



**Wisconsin
Electric
Cooperative
Association**

222 West Washington Avenue, Suite 680
Madison, WI 53703-2719
(608) 467-4650
(608) 467-4651 fax
www.weca.coop

May 22, 2023

To: Wisconsin Electric Cooperative Association Members

Re: WECA District Meeting Registration

District 1: July 10 – Scenic Rivers Energy Cooperative (10 a.m.–3 p.m.)

District 2: July 11 – Riverland Energy Cooperative (10 a.m.–3 p.m.)

District 3: July 12 – Barron Electric Cooperative (10 a.m.–3 p.m.)

District 4: July 13 – Clark Electric Cooperative (10 a.m.–3 p.m.)

Attached are your co-op's WECA District Meeting registration form, tentative meeting agenda, and director election information.

WECA director elections will take place at each district meeting. Directors will be seated on the board at the conclusion of the November 8–9, 2023 WECA Annual Meeting.

We look forward to seeing you at the meeting in your WECA district!

Please fill out and return the co-op registration form along with your check **payable to WECA.**

WECA
222 W Washington Ave., Suite 680
Madison, WI 53703-2719
Fax: (608) 467-4651
Email: tina@weca.coop

If you have questions about the registration materials, call Tina Walden at (608) 467-4599 or email tina@weca.coop.



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District #	Date	Time	Held At
District 1	July 10, 2023	10 a.m.–3 p.m.	Scenic Rivers Energy Cooperative
District 2	July 11, 2023	10 a.m.–3 p.m.	Riverland Energy Cooperative
District 3	July 12, 2023	10 a.m.–3 p.m.	Barron Electric Cooperative
District 4	July 13, 2023	10 a.m.–3 p.m.	Clark Electric Cooperative

Tentative Agenda

Call to Order

Roll Call (certify voting delegates)

Report Notice of Meeting

Take Action on Unapproved 2022 Minutes

District Director Elections

➤ District 1 ~ Manager–Director Election

Craig Buros (completed first term; eligible for one more 3-year term)

➤ District 2 ~ Manager–Director Election

Monica Obrycki (filled out Jerry Sorenson’s term; eligible to run for two more 3-year terms)

➤ District 3 ~ Director–Director Election

Steve Johnson (completed first term; eligible for one more 3-year term)

➤ District 4 ~ Director–Director Election

David Hischke (completed two full terms; termed out)

➤ District 4 ~ Manager–Director Election

Robert Cornell (appointed to fill Mike Wade’s seat; eligible to run for election for the remaining 2 years on this unexpired term)

Proposed Budget Discussion ~ Steve Freese

President & CEO’s Report ~ Steve Freese

NRECA Director Report ~ Chuck Simmons

District Co-op Happenings

Unfinished Business / New Business / Q&A

Adjournment

2023 WECA District Meeting Registration Form

District #: _____

To vote, delegates must be registered
in advance no later than June 30, 2023.

Cooperative: _____

Attendee Names (PLEASE PRINT OR TYPE)

Fee

1.	_____	_____
	<i>(Voting Delegate who votes for district director)</i>	
2.	_____	_____
	<i>(ALTERNATE Voting Delegate)</i>	
3.	_____	_____
4.	_____	_____
5.	_____	_____
6.	_____	_____
7.	_____	_____
8.	_____	_____
9.	_____	_____
10.	_____	_____
11.	_____	_____
12.	_____	_____
13.	_____	_____
14.	_____	_____
15.	_____	_____

Total Registration Fee: _____

Make Check Payable to: **WECA**
 222 West Washington Avenue, Suite 680
 Madison, WI 53703-2719

WECA District Meeting Registration Fees	Registration received <u>ON / BEFORE</u> Friday, <u>June 30</u>	Late Registration received <u>AFTER</u> Friday, <u>June 30</u>
Registration (includes lunch)	\$50 each	\$60 each

Cancellation Policy: 100% refund for cancellations received on or before Friday, June 30, 2023.

Wisconsin Electric Cooperative Association

Director Bylaw Requirements and 2023 Board Elections

Articles of Incorporation, Article VI – Voting Rights

At any member meeting, each member shall be entitled to one vote.

Bylaws, Article III, Section 6 – Delegate Voting, Qualifications, and Tenure of Delegates

- (a) Delegate Voting: Voting at membership meetings shall be through duly authorized delegates chosen by the membership or board of directors of the member. A member may send to any such meeting of this Cooperative such number of delegates as it chooses. Regardless of the number of delegates representing any member at a meeting of the members of this Cooperative, each member shall have only one vote, whether that vote is split and cast fractionally or is cast as one.
- (b) Qualifications of Delegates: No person shall be eligible to be a delegate unless he or she is a member of and receives electric service from a member cooperative; or is a board director of a wholesale power cooperative that is a member, and each member cooperative shall be responsible for ensuring that all of its delegates so qualify. A director of this Cooperative shall be eligible to act as a delegate.

Bylaws, Article IV, Section 2 – Directors

Districts. The board of directors shall divide the Wisconsin territory served by the member cooperatives into four districts. The boundaries of such districts shall remain in effect until thereafter changed by the board. Each district shall elect three (3) directors to the board, including two (2) directors and one (1) manager of member cooperatives in the district. A meeting of directors and managers of members of this Cooperative shall be held once each year for each district, at such time and place as may be determined by the board of directors or the Chairman of the Cooperative, for the election of directors and consideration of matters affecting the interests of the Cooperative and its members.

Bylaws, Article IV, Section 3 – Directors

Tenure. Terms of directors shall be three (3) years. The term of one (1) director from each district shall expire at each annual meeting of the members. Directors shall serve until their successors shall have been elected and qualified. A director shall not be eligible to serve more than two (2) full three-year terms.

Bylaws, Article IV, Section 4 – Directors

Qualifications. To be eligible to become or remain a director, a person must be a director or manager of a member cooperative in the district he or she represents. No Person shall be eligible to become or remain a director if a manager or director from the same member cooperative also serves as a director. No Person shall be eligible to become or remain a director if they are a director of a wholesale power member cooperative representing a member electric distribution cooperative that is a member, if a manager or director from the same electric distribution cooperative also serves as a director. If a director shall cease to meet these requirements, then such a person shall become disqualified to serve as a director of this Cooperative and a vacancy shall be deemed to exist. No person shall be eligible to

become or remain a director: (a) who is employed by or has a non-de minimis investment in a business competing with the Cooperative or any of its member cooperatives; or (b) who has been convicted of any felony or other offense involving dishonesty if the completion of the sentence, including any period of probation or parole, occurred within ten (10) years of his or her election or appointment to or service on this board; or (c) who personally or through a close relative (as determined by the board of directors) has been involved in litigation, arbitration or other form of claim against this Cooperative, any member cooperative, or any director, officer or employee of either this Cooperative or a member cooperative within ten (10) years of his or her election or appointment to or service on this board.

Bylaws, Article IV, Section 5 – Directors

Nomination and Election. A district meeting shall be held in each district where the director’s term expires at the next annual meeting of members, including the term of any director position filled by appointment by the board since the last election. Prior to the district meeting, any member may notify the Cooperative and the other members assigned to the same district of persons who are interested in being nominated to the board. However, all nominations shall be taken only from the floor at the district meeting. Each nominee shall be given an opportunity to confirm that he or she meets all qualifications for director and to explain why he or she is interested in serving as a director.

Each member cooperative shall be entitled to one (1) vote, and the candidate receiving a majority of votes shall be declared elected. If no candidate receives a majority vote, the candidate with the lowest number of votes is dropped and the member cooperatives vote again until a candidate receives a majority vote.

If the Board deems it efficient and in the best interest of the Cooperative to do so, in lieu of elections at separate district meetings, the Board may schedule the elections in all four (4) districts at a common place and time, not later than the annual meeting at which the incumbents' terms expire, provided the elections are conducted by district according to the nomination and election procedures described above.

Board Seats Up for Election

The following board seats are up for election at the *2023 WECA District Meetings on July 10–13*.

July 10, 2023	District 1	Director–Director	Craig Buros (completed one 3-year term; eligible for one more 3-year term)
July 11, 2023	District 2	Manager–Director	Monica Obrycki (filled out Jerry Sorenson’s term: eligible to run for two more 3-year terms)
July 12, 2023	District 3	Director–Director	Steve Johnson (completed one 3-year term; eligible for one more 3-year term)
July 13, 2023	District 4	Director–Director	Dave Hischke (completed two full terms; termed out)
July 13, 2023	District 4	Manager–Director	Robert Cornell (appointed to fill Mike Wade’s seat; eligible to run for election for the remaining 2 years on this unexpired term)

Wisconsin Electric Cooperative Association Delegate Certification

BYLAWS OF THE WISCONSIN ELECTRIC COOPERATIVE ASSOCIATION ARTICLE III, Section 6 (a) & (b)

c. 6. Delegate Voting, Qualifications, and Tenure of Delegates.

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Qualifications of Delegates: No person shall be eligible to be a delegate unless he or she is a member of and receives electric service from a member cooperative; or is a board director of a wholesale power cooperative that is a member, and each member cooperative shall be responsible for ensuring that all of its delegates so qualify. A director of this Cooperative shall be eligible to act as a delegate.

I, _____, _____, certify that
(name) (Board Chairman or Secretary)

_____, has
(cooperative)

appointed _____ to represent this cooperative at the
WECA District Meetings on July 10–13, 2023.

Please mail, email, or fax to WECA no later than Friday, June 30, 2023

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WECA Districts

