**Vernon Electric Cooperative**

**87th Annual Meeting**

**March 25, 2023**

The 87th Annual Meeting of the members of Vernon Electric Cooperative was held at the headquarters office of the Cooperative, 110 Saugstad Rd, Westby, Wisconsin, on Saturday, March 25, 2023, pursuant to Article III, Section 1, of the Bylaws, which specifies that the date and place of the annual meeting shall be set by the Board of Directors, and pursuant to the notice of the meeting sent to all members at the direction of the Secretary.

Before the meeting, a pancake breakfast was served from 8:00 a.m. to 9:15 a.m. at the Cooperative office.

CEO and General Manager, Craig Buros welcomed members to the 2023 Annual meeting and thanked special guests and the Nation Anthem was played.

**Introduction of the Board of Directors**

At this time, CEO & General Manager Craig Buros introduced the Board of Directors by their Division and in correlation, introduced the scholarship recipients from those divisions. The recipients were chosen via a random drawing at the Cooperative’s January board meeting and invited to the Annual Meeting to receive their certificates. Craig announced that $12,750 in scholarships and one, $1,000 line worker scholarship were awarded this year, totaling $13,750.00. The scholarship money comes from Vernon Electric Cooperative’s unclaimed capital credits.

**President Bernadine Hornby called the meeting to order at 9:45 a.m.**

**Business Session**

Pursuant to Bylaw, Board President Bernadine Hornby was called upon to conduct the business portion of the meeting.

Niles Berman, Attorney for the Cooperative, was appointed Parliamentarian. David Dregne was appointed Secretary and Janet Kotek acted as Recording Secretary.

By unanimous consent, the members authorized the use of the meeting registration to establish a quorum. Chairman Hornby stated that 50 members are required for a quorum and declared a quorum present with 230 registered members.

**Annual Meeting Rules and Voting Procedures**

Chair Bernadine Hornby announced that the Annual Meeting Rules were provided upon registration and that they were also available to members through a link during this meeting. These rules had been approved by the District Committee Delegates as authorized in the Bylaws, so no further action on them was required.

**Notice of Meeting and Proof of Mailing**

Chair Bernadine Hornby reported that the Notice of this meeting was mailed on February 23, 2023, in the WEC News Magazine and on March 2, 2023, in the Vernon Electric newsletter. By unanimous consent, the members waived the reading of the Notice and Proof of Publication.

**Approval of the Minutes of the 2022 Annual Meeting**

Minutes of the 2022 Annual Meeting were provided upon registration and made available through SmartHub prior to the meeting. The 2022 Annual Meeting minutes were approved by unanimous consent as presented.

**Review Committee Report – Kristy Brown**

Chair Hornby called on Kristy Brown to present the Review Committee’s report. The Review Committee, appointed at the District Committee Conference and consisting of Adena Eakles, Marlin Helgeson, and Kristy Brown met in person at the Vernon Electric Cooperative headquarters on March 2, 2023. As provided in the Bylaws, the purpose was to review the minutes of the Board of Directors meetings held in 2022, to clarify any Board actions, and report to the Annual Meeting their findings and recommendations. The Review Committee found the minutes to be in good order. The Committee met again, on March 24, 2023 to review three member-submitted advisory resolutions. The Review Committee’s supplemental reportwas read to the members later in the meeting.

**Election Committee Report – Niles Berman**

Chair Hornby called on Attorney Niles Berman to present the Election Committee report. At the District Committee Conference held on February 11, 2023, the delegates appointed the Election Committee for 2023 - 2024. The Election Committee met on March 24, 2023, at the Cooperative office. Mr. Berman presented the Election Committee’s report, which certified that upon the basis of the ballots cast, the followingwere the votes received by each candidate:

Director Division 1 – David Humfeld 149 votes and Jerry Kramer 206 votes

Director Division 4 – Orlan Bakkum 163 votes

Director Division 7 – Samantha Laskowski 86 votes and Ole Yttri 107 votes.

The candidates who received the highest numbers of votes in the three director divisions up for election this year and who, pursuant to the Bylaws, are elected for three-year terms are as follows:

Director Division 1 – Jerry Kramer

Director Division 4 – Orlan Bakkum

Director Division 7 – Ole Yttri.

**Unfinished Business - Niles Berman**

Chair Hornby then called on Attorney Niles Berman to conduct the Unfinished Business and New Business portions of the meeting. Attorney Niles Berman stated that there was no unfinished business from the 2022 Annual Meeting.

**New Business - Niles Berman**

Attorney Niles Berman stated that the new business involved consideration of proposed amendments to the Articles of Incorporation and Bylaws and three member-submitted advisory resolutions.

Article & Bylaw Amendments

The Board conducted an extensive review of the Articles and Bylaws with management and legal counsel, and following the procedure prescribed in the Bylaws, presented recommended amendments to the District Committee Conference for their consideration. The full text of the amendments to the Articles of Incorporation and Bylaws proposed by the District Committee Conference for consideration of the members at this Annual Meeting were included in the Notice of this meeting and is attached to the original of these Minutes. The amendments were grouped in four subject area categories, to facilitate discussion and action. Each group was summarized, discussed by the members at great length and then acted on. The actions taken were as follows:

1. 1st category of proposed amendments -- miscellaneous changes, highlighted in gray in the meeting Notice. Attorney Berman noted one correction to the amendments as printed; with the recommendation from the District Committee Conference not to change the scope of responsibilities of the Review Committee, there should be no change in the committee’s name that appears in Article IV, Section 6 of the Bylaws. ***A motion was made and* seconded *to approve and adopt the proposed amendments to the numbering and lettering of Art’s. VI and VII of the Articles of Incorporation and the amendments to Art’s. I-V, VIII-X and XII-XIII of the Bylaws, all highlighted in gray and as presented today. Unanimously carried.***
2. 2nd category -- joint membership provisions, highlighted in yellow in the meeting Notice. ***A motion was made and seconded to approve and adopt the proposed amendments to Art’s. I, III and IV of the Bylaws, all as presented and highlighted in yellow. Motions were then made to amend the main motion (a) by retaining “or more” in the reference to joint memberships in the next-to-last sentence of Art. 1, Sec. 1 or (b) by modifying that reference to read “two or more as of today”. Both motions to amend the main motion failed. The main motion to approve and adopt the amendments to Art’s. I, III and IV of the Bylaws as presented then carried.***
3. 3rd category -- annual meeting processes, highlighted in green in the meeting Notice. ***A motion was made and seconded to approve and adopt the proposed amendments to Art’s. III, IV and V of the Bylaws, all as presented and highlighted in green. Unanimously carried.***
4. 4th category-- director and officer provisions, highlighted in blue in the meeting Notice. ***A motion was made and seconded to approve and adopt the proposed amendments to Art. VI of the Articles of Incorporation and Art’s. III-VII and IX of the Bylaws, all as presented and highlighted in blue. A motion was then made to separate the proposed changes to Art. V, Sec. (b) (2) for discussion and reconsideration. That motion failed. On a vote of 109 in favor and 24 opposed, the main motion to approve and adopt the amendments to Art. VI of the Articles of Incorporation and Art’s. III-VII and IX of the Bylaws as presented then carried.***

Member-Submitted Advisory Resolutions

Attorney Berman next presented the supplemental report of the Review Committee from its March 24 meeting, including the Committee’s recommendations to the membership on the three member resolutions. Following discussion, the actions taken on those resolutions were as follows:

***A motion was made by Dena Eakles and duly seconded to adopt the* Resolution for Transparency and Community Concern *(copy attached to the original of these Minutes). Following discussion, on a vote of 39 in favor and 86 opposed, the motion to approve the resolution failed.***

***A motion was next made by George Wilbur and duly seconded to adopt the* Resolution to Encourage Farm and Home Solar*. Mr. Wilbur described certain modifications to the text of the resolution from the earlier version that was projected on the screen; those changes removed the two references to available federal funds. Following discussion, the motion to adopt the following resolution carried:***

***Resolution to Encourage Farm and Home Solar***

***WHEREAS****, it is the Policy of our Cooperative to maintain “a comprehensive program for member energy management, including...efficient farm and business operations, and effective and efficient use of energy in the home” (Policy 166),*

***WHEREAS,*** *the use of farm and home solar panel electricity production is growing among our members reducing carbon pollution,*

***WHEREAS,*** *member farm and home solar is an efficient and cost effective means of producing electricity and reduces member energy costs,*

***WHEREAS,*** *excess farm and home solar electricity is sold to our Cooperative at similar prices to the cost of purchasing electricity from Dairyland, keeping member dollars in the local economy,*

***WHEREAS,*** *battery systems are readily available that will allow members with or without solar panels to store electricity for use during times of peak demand when the cost of electricity substantially increases, resulting in savings for all members of VEC,*

***WHEREAS,*** *a battery system will allow a member to “keep the lights on” when the power goes out due to increasingly common extreme weather events,*

***WHEREAS,*** *it is in the best interest of our Cooperative members and our Cooperative to encourage farm and home solar, along with battery storage,*

***THEREFORE, BE IT RESOLVED,******that the members of Vernon Electric Cooperative urge our board to:***

1. *Encourage development of more farm and home solar;*
2. *Regularly review the VEC rate paid for excess production from member farm and home solar to match the current wholesale rate.*

***A motion was then made by Rob Danielson and seconded to approve and adopt the* Energy Planning Resolution*. Mr. Danielson described one modification to the text of the resolution from the earlier version that was projected on the screen; that change added “excess” after “purchases” and before “solar power” in the 7th recital/WHEREAS clause (copy of the updated resolution attached to the original of these Minutes). Following discussion, on a vote of 51 in favor and 65 opposed, the motion to approve the resolution failed.***

**CEO & General Manager’s Report – Craig Buros**

Due to time, CEO & General Manager Craig Buros’s report will be available on the Cooperative website as well as in the WECA News.

**Dairyland Power Report – Jeff Springer, Phil Moilien and April Wehling**

Due to time, this report will be made available on the Cooperative website.

**Adjournment** – There being no further business to come before the meeting, Chair Hornby then declared the 87th Annual Meeting adjourned at 12:35 p.m.

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David Dregne, Secretary