

**MINUTES OF THE 83rd ANNUAL MEETING  
OF THE MEMBERS  
OF OAKDALE ELECTRIC COOPERATIVE  
Saturday, March 23, 2019**

The 84<sup>th</sup> regular annual meeting of the members of Oakdale Electric Cooperative was called to order by the Chair of the Board of Directors, Mr. Robert Hess, at 10:00 a.m. at the Tomah High School at 901 Lincoln Avenue, Tomah, WI, on Saturday, March 23, 2019.

**WELCOME**

Mr. Hess welcomed members and special guests to the annual meeting. Guests at the meeting included David Hoopman, Director of News and Communication at Wisconsin Electric Cooperative Association, Representative Nancy VanderMeer, Wisconsin State Assembly, Representative Tony Kurtz, Wisconsin State Assembly and Brian Rude, Vice President of Member Relations at Dairyland Power Cooperative.

**ANTHEM & INVOCATION**

Mr. Hess introduced Makenna Linenberg, daughter of Heather Linenberg, Consumer Services Specialist, for the singing of the National Anthem. Director James Van Wychen offered the invocation.

**QUORUM**

Secretary Williams informed Mr. Hess that 147 members had registered on the morning of the meeting, which constituted a quorum, being more than 50 members. Mr. Hess then declared the meeting officially in session.

**INTRODUCTION OF BOARD MEMBERS**

The Board of Directors was introduced to the membership.

**APPROVAL OF ANNUAL MEETING AGENDA**

**On a motion duly made, seconded, and carried, the proposed 2019 Annual Meeting Agenda was approved as mailed to the membership with the Notice of Meeting.**

**NOTICE OF MEETING & CERTIFICATION OF MAILING**

Secretary Williams read the Notice of Meeting and the Certification of Mailing of the Notice of the Annual Meeting. The Notice of Meeting and Certification of Mailing of Notice of the Annual Meeting are affixed to these minutes.

## **2018 ANNUAL MEETING MINUTES**

**On motion duly made, seconded, and carried, reading of the minutes of the April 24, 2018 Oakdale Electric Annual Membership Meeting was waived and the minutes were approved as presented.**

### **OFFICER'S REPORTS**

The reports of the Treasurer, Board Chair and General Manager were given.

### **PARLIAMENTARIANS**

Attorney Tom Zaremba and Attorney Andrew Parrish acted as parliamentarians for this meeting.

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

This amendment proposes changes to eight separate sections and creates three new sections of the bylaws. Some amendments are intended to only update language in the bylaws and to ensure compliance with current law. Other amendments would add or change substantive requirements concerning director elections and member resolutions. The changes are summarized as follows:

- Language in Article I, Sections 1 and 3 of the bylaws will be updated to change the references to “husband and wife” to “spouses.” This changes the language to be gender neutral to comply with current law.
- Language in Article II, Section 3 will be changed to increase the time for the Cooperative to give notice of member meetings from 30 to 45 days.
- Article II, Section 8 would be added to the bylaws to establish a Resolutions Committee composed of members of the Cooperative who will review and make recommendations concerning member resolutions.
- Language in Article III, Section 2(b) will be changed to modify the residency requirement for the Cooperative’s directors. Currently, any member with a residence in the Cooperative’s service territory may be eligible to be elected as a director. With the amendment, only members who maintain a primary and permanent residence in the service territory would be eligible to serve as a director.
- Language in Article III, Sections 4(b) and (c) will be changed to require nominations for directors to be submitted to the Secretary of the Cooperative at least 45 days prior to the member meeting. Currently, nominations may be submitted up to 21 days before the meeting.

- Language in Article III, Section 4(d) will be added to require that a tie vote in director elections will be decided by a coin flip. There is currently no method in the bylaws for resolving a tie vote.
- Article III, Section 10 will be added to the bylaws to authorize the Cooperative's Board of Directors to permit members to participate in director elections by mail-in ballots.
- Article III, Section 11 will be added to the bylaws to authorize the Cooperative's Board of Directors to permit members to participate in director elections by electronic means.
- Language in Article VII, section 3, will be updated to eliminate references to separate classes of membership, Class A and Class B.
- Language in Article VIII, Section 1 will be updated to delete the reference to waivers of notice by joint members. This provision is already included in Article I, Section 3(c), so it is unnecessary and redundant to also include it in Article VIII, Section 1.

At this point Attorney Parrish stated that he would entertain a motion in favor of the proposal to amend Article I, Section 1 and 3, Article II, Section 3, Article II, Section 8, Article III, Section 2(b), Article III, Sections 4(b) and (c), Article III, Section 4(d), Article III, Section 10, Article III, Section 11, Article VII, section 3, Article VIII, Section 1, as stated in the annual report that accompanied the notice of the meeting. A copy of the bylaw amendments are attached to and becomes a permanent part of these minutes. A summary was also published in the 2018 Annual Report.

**There was a motion, and a second. There being no further questions, Attorney Parrish called for a vote by a show of hands of registered members. Motion carried to approve the amendment to Article I, Section 1 and 3, Article II, Section 3, Article II, Section 8, Article III, Section 2(b), Article III, Sections 4(b) and (c), Article III, Section 4(d), Article III, Section 10, Article III, Section 11, Article VII, Section 3, Article VIII, Section 1) of the Bylaws.**

#### TELLERS

Attorney Zarembo announced that the tellers that would be involved in counting ballots for the director elections were Pat Christensen and Linda Pierce.

#### VOTING

Attorney Tom Zarembo conducted the election of directors, for the term of three years to fill the vacancies caused by the expiration of the terms of Gregory Eirschele, District No. 3 and Jonathan Williams, District No. 6.

Attorney Zarembo described the process under Cooperative's bylaws by which the nomination and election of directors are conducted. Attorney Zarembo 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 but elected by written ballot of all the members at the annual meeting.

The nominating committees are comprised of three members for each Cooperative district that is up for election. The following individuals served on the nominating committees for this year's election: District No. 3 - Doris Hall, Patrick Rezin and Terry Winchel. District No. 6 – Michelle Daus, Betty Manson and Dan Pokorney.

Each candidate present was given the opportunity to address the membership. Mr. Williams spoke to the membership on why he felt qualified and wished to serve as director and Mr. Eirschele was not present. Attorney Parrish explained to the membership that the two 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.

**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 Greg Eirschele 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 Jonathan Williams by unanimous ballot.**

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

At this time, the attorney turned the meeting back over to the Chair.

#### **GUEST SPEAKER**

Mr. Hess introduced the guest speaker, Brian Rude from Dairyland Power Cooperative. Mr. Rude gave a brief overview of Dairyland Power Cooperative. He explained the generation mix and diversification plans for the future.

#### **QUESTIONS AND ANSWER SESSION**

There were several questions from the floor regarding the following topics: fiber optic internet service and renewable energy.

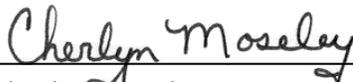
**PRIZES AWARDED**

Receiving \$100 credits on their electric bills were: Patricia Cornwell, Tomah, Ernest Johnson, Warrens, Stanley Kreckowski, Nekoosa, Steve Suehring, Necedah, and Jim Hayward, Camp Douglas. Blocks of cheddar cheese from Humbird Cheese was given out to members as door prizes.

**ADJOURN**

**There being no further business to come before the meeting, Mr. Hess declared the meeting adjourned at approximately 11:50 a.m. The annual meeting was followed by a KFC lunch.**

Respectfully Submitted,

  
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Cherlyn Moseley, Assistant Secretary

Approved, \_\_\_\_\_, 2019

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Jonathan Williams, Secretary