



**Wisconsin  
Electric  
Cooperative  
Association**

6405 Century Avenue, Suite 102  
Middleton, WI 53562-2200  
(608) 467-4650  
(608) 467-4651 fax  
[www.weca.coop](http://www.weca.coop)

May 1, 2024

To: Wisconsin Electric Cooperative Association Members

Re: WECA District Meeting Registration

**District 1:** July 8 – Adams-Columbia Electric Cooperative (10 a.m.–3 p.m.)

**District 2:** July 9 – Riverland Energy Cooperative (10 a.m.–3 p.m.)

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

**District 4:** July 11 – 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 12–13, 2024 WECA Annual Meeting.

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

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

WECA  
6405 Century Ave, Ste 102  
Middleton, WI 53562  
Email: [tina@weca.coop](mailto:tina@weca.coop)

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



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| <b>District #</b> | <b>Date</b>   | <b>Time</b>    | <b>Held At</b>                |
|-------------------|---------------|----------------|-------------------------------|
| District 1        | July 8, 2024  | 10 a.m.–3 p.m. | Adams-Columbia Electric Co-op |
| District 2        | July 9, 2024  | 10 a.m.–3 p.m. | Riverland Energy Cooperative  |
| District 3        | July 10, 2024 | 10 a.m.–3 p.m. | Barron Electric Cooperative   |
| District 4        | July 11, 2024 | 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 2023 Minutes

District Director Elections

➤ District 1 ~ Director-Director

**Barb Miller** (completed first term; eligible for one more 3-year term)

➤ District 2 ~ Director-Director

**Les Dokkestul** (filled out Dan Smrekar's term; eligible to run for two more 3-year terms)

➤ District 2 ~ Director-Director

**Roger Wiff** (reached his cooperatives board term limit and is no longer eligible to sit on the WECA board)

➤ District 3 ~ Manager-Director

**Justin Jahnz** (completed first term; eligible for one more 3-year term)

➤ District 4 ~ Director–Director Election

**Karen Newbury** (completed first full term; eligible for one more 3-year term)

Proposed Budget Discussion ~ Steve Freese President & CEO's Report

NRECA Director Report ~ Judi Anibas

Understanding Co-op Taxation-Defending Your Co-op Position ~ Moderator—Shannon Clark, Folsom West LLC.  
with panelists: Gregg Mleziva, Joe Harrison, and Jay Grokowsky

District Co-op Happenings

Unfinished Business / New Business / Q&A Adjournment

## 2024 WECA District Meeting Registration Form

District #: \_\_\_\_\_

To vote, delegates must be registered  
in advance no later than June 28, 2024.

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**  
                                           6405 Century Ave, Ste 102  
                                           Middleton, WI 53562

| WECA District Meeting<br>Registration Fees | Registration received <u>ON /</u><br><u>BEFORE</u> Friday, <u>June 28</u> | Late Registration received<br><u>AFTER</u> Friday, <u>June 28</u> |
|--------------------------------------------|---------------------------------------------------------------------------|-------------------------------------------------------------------|
| Registration (includes lunch)              | \$60 each                                                                 | \$70 each                                                         |

**Cancellation Policy:** 100% refund for cancellations received on or before Friday, June 28, 2024.

# Wisconsin Electric Cooperative Association

## Director Bylaw Requirements and 2024 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.

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### **Board Seats Up for Election**

The following board seats are up for election at the *2024 WECA District Meetings on July 10–13*.

|               |            |                   |                                                                                                                  |
|---------------|------------|-------------------|------------------------------------------------------------------------------------------------------------------|
| July 8, 2024  | District 1 | Director–Director | <b>Barb Miller</b> (completed first term; eligible for one more 3-year term)                                     |
| July 9, 2024  | District 2 | Director-Director | <b>Les Dokkestul</b> (filled out Dan Smrekar’s term; eligible to run for two more 3-year terms)                  |
| July 9, 2024  | District 2 | Director–Director | <b>Roger Wiff</b> (reached his cooperatives board term limit and is no longer eligible to sit on the WECA board) |
| July 10, 2024 | District 3 | Manager–Director  | <b>Justin Jahnz</b> (completed first term; eligible for one more 3-year term)                                    |
| July 11, 2024 | District 4 | Director–Director | <b>Karen Newbury</b> (completed first full term; eligible for one more 3-year term)                              |

# Wisconsin Electric Cooperative Association Delegate Certification

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

Sec. 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.

I, \_\_\_\_\_, \_\_\_\_\_, certify that  
(name) (Board Chairman or Secretary)

\_\_\_\_\_, has  
(cooperative)

appointed \_\_\_\_\_ to represent this cooperative at the  
WECA District Meetings on July 8-11, 2024.

**Please mail, or email to WECA no later than Friday, June 28, 2024**

**6405 Century Ave, Ste 102  
Middleton, WI 53562**

**tina@weca.coop**

# WECA Districts

