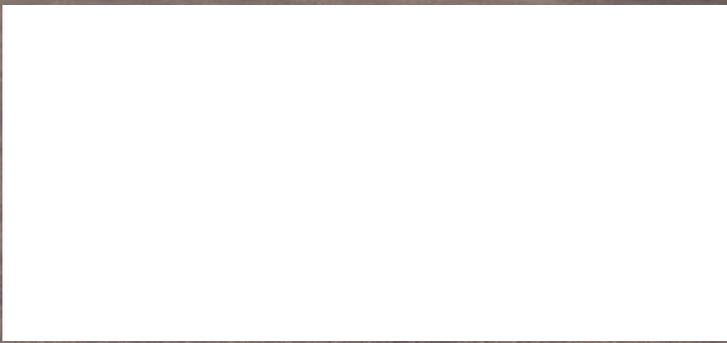


2020 ANNUAL REPORT INSIDE

Since 1940

WISCONSIN ENERGY *Cooperative* NEWS

June 2021



**Oakdale Electric
Cooperative**

Your Touchstone Energy® Partner 

CALL AND NOTICE

of Annual Meeting of Oakdale Electric Cooperative

The Annual Meeting of the members of Oakdale Electric Cooperative will be held at 5 p.m., Thursday, June 17, 2021 at Oakdale Electric Cooperative, with registration beginning at 4 p.m.

Action will be taken on the following:

1. Reading of the notice of the Meeting and proof of the due publication of mailing thereof.
2. Reading of the unapproved minutes of last year's meeting of the members and taking of necessary action thereon.
3. Reports of officers, directors, committees, and employees, summarized in the Annual Report previously distributed to membership and published on the Annual Meeting Webpage.
4. Election of a director from District #2 (comprised of the Townships of Knapp, Bear Bluff, Lincoln, Scott, La Grange, Byron) for a three-year term to fill the vacancy of the term of James Van Wychen (incumbent), 3365 Auger Road, Warrens, WI 54666.
5. Election of a director from District #4 (comprised of the Townships of Oakdale, Orange, Clearfield, Fountain, Lisbon) for a three-year term to fill the vacancy of the term of Rick Barrett (incumbent), W8376 Orange Road, New Lisbon, WI 53950.
6. Election of a director from District #5 (comprised of the Townships of Kingston, Cutler, Necedah, Germantown, Marion) for a three-year term to fill the vacancy of Martin Potter (incumbent), N11569 County Road H, Camp Douglas, WI 54618.
7. Consideration of the adoption of amendment to the Cooperative Bylaws.
8. Such other business, regular or special, which may come before said meeting.
9. Adjournment.

ANNUAL MEETING PROGRAM

Thursday, June 17, 2021 Oakdale Electric Cooperative

- 4:00 p.m. Registration of Members
- 5:00 p.m. Business Session
- Meeting Called to Order –
Richard Barrett, Board Chairman
- Invocation
- Certification of Quorum Present
- Approval of Program Agenda
- Notice of Meeting and Proof of Mailing
- Approval of Minutes of Prior Meeting
- Presentation of General Manager/CEO and
Director reports as summarized in the Annual
Report previously distributed to membership
– Christopher Tackmann
- Director Election Process –
Attorney Andrew Parrish
- Proposed Bylaw Amendments –
Attorney Andrew Parrish
- Any Other Business
- Adjournment

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**GIFTS AND
TO-GO
MEALS**

All members attending the Annual Meeting will
receive a gift and to-go Jimmy John's box meal.

Slim Ham or Turkey 8" Sub
Jimmy Chips Regular
Chocolate Chip Cookie
Pickle Spear



Chris Tackmann
General Manager/CEO



MESSAGE FROM YOUR GENERAL MANAGER & CEO AND BOARD CHAIRMAN



Rick Barrett
Board Chairman

If you want to see the sunshine, you have to weather the storm.
—Frank Lane

In our 86-year history, Oakdale Electric Cooperative has battled many strong storms, but none as unpredictable as COVID-19. The severity of this pandemic went from watch to warning, affecting all in its path, including your cooperative. We bended but never broke. Due to the strength of the employees, board members, and surrounding communities, Oakdale Electric is still standing tall and proud.

Let's look back and review how we weathered the COVID-19 pandemic throughout the past year.

Oakdale Electric Cooperative (OEC) reported reduced sales of electricity. This is a direct result of the impact COVID-19 placed on our commercial and industrial sales. Consequently, residential sales increased marginally, due to more members working from home. Your co-op's overall annual kWh sales were at 324 million kilowatts, with revenues of \$38 million, a slight decrease from the year prior. External auditors gave Oakdale Electric Cooperative another clean report regarding our financial systems and controls.

The option to make an in-person payment became obsolete when the co-op's lobby closed in March. As a result, pay-by-phone and SmartHub, our online bill payment system, became the preferred payment options for members. Our doors are now open and while we're again able to accept walk-in payments, we hope members continue to enjoy the convenience of using SmartHub. All payments are safe, secure, and post in real-time. Additionally, your SmartHub account contains detailed information about past and current energy usage. If you haven't used SmartHub yet, we encourage you to give it a try. It's free and available to use on a web browser or a mobile application for a smartphone or tablet.

If you log into Facebook, Twitter, or Instagram, search for Oakdale Electric Cooperative. We inform followers with regular posts on news, events, energy savings, as well as construction and outage updates. Our website, oakdalerec.com, contains valuable information including payment options, SmartHub access, incentives, scholarships, and a live outage map.

The pandemic did not slow down line construction projects this past year. A total of 261 new services was added, marking this the largest total in over a decade. Your cooperative invested almost \$4.3 million in new construction and electric line upgrades, and this coming year's capital budget calls for another \$3.8 million for improvement projects to the system.

Oakdale Electric returned \$1.2 million in capital credits to members in May. This disbursement normally takes place in October; however, the retirement was moved forward to assist

members during the first months of the pandemic. Additionally, your board of directors authorized awarding \$15,000 total, using Federated Youth Foundation funds, to 15 food pantries in our service territory.

Safety has always been a top priority at Oakdale Electric and this past year was no different. Normal safety protocols were rigorously followed, and additional measures taken which included employee rotations, social distancing, mask wearing, and supplemental cleaning to help keep employees safe. While we were not immune to the challenges of the pandemic, overall, everyone worked together and made 2020 another safe year at the cooperative.

The COVID-19 pandemic has provided the opportunity to reflect on two important lessons regarding storms:

Storms teach us about our strength. Our cooperative's strength lies in you, our members. While this past year had many challenges and changes, our commitment to you, our members, never wavered. Staying focused on our cooperative business model, while working together, has always been Oakdale Electric's key to success, and this will only strengthen our cooperative for the future.

Storms bring people together. In order to survive a storm, it's necessary to seek shelter at home. When it is deemed safe to gather, we come together again. You are invited to attend Oakdale Electric Cooperative's 86th Annual Meeting on Thursday, June 17. Out of an abundance of caution to ensure the health and safety of all, the meeting will be streamlined, and business only. The format will be similar to last year's event, including the location in Oakdale Electric Cooperative's garage to allow for adequate social distancing.

The storm is rolling out, and sunny days are now in the extended forecast and in Oakdale Electric Cooperative's future. We will continue to shine bright, while providing the light for our members safely, reliably, and affordably.

In this report you will find a summary of the proposed changes to Oakdale Electric Cooperative's bylaws. The proposed amendments include arbitration, addition of a director qualification related to felony convictions, an update to the deadline for holding our annual meeting, director district "reapportionment," and further clean-up of language. The first few paragraphs on page 16a will provide an overview of the changes being proposed.

We hope you will join us on June 17th for our 86th Annual Meeting. Registration opens at 4 p.m., and the business meeting starts at 5 p.m. Members in attendance will receive a door prize and a to-go Jimmy John's boxed meal, including a sandwich (ham or turkey), bag of chips, pickle spear, and cookie following the meeting.

2020 FINANCIAL REPORT

ABOUT OEC

14,055 members

Miles of line 2,784

18 substations

44 full-time employees

18,309 meters

OEC has returned more than

\$27 million

to members in capital credits

Our 2020 financial records and the reports contained herein have been audited by Bauman Associates, Ltd., Eau Claire, WI

STATEMENT OF OPERATIONS

	Dec. 31, 2020	Dec. 31, 2019
OPERATING REVENUE		
ELECTRIC SALES REVENUE	\$ 38,510,224	\$ 39,817,268
OTHER ELECTRIC REVENUE	103,958	148,808
TOTAL OPERATING REVENUE	<u>38,614,182</u>	<u>39,966,076</u>
OPERATING EXPENSES		
COST OF POWER	25,189,672	26,478,379
DISTRIBUTION EXP-OPERATIONS	1,727,562	1,761,902
DISTRIBUTION EXP-MAINTENANCE	1,903,596	2,060,895
ADMINISTRATIVE & GENERAL EXPENSE	2,900,522	2,852,259
DEPRECIATION EXPENSE	3,422,898	3,301,835
TAX EXPENSE	428,218	420,712
INTEREST ON LONG TERM DEBT (CFC)	1,960,165	1,830,474
OTHER	27,944	40,843
TOTAL COST OF ELECTRIC SERVICE	<u>37,560,577</u>	<u>38,747,299</u>
OPERATING MARGINS	1,053,605	1,218,777
NON-OPERATING MARGINS	333,043	331,248
DPC CAPITAL CREDITS	912,766	950,690
NET MARGINS	<u>2,299,414</u>	<u>2,500,715</u>

BALANCE SHEET

ASSETS		
NET UTILITY PLANT	\$ 74,984,575	\$ 72,478,846
NON UTILITY PLANT	15,522	20,796
LONG-TERM INVESTMENT	17,864,564	17,379,802
CASH & TEMPORARY INVESTMENTS	455,446	532,393
ACCOUNTS RECEIVABLE	3,312,134	2,933,046
MATERIALS & PREPAYMENTS	739,865	828,543
OTHER ASSETS & DEFERRED DEBITS	1,075,880	1,286,811
TOTAL ASSETS	<u>98,447,986</u>	<u>95,460,237</u>
LIABILITIES & EQUITIES		
PATRONAGE CAPITAL	42,711,272	41,796,702
CONSUMER DEPOSITS	261,161	244,522
LONG TERM DEBT	48,219,692	43,513,293
ACCOUNTS PAYABLE	2,291,123	3,001,163
OTHER CURRENT LIABILITIES	4,964,738	6,904,557
TOTAL LIABILITIES & EQUITY	<u>\$ 98,447,986</u>	<u>\$ 95,460,237</u>

YOUR ENERGY DOLLARS

For every dollar you spend on electricity, two-thirds goes toward the cost of wholesale power.



OAKDALE ELECTRIC COOPERATIVE

2021 PROPOSED BYLAW AMENDMENTS

This amendment proposes to make changes to 16 sections and create two new sections of the bylaws. 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. The changes are summarized as follows:

- Language in Article II, Section 1 of the bylaws will be updated to give the Cooperative Board of Directors more flexibility to determine a time to hold its annual meeting, particularly if circumstances such as the pandemic prevent the Cooperative from holding its annual meeting within the first six months of the year.
- Language in Article III, Section 2(b)(1) of the bylaws will be updated to add that a sitting director shall not be disqualified from completing his or her current term in the event there is a change in district boundaries during the current term.
- Article III, Section 2(b)(6) will be added to the bylaws to require a director qualification related to felony convictions. The qualification states that no person can become or remain a director who has been convicted of a felony in the seven (7) years preceding the election or appointment if the circumstances of the charges are substantially related to fiduciary duties and expectations of a director.
- Language in Article III, Section 2 of the bylaws will be updated to change the reference from “corporation” to “firm, association, corporation or body politic or subdivision thereof.” This change will be made to reflect that a member may be a business entity other than a corporation.
- Language in Article III, Section 4(a) of the bylaws will be updated to reflect the requirement that the Cooperative’s Board of Directors shall review the district boundaries and make revisions as necessary to ensure that the districts comply with the requirements of this Section. The update further notes that changes in district boundaries shall not disqualify a director from completing his or her current term as noted above in Article III, Section 2(b)(1).
- Language in Article III, Section 7 of the bylaws will be updated to add that the Cooperative’s Board may provide notice about revising or adopting a policy to its members by posting the policies on the Cooperative’s website.
- Article XV of the bylaws will be added to include a requirement that the Cooperative and members submit certain disputes to arbitration rather than litigation in a court.
- Numerous sections of the bylaws will be also updated to include gender neutral references to members and other persons referenced in the bylaws. These updates will not make any substantive changes to the bylaws. They are only intended to make grammatical changes to clarify that certain provisions apply to any person regardless of gender and/or regardless of whether the member is a business entity or a natural person:
 - Language in Article I, Section 1 of the bylaws will be updated to change the reference from “person” to “member.”
 - Language in Article I, Section 5 of the bylaws will be updated to change the reference from “his” and “him” to “member.”
 - Language in Article I, Sections 7(a) and 7(b) of the bylaws will be updated to change the reference from “him” and “his” to “member.”
 - Language in Article III, Section 9 of the bylaws will be updated to change the reference from “him” to “the board member.”
 - Language in Article V, Section 6 of the bylaws will be updated to add the reference “or her,” to reflect that the Vice President may be a woman.
 - Language in Article V, Section 8 of the bylaws will be updated to add the reference “or her,” to reflect that the Treasurer may a woman.
 - Language in Article V, Section 9 of the bylaws will be updated to add the reference “or her” to reflect that the Manager may be a woman.
 - Language in Article VII, Section 2 of the bylaws will be updated to change the reference from “his” to “the patron’s.”
 - Language in Article VII, Section 7 of the bylaws will be updated to change the reference from “his” to “the patron’s.”
 - Language in Article VII, Section 8 of the bylaws will be updated to change the reference from “his” to “the patron’s.”
 - Language in Article VII, Section 9 of the bylaws will be updated to change the reference from “his or her” to “the patron’s” to reflect that the patron may be a business entity.

PROPOSED AMENDMENTS

Note: Additions are underlined and bolded – e.g., **add these words**. Deletions are indicated by strikeout – e.g., ~~delete these words~~. Explanations of the reasons for these amendments are included after each section proposed to be amended or created.

Amend Article II, Meetings of the Members, Section 1, to read as follows:

ARTICLE II MEETINGS OF THE MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall be held within a period of six months following the end of the fiscal year of the cooperative **unless a different time is fixed by the board of directors**, at a time and place within the cooperative service area, as shall be determined by the board of directors and designated in the notice of the meeting. Such meeting shall be held for the purpose of electing directors, passing upon reports covering the previous fiscal year and transacting such other business as may come before the meeting. If the election of directors shall not be held on the day designated for any annual meeting or any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the cooperative.

Explanation: This amendment will allow the Board of Directors to adjust the deadline to hold the annual member meeting. This change will give the Cooperative more flexibility to comply with the bylaws in circumstances where it is not reasonably possible to hold the annual member meeting within the first six months of the year, as was the situation for the 2020 annual member meeting which had to be postponed due to the COVID-19 pandemic.

Amend Article III, Directors, Section 2, Section 4, Section 7, and Section 9, to read as follows:

ARTICLE III DIRECTORS

Section 2. Tenure and Qualifications.

- (a) Tenure. The board of directors shall be composed of one director from each of the seven territorial districts created pursuant to Section 3 of this Article. Directors shall be elected for three-year terms on a staggered basis so that no more than three of such terms shall expire at each annual meeting. At each annual meeting the members shall elect directors for three-year terms from the respective districts in which the terms of directors therefrom expire. When elected, directors shall serve until their successors have been elected and qualified, subject however, to the provisions of these bylaws with respect to the removal of directors.
- (b) Qualifications. No person shall be eligible to become or remain a director or to hold any position of trust in the cooperative who:
- (1) is not a user of the cooperative electric services and a bona fide domiciliary of the director district for which he or she has been nominated or has been elected to represent, **except that a director shall not be disqualified from completing his or her current term due to a change in the district boundaries as provided in Section 4, below**; or
 - (2) is in any way employed by or financially interested in a competing

enterprise, or a business selling energy, supplies, or services to the cooperative, provided that a person exercising the right to sell energy to the cooperative pursuant to federal law shall not be so disqualified, but may not take any part in consideration of such transactions on behalf of the cooperative;

- (3) is an incumbent of or candidate for a partisan elective county, state or federal office in connection with which a salary is paid;
- (4) is now, becomes, or during the immediately preceding five years has been an employee of the cooperative;
- (5) is now, becomes, or during the immediately preceding five years has been a claimant in any claim asserted against the cooperative; or
- (6) **has been convicted of a felony in any jurisdiction at any time in the seven years preceding his or her election or appointment, or during the term of office, if the circumstances of the charges are substantially related to the fiduciary duties and expectations of a director**.

For purposes of this Section 2(b), a person is a domiciliary of a district if their residence in the district is their permanent and primary residence.

When a membership is held jointly or by tenants in common, one of the joint tenants or one of the tenants in common, but not more than one, may be elected a director, provided, however, that such person shall not be eligible to become or remain a director or hold a position of trust in the cooperative unless both joint tenants or all tenants in common shall meet the qualifications hereinabove set forth. When a membership is held by a partnership, one, but not more than one, of the partners designated in writing by the partnership may be elected a director; provided, however, that none of the partners shall be eligible to become or remain a director or hold a position of trust in the cooperative unless the candidate shall meet the qualifications set forth in (b), above, and unless all partners shall meet the qualifications set forth in (b)(2) through (b)(5), above. When a membership is held by a **firm, association, corporation or body politic or subdivision thereof** corporation, one, but not more than one, of the officers thereof designated in writing by the corporation may be elected a director, provided, however, that none of the officers shall be eligible to become or remain a director or hold a position of trust in the cooperative unless the candidate shall meet the qualifications set forth in (b), above, and unless all of the officers shall meet the qualifications set forth in (b)(2) through (b)(5), above.

Nothing in this section shall be construed to preclude any member from serving as a director or from holding any position of trust in the cooperative because such member is also a member or a director of any other cooperative from which this cooperative purchases or may purchase electric energy, supplies or services.

Explanation: There are three changes under this Section.

The first change will add that a sitting director shall not be disqualified from serving the remainder of his or her current term in the event there is a change in the district boundaries. This is to ensure that a director is not disqualified from completing his or her term in office each time that the district boundaries are updated.

The second amendment will add a new subsection to Article III, Section 2(b) that relates to the disqualification of directors or candidates for directors due to felony convictions which reflect on the fitness of a

director or director-candidate to serve as a Cooperative director. This is a common provision in many cooperatives' bylaws. The Board is proposing this addition to ensure that Oakdale directors maintain the level of character and fitness that the Board feels should be required to serve as directors.

The third change in this Section relates to director-eligibility requirements for members who are joint members or entities. Membership may be held by other entities besides a corporation, such as limited liability companies, partnerships, and other cooperatives. The reference would be changed just to clarify that it applies to all types of business entities.

Section 4. Districts, Nominations and Elections.

- (a) Territorial Districts. The territory served by the cooperative shall be divided into a number of territorial districts equal in number to the number of directors of the cooperative. Each such district shall be composed of one or more continuous townships and each district shall contain as near as may be practicable the same number of members as each other territorial district. The territorial limits of such division shall originally be determined and may be changed from time to time by the board of directors but shall be subject to revision by the members at any membership meeting. At least every three years, the board of directors shall review the district boundaries and make revisions determined by the board of directors to be necessary to ensure that the districts comply with the requirements of this Section. No change in district boundaries shall disqualify a director from completing his or her current term.
- (b) Nominations. Nominations of candidates for director shall be by petition. To be valid, a petition shall be in a form designated by the Cooperative, shall designate the district the candidate resides in and is being nominated for, shall be signed by not less than fifteen (15) members residing in that district (with the signature of either or both joint or tenancy in common members counting as one signature), and shall be delivered to the Cooperative's principal office at least 90 days prior to the annual meeting. In the event no valid petitions have been filed by that date, the Board shall appoint a Nominating Committee from the members in the director districts for which directors are to be elected at the following annual meeting. In that event, the Nominating Committee shall use its best efforts to nominate one (1) or more qualified candidates for each director position up for election. The names of all nominees shall be set forth in the notice of the annual meeting.
- (c) The winner of the election for a director vacancy shall be the nominee receiving a plurality of the votes of the members voting thereon at such meeting. In the event of a tie, the tie shall be resolved, and the result determined, by the flip of a coin.

Explanation: This bylaw already requires that the Cooperative's territory be divided into districts and that each district must contain roughly the same number of members. Due to changes over time in population density throughout the Cooperative's service territory, the districts can become unevenly distributed contrary to the bylaw requirement. The bylaws permit the Board or the members to make revisions to the districts but do not provide a formal requirement or deadline to make such revisions. This proposed addition to the Bylaws would require the Board to assess the districts every three years and make revisions necessary to ensure that districts continue to be evenly distributed. The proposed addition to the bylaws also confirms that any revisions to the district boundaries will not disqualify the current directors from completing their terms.

Section 7. Policies, Rules and Regulations. The board of directors shall have power to make and adopt such policies, rules and regulations, not inconsistent with law, the articles of incorporation or these bylaws, as it may deem advisable for the management of the business and affairs of the cooperative. Such policies, rules and regulations shall be binding upon all members provided that they receive notice of the substance of the policies, rules and regulations. For purposes of this section, notice shall be deemed sufficient if it is mailed to the members at the member's address as it appears on the records of the cooperative, post duly prepaid, or if it is published in a newsletter sent by the cooperative to its members, is published in the Wisconsin Energy Cooperative News or in another newspaper circulated in the service area of the cooperative, is published on the cooperative's website, or if it is sent to the member electronically to the member's email address as it appears on the records of the cooperative.

Explanation: This amendment will reduce the expense and administrative burden on the Cooperative by enabling the Cooperative to post policies, service rules, and other rules of the Cooperative on the Cooperative's website rather than being required to mail them to thousands of members or publish them in a newspaper.

Add Article XV, Dispute Resolution to read as follows:

ARTICLE XV DISPUTE RESOLUTION

If a dispute, claim or controversy arises out of, or in any way relates to, the Articles of Incorporation, the Bylaws or any rule or regulation adopted by the Board of Directors, the Cooperative's provision of electric energy or other services, the Cooperative's furnishing of any goods or its conduct of its operations, or a patron's use of any service or good provided by the Cooperative, and such dispute, claim or controversy is not resolved by agreement of the parties, at the request of any party it shall be resolved by binding arbitration by an impartial arbitrator or panel of arbitrators, pursuant to written policies and procedures to be established from time to time by the Board of Directors; provided, however, that matters within the jurisdictional limits of the small claims courts may be pursued in such courts and shall not be submitted for binding arbitration unless all parties agree to the same. As with the other terms of the contract between the patrons and the Cooperative, each patron, member or non-member alike, and the Cooperative agree to arbitrate all such claims or controversies according to this bylaw and the policies and procedures prescribed by the board of directors pursuant to this bylaw, and further agree to abide by and perform any resulting arbitration awards. This agreement to arbitrate disputes shall survive any withdrawal from or termination of a member's membership in the Cooperative. This agreement to arbitrate shall also inure to the benefit of and be enforceable by the Cooperative's insurers.

Explanation: This change will add a new section to the bylaws. This provision will add a requirement that certain disputes between the Cooperative and members be settled through arbitration. Arbitration is an alternative way to resolve disputes that can be more efficient and less costly than litigation in a court. The Board is proposing this addition in an effort to limit the costs to the Cooperative and all members when there is a significant dispute between the Cooperative and a member, while providing for a prompt and fair way to resolve such dispute. For minor matters that do not involve large sums of money, the Cooperative and members would still have the option to resolve it through the small claims court process. If this bylaw is adopted, the Cooperative's Board of Directors would be responsible for establishing the policies and

procedures for arbitration, but all disputes would be heard and decided by an independent and impartial arbitrator or panel of arbitrators.

All of the following proposed amendments are grammatical in nature and are not intended to change the substance of any bylaws.

Amend Article I, Membership, Section 1, Section 5, and Section 7, to read as follows:

ARTICLE I MEMBERSHIP

Section 1. Requirements for Membership. Members: Any person, firm, association, corporation or body politic or subdivision thereof will become a member of Oakdale Electric Cooperative (hereinafter called the “Cooperative”) upon receipt of electric service from the cooperative, provided that he or it has first:

- (a) Made a written application for service and membership therein;
- (b) Agreed to purchase from the Cooperative electric energy and energy services as hereinafter specified;
- (c) Agreed to comply with and be bound by the articles of incorporation and bylaws of the Cooperative and reasonable rules and regulations adopted by the board of directors.

Any person member who requests service from the Cooperative subject to the conditions applicable to all patrons of the same class of service, upon receipt of such service shall be deemed a patron of such class within the membership. No member may hold more than one membership in the Cooperative, and no membership in the Cooperative may be transferable except as provided in these bylaws. Two or more persons may hold a membership as tenants in common or as joint tenants with right of survivorship in accordance with the terms of their application and any rules of the board of directors applicable thereto. The provisions of Section 3 (c) (1), (2), (3), (4), (5), (6), and (7) of this Article shall apply to a membership held by tenants in common, and to a joint membership where the holders thereof are not spouses.

Explanation: This amendment will clarify that the service requirement applies to all members, regardless of whether they are individuals or entities. By changing the reference from “person” to “member,” it resolves any ambiguity when applying the service requirement.

Section 5. Purchase of Electric Energy and Energy Services. Each member shall, as soon as electric energy and energy services shall be available, purchase from the cooperative all electrical energy and energy services purchased for use on the premises specified in his the member’s application for membership, and shall pay therefore at rates which shall from time to time be fixed by the board. Production or use of electric energy on such premises, regardless of source thereof, by means of facilities which shall be interconnected with the cooperative facilities, shall be subject to appropriate regulations as shall be fixed from time to time by the cooperative. It is expressly understood that amounts paid for electric energy and energy services in excess of the cost of service are furnished by members as capital and each member shall be credited with the capital so furnished as provided by these bylaws. Each member shall pay to the cooperative such minimum amount regardless of the amount of electric energy and energy services consumed, as shall be fixed by the board from time to time. Each member shall also pay all amounts owed by him such member to the cooperative as and when the same shall become due and payable.

Explanation: This amendment provides gender-neutral references so it is grammatically correct if a member is a woman or business entity.

Section 7. Termination of Membership.

- (a) Any member may withdraw from membership upon compliance with such uniform terms and conditions as the board may prescribe. Subject to any regulations imposed by lawful authority, the board may, by the affirmative vote of not less than two-thirds of all members of the board, expel any member who fails to comply with any of the provisions of the articles of incorporation, bylaws or reasonable rules or regulations adopted by the board, but only if such member shall have been given written notice by the cooperative that such failure makes him the member liable to expulsion and such failure shall have continued for at least ten days after such notice was given. Any expelled member may be reinstated by vote of the board or by vote of the members at any annual or special meeting. The membership of a member who for a period of six (6) months after service is available to him the member has not purchased electric energy and energy services from the cooperative or of a member who has ceased to purchase energy and energy services from the cooperative, may be cancelled by resolution of the board.
- (b) Upon the withdrawal, death, cessation of existence or expulsion of a member, the membership of such member shall thereupon terminate, and the membership certificate of such member, if any, shall be surrendered forthwith to the cooperative. Termination of membership in any manner shall not release a member or his the member’s estate from any debts due the cooperative.
- (c) Upon the legal separation or divorce of the holders of a joint membership, or the holders of a membership as tenants in common, such membership shall continue to be held solely by the one who continues to occupy or use the premises covered by such membership, in the same manner and to same effect as though such membership had never been joint or as tenants in common, provided that except for the membership fee, this provision shall not affect the ownership of funds held by the cooperative in the names of the joint owners, or tenants in common, and further provided that neither joint tenants, or tenants in common, shall be released from debts due to the cooperative arising from the joint ownership or ownership as tenants in common.

Explanation: This amendment provides gender-neutral references so it is grammatically correct if a member is a woman or business entity.

Section 9. Removal of Board Members by Members. Any member may bring charges against a board member, and by filing with the Secretary such charges in writing together with a petition signed by at least ten per centum (10%) of the members, may request the removal of such board member by reason thereof. Such board member shall be informed in writing of the charges at least ten days prior to the meeting of the members at which the charges are to be considered and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence in respect of the charges; and the person or persons bringing the charges against him the board member shall have the same opportunity. The question of the removal of such board member shall be considered and voted upon at the meeting of the members and any vacancy created by such removal may be filled by vote of the members at such meeting without compliance with the foregoing provisions with respect to nominations.

Explanation: This amendment is provides gender-neutral references so it is grammatically correct if a board member is a woman.

Amend Article V, Officers, Section 6, Section 8, and Section 9, to read as follows:

**ARTICLE V
OFFICERS**

Section 6. Vice-President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all restrictions upon the President and shall perform such other duties as from time to time may be assigned to him or her by the board of directors.

Explanation: This amendment provides gender-neutral references so it is grammatically correct if the Vice President is a woman.

Section 8. Treasurer. The Treasurer shall:

- (a) have charge and custody of and be responsible for all funds and securities of the cooperative;
- (b) receive and give receipts for money due and payable to the cooperative from any source whatsoever, and deposit all such monies in the name of the cooperative in such bank or banks as shall be selected in accordance with the provisions of these bylaws; and
- (c) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the board of directors. Under board authorization, the actual execution of the duties and functions of the office of Treasurer may be delegated to employees of the cooperative under the direction of the Manager.
- (d) **Section 9. Manager.** The board of directors may appoint a manager who may be, but who shall not be required to be a member of the cooperative. The manager shall perform such duties as the board of directors may from time to time require of him or her and shall have such authority as the board of directors may from time to time vest in him or her.

Explanation: This amendment provides gender-neutral references so it is grammatically correct if the Treasurer is a woman.

Amend Article VII, Non-Profit Operation, Section 2, Section 7, Section 8, and Section 9, to read as follows:

Section 2. Patronage Capital in Connection With Furnishing Electric Energy and Energy Services. In the furnishing of electric energy and energy services, the cooperative's operations shall be so conducted that all patrons will, through their patronage, furnish capital for the cooperative. In order to induce patronage and to assure that the cooperative will operate on a non-profit basis, the cooperative is obligated to account on a patronage basis to all its patrons within a particular business classification for all amounts received and receivable from the furnishing of electric energy and energy services to patrons within such classification in excess of operating costs and expenses properly chargeable against the furnishing of electric energy and energy services to patrons within such classification. Subject to the provisions hereof relating to adjustments between and among classes of business, all such amounts in excess of operating costs and expenses at the moment of receipt by the cooperative are received with the understanding that they are furnished by patrons as capital. Subject to the provisions hereof relating to adjustments between and among classes of business, the cooperative is obligated to pay as credits to a capital account for each patron all such amounts in excess of operating costs and expenses. The books and records of the cooperative shall be kept in such a manner that at the end of each fiscal year the amount of capital, if any, so furnished by each patron is clearly reflected and credited

in an appropriate record to the capital account of each patron, and the cooperative shall within a reasonable time after the close of the fiscal year, notify each patron of the amount of capital so credited his to the patron's class of business and to his account. All such amounts credited to the capital account of any patron shall have the same status as though they had been paid to the patron in cash in pursuance of a legal obligation to do so and the patron had then furnished the cooperative corresponding amounts of capital.

All other amounts received by the cooperative from its operations in excess of costs and expenses shall, insofar as permitted by law, be apportioned among the various classes of business on a total patronage basis and shall be (a) used to offset any losses incurred during the current or any fiscal year, and (b) to the extent not needed for that purpose, allocated to its patrons within such business classifications on a patronage basis and any amount so allocated shall be included as part of the capital credited to the accounts of patrons, as herein provided.

Explanation: This amendment provides gender-neutral references so it is grammatically correct if a patron is a woman or business entity.

Section 7. Prior Retirement to Estates of Deceased Patrons.

Notwithstanding any other provisions of these bylaws, the board of directors, at its discretion, shall have the power at any time upon the death of any patron, if the legal representative of his the patron's estate shall request in writing that the capital credited to any such patron be retired prior to the time such capital would otherwise be retired under the provision of these bylaws, to retire capital credits to any such patron immediately upon such terms and conditions as the board of directors, acting under policies of general application and the legal representatives of such patron's estate shall agree upon; provided, however, that the financial condition of the cooperative will not be impaired thereby. The board is authorized, but not required to provide prior retirements to surviving joint tenancy patrons and to heirs of deceased patrons on the same basis as retirements hereunder may be made to estates of deceased patrons.

Explanation: This amendment provides gender-neutral references so it is grammatically correct if a patron is a woman or business entity.

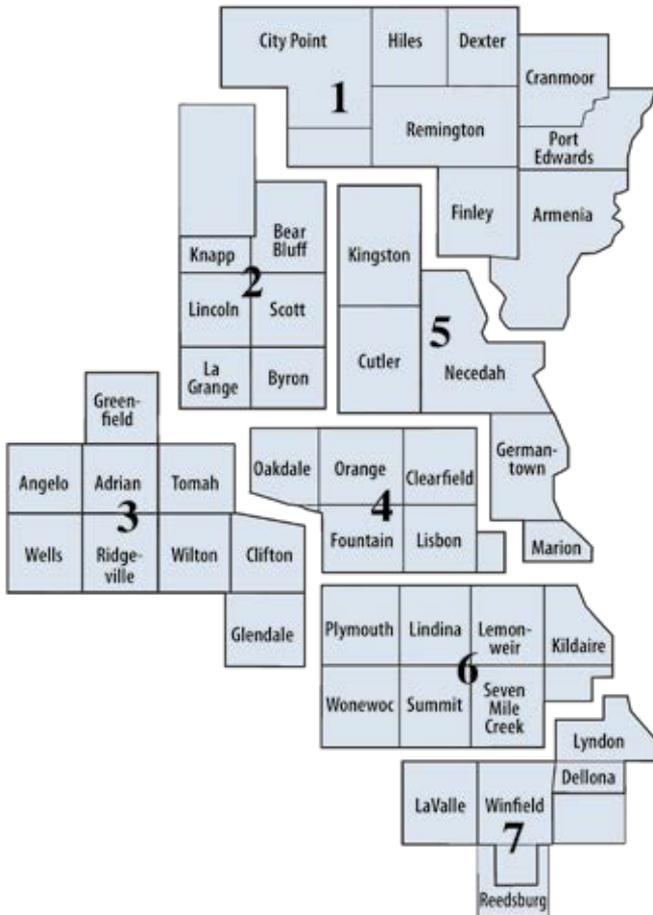
Section 8. Security Interest in Patronage Capital. The cooperative shall have a continuing security interest in the patronage capital allocated and credited to any patron for any indebtedness due and owing from such patron to the cooperative. The patron shall execute such documents as the cooperative may request to create and perfect this security interest. The rights of the cooperative under the security interest hereby granted may be exercised in the event of the default in payment by the patron of the patron's obligations or in the event of the bankruptcy or insolvency of the patron. Such indebtedness of the patron shall be subtracted from the capital allocated and credited to the patron in any retirement thereof made hereunder to said patron or to his the patron's estate, heirs or surviving joint member.

Explanation: This amendment provides gender-neutral references so it is grammatically correct if a patron is a woman or business entity.

Section 9. Assignment for Educational or Charitable Purposes. Any patron may assign all or any portion of the patronage now or hereafter expected to be credited to his or her the patron's account pursuant to this Article VIII to the cooperative in trust, however, to be used only for Federated Youth Foundation, Inc., or such other educational or charitable purpose as may be designated by the assignor or the board, effective as of the date of assignment, subject to the cooperative's prior lien for unpaid charges under Section 8 of this article.

Explanation: This amendment provides gender-neutral references so it is grammatically correct if a patron is a woman or business entity.

DIRECTOR DISTRICTS



Bob Hess
District 1



Jim Van Wychen,
Treasurer
District 2



Greg Eirschele,
Vice Chairman
District 3



Rick Barrett,
Chairman
District 4



Martin Potter
District 5



Jon Williams,
Secretary
District 6



Robin Craker
District 7

MISSION

Oakdale Electric Cooperative is dedicated to providing our members with safe, reliable, superior, and competitively priced energy services.

VISION

Oakdale Electric Cooperative strives to enhance the quality of life for our members, while exceeding member expectations.

VALUES

- Safety
- Integrity
- Innovation
- Environmental stewardship
- Accountability
- Open, honest communication
- Commitment to members, community, and employees

Chris Tackmann, General Manager/CEO

P.O. Box 40, Oakdale, WI 54649
608-372-4131 • 800-241-2468

info@oakdalerec.com

Deana Protz, Editor



**Oakdale Electric
Cooperative**

Your Touchstone Energy® Partner

Office Hours: Monday–Friday, 7:30 a.m.–4:00 p.m.
24-Hour Emergency Power Restoration: 800-927-6151
Toll-free Online Bill Payment 866-392-4307

Diggers Hotline: For underground cable locates and power line clearance information, call 800-242-8511.

2020 YEAR IN REVIEW



JANUARY:

General Manager Bruce Ardel retired after 30 years of service. Chris Tackmann was named the fifth general manager/CEO for Oakdale Electric Cooperative.



FEBRUARY:

Journeyman Lineman Brock Brown taught electrical safety to local elementary students.



MARCH:

The COVID-19 pandemic led to the co-op's lobby being closed to members. Co-op employees, including Heather Linenberg, remained dedicated to providing member's superior service.



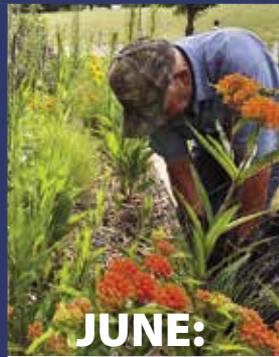
APRIL:

To aid members' businesses during the COVID-19 pandemic, employees, including Construction Foreman Stewart Walters, lunched locally on Fridays in April.



MAY:

General Manager/CEO Chris Tackmann and Chairman Rick Barrett presented a donation of \$15,000, funded by the Federated Youth Foundation, to 15 local food pantries.



JUNE:

The monarch waystation flourished, due to employees, like Dale Ludeking, handling maintenance.



JULY:

Communications Specialist Deana Protz presented a donation from the Federated Youth Foundation to members Macy and Morgan Squires in support of youth agriculture projects.



AUGUST:

Member Robin Craker was elected to the board of directors to represent district 7 at the annual meeting. The board authorized voting to be conducted by mail-in ballots. Member Pat Christensen opened 1,200 ballots at the start of the annual meeting.



SEPTEMBER:

Construction crews built a 4-mile double circuit overhead line along State Highway 58.



OCTOBER:

Gift baskets were delivered to 50 members, including Lois and Arden Eberhardt, as part of the Co-op Comes to You Contest.

NOVEMBER:

Consumer Service Specialist Maribeth O'Dell decorated a community Christmas tree in Monroe County.



DECEMBER:

The Operation Round Up board continued to safely meet, by staying socially distanced outside, and awarded \$12,000 in charitable donations to worthy projects and needs within the co-op's five-county service territory.

Top Row [L to R]: Josh Von Haden, Al Taylor, Bob Thompson, Travis Champlin, Dalton Linzmeier, Kurt Spolum, Cheri Ness, Sherry Anderson, Tina Von Haden, Linda Pierce, Maribeth O'Dell, Lori Larsen, Deana Protz, Heather Linenberg, Rachel Winrich, Brock Brown, Travis Moser, Quinten Reuterskiold

Bottom Row [L to R]: Pat Eirschele, Joe Engel, Dane Pasch, Ryan Betthausen, Kurt Starkey, Eric Flock, Tom Liddane, Sam Moseley, Paul Gerke, Cherlyn Moseley, Glenn Pampuch, Chris Tackmann, Shane Rowan, Matt Riggs, Todd O'Neil, Dale Ludeking, Ethan Thorson, Andy Steele, Dan McGarry, Jim Suzda, John Ollendick, Stewart Walters
Not pictured: Cory Johnson, Chad Schauf

