

BYLAWS OF WESTERN KANSAS GAS CONSORTIUM

ARTICLE I: OFFICES

Section 1.1. Principal Office. The registered office of the Corporation in the State of Kansas shall be as stated in the Corporation's articles of incorporation, as amended from time to time.

Section 1.2. Other Offices. The Corporation may have offices at such other place or places as from time to time the board of directors may determine or the business of the corporation may require.

ARTICLE II: MEMBERS; MEETINGS OF MEMBERS

Section 2.1. Members. Membership in the Corporation is limited only to persons who are current natural gas customers of the Corporation, who have purchased of natural gas supplied by or through the Corporation during the preceding three (3) calendar years. A person's interest as a member of the Corporation may be terminated by the board of directors when: (1) the person has not purchased natural gas procured for members use by or through the actions of the Corporation for a period of three (3) consecutive years; or (2) who ceases to own at least one irrigation well powered by natural gas purchased from or through the Corporation. A member that is a partnership, trust, corporation, limited liability company or other type of entity must appoint, and provide the Corporation with written notification of the appointment, an individual to act as such member's delegate with authority to act for the member on all matters related to the Corporation.

Section 2.2. Obligation of Each Member. Each member will purchase and pay for natural gas procured for members use by or through the actions of the Corporation. If the Corporation's contract gas purchase requirement is not met in any year and the Corporation is required to pay for the shortfall by the gas supplier pursuant to the purchase contract, each member will pay the Corporation an amount equal to the shortfall liability multiplied by the member's gas purchases during such year, divided by the total of all members' gas purchases.

Section 2.3. Annual Meetings of Members. The annual meeting of the members for the election of directors and for the transaction of such other business as may come before the meeting shall be held on such date and at such time and place within or without the State of Kansas as may be designated by the board of directors.

Section 2.4. Special Meetings of Members. Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by the President or by order of the board of directors and shall be called by the President or Secretary upon the request in writing of members holding of record at least one third (1/3rd) of the membership interests in the Corporation entitled to vote at such meeting. Any such written request of members shall state a proper purpose or purposes for the meeting and shall be delivered to the President or Secretary.

Section 2.5. Place of Membership Meetings. Each meeting of members of the Corporation, whether annual or special, shall be held on such date and at such time and place within or without the State of Kansas as shall be fixed by the board of directors and specified in the notice or waiver of notice of said meeting.

Section 2.5.1. Notice of Membership Meetings by Mail. Notice of each meeting of the members shall be given to each member of record entitled to vote at such meeting, whether annual or special, not less than ten (10) nor more than sixty (60) days before the day on which the meeting is to be held. Each such notice shall state the purpose or purposes for which the meeting is called, and the date, time, and place where such meeting is to be held. No publication of any notice of a meeting of members shall be required. Notice of any meeting of members shall be deemed waived by a member who attends a meeting in person or by proxy. Notice of any adjourned meeting of the members shall not be required to be given unless

the date of the adjourned meeting is more than thirty (30) days later. Notice shall be given by delivering a printed notice to the member personally, or by mailing such notice in a postage prepaid envelope addressed to the member at the member's post office address furnished by the member to the Secretary of the Corporation for such purpose. If a member has not furnished the member's address, then such notice shall be sent to the member's post office address last known to the Secretary of the Corporation. members who share an address may give written consent to a single written notice at the shared address. Any such consent may be revoked by a member by written notice to the Secretary of the Corporation. Any member who fails to object in writing to the Secretary of the Corporation, within sixty (60) days of having been given written notice by the Corporation of its intention to send a single notice to multiple members who share an address, shall be deemed to have consented to receiving such single written notice.

Section 2.5.2. Electronic Notice of Membership Meetings. Without limiting the manner by which notice otherwise may be given effectively to members, a member may consent to notice given to such member by a form of electronic transmission. Any such consent shall be deemed revoked if: (1) The corporation is unable to deliver by electronic transmission two consecutive notices given by the corporation in accordance with such consent; and (2) such inability becomes known to the secretary of the corporation or other person responsible for the giving of notice. The inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action. Notice given by electronic transmission shall be deemed given: (1) if by facsimile telecommunication, when directed to a number at which the member has consented to receive notice; (2) if by electronic mail, when directed to an electronic mail address at which the member has consented to receive notice; (3) if by a posting on an electronic network together with separate notice to the member of such specific posting, upon the later of: (A) such posting; and (B) the giving of such separate notice; and (4) if by any other form of electronic transmission, when directed to the member. An affidavit of the secretary or other agent of the corporation that the notice has been given by a form of electronic transmission, in the absence of fraud, shall be prima facie evidence of the facts stated therein. For purposes of this paragraph, "electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

Section 2.6. Quorum at Membership Meetings. At each meeting of the members, the presence, in person or by proxy, of the holders of record of not less than one-third (1/3rd) of the members of the Corporation entitled to vote at such meeting shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority in interest of the members of the Corporation present in person or by proxy and entitled to vote or, in the absence of any member entitled to vote, any officer entitled to preside at, or act as Secretary of, such meeting, shall have the power to adjourn the meeting from time to time, until members holding the requisite number of members shall be present or represented. At any such adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted at the meeting as originally called.

Section 2.7. Voting by Members; Record Date; Proxy. At each meeting of the members, every member of record of the Corporation entitled to vote at such meeting shall be entitled to one vote in person or by proxy: (a) on the date fixed as the record date for the determination of members entitled to vote at such meeting; or (b) if no such record date shall have been fixed, then as of the close of business on the day next preceding the day on which notice is given or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. Any member's vote may be given by the member entitled in person or by proxy appointed by an instrument in writing, including without limitation an electronic communication, subscribed by such member or by the member's authorized attorney-in-fact and delivered to the Secretary of the meeting; provided, however, that no proxy shall be voted on after three

years from its date unless said proxy provides for a longer period. At all meetings of the members, all matters shall be decided by a majority of the votes cast by the members present in person or by proxy and entitled to vote, a quorum being present.

Section 2.8. List of Members. It shall be the duty of the Secretary or other officer of the Corporation who shall have charge of its membership ledger to prepare and make, at least ten (10) days before every meeting of the members for the election of directors of the Corporation, a complete list of the members entitled to vote at the meeting, arranged in alphabetical order and showing the address of each member and the number of shares registered in the name of each member. Nothing contained in this paragraph shall require the corporation to include electronic mail addresses or other electronic contact information on such list. Such list shall be open to the examination of any member, for any purpose germane to the meeting for a period of at least 10 days prior to the meeting: (1) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting; or (2) during ordinary business hours, at the principal place of business of the corporation. If the corporation determines to make the list available on an electronic network, the corporation may take reasonable steps to ensure that such information is available only to members of the corporation. If the meeting is to be held at a physical location, then the list shall be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any member who is in attendance. If the meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any member during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting. The membership ledger shall be the only evidence as to who are the members entitled by this paragraph to examine the required list or to vote in person or by proxy at any meeting of members.

Section 2.9. Judges of Elections. The board of directors may appoint judges of election to serve at any election of directors and at balloting on any other matter that may properly come before a meeting of members. If no such appointment shall be made, or if any of the judges so appointed shall fail to attend, refuse, or be unable to serve, then such appointment may be made by the presiding officer at the meeting.

ARTICLE III: BOARD OF DIRECTORS

Section 3.1. General Powers. The property, affairs, and business of the Corporation shall be managed by or under the direction of the board of directors.

Section 3.2. Number, Election, Qualifications, and Term of Office. The initial number of directors shall be five (5). Thereafter, the number may be changed from time to time by resolution of the board of directors or members (any such resolution of either the board of directors or members being subject to the later resolution of either of them). Except as otherwise provided in the Certificate of Incorporation or in these bylaws, each director shall be a member, or the appointed delegate of a member that is a partnership or other entity, and all directors shall be elected by a plurality of the votes of the members entitled to vote at each meeting of members for the election of a director or directors. directors need not be members. Each director shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign, or until he or she shall have been removed in the manner hereinafter provided.

Section 3.3. Resignation. Any director of the Corporation may resign at any time by giving written notice to the President or to the Secretary of the Corporation. The resignation of any director shall take effect at the time specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.4. Removal of directors. Any director or the entire board of directors may be removed, either with or without cause, at any time by the holders of a majority of the shares then entitled to vote at an election of directors. Any vacancy in the board of directors caused by any such removal may be filled as provided in the following section or by a plurality of the votes of the members at such meeting, or, if the members shall fail to fill such vacancy, by the board of directors.

Section 3.5. Vacancies. Any vacancy in the board of directors caused by death, resignation, disqualification, removal, an increase in the number of directors, or any other cause, may be filled by the affirmative vote of a majority of the remaining directors (though less than a quorum), unless filled by the members pursuant to Section 3.4. Each director so chosen shall hold office until his or her successor shall be duly elected and qualified or until his or her death, resignation, or removal, if earlier.

Section 3.6. Place of Meetings, Offices, and Books and Records. Except as otherwise specifically provided by law, the board of directors may hold its meetings, have one or more offices, and keep the books and records of the Corporation at such place or places within or without the State of Kansas as the board of directors may from time to time determine.

Section 3.7. First Meeting. Within 30 days after each annual election of directors, the board of directors shall meet for the purpose of organization, the election of officers, and the transaction of other business at the place where regular meetings of the board of directors are held. Notice of such meeting shall be given in the manner hereinafter provided for special meetings of the board of directors or in a consent and waiver of notice signed by all the directors.

Section 3.8. Regular Meetings. Regular meetings of the board of directors may be held at such places and at such times as the Board shall determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting that would otherwise be held on that day shall be held at such place at the same hour and on the next succeeding business day not a legal holiday. Notice of regular meetings need not be given, provided that, whenever the time or place of regular meetings shall be fixed or changed, notice of such action shall be promptly given to each director who shall not have been present at the meeting at which such action was taken.

Section 3.9. Special Meetings. Special meetings of the board of directors shall be held whenever called by the President or by one of the directors. At least twenty-four (24) hours before the day and time on which any special meeting is to be held, notice of such meeting shall be sent to each director by first class mail, addressed to the member or her at the member's or her residence or usual place of business, or by electronic means as permitted by these bylaws, or shall be delivered personally or by telephone. Each such notice shall state the time and place of the meeting but need not state the purposes, except as otherwise expressly provided herein. Notice of any meeting of the board of directors need not be given to any director who shall be present at such meeting or who shall, either before or after such meeting, waive notice of such meeting in writing, electronic means or by telegram, radio, cable, or telephone. Any meeting of the board of directors shall be a legal meeting without any notice having been given if all of the directors of the Corporation then in office shall be present.

Section 3.10. Electronic Notice of Meetings. Without limiting the manner by which notice otherwise may be given effectively to directors, a director may consent to notice given to such director by a form of electronic transmission. Any such consent shall be deemed revoked if: (1) The corporation is unable to deliver by electronic transmission two consecutive notices given by the corporation in accordance with such consent; and (2) such inability becomes known to the secretary of the corporation or other person responsible for the giving of notice. The inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action. Notice given by electronic transmission shall be deemed given: (1) if by facsimile telecommunication, when directed to a number at which the director has consented to

receive notice; (2) if by electronic mail, when directed to an electronic mail address at which the director has consented to receive notice; (3) if by a posting on an electronic network together with separate notice to the director of such specific posting, upon the later of: (A) such posting; and (B) the giving of such separate notice; and (4) if by any other form of electronic transmission, when directed to the director. An affidavit of the secretary or other agent of the corporation that the notice has been given by a form of electronic transmission, in the absence of fraud, shall be prima facie evidence of the facts stated therein. For purposes of this paragraph, "electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

Section 3.11. Quorum and Manner of Acting. Except as otherwise provided by statute or by these bylaws, majority of the total number of directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any meeting at which a quorum shall be present shall be the act of the board of directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given, except as required by law.

Section 3.12. Remuneration. Directors may receive such reasonable compensation for their services as the Board may from time to time determine to be appropriate. Such compensation may be in the form of a fixed fee for attendance at meetings, with expenses, if any. Nothing in this paragraph shall be construed so as to preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor.

Section 3.13. Action by Consent. Any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting if all members of the board or committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the board or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form. Any person, whether or not then a director, may provide, whether through instruction to an agent or otherwise, that a consent to action will be effective at a future time, including a time determined upon the happening of an event, no later than 60 days after such instruction is given or such provision is made and such consent shall be deemed to have been given for purposes of this paragraph at such effective time so long as such person is then a director and did not revoke the consent prior to such time. Any such consent shall be revocable prior to its becoming effective.

Section 3.14. Telephone Meetings. Members of the board of directors, or any committee designated by the board of directors, may participate in a meeting of the board of directors or such committee by means of conference telephone or similar communications equipment, which allows all persons participating in the meeting to hear each other. Participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

ARTICLE IV: COMMITTEES

Section 4.1. Designation of Committees, Alternate Members, and Term of Office. The board of directors may, by resolution passed by a majority of the whole Board, designate one or more committees, including an executive committee. Each committee shall consist of one or more of the directors of the Corporation. The board of directors may designate one or more directors as alternate members of any committee, who, in the order specified by the Board, may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member or members of a committee,

and in the event there are not sufficient alternate members present at such meeting, the member or members, including alternates, present at any meeting and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. The term of office of the members of each committee shall be as fixed from time to time by the Board, subject to these bylaws; provided, however, that any committee member who ceases to be a member of the Board shall ipso facto cease to be a committee member. Each committee shall appoint a secretary, who may be the Secretary of the Corporation or any Assistant Secretary. Committee meetings shall be governed by the same rules as for meetings of the board of directors.

Section 4.2. Powers of Committees. Any committee designated by the board of directors pursuant to Section 4.1, to the extent provided in the resolution of the board of directors, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers that may require it. However, no such committee shall have any power or authority to: (a) amend the Certificate of Incorporation; (b) adopt an agreement of merger or consolidation; (c) recommend to the members the sale, lease, or exchange of all or substantially all of the Corporation's property and assets; (d) recommend to the members a dissolution of the Corporation or a revocation of a dissolution; or (e) amend these bylaws.

ARTICLE V: OFFICERS

Section 5.1. Number. The officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer and, if the Board shall so elect, such other officers and agents as may be appointed by the board of directors pursuant to Section 5.3. Any two or more offices may be held by the same person.

Section 5.2. Election, Term of Office, and Qualifications. The officers shall be elected annually by the board of directors and, except in the case of officers appointed in accordance with the provisions of Section 5.3, each shall hold office until the next annual election of officers or until the member's successor shall have been duly elected and qualified, or until the member's death, or until he shall resign, or until he shall have been removed in the manner hereinafter provided.

Section 5.3. Other Officers. The Corporation may have such other officers and agents as may be deemed necessary by the board of directors, including without limitation one or more Assistant Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. Such other officers and agents shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by the board of directors. The board of directors may delegate to any officer or agent the power to appoint any such subordinate officers or agents and to prescribe their respective terms of office, authorities, and duties.

Section 5.4. Resignations. Any officer may resign at any time by giving written notice of the member's resignation to the board of directors or to the President or Secretary of the Corporation. Unless otherwise specified in such written notice, any such resignation shall take effect at the time of receipt by the board of directors or any such officer.

Section 5.5. Removal. Any officer specifically designated in Section 5.1 may be removed, either with or without cause, by a vote of a majority of the whole board of directors. Any officer or agent appointed in accordance with the provisions of Section 5.3 may be removed, either with or without cause, by the board of directors at any meeting, by the vote of a majority of the directors present at such meeting, or by any superior officer or agent upon whom such power of removal shall have been conferred by the board of directors.

Section 5.6. Vacancies. A vacancy in any office by reason of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these bylaws for election or appointment to such office.

Section 5.7. President. The President shall be the chief executive officer of the Corporation and, subject to control by the board of directors, shall have general charge of the business, affairs, and property of the Corporation and control over its several officers. The President shall preside at all meetings of the members, board of directors, and Executive Committee at which the President shall be present. The President shall see that all orders and resolutions of the board of directors are carried into effect. The President may sign, with the Secretary or any other officer thereunto duly authorized by the board of directors, certificates for membership in the Corporation, deeds, mortgages, bonds, contracts, agreements, or other instruments duly authorized by the board of directors except in cases where the signing and execution shall be expressly delegated by the board of directors to some other officer or agent. From time to time, the President shall report to the board of directors all matters within the member's or her knowledge that the interests of the Corporation may require to be brought to the attention of the Board. The President shall do and perform all such other duties and may exercise such other powers as from time to time may be assigned to the member or her by these bylaws, the board of directors, or the Executive Committee. The officers of the Corporation shall be responsible to the President for the proper and faithful discharge of their several duties and shall make such reports as the President may from time to time require.

Section 5.8. Vice-Presidents. In the event of the death, absence, unavailability, or disability of the President or at the request of the President, the Vice-President or, in case there shall be more than one Vice-President, the Vice-President designated by the President (or in the absence of such designation, the Vice-President designated by the board of directors) shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Except where by law the signature of the President is required, each of the Vice-Presidents shall possess the same power as the President to sign all certificates, contracts, obligations, and other instruments of the Corporation. Any Vice-President shall perform such other duties and may exercise such other powers as from time to time may be assigned to the member or her by these bylaws, the board of directors, the Executive Committee, or the President.

Section 5.9. Assistant Vice-Presidents. The Assistant Vice-Presidents shall exercise such powers as may be assigned to them from time to time by the board of directors, the Executive Committee, or the President.

Section 5.10. Secretary and the Assistant Secretaries. The Secretary shall perform the following duties:

- a. Keep the minutes of the meetings of the members, the board of directors, and the Executive Committee, and cause the same to be recorded in books provided for that purpose;
- b. Prepare, or cause to be prepared, and submit to the Chairman of each meeting of the members a certified list, in alphabetical order, of the names of the members entitled to vote at such meeting;
- c. Ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by statute;
- d. Act as custodian of the records of the Corporation, the board of directors, and the Executive Committee, and of the seal of the Corporation and ensure that the seal is affixed to all membership certificates prior to their issuance and to all documents the execution of which on behalf of the Corporation under its seal shall have been duly authorized, and attest the seal when so affixed;
- e. Ensure that all books, reports, statements, certificates, and the other documents and records required by law to be kept or filed are properly kept or filed;

- f. Whenever any committee shall be appointed in pursuance of a resolution of the board of directors, furnish the chairman of such committee with a copy of such resolution;
- g. Maintain the membership and transfer books of the Corporation, and exhibit such books at all reasonable times to such persons as are entitled by statute to have access;
- h. Sign or cause a facsimile signature to be affixed to (unless the Treasurer or any Assistant Secretary or an Assistant Treasurer shall have this responsibility) certificates representing the membership of the Corporation the issuance of which shall have been duly authorized; and
- i. In general, perform all duties and have all powers incident to the office of the Secretary and perform such other duties and have such other powers as from time to time may be assigned to the member or her by these bylaws, the board of directors, or the President.

At the request of the Secretary or in the member's absence or disability, any Assistant Secretary shall perform any of the duties of the Secretary and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Secretary. Except where by law the signature of the Secretary is required, each of the Assistant Secretaries shall possess the same power as the Secretary to sign certificates, contracts, obligations, and other instruments of the Corporation, and to affix the seal of the Corporation to such instruments, and attest the same. The Assistant Secretaries shall perform such other duties as from time to time may be assigned to them respectively by the board of directors, the President, or the Secretary.

Section 5.11. Treasurer and Assistant Treasurers. The Treasurer shall perform the following duties:

- a. Have charge of, supervise, and be responsible for the funds, including the borrowing, securities, and receipts and disbursements of the Corporation;
- b. Cause all moneys and other valuable effects of the Corporation to be deposited in the name and to the credit of the Corporation in such banks or trust companies or with such bankers or other depositaries as shall be selected by the board of directors or Executive Committee, or pursuant to authority conferred by the board of directors or Executive Committee;
- c. Cause the funds of the Corporation to be disbursed by checks or drafts upon the authorized depositaries of the Corporation;
- d. Cause to be taken and preserved proper vouchers for all moneys disbursed;
- e. Keep or cause to be kept correct books of account of all the business and transactions of the Corporation and upon application cause such books of account to be exhibited to any director;
- f. Render to the President, the board of directors, or the Executive Committee, whenever requested, an account of the financial conditions of the Corporation and of all transactions as Treasurer;
- g. Be empowered, from time to time, to require from the officers or agents of the Corporation reports or statements giving such information as the Treasurer may desire with respect to any and all financial transactions of the Corporation;
- h. Sign, or cause a facsimile signature to be affixed to (unless the Secretary or an Assistant Secretary or an Assistant Treasurer shall have this responsibility) certificates representing membership in the Corporation the issuance of which shall have been duly authorized; and
- i. In general, perform all duties and have all powers incident to the office of Treasurer and perform such other duties and have such other powers as from time to time may be assigned to the member by these bylaws, the board of directors, or the President.

At the request of the Treasurer or in the member's or her absence or disability, the Assistant Treasurer or,

in case there shall be more than one Assistant Treasurer, the Assistant Treasurer designated by the board of directors, the Executive Committee, or the President shall perform any of the duties of the Treasurer and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Treasurer. Except where by law the signature of the Treasurer is required, each of the Assistant Treasurers shall possess the same power as the Treasurer to sign all certificates, contracts, obligations, and other instruments of the Corporation. The Assistant Treasurers shall perform such other duties as from time to time may be assigned to them respectively by the board of directors, the President, or the Treasurer.

Section 5.12. Salaries. The salaries of the officers shall be fixed from time to time by the board of directors, except that the board of directors may delegate to any person the power to fix the salaries or other compensation of any officers or agents appointed in accordance with the provisions of Section 5.3. No officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the Corporation.

Section 5.13. Surety Bonds. If the board of directors shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the board of directors may direct, conditioned upon the faithful discharge of the member's duties, including responsibility for negligence and for the accounting for all property, funds, or securities of the Corporation that may come into the member's hands.

ARTICLE VI

ASSESSMENTS AND CONTRIBUTIONS BY MEMBERS, CONTRACTS, CHECKS, LOANS, DEPOSITS, AND PROXIES

Section 6.1. Assessments and Contributions by Members. If the Corporation is liable and charged for natural gas for failure of the Corporation or its members to timely take deliveries of sufficient quantities of natural gas as required by a gas purchase contract, and if the Corporation is unable to resolve the liability or charge after diligent efforts taken in good faith, the members shall contribute a sum of money to the Corporation as determined in section 2.2 of these bylaws. The Corporation may assess the members for such liability.

Section 6.2. Contracts, Checks, and Other Instruments. All checks, drafts, bills of exchange, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, as may from time to time be designated by the board of directors, which designation may be general or confined to specific instances. The board of directors or its duly appointed and authorized committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. Except as so authorized or otherwise expressly provided in these bylaws, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 6.3. Proxies in Respect of Securities of Other Corporations. Unless otherwise provided by resolution adopted by the board of directors, the President or a Vice-President may from time to time appoint an attorney or attorneys, or an agent or agents, to exercise in the name and on behalf of the Corporation the powers and rights that the Corporation may have as the holder of stock or other securities in any other corporation to vote or to consent in respect of such stock or other securities. The President or any Vice-President may instruct the person or persons so appointed as to the manner of exercising such powers and rights and the President or any Vice-President may execute or cause to be executed in the

name and on behalf of the Corporation and under its corporate seal, or otherwise, all such written proxies, powers of attorney, or other written instruments as he or she may deem necessary in order that the Corporation may exercise such powers and rights.

Section 6.4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to its credit in such banks or trust companies or with such bankers or other depositaries as the board of directors may select, or as may be selected by any officer or officers or agent or agents authorized to do so by the board of directors. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositaries shall be made in such manner as the board of directors from time to time may determine.

ARTICLE VII: MEMBERSHIP RECORDS

Section 7.1. Issuance of Certificates. Membership in the Corporation will be uncertificated, unless the board acts to direct the issuance of membership certificates. The board of directors may by resolution authorize the issuance of membership certificates of the Corporation, which shall be numbered and shall be entered in the books of the Corporation as they are issued. They shall exhibit the holder's name and shall be signed by the President or a Vice-President and the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary.

Section 7.2. No Transfer; Cessation of Membership. No transfers of membership shall be made on the books of the Corporation. A member who no longer owns or leases irrigation motors that are fueled by natural gas contracted by the Corporation or who ceases to purchase natural gas for irrigation shall cease to be a member of the Corporation.

Section 7.3. Record Dates. In order that the Corporation may determine the members entitled to notice of or to vote at any meeting of members or any adjournment, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any distribution or allotment of any rights, or for the purpose of any other lawful action, the board of directors may, in its discretion, fix, in advance, a record date, that shall be not more than 60 nor less than 10 days before the date of such meeting, nor more than 60 days prior to any other action. Only those members of record on the date so fixed shall be entitled to any of the foregoing rights, notwithstanding the member's cessation of membership on the books of the Corporation after any such record date fixed by the board of directors. A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting.

Section 7.4. Closing of Transfer Books. The board of directors may close the transfer books in its discretion for a period not exceeding 60 days preceding any meeting, annual or special, of the members or the day appointed for the payment of a dividend.

Section 7.5. Record Member. The Corporation shall be entitled to treat the member of record as the member in fact and accordingly shall not be bound to recognize any equitable or other claim to or interest in membership on the part of any other person, whether or not it shall have express or other notice, unless the laws of Kansas expressly provide otherwise.

Section 7.6. Lost Certificates. Any person claiming a membership certificate to be lost or destroyed shall make an affidavit or affirmation of that fact, whereupon a new certificate may be issued to the member.

ARTICLE VIII: NO DIVIDENDS

The Corporation is a non-profit corporation. No dividends shall be issued to any member.

ARTICLE IX: RELIANCE ON RECORDS AND REPORTS

Each director, officer, or member of any committee designated by, or by the authority of, the board of directors shall, in the performance of the member's duties, be fully protected in relying in good faith upon the books of account or other records of the Corporation or of any of its subsidiaries or upon reports made to the Corporation or any of its subsidiaries by any official of the Corporation or of a subsidiary or by an independent certified public accountant or by an appraiser selected with reasonable care by the board of directors or by any such committee.

ARTICLE X: CORPORATE SEAL

The corporate seal shall be circular in form and shall bear the name of the Corporation and words and figures denoting its organization under the laws of the State of Kansas and otherwise shall be in such form as shall be approved from time to time by the board of directors.

ARTICLE XI: FISCAL YEAR

The fiscal year of the Corporation shall be a calendar year.

ARTICLE XII: WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given by these bylaws, the Certificate of Incorporation, or any of the corporate laws of the State of Kansas, a waiver in writing, signed by the person or persons entitled to said notice, whether before or after the time stated, shall be deemed equivalent.

ARTICLE XIII: INDEMNIFICATION

The Corporation shall indemnify each of its directors and officers, whether or not then in office (and the member's executor, administrator, and heirs), against all reasonable expenses, including attorney's fees, judgments, and fines, actually and necessarily incurred by the member in connection with the defense of any litigation to which he may have been made a party because of the member's status as director or officer of the Corporation. Such director or officer shall have no right to reimbursement, however, in relation to any matter to which he has been adjudged liable to the Corporation for gross negligence or culpable misconduct in the performance of the member's duties. The right to indemnity for expenses shall also apply to the expenses of suits that are compromised if the court having jurisdiction of the matter shall approve such settlement. The foregoing right of indemnification shall be in addition to all other rights to which such director or officer may be entitled, pursuant to the Kansas General Corporation Law.

ARTICLE XIV: EFFECTIVE DATE; RATIFICATION OF PRIOR ACTS

These bylaws shall be effective prospectively, commencing with the date of adoption by the members. All acts of the board and officers taken or made in good faith for the benefit of the Corporation or to accomplish the purposes of the Corporation prior to the adoption of these bylaws are hereby ratified and approved as if bylaws authorizing such act were in effect at the time of the act.

ARTICLE XV: AMENDMENTS

The bylaws of the Corporation may be amended, added to, or repealed at any meeting of the members; provided, however, that notice of the proposed change is given in the notice of the meeting. No change of the time or place for the annual meeting of the members for the election of directors shall be made except in accordance with the laws of the State of Kansas.

ADOPTED as the bylaws of the Corporation on this _____ day of February 2025.

President

Attest:

Secretary