

# **OAKDALE ELECTRIC COOPERATIVE MINUTES OF THE 85th ANNUAL MEMBER MEETING**

**Tuesday, August 4, 2020**

The 85<sup>th</sup> Annual Member Meeting of Oakdale Electric Cooperative was held at the Oakdale Electric Cooperative headquarters, 489 N. Oakwood St., Tomah, WI, on Tuesday, August 4, 2020. 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 85<sup>th</sup> annual meeting and expressed his appreciation to our members for their understanding in these unprecedented times of change. Due to the COVID-19 pandemic, the Oakdale Electric Cooperative Board of Directors decided to postpone the 2020 OEC Annual Membership Meeting (originally scheduled for Saturday, March 21, 2020). 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.

Chairman Richard Barrett introduced the Board of Directors: 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.

## **QUORUM**

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 2020 Annual Meeting Program Agenda was approved as mailed to the membership with the Notice of Meeting;**
- 2. Reading of the minutes of the March 23, 2019 Oakdale Electric Cooperative Annual Membership Meeting was waived and the minutes were approved as presented;**
- 3. The members approved and ratified the holding of the Annual Meeting after the first six months of the year.**

### **ADOPTION OF AMENDMENTS TO THE BYLAWS**

Attorney Parrish reviewed the proposed bylaw changes submitted to the membership. This amendment proposes to amend Article III, Section 4(b) of the bylaws to change the means to obtain nominees for the Board of Directors. It will end the requirement that the Board of Directors appoint a nominating committee for each district for which a director is to be elected at a membership meeting. Under this amendment, nominations would only be made by petition signed by at least 15 members of the district that the director would represent on the Board.

At this point Attorney Parrish stated that he would entertain a motion in favor of the proposal to amend Article III, Section 4(b) of the bylaws to change the means to obtain nominees for the Board of Directors, as stated in the annual report that accompanied the notice of the meeting. A summary was also published in the 2019 Annual Report.

**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 to Article III, Section 4(b) of the Bylaws.**

### **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 Robert Hess, District No. 1 and Ronald Churchill, District No. 7.

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 July 3, 2020. Ballots were required to be received at Oakdale Electric Cooperative no later than 4 p.m. on August 1, 2020 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.

**IN MEMORY OF RONALD CHURCHILL**

A moment of silence was had honoring Ron Churchill, a longtime board director and friend to many at Oakdale Electric Cooperative who passed away on July 6. Our thoughts and prayers are with his family.

**QUESTIONS AND ANSWER SESSION**

There were several questions from the floor. Mr. Tackmann and Mr. Barrett addressed each of the questions.

**ELECTION RESULTS**

Robert Hess was uncontested for District No. 1. District No. 7 candidates were Robin Craker and Jeffrey Rastocan.

The election results were as follows:

District No. 1: Robert Hess

District No. 7: Robin Craker

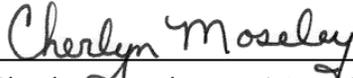
**MEETING ATTENDANCE PRIZES**

It was announced that all members attending the meeting would receive a \$10 credit on their Oakdale Electric bill 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 5:43 p.m.**

Respectfully Submitted,

  
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Cherlyn Moseley, Assistant Secretary

Approved, \_\_\_\_\_, 2021

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Jonathan Williams, Secretary