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Your Touchstone Energy® Cooperative 🔨

# EMPOWERING OUR FUTURE

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## **ANNUAL MEETING** Saturday, March 23, 2019



## 2019 ANNUAL MEETING NOTICE

The Annual Meeting of Members of Oakdale Electric Cooperative will be held at 10:00 a.m., Saturday, March 23, 2019 at the Tomah High School Auditorium in Tomah, Wisconsin, with registration beginning at 9:00 a.m.

Action will be taken on the following:

### ANNUAL MEETING OF MEMBERS Saturday, March 23, 2019 10:00 A.M. Call to Order

- 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. Presentation and consideration of, acting upon reports of officers, directors and committees.
- 4. Consideration of the adoption of amendments to the Cooperative Bylaws.
- 5. Election of a Director from District #3, (Comprised of the Townships of Greenfield, Angelo, Adrian, Tomah, Wells, Ridgeville, Wilton, Clifton and Glendale) for a threeyear term to fill the vacancy caused by the expiration of the term of Gregory Eirschele, 18432 State Highway 21, Tomah, WI 54660.
- 6. Election of a Director from District #6, (Comprised of the Townships of Plymouth, Lindina, Lemonweir, Kildaire, Wonewoc, Summit and Seven Mile Creek) for a threeyear term to fill the vacancy caused by the expiration of the term of Jonathan Williams, W4031 Pfaff Lane, Lyndon Station, WI 53944.
- 7. Such other business, regular or special, which may come before said meeting.
- 8. Adjournment

Dated this 4th day of March, 2019 Oakdale Electric Cooperative

Signed: Robert Hess, Board President

COPIES OF THE MINUTES OF OUR 2018 ANNUAL MEETING ARE AVAILABLE UPON REQUEST.

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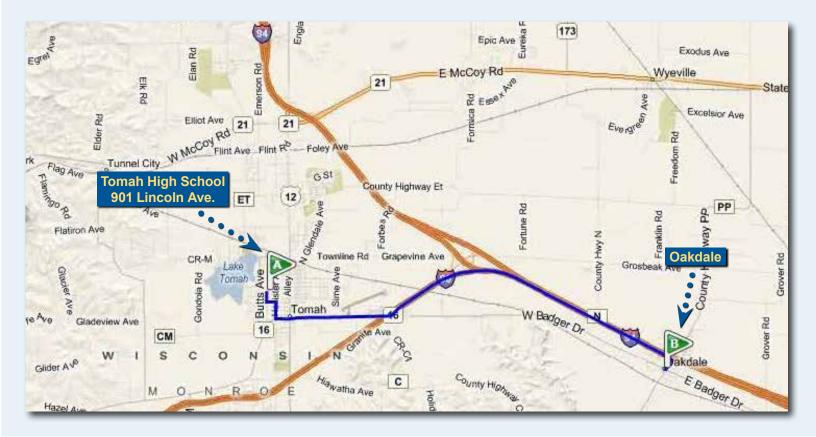
## Saturday, March 23, 2019 Tomah High School, Tomah, WI



9:00 a.m. **Registration of Members** 10:00 a.m. **Business Session** Meeting Called to Order - Robert Hess, Board President Invocation **Certification of Quorum Present Approval of Program Agenda** Notice of Meeting and Proof of Mailing - Jonathan Williams, Secretary Approval of Minutes of Prior Meeting - Jonathan Williams, Secretary **Treasurer's Report - Richard Barrett, Treasurer** Chairman's Report - Robert Hess **General Manager's Report - Bruce Ardelt** Proposed Bylaw Amendment - Attorney Thomas Zaremb **Director Election Process - Attorney Thomas Zaremba District #3 District #6** Guest Speaker - Brian Rude, Vice President, External & Member **Relations at Dairyland Power Cooperative Any Other Business** Prize Drawings - \$100.00 credit applied to electric bill - 5 drawn (Must be present to win)



#### Adjournment



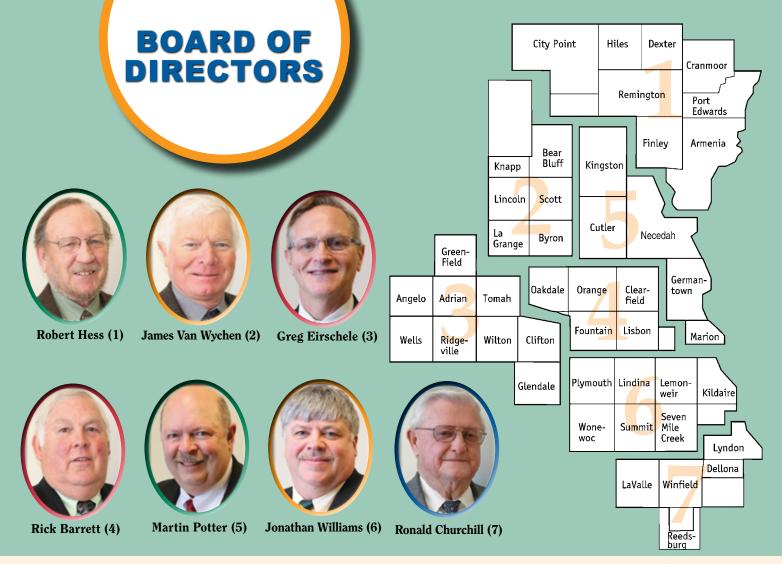
MESSAGE FROM YOUR GENERAL MANAGER & BOARD PRESIDENT



Bruce Ardelt

Robert Hess

**OAKDALE ELECTRIC COOPERATIVE** 



#### OAKDALE ELECTRIC COOPERATIVE 2019 PROPOSED BYLAW AMENDMENTS

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.

Note: New material is underlined and bolded - e.g., <u>add these words</u> - and deletions are indicated by strikeout - e.g., <del>delete these words</del>. Explanations of the reasons for these amendments are included after each section proposed to be amended or created.

#### Amend Article I, Membership, Section 12, 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 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 husband and wife spouses.

#### Section 3. Joint Membership and Membership as Tenants in Common.

- (a) Any application for membership in the Cooperative received after June 20, 1970 from any person who is married shall be deemed and become an application for membership by husband and wife both spouses as joint tenant members with right of survivorship unless the person making such application otherwise designates in writing.
- (b) With respect to memberships issued prior to June 20, 1970, the membership of any persons who on June 20, 1970 were married, or who thereafter while a member became married, shall be deemed to have become, and did become at such time, a membership in husband and wife spouses as joint tenant members with right of survivorship without further action by such member, unless within 30 days after June 20, 1970 or 30 days after date of marriage, whichever date is later, the person to whom such membership was issued otherwise has designated in writing.
- (c) The term "member" as used in these bylaws shall be deemed to include a husband and wife <u>spouses</u> or other persons holding a joint tenancy or tenancy in common membership, and any provisions relating to the rights, and liabilities of membership, including without limitation the following, shall apply to such member:

Explanation: In 2015, the United States Supreme Court struck down all state bans on same-sex marriage as a violation of the U.S. Constitution and ruled that same-sex marriage must be recognized in every state. There are concerns that current references in the bylaws to "husband and wife" do not comply with the law and could be deemed discriminatory. This amendment addresses those concerns by using a gender-neutral reference.

Amend Article II, Meetings of Members, Section 3, Notice of Members' Meetings, to read as follows:

#### ARTICLE II MEETINGS OF THE MEMBERS

Section 3. Notice of Members' Meetings. Written printed notice stating the place, day and hour of the meeting and in the case of a special meeting the purpose for which the meeting is called, shall be delivered not less than seven days nor more than thirty forty-five (45) days before the date of the meeting, either personally or by mail, by or at the direction of the Secretary, or upon default in duty by the Secretary, by the persons calling the meeting, to each member. If mailed, the notice is given when it is deposited or in a newsletter or other publication of the cooperative, or of an affiliated organization which includes the notice, is deposited, in the United States mail, with postage prepaid thereon, addressed to such person at the address as it appears on the records of the cooperative. In case of joint memberships, or memberships as tenants in common, notice given to either joint tenant member of either tenant in common member shall be deemed notice of both members. The failure of any member to receive notice of any annual or special meeting of the members shall not invalidate any action, which may be taken at such meeting.

Explanation: The current bylaws do not allow notices to be delivered to members more than 30 days before a member meeting. This amendment is intended to allow the Cooperative to give longer notice to members. This addresses a concern that, if the Cooperative permits elections by mail-in ballots, then a longer notice period will be needed to ensure that members receive their ballots and have time to mail them back to the Cooperative before the member meeting.

Create a new Article II, Meetings of Members, Section 8, Resolutions Committee, to read as follows:

#### ARTICLE II MEETINGS OF THE MEMBERS

Section 8. Resolutions Committee. No less than 90 days before an annual meeting, members may submit proposed resolutions relating to the affairs of the Cooperative. Should a resolution be submitted by the deadline, the board of directors shall appoint a seven (7) member Resolutions Committee consisting of a member from each of the territorial districts established pursuant to Article III of these. bylaws. The Resolutions Committee shall have the responsibility of considering proposed resolutions that have been timely submitted by members.

In consultation with the Board, the Cooperative attorney and the General Manager, the Resolutions Committee shall determine whether any proposed resolution should be presented for consideration at the annual meeting and, if so, whether additional information should be presented to the membership to ensure that an informed decision can be made by the membership on the matter. The Resolutions Committee in its report to the membership may make a recommendation concerning disposition of any such resolution.

Explanation. This amendment would establish a Resolutions Committee for the Cooperative, composed of seven members from each of the Cooperative's territorial districts. The purpose of the Resolutions Committee is to provide an orderly process for submitting, reviewing, and making recommendations to membership about member resolutions. The Resolutions Committee will work with the Board of Directors and Cooperative's legal counsel to determine whether a resolution complies with the law and the Cooperative's Articles of Incorporation and Bylaws and may be submitted to the membership and whether additional information should also be presented so members can make an informed decision. Under the proposed amendment, the Resolutions Committee may, but is not required to, make a recommendation about whether a resolution should be adopted.

Amend Article III, Directors, Section 2, Tenure and Qualifications, subsection (b) Qualifications, to read as follows:

#### ARTICLE III DIRECTORS

#### Section 2. Tenure and Qualifications.

- (b) Qualifications. No person shall be eligible to become or remain a director or to hold any position of trust in the cooperative who:
  - is not a user of the cooperative electric services and a bona fide resident domiciliary of the director district for which he or she has been nominated or has been elected to represent; 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 partial 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

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.

Explanation. This proposed amendment would change the required qualifications for a director. The current bylaws allow any person maintaining a "residence" in a district served by the Cooperative to serve as a director. This permits part-time or seasonal members to be eligible for election as directors. There are concerns that a part-time resident may not have sufficient knowledge or interest in the Cooperative and may not have the time or availability to fully undertake the duties of a director. The proposed amendment would impose a requirement that a potential director candidate be a "domiciliary" of the district in which he or she seeks to serve as a director. The amendment further defines a "domiciliary" as a person who maintains a permanent and primary residence in the district. This proposed amendment would not automatically disqualify a member who is a seasonal resident if that member can establish that he or she maintains a principal residence in the district and can attend Cooperative meetings and undertake the duties of a director.

Amend Article III, Directors, Section 4, Districts, Nominations and Elections, subsections (b) and (c) to read as follows:

#### ARTICLE III DIRECTORS

Section 4. Districts, Nominations and Elections.

(a) Nominations. Not less than thirty nor more than one hundred twenty days prior to the date of the meeting at which directors are to be

elected, the board of directors of the cooperative shall appoint a threemember nominating committee in each of the districts for which a director is to be elected at said meeting. The members of each of the nominating committees shall be members of the cooperative residing in the district for which a director is to be elected, and no director, officer or employee of the cooperative may be a member of such nominating committees. The committee shall choose at least one director nominee from their respective district, such nominee to be a member of the cooperative residing in the district from which a director is to be chosen. Each of the comperative not less than twenty one <u>45</u> days prior to the meeting called for the purpose of electing directors, a list of the nominations so made as herein provided.

(b) Additional Nominations by Signature. Additional nominations to fill a director vacancy may be made over the signatures of fifteen or more members of the cooperative residing in a district for which a director is to be elected by filing such nomination over the signatures of such members with the Secretary of the cooperative not less than twenty one <u>45</u> days prior to the date of the meeting called for the purpose of electing directors. At the annual meeting the Secretary shall report the director nominees made as provided herein. Nominations for directors shall not be made from the floor at the time of the annual meeting.

Explanation. The current bylaws require nominations from the Cooperative's nominating committee and from the Cooperative's members to be filed with the secretary no less than 21 days prior to the member meeting where directors will be elected. A bylaw amendment is also being proposed to allow director elections to be conducted electronically or by mail. There are concerns that, if elections will be held by mail, the Cooperative will need additional time to send out ballots to members and receive back the completed ballots prior to the member meeting for nominations to be submitted is intended to ensure that the Cooperative has sufficient time to mail out ballots and members have sufficient time to return their completed ballots.

Amend Article III, Directors, Section 4, Districts, Nominations and Elections, subsection (d) to read as follows:

#### ARTICLE III DIRECTORS

#### Section 4. Districts, Nominations and Elections.

(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. <u>In the event of a tie, the tie shall be resolved, and the result</u> <u>determined, by the flip of a coin.</u>

Explanation: Under the current bylaws, there is no method for resolving a tie vote in the election of directors, and the Cooperative would likely have to hold a new election in the event of a tie. If voting by mail-in ballot is permitted, then this is a concern because a re-vote could not be simply re-held at the annual meeting in the event of a tie. Without a procedure to resolve a tie, the Cooperative may have to hold another member meeting and mail out ballots again to all members for the purpose of re-voting on the director election. This would costly and burdensome to the Cooperative and the members. Some cooperatives and other organizations use a coin flip for resolving ties. Some draw straws or use other methods for resolving tie votes. In the unlikely event that two director candidates receive the same number of votes, a coin flip would be easy to administer and would be a fair process for breaking the tie.

Create a new Article III, Directors, Section 10, Voting for Directors by Signed Ballot, to read as follows:

#### ARTICLE III DIRECTORS

Section 10. Voting for Directors by Signed Ballot. The board of directors may authorize voting for the election of directors by signed ballot consistent with this Section. If voting by signed ballot is authorized by the board, then such ballots for director elections must be mailed to all members at least 30 calendar days prior to any duly called membership meeting where such director elections will be considered. Printed instructions and an explanation as to when and where ballots shall be returned must be included with the ballots. To be valid, mail-in ballots must be received by the Cooperative through the close of business two days prior to the member meeting where the elections will be considered. Member voting shall still be permitted at such member meeting, but any member who has returned a signed ballot to the Cooperative for the election of a director shall not also vote for such election or removal at the member meeting.

#### Explanation. This bylaw amendment authorizes, but does not require, the Board of Directors to permit voting by signed ballots that are mailed to the Cooperative. Currently, the bylaws only permit voting for directors to be conducted in-person at a member meeting. There are concerns that the members who are willing and able to attend member meetings represent only a small portion of the Cooperative's total membership. This amendment is intended to encourage greater participation by members in selecting their directors by allowing members who are not able to attend member meetings to participate in electing directors. Wisconsin law governing the Cooperative's bylaws, so this amendment is necessary for the Cooperative to permit voting by mail-in ballots.

Create a new Article III, Directors, Section 11, Electronic Voting, to read as follows:

#### ARTICLE III DIRECTORS

Section 11. Electronic Voting. The board of directors may authorize electronic voting for elections of directors. If authorized by the board, a vote cast by electronic means shall have the same effect as a vote cast by signed ballot or by a member present at the meeting. If electronic voting is authorized by the board under this section, then the board shall establish procedures for such electronic voting which shall include means for the Cooperative to authenticate that such votes are cast by the Cooperative's members.

Explanation. This bylaw amendment authorizes, but does not require, the Board of Directors to permit voting by electronic means. Currently, the bylaws only permit voting for directors to be conducted in-person at a member meeting. There are concerns that the members who are willing and able to attend member meetings represent only a small portion of the Cooperative's total membership. This amendment is intended to encourage greater participation by members in selecting their directors by allowing members who are not able to attend member meetings to participate in elections. Wisconsin law governing the Cooperative permits elections by electronic means ballots only if it is authorized in the Cooperative's bylaws, so this amendment is necessary for the Cooperative to permit electronic voting. If the amendment is adopted, then the Cooperative's Board could provide for members to vote over the internet or by other electronic means such as email.

Amend Article VII, Non-Profit Operation, Section 3, Patronage Refunds in Connection With Furnishing Other Service, to read as follows:

#### ARTICLE VII NON-PROFIT OPERATION

#### Section 3. Patronage Refunds in Connection With Furnishing Other Service.

In the event that the cooperative should engage to a substantial extent in the business of furnishing goods or services other than electric energy and energy services, all amounts received and receivable therefrom, which are in excess of costs and expenses properly chargeable against the furnishing of such goods and services shall, insofar as permitted by law, be pro-rated annually on a patronage basis and returned or allocated to those patrons; Class A or B members alike; from whom such amounts were obtained.

Explanation. This bylaw amendment deletes a reference to patronage capital allocated to "Class A or B members alike." Class B members were those members that were only appliance customers of the Cooperative. More than twenty-five years ago, the Cooperative ceased selling appliances, and there is no longer any need to refer to Class A and Class B members.

Amend Article VIII, Waiver of Notice, Section 1, to read as follows:

#### ARTICLE VIII WAIVER OF NOTICE

Section 1. Any member or director may waive in writing, any notice of meeting required to be given by these bylaws. In case of a joint membership a waiver of notice signed by either husband or wife shall be deemed a waiver of such meeting by both joint members.

Explanation. Article I, Section 3(c) already provides that, in the case of a joint membership, a waiver of notice signed by either spouse shall be deemed a waiver of such meeting by both joint members. Therefore, the language in this Article VIII, Section 1 is redundant and unnecessary. There is also concern that the gendered reference to husband and wife is not consistent with current law and could be deemed discriminatory.

#### MANAGEMENT



Bruce Ardelt

Cherlyn Moseley Todd O'Neil





Glenn Pampuch

Linda Pierce Sh

#### Shane Rowan

## **EMPLOYEES**





Cheri Ness

Roy Boyles



 Kurt Spolum
 Tina Von Haden
 Rachel Winrich
 Jim Suzda
 Al Taylor

### **OAKDALE ELECTRIC COOPERATIVE**

#### **OPERATIONS DEPARTMENT**



Lori Larsen

Ethan Benson

Brock Brown

Pat Eirschele

Eric Flock





Tommy Liddane Dalton Linzmeier

Dan McGarry Sam Moseley



Paul Gerke

**Travis Moser** 



Dane Pasch

Quinten Reuterskiold

Kurt Starkey

Andy Steele



Bob Thompson

Ethan Thorson

Josh Von Haden

Stew Walters

WPOWERING OURFUTUR

## 2018 FINANCIAL REPORT

#### MISSION

Oakdale Electric Cooperative is dedicated to providing our members with safe, reliable electric service, superior customer service, and innovative energy solutions at competitive prices.

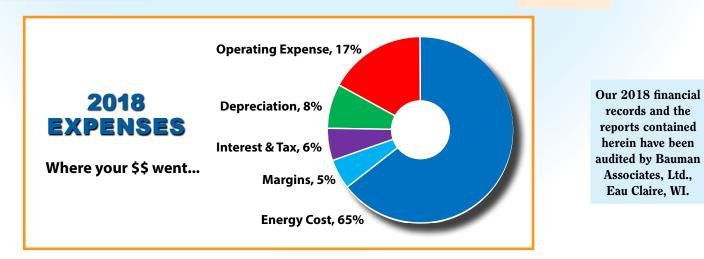
#### VISION

Oakdale Electric Cooperative strives to enhance the quality of life for our members, while providing the highest level of quality service.

#### VALUES

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

STATEMENT OF OPERATIONS	Dec. 31, 2018	Dec. 31, 2017
OPERATING REVENUE		¢ 0.0 410 101
ELECTRIC SALES REVENUE	\$39,395,463	\$36,412,181
OTHER ELECTRIC REVENUE	130,931	$\frac{94,664}{36,506,845}$
TOTAL OPERATING REVENUE	39,526,394	36,506,845
OPERATING EXPENSES		
COST OF POWER	25,512,841	24,212,330
DISTRIBUTION EXP-OPERATIONS	1,555,608	1,265,703
DISTRIBUTION EXP-MAINTENANCE	2,406,862	2,004,746
ADMINISTRATIVE & GENERAL EXPENSE	2,722,085	2,771,096
DEPRECIATION EXP	3,055,179	3,028,152
TAX EXPENSE	456,602	376,179
INTEREST ON LONG TERM DEBT (CFC)	1,729,368	1,619,334
OTHER	29,167	34,221
TOTAL COST OF ELECTRIC SERVICE	37,467,712	35,311,761
OPERATING MARGINS	2,058,682	1,195,084
NON-OPERATING MARGINS	271,465	273,621
DPC CAPITAL CREDITS	474,074	1,182,518
NET MARGINS	\$ 2,804,221	\$ 2,651,223
BALANCE SHEET		
ASSETS		
NET UTILITY PLANT	\$ 69,176,673	\$65,185,294
NON UTILITY PLANT	26,389	21,953
LONG-TERM INVESTMENT	16,515,568	16,163,574
NOTES-ECONOMIC DEVELOP	0	0
CASH & TEMPORARY INVESTMENTS	358,915	481,009
ACCTS RECEIVABLE	3,219,557	3,165,639
MATERIALS & PREPAYMENTS	824,093	763,743
OTHER ASSETS & DEFERRED DEBITS	1,497,903	1,822,093
OTHER INVESTMENTS TOTAL ASSETS	91,619,098	87,603,305
	91,019,098	87,005,505
LIABILITIES & EQUITY		
PATRONAGE CAPITAL	40,611,416	39,003,295
CONSUMER DEPOSITS	237,110	238,067
LONG TERM DEBT	41,159,717	38,552,464
ECONOMIC DEVELOPMENT	0 001 101	0.000 500
ACCOUNTS PAYABLE	2,881,181	2,823,590
OTHER CURRENT LIABILITIES	6,729,674	6,985,889
TOTAL LIABILITIES & EQUITY	\$ 91,619,098	\$87,603,305





Directors presented donations to 5 County K-9 Units.



Rose Bartholomew retired after 38 years of service.



*Electric safety demonstrations were presented to students in the Royall and Necedah School Districts.* 



Erick Flock received his Journeyman Lineman Certification. (Photo by Vicki Peterson)



33 high school students attended the 55th Annual Youth Leadership Congress at UW- River Falls.



The first public electric vehicle charging station in western Wisconsin.



Overhead three-phase was rebuilt in Tunnel City.

## 2018 YEAR IN REVIEW



Co-op employees, Operation Round Up<sup>®</sup> and Oakdale Credit Union provided gift cards to members devastated by flood damage.



A seven mile three-phase line between the Clifton and Plymouth substations was rebuilt.



LED Lucy flipped pancakes with the Tomah Lions Club at Member Appreciation Day! Over 900 pancake plates were served!



PRSRT STD U.S. Postage **PAID** DPC

(03-23-19)

#### IMPORTANT REGISTRATION CARD

**EMPOWERING** 

**OUR FUTURE** 

Tear off here and bring this card to register at the annual meeting.

Oakdale Electric Cooperative

# ANNUAL Meeting

Saturday, March 23, 2019

Tomah High School, Tomah, WI 9:00 a.m. Registration begins

10:00 a.m. Business Meeting

## Drawing for Five FREE \$100 Electric Bill Credits

Must be a registered voting member in attendance at the annual meeting. Lunch immediately following the meeting.