filling in the box next to your choice.
- Envelopes must be postmarked no later than **June 4, 2021**.

MARKING INSTRUCTIONS

■ EXAMPLE

PLEASE USE BLUE OR BLACK INK PEN

Voting Instructions

- Mark your selection by filling in the box next to your choice.
- Envelopes must be postmarked no later than **June 4, 2021**.

MARKING INSTRUCTIONS

■ EXAMPLE

PLEASE USE BLUE OR BLACK INK PEN

District 4

2021 BEK Communications Cooperative Voting Form

2020 Annual Meeting Minutes I approve the 2020 Annual Meeting Minutes as recorded in the 2020 Annual Report. ☐ Yes ☐ No	Bylaws - Proposed Amendment 2 <i>If the Cooperative dissolves, shall the capital credits of all current and former members within the Cooperative's current geographic territory be paid in full before credits are paid to any future members outside of the current geographic territory. Shall the Board have additional authority concerning aged-based capital credit retirement.</i> ☐ Yes ☐ No
Director for District 4 Choose one candidate. ☐ Gerald Burlack, Wishek (incumbent) ☐ Joshua Wiest, Wishek	Bylaws - Proposed Amendment 3 <i>Shall the process for amending the Articles of Incorporation and Bylaws be changed to create two member approval standards for future changes, protecting the cooperative from adverse outside influence.</i> ☐ Yes ☐ No
Bylaws - Proposed Amendment 1 <i>Shall this section be amended to clarify the Board of Directors' authority to define the geographic area, the communications services and/or other requirements for membership in the Cooperative.</i> ☐ Yes ☐ No	Bylaws - Proposed Amendment 4 <i>Shall the Articles of Incorporation and Bylaws be changed to add formatting changes and remove provisions which are no longer relevant.</i> ☐ Yes ☐ No

Member Signature:



00123456

Voting Forms must be postmarked no later than June 4, 2021.
Annual meeting is June 10, 2021, at 7p.m. at Kidder County School.

District 4

ANNUAL MEETING MINUTES

The 68th Annual Meeting of the Members of BEK Communications Cooperative (the “Cooperative”) was held at the Cooperative’s headquarters in Steele, North Dakota, on June 11, 2020, pursuant to the Notice of Annual Meeting previously mailed to all members. The meeting was also broadcast live on television and on Facebook.

At 7:00 p.m., President Brett Stroh called the meeting to order and announced that as of 7:00 p.m. there were 9 members present, which was insufficient to establish a quorum. Because of restrictions imposed by the COVID-19 virus, the Cooperative sent written ballots to all members. The Cooperative Bylaws and North Dakota law allow the Cooperative to count members present at the meeting plus returned signed votes for determining a quorum for those items set out in the written ballots.

President Stroh announced that the Cooperative received 1029 signed ballots allowing for a quorum on each of the items set forth on the ballots.

President Stroh led the Pledge of Allegiance to our nation’s flag.

Father Joshua Ehli of the Cathedral of the Holy Spirit Church of Bismarck gave the invocation via pre-recorded video.

The Directors of the Cooperative introduced themselves via pre-recorded video.

President Stroh explained the voting procedure used at the Annual Meeting as set out in Article III, Section 5 of the Cooperative’s Bylaws and the Board’s authorizing resolutions of April 22, 2020 and April 24, 2020. All eligible voting members of the Cooperative received a ballot via United States mail. All ballots returned with a signature were registered electronically, counted and verified under the supervision of independent tellers.

President Stroh announced the following Election Tellers:

- Sarah Gratton, Wilton, District I;
- Randy Kapp, Medina, District II;
- Holly Will, Hazelton, District III; and
- Doreen Bechtle, Wishek, District IV.

President Stroh answered a question from Facebook.

President Stroh announced that Notice of Annual Meeting was completed on May 22, 2020 as indicated on Page 3 of the Annual Report mailed to members. The certificate of mailing was completed on May 22, 2020 by the Cooperative’s Chief Financial Officer.

The condensed minutes of the 2019 Annual Meeting were included in the mailed Annual Report.

The minutes were approved by the following vote:

Yes 979 No 9 Spoiled 41

69th ANNUAL MEETING

President Stroh presented his written President's report and the written report of the Secretary-Treasurer Billie Becker which were contained in the Annual Report. The Cooperative's Auditor, Chris Skidmore from Moss Adams, presented the Auditor's report via pre-recorded video.

President Stroh and CEO Derrick Bulawa answered a Facebook question.

President Stroh explained the election procedures for the Board of Directors including the methods by which candidates may be nominated: nominating committee and petition. President Stroh announced the report of the nominating committee which had met on February 26, 2020 and which appears in the Annual Report.

President Stroh explained that the Cooperative did not receive any petitions for director candidates and the election for Districts I, II, and III were uncontested.

The following Directors were re-elected as indicated:

- District I: Sanford Williams 213 votes;
- District II: Bob Subart 232 votes; and
- District III: Kevin Bernhardt 269 votes.

President Stroh answered a question from Facebook.

President Stroh introduced the Cooperative's attorney, Monte Rogneby, Vogel Law Firm. Mr. Rogneby explained each of the three proposed Bylaw amendments and announced the results of the election as follows:

• Amendment I (Article I, Section I)	Yes 784	No 179	Spoiled 66;
• Amendment 2 (Article III, Sections 3-5)	Yes 765	No 209	Spoiled 55;
• Amendment 3 (Article V, Section 1)	Yes 703	No 209	Spoiled 42.

President Stroh answered a question from Facebook.

President Stroh then introduced the Cooperative's CEO Derrick Bulawa. Mr. Bulawa presented to the Members a short video entitled "2019 Year in Review", highlighting the operations of the Cooperative over the previous year. Mr. Bulawa provided to the Members his CEO report.

CEO Bulawa answered a question from Facebook.

CEO Bulawa announced the door prize winners. Mr. Bulawa then conducted a Zoom live session with the members' kids, including a prize drawing.

At 7:43 p.m., President Stroh thanked the Members for attending and adjourned the Annual Meeting.

Brett Stroh, President
Shane Morris, Secretary

RISING to the CHALLENGE

2020 SCHOLARSHIP WINNERS

BEK Communications
received a total of 40
scholarship applications
from high school seniors
throughout BEK's service
area.

Congratulations
to our nine \$500
scholarship winners!



MAKENNA BINDER
*Kidder County High
School*



KOURTNEY BITZ
Napoleon High School



KYLEE BITZ
Napoleon High School



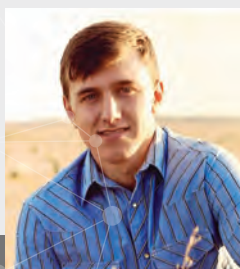
CARSON HOVELSON
*Maple Valley High
School*



KELSEY KOSIAK
Wishek High School



MAKAYLA NEHLICH
Valley City High School



JAKE HERR
Wishek High School



LEWIS GOEHRING
Wishek High School



ADAM PUNTON
*Maple Valley High
School*

69th ANNUAL MEETING

2020 AWARDED COMMON CENTS GRANTS

BEK Communications Cooperative is honored to give back to our local communities.

Supporting community projects and organizations throughout our service area is just common sense.

Tax-exempt, nonprofit community organizations or groups in BEK Communications Cooperative's service area are eligible to apply for the common cents Community Grant Program. Funding is awarded twice each year.



Strasburg Fire & Rescue
Napoleon Rural Fire District
Steele Active Seniors
Zeeland Fire Department
Steele Volunteer Fire District
Quilts of Valor Foundation
Abused Persons Outreach Center
Marketplace for Kids
City of Lehr
Wishek Living Center
Wilton Food Pantry
Wing Public School
Education Foundation for VCPS
Junior Achievement
Griggs County Youth Project
Nome Schoolhouse
Mandan Horse and Saddle Club
Our Saviors Lutheran Church
Robinson Lions Club
Strasburg (Welk) Pool
Tuttle Senior Citizens
Valley City Hockey and Figure Skating Club
Wishek Park Board
Wishek Senior Center
Hague Senior Citizens
Sheyenne River Valley Community Foundation

BOARD OF DIRECTORS

DISTRICT I



SHANE MORRIS
Secretary/Treasurer



SANFORD WILLIAMS

DISTRICT II



BOB SUBART



BRETT STROH
President

DISTRICT III



KEVIN BERNHARDT
Vice President



VICKIE MARTIN



LEO MEIER

DISTRICT IV



BILL BECKER



GERALD BURLACK

EMPLOYEES



FRED ABRAHAM



BROCK ANDERSON



DEEDE ANDERSON



KURT ANDERSON



PERRY ANDERSON



JAKE ARMSTRONG



JARED BARNHART



ALLEN BECKER



JAY BERTSCH



MARK BETHKE



CARMEN BIESTERFELD



TAMMY BIRRENKOTT



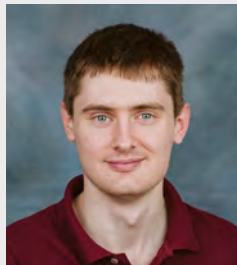
BRENT BORKHUIS



RYAN BRADLEY



DEREK BRAUN



SAM BREKKE



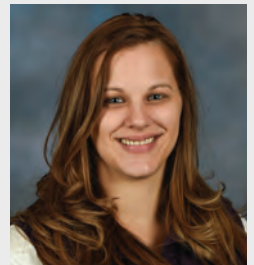
DERRICK BULAWA



ALEX BUTLAND



TOSHIA CADENA



AMANDA CLARK

RISING to the CHALLENGE



CHRIS CLAYTON



PATRICK COCHRAN



PATRICK CONTEH



NISSA CRANDALL



PHIL CREIGHTON



BECKY DEMARAY



LYNETTE DEMARAY



TAMMY DOCKTER



CHRIS DORSEY



DAN DVORAK



DON DYER



DANETTE ENZMINGER



KARI ENZMINGER



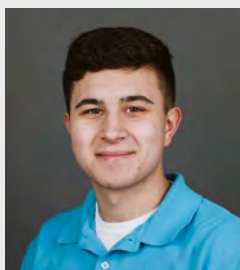
AUBREY EVEN



PERRY FAUL



DARWIN FETTIG



ZACHARY FISCHER



PAUL FRANK



ANTHONY FRIDGEN



MIKE GAYETTE



DARIN GRAF



JESSE GUNSCH



LARRY GURULE

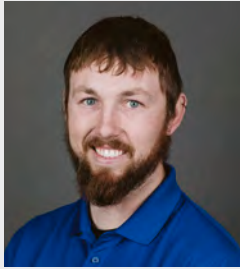


JORDAN HASSLER



JOSH HAUGEN

69th ANNUAL MEETING



ZACK HEINLE



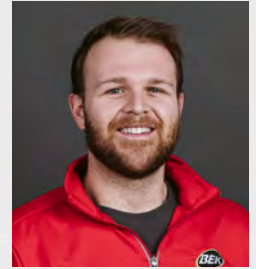
RYAN HEINSOHN



JUDI HINTZ



NATASHA HINTZ



ZAC HOFFNER



BECCA HOLM



BRIAN HOWELL



VANCE JAHNER



RICARDO JOHNSON



STACY JOHNSON



KEITH JOHS



ROY KUIL



LANCE LANGFORD



KEVIN LECH



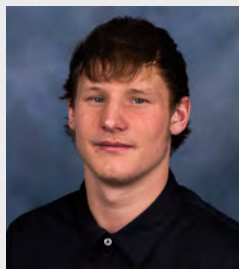
SCOTT LOERCH



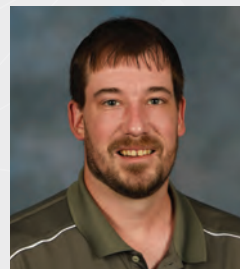
JOE LOKKEN



JORDAN LOWREY



JAMISON MAGSTADT



DAVID MALSAM



JIM MCMILLAN



MICHAEL MITTLEIDER



JOHN NAGEL



CONRAD NELSON



JEREMY NESS



MATTHEW OLAUSON

RISING to the CHALLENGE



PAUL OLSON



RORY OPP



SHAUN PENDO



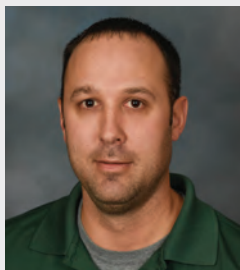
MARY PETERSON



ANDY PRATT



BRUCE PUEPPKE



SHAWN PUKLICH



NOAH REED



JOE REWALD



DARIN ROHRICH



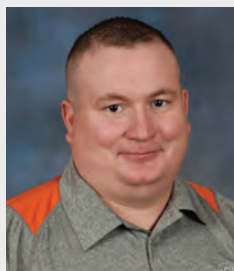
JONNY ROHRICH



APRIL RUTLEDGE



JASON RUTLEDGE



ERIC SAUTER



SAMANTHA SCHAFFER



BREE SCHMIDT



BRENT SCHMITT



RON SCHNEIDER



JESSE SCHWAB



PAM SCREEN



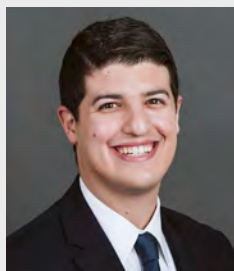
BOBBI SILBERNAGEL



COREY SILVERNAGEL



RODNEY STOCKERT



DAVID SUGARMAN



STEVE SWISS

69th ANNUAL MEETING



BRIAN TAIT



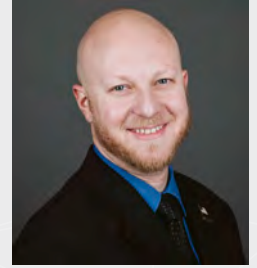
COLLETTE THOMAS



STEVE THOMAS



TERRI THOMAS



MARK THUESON



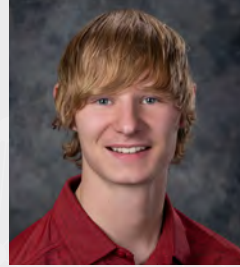
LUKE TIBOR



MICK TIDROW



JORDAN TRIPP



BRANDAN UTKE



BRANDON VAUGHAN



BRENDA WALETZKO



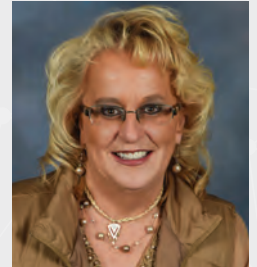
MELISSA WALL



NICK WEIPPERT



RICHARD WINKING



BECKI WOLF



DERRICK WOLF



RYAN ZINK



200 East Broadway, PO Box 230
Steele, ND 58482
701.475.2361 | 888.475.2361 | bek.coop

PRSRTD STD
US POSTAGE
PAID
PERMIT 5
STEELE ND

A faint, light gray background graphic consisting of a network of interconnected dots and lines, resembling a molecular structure or a communication network, located in the lower-left quadrant of the page.

RISING to the
CHALLENGE