



Agenda

(Mountain Time)

11 a.m.: Registration

Noon: Complimentary Meal

**1:15: Special Meeting
of the Membership**

ATTENTION:

Persons with disabilities

If you plan to attend the annual meeting and require assistance because of a disability, please call the Roughrider Electric Cooperative office at least one week prior to the meeting.

Call Hazen at (800) 748-5533 or (701) 748-2293 or Dickinson at (800) 627-8470 or (701) 483-5111.

**Don't miss this
SPECIAL MEETING
of your cooperative.**

Your attendance
is important to
take action on the
proposed amendment.

NOTICE OF SPECIAL MEETING

Roughrider Electric Cooperative Inc.

PRIVATE NOTICE OF SPECIAL MEETING OF MEMBERS

Oct. 26, 2009

A special meeting of the members of Roughrider Electric Cooperative Inc. will be held at the Days Inn Grand Dakota Lodge, in Dickinson, N.D., on the 26th day of October, 2009, at 1:15 p.m. (Mountain Time) to take action upon the following matters:

1. To hear reports of officers concerning the corporation's business and financial affairs;
2. To consider and take action on the following proposed amendment to the Articles of Incorporation of Roughrider Electric Cooperative:

ARTICLE VI

The effective date of the Corporation is February 29, 2008. The duration of the Corporation is perpetual. The Corporation is organized without capital stock and the provisions of N.D.C.C. §10-15-05 sub. 6 through sub. 9 do not apply to it. There is one class of membership. ~~Upon liquidation, after all debts and liabilities of the Corporation shall have been paid and all capital furnished through patronage shall have been retired as provided in the Bylaws, the remaining property and assets of the Corporation shall be distributed among the members and former members in the proportion which the aggregate patronage of each bears to the total patronage of all members during the seven years next preceding the date of the filing of the certificate of dissolution or liquidation, or, if the Corporation shall not have been in existence for such period, during the period of its existence. In the event of dissolution of the Cooperative, each member, including former members, shall receive his proportionate share of the Cooperative's property and assets based upon patronage, insofar as is practicable, after paying or providing for the payment of all debts of the Cooperative.~~

The language which appears with a line through it is proposed to be removed, and it is proposed that the underlined language be adopted to replace it.

3. To transact any and all other business which may come before the meeting or any adjournment thereof.

A complimentary lunch will be provided prior to the special meeting to be served at noon (MT) at the Days Inn Grand Dakota Lodge in Dickinson.

Roger Kudrna, secretary

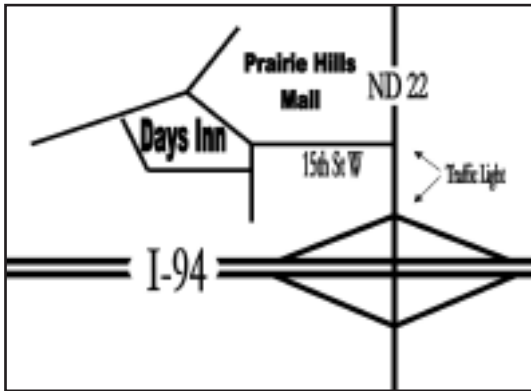
SPECIAL MEMBERSHIP MEETING

Monday, Oct. 26

Ballroom, Days Inn

Grand Dakota Lodge

532 15th St W, Dickinson



DIRECTIONS TO HOTEL:

NORTH: Travel south on Hwy. 22 to the intersection of 15th Street West. Turn right at stoplight and travel west. Hotel is located two blocks on the left.

SOUTH: Travel north on Hwy. 22, crossing I-94 overpass, north to intersection of 15th Street West. Turn left at stoplight and travel west. Hotel is located two blocks on the left.

EAST: I-94 Exit 61, turn right and travel north on Hwy. 22 N to intersection of 15th Street West. Turn left at stoplight and travel west. Hotel is located two blocks on the left.

WEST: I-94 Exit 61, turn left and travel north on Hwy. 22 N to intersection of 15th Street West. Hotel is located two blocks on the left.

MANAGERS' REPORT

Attend the special meeting

by Clayton Hoffman
and Don Franklund

As you will see in the center pages, a special meeting of the members is needed to take action on a proposed amendment to the Articles of Incorporation.

When the new Articles of Incorporation were filed with the secretary of state Feb. 29, 2008, the Article VI language was the same language as used by electric cooperatives across the nation. However, when the Internal Revenue Service (IRS) reviewed the language, it was not satisfied and requested the changes as indicated by the new language.

Roughrider Electric needs to have the approval of the IRS in order to preserve its tax-exempt status as a cooperative.

The change in language is quite straightforward and should not be controversial. However, we need member approval to make the change. It is extremely important that we have a quorum of members attend the meeting to approve the new language.

Please mark your calendars and attend this special meeting at 1:15 p.m. MT Monday, Oct. 26, at the Days Inn Grand Dakota Lodge in Dickinson.

A complimentary lunch will be provided prior to the special meeting beginning at noon.

Besides the business to transact during the special meeting, the managers will also update the members on future rate projections, the status of the carbon tax and answer any questions that the members may have.

Again, please take time to attend this important meeting Oct. 26. Nice visiting with you.



Hoffman and Franklund

Authorization to vote for other than 'natural' person

There are times at registration when someone wants a ballot to vote for an account other than a "natural" person. This could be a business, church or account not recorded by an individual's name. To assist in the registration, the person authorized by the board of directors of said account should complete this form and have authorizing signature to get voting forms. You may use this form or pick one up at the office.

2009 SPECIAL MEETING - ROUGHRIDER ELECTRIC COOPERATIVE INC.

VOTING AUTHORIZATION

I, _____ of _____
hereby authorize _____ to vote on all matters of concern to members of the
annual meeting of Roughrider Electric Cooperative Inc.

Signed _____ Dated _____