

**Vernon Electric Cooperative**  
**81<sup>st</sup> Annual Meeting**  
**March 25, 2017**

The 81<sup>st</sup> 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, 2017, 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.

Prior to the meeting, a pancake breakfast was served from 8:00 a.m. to 9:45 a.m. at the Cooperative office.

President Bernadine Hornby called the meeting to order at 10:00 a.m. and at which time, the National Anthem was played.

**Invocation**

Invocation was given by Daniel Korn, Vernon Electric Cooperative Director for Division 5.

**Introduction of the Board of Directors and Scholarship Presentation**

At this time, CEO & General Manager Joe McDonald 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.

**Business Session**

Bernadine Hornby was called upon to begin the business portion of the meeting.

Niles Berman, Attorney for the Cooperative, was appointed parliamentarian. David Dregne was appointed Secretary and Nicole Simonson acted as Recording Secretary.

By unanimous consent, the members authorized 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 150 registered members.

**Annual Meeting Rules and Voting Procedures**

Chairman Hornby announced that the Annual Meeting Rules were handed out at registration and that these had been approved by the District Committee Delegates as authorized in the Bylaws.

**Notice of Meeting and Proof of Mailing**

Chairman Hornby reported that the Notice of the Meeting was mailed on March 2, 2017, and by unanimous consent the members waived reading of the Notice and Proof of Publication.

### **Approval of the Minutes of the 2016 Annual Meeting**

Copies of the minutes of the 2016 Annual Meeting were handed out to the members at registration. A motion was made, seconded and carried to approve the 2016 minutes as printed.

### **Dairyland Power Cooperative Report – Daniel Korn**

Daniel Korn, VEC's representative on the Dairyland Power Cooperative (DPC) Board and Vernon Electric Cooperative Director for Division 5 gave an update on DPC. Daniel discussed the history on the formation of DPC; the Cooperative celebrated their 75<sup>th</sup> anniversary in 2016. DPC continues work on the dismantlement of LACBRW, the retired nuclear plant located in Genoa and the removal of coal plant facilities, including a 400-foot stack in Alma. Dairyland continues its resource diversification including renewable energy to continue to ensure reliability, sustainable, affordable power.

Questions from the membership were addressed at this time.

### **Management Report – Joe McDonald**

Vernon Electric Cooperative (VEC) celebrated its 80<sup>th</sup> year of service to cooperative members in 2016. CEO & General Manager Joe McDonald spoke about the importance of the cooperative business model and the VEC difference. Joe went on to provide the highlights of the past year including the refund of \$545,000 in capital credits to members, strong financials, no upcoming rate increase, no lost-time accidents, and a \$3 million investment in system improvements. VEC continues its work on strategic planning to provide superior customer service and stable rates all while adhering to high safety standards. Additional 2016 highlights and future plans were given and included information from the September flooding, system upgrades and line maintenance, right-of-way tree clearing, installation of LED yard lights, and the implementation of a new metering system. VEC offers numerous energy efficiency rebates and continues to improve communications with our website content and the use of social media.

Questions from the membership were addressed at this time.

### **Review Committee Report – Niles Berman**

The Review Committee, appointed by the District Committee Conference and consisting of Earl Laufenberg, Marlin Helgeson, and George Wilbur met at the Cooperative office on March 3 and March 6, 2017. As provided in the Bylaws, the purpose was to review the minutes of the board of director's meetings held in 2016, 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 full text of the Committee's report is appended to the original minutes of the meeting.

### **Election Committee Report – Niles Berman**

At the District Committee Conference held on February 11, 2017, the delegates appointed Richard Roesler, Tom Erb, Marvin Christianson, Daniel Hofslie, Vernon Urbanek, Paul Flock, Lonnie Muller, Allan Vlasek, Robert Benish Sr., and David Edgar to serve on the Election Committee for 2017-18. The Committee met on March 24, 2017, at the Cooperative office. Mr. Berman reported that the Election Committee certifies that upon the basis of the votes cast by mail, the following duly-nominated candidates for directors received the highest numbers of votes in each director division in the informal balloting:

Director Division 1 – Jerry Kramer

Director Division 4 – Orlan Bakkum

Director Division 7 – Ole Yttri

The full text of the Committee's report is appended to the original minutes of the meeting.

Attorney Berman explained that pursuant to the Bylaws, the report of the Election Committee constitutes a motion to make the informal ballots formal, and declare the recipient of the highest number of votes in each district elected as director. Motion carried to make the informal ballots formal and elect Jerry Kramer, Orlan Bakkum, and Ole Yttri as directors from their respective districts.

### **Unfinished and New Business**

Chairman Hornby stated that there was no unfinished business from the 2016 Annual Meeting and called for any new business to be brought before the meeting. There was none.

**Adjournment** – There being no further business to come before the meeting, a drawing was held for attendance prizes and Chairman Hornby then declared the 81<sup>st</sup> Annual Meeting adjourned at 11:15 a.m.

---

David Dregne, Secretary