

OAKDALE ELECTRIC COOPERATIVE MINUTES OF THE 86th ANNUAL MEMBER MEETING

Thursday, June 17, 2021

The 86th Annual Member Meeting of Oakdale Electric Cooperative was held at the Oakdale Electric Cooperative headquarters, 489 N. Oakwood St., Tomah, WI, on Thursday, June 17, 2021. Registration and voting by members in person began at 4:00 p.m.

The meeting was called to order at 5:00 p.m. by Mr. Richard Barrett, Chairman of the Board of Directors.

Mr. Barrett welcomed everyone to the 86th annual meeting and expressed his appreciation to members for their understanding in these unprecedented times of change. Due to the continued uncertainty of the current COVID-19 pandemic and with the health and safety of everyone in mind, we are unable to have our typical annual meeting again this year. He stated that today's meeting will be focused on conducting essential business while creating as safe of an environment as possible. The Cooperative provided mail-in ballots for the director elections in advance of the meeting.

INTRODUCTIONS

Chairman Richard Barrett introduced the Board of Directors: Robin Craker, Gregory Eirschele, Robert Hess, Martin Potter, James Van Wychen and Jonathan Williams. He also introduced OEC General Manager/CEO Christopher Tackmann and Attorney Andrew Parrish. Attorney Parrish will oversee the election of Board members and the adoption of amendments to the proposed bylaw changes. He also recognized special guests: Representative Nancy VanderMeer, Rob Richard, WECA Director of Government Relations and State Senator Patrick Testin.

QUORUM

Mr. Williams, the Secretary, informed Mr. Barrett that 67 members had registered. Chairman Barrett declared a quorum present, in accordance with Oakdale Electric Cooperative bylaws Section 4, which provide that the number of members to constitute a quorum at a meeting of members shall be fifty. Mr. Barrett then declared the meeting officially in session.

APPROVAL OF AGENDA AND NOTICE REQUIREMENTS

On a motion duly made, seconded, and carried, a Consent Agenda was approved and adopted by the members that included the following:

- 1. The proposed 2021 Annual Meeting Program Agenda was approved as mailed to the membership with the Notice of Meeting;**
- 2. Reading of the minutes of the August 4, 2020 Oakdale Electric Cooperative Annual Membership Meeting was waived and the minutes were approved as presented.**

VOTING

Attorney Parrish conducted the election of directors, for the term of three years to fill the vacancies caused by the expiration of the terms of James Van Wychen, District No. 2, Richard Barrett, District No. 4 and Martin Potter, District No. 5.

Attorney Parrish described the process under Cooperative's bylaws by which the nomination and election of directors are conducted. He explained to the membership that under the Bylaws, Roberts Rules of Order and tradition at Oakdale, directors are nominated by a nomination committee or by signature of 15 members from the district. Each candidate present was given the opportunity to address the membership.

Consistent with the Cooperative Bylaws, the Board of Directors authorized voting for directors at this year's annual meeting to be conducted by mail-in ballots. Ballots to vote for trustees were mailed to all Oakdale Electric Cooperative members who were in good standing as of the date of record, which was February 18, 2021. Ballots were required to be received at Oakdale Electric Cooperative no later than 4 p.m. on June 15, 2021 in order to be counted. Members who did not wish to vote by mail-in ballot were directed to a voting station at the annual meeting to cast a ballot. The tellers were instructed to collect and count the marked ballots. At this time, the attorney turned the meeting back over to the Chair.

ELECTION RESULTS

Attorney Parrish explained to the membership that the three candidates were unopposed for election. Under Robert Rules, the members can avoid having to mark written ballots if the members approve a motion waiving the written ballot and electing the nominees on a unanimous ballot. Each candidate was given the opportunity to address the membership.

The election results were as follows:

District No. 2: James Van Wychen

District No. 4: Richard Barrett

District No. 5: Martin Potter

It was moved, seconded and approved to waive voting by written ballot for director candidates running unopposed and to elect those candidates on a unanimous ballot and to make the unopposed nomination stand as election of James Van Wychen by unanimous ballot.

It was moved, seconded and approved to waive voting by written ballot for director candidates running unopposed and to elect those candidates on a unanimous ballot and to make the unopposed nomination stand as election of Richard Barrett by unanimous ballot.

It was moved, seconded and approved to waive voting by written ballot for director candidates running unopposed and to elect those candidates on a unanimous ballot and to

make the unopposed nomination stand as election of Martin Potter by unanimous ballot.

Each of these directors will serve for three (3) years.

ADOPTION OF AMENDMENTS TO THE BYLAWS

Attorney Parrish reviewed the proposed bylaw changes submitted to the membership. This amendment proposes to make changes to 16 sections and create two new sections of the bylaws as stated in the annual report that accompanied the notice of the meeting. A summary was also published in the 2020 Annual Report. A number of amendments are only grammatical in nature and do not propose substantive changes to the bylaws. Other amendments add or change substantive requirements concerning director eligibility, district boundaries, and dispute resolution.

At this point Attorney Parrish stated that he would entertain a motion in favor of the proposal to amend and make changes to 16 sections and create two new sections of the bylaws.

There was a motion, and a second. There being no further questions, Attorney Parrish called for a motion to approve the proposed Bylaws. Motion carried to approve the amendment as presented. Motion carried.

STATE SENATOR PATRICK TESTIN

General Manager/CEO Chris Tackmann presented Senator Patrick Testin the Champion of Electric Cooperatives Award for his work on authoring the emergency bylaw bill.

BALLOTS

Chairman Barrett asked for a motion to destroy the written ballots the following day.

There was a motion, and a second to destroy all ballots. Motion carried.

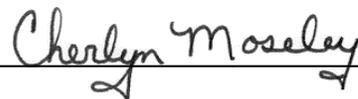
MEETING ATTENDANCE PRIZES

It was announced that all members attending the meeting would receive a gift and boxed meal from business member Jimmy John's as a thank you gift for attending the meeting.

ADJOURN

There being no further business to come before the meeting, Chairman Barrett declared the meeting adjourned at approximately 5:23 p.m.

Respectfully Submitted,



Cherlyn Moseley, Assistant Secretary

Approved, _____, 2022

Jonathan Williams, Secretary