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WISCONSIN ENERGY *Cooperative* NEWS

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KEEPING THE LIGHTS ON

TAYLOR ELECTRIC
Cooperative

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PROPOSED BYLAW CHANGE TO BE CONSIDERED AT ANNUAL MEETING



By Kenneth Ceagske, President/CEO

The board is presenting three bylaw amendments for the membership to consider at the 2021 annual meeting to be held on June 29th at the Stetsonville Centennial Center. The first amendment is to allow for other than in-person voting.

The next amendments are triggered by the first amendment: nominating committee timing, singular ballot/plurality vs. majority of votes to select the winner, and finally the term of service for directors appointed to fill a vacancy. The following is a summary of the proposed changes. If you have questions on the changes, feel free to contact a board member or me at the office. Due to the timing of the printing of the magazine, I may not be able to update questions here, but I can put them into the *Taylor Report* that comes out with your bill each month.

Amendment 1, ARTICLE III MEETING OF MEMBERS

Section 5. Voting. Each member shall be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members. At all meetings of the members at which a quorum is present, all questions shall be decided by a vote of a majority of the members voting thereon at such meeting except as otherwise provided by law, the articles of incorporation of the Cooperative or these bylaws. Two or more persons holding a joint or tenancy in common membership shall jointly be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members. Any member which is a cooperative, corporation, partnership, limited liability entity, government body, church or voluntary association may, acting through its governing body, designate in writing its representative to act for it at membership meetings. Such written designation shall be filed with the Secretary before such representative votes at any such meeting, except that the chairman of any such corporation, limited liability entity, association, board, or body politic may cast its vote at such meeting if no such written designation for any other representative is so filed. Such representative or officer may also vote as an individual if he is a member. A guardian or court appointed legal representative of any member may vote on behalf of such member. **Voting by absentee ballot shall be only as specifically authorized by the board of directors.**

If and when the board of directors authorizes the use of signed mail ballots, the completed ballot shall be mailed or delivered to the location and by the deadline specified in the notice of the membership meeting. A sealed envelope bearing the signature of the member and enclosing a marked ballot shall constitute the valid mail ballot of that member. Should the annual meeting be adjourned to a later date, the ballots will be stored in a secure location and the timely, valid ballots will be opened and processed at the reconvened meeting.

Where signed mail ballots are permitted, the board of directors may similarly permit electronic voting, provided it has first adopted authentication procedures to govern such voting that in the board's judgment will reasonably ensure that it is the member who is casting the vote and provided the vote is received in the manner, and by the deadline, specified by the Cooperative in the notice of the membership meeting.

First, we will look at the voting process. Currently the only way to vote for the directors who govern the activities of the cooperative or other issues is to attend the annual meeting and vote in person. The recent pandemic highlighted a need for options when we are trying to limit our contact with others and maintain social distance. This bylaw amendment would open the options for other than in-person voting, including mail in or electronic voting. It does NOT eliminate in-person voting as an option.

We were successful with our drive-in style meeting last year, and we will see what this summer brings with regards to restrictions and weather. We had a beautiful evening and favorable attendance, so the meeting was a success. With the same number of candidates to available seats, the election process was handled quickly. Two electric cooperatives nearby had the same challenges and different results. The one that utilized mail-in ballots was able to do most of the important business of the meeting, including director elections, even though they did not meet the necessary attendance for an official business meeting. The other was not able to conduct any of the business at hand, including director elections, since they did not have the required number of members in attendance at the meeting.

In the early days of the cooperative, the annual meeting was a big event. It attracted many members for both the responsibility of taking part in the cooperative business that they started and owned, as well as the social aspect of getting to town and catching up with neighbors and friends. Fast forward to the last few years—our attendance at the meeting has been less than 180 members (of 3,800) represented. That



equates to less than 5% of the membership having an active roll in choosing who governs the cooperative. I think most of us would agree that if only 5% of the population were voting in the national, state, and local races, we would need to look at the systems in place and try to increase the representation. The hope with mail-in ballots is that we can reach more of the membership for participation in the processes that drive what we do every day for our members.

Lastly, looking towards the rest of Wisconsin and nationally, many co-ops are using mail-in or electronic ballot systems to promote member participation as fewer and fewer members are taking time from their busy schedules to participate in the meetings. The annual meeting serves several purposes. We present the historical performance of the co-op, give a look to the future, allow an opportunity for members to voice concerns, and allow for members to elect the leadership of the cooperative. With slight changes to the existing way that we do things, we can, and already do, have things in place to cover most of them. Monthly magazine articles, the *Taylor Report*, internet and social media posts, and the annual report are methods that we use today to get information out to the membership for historic or future information. Incoming concerns can be directed to me or to the board members for consideration. That leaves the ballot process as the final piece that needs an alternate presentation.

Amendment 2, ARTICLE IV DIRECTORS

Section 3. Nomination and Election of Directors. It shall be the duty of the Board of Directors to appoint a nominating committee in time to allow the committee to meet at least ~~forty-five (45)~~ninety (90) days before the date of the annual meeting of the members, at which directors are to be elected. The nominating committee shall consist of three ~~to five~~ members. ~~The committee chairman shall present the committee's nominations at the annual meeting.~~ Nominations may also be made by petition signed by not less than ~~twenty 25~~20 members ~~delivered to~~received at the Cooperative's headquarters not less than ~~7 sixty (60)~~ days prior to the annual meeting. ~~Election shall be by majority vote for each director position. In the event no candidate receives a majority of the votes cast for a position, the candidate receiving the fewest votes shall be dropped from nomination on each successive ballot until one candidate receives a majority of the votes cast.~~

Election shall be by a singular ballot for all open seats, with each member casting votes for the same number of candidates as there are seats up for election. The candidates with the highest number of votes shall be elected to the open seats in order, by length of the open term (starting with the recipient of the highest number of votes, who shall be assigned to the seat with the longest term and the remaining seats then being filled in the same manner). In the event of a tie, the winner

shall be determined by the flip of a coin or if more than two by the drawing of lots. In the event the number of qualified nominees equals or is fewer than the number of open seats, election may be by unanimous consent, voice vote or similar means, without the need to cast written ballots.

The second bylaw amendment involves the nomination and election process. It is a must-have part of the process if other than in-person ballots are considered, optional if in-person balloting is preferred.

The current bylaws call for a nominating committee that meets no closer than 45 days to the annual meeting date and allows for petition-based candidates up to seven days before the annual meeting. Considering mail time and ballot preparation, the timing would need to increase. The proposal allows for a minimum of 90 days for the committee, and 60 days for the petition prior to the annual meeting to accommodate a mail-based process and enable candidates to make it into the annual report that's presented to the membership. Also, the amendment lowers the number of signatures on the petition from 25 to 20 and gives the option of a slightly larger nominating committee. Finally, it would eliminate the need for the nominating committee chairman to present the candidates. Instead, they would be presented via the annual report with limited need to present at the annual meeting.

The second part of the amendment considers the concept of majority vs. plurality for who wins an election and a singular ballot for all seats. It is a must-have for the other than in-person options and optional for in-person voting.

Majority is where we are currently and it means that for a candidate to win the election, he or she must get 50% of the votes, plus one more vote. This can set us up for multiple ballots for the same position if more than two candidates run for it. In the case of three candidates running for one position, for a majority winner, it would take one candidate receiving 50%+1 of the votes and the other two candidates splitting the remainder, or there would be the need for another ballot after removing the low vote getter from the ballot. Where we lack director districts and only have "at large" directors, this adds additional complexity and increases the chances of a revote.

Sample, 100 voters (vote for 1 candidate) 100 votes cast

Candidate A	Candidate B	Candidate C	Candidate D	Outcome
51 votes	17 votes	16 votes	16 votes	Candidate A wins
49 votes	18 votes	17 votes	16 votes	Remove candidate D and revote
49 votes	25 votes	24 votes	N/A	Remove candidate C and revote
More than 51 votes	Less than 51 votes			Candidate A wins

This would be followed by a vote for the second board seat as well, and in the case of 2021, we have a third seat open.

Plurality is the concept where the person getting the most votes wins. In the case of three candidates running for one position, using plurality to determine the winner could result in a finish as close as 34% to 33% and 33%. With our “at large” directorships, there are at least two director seats open in any year, so the plurality concept would support the highest two vote getters from a singular ballot as the winning candidates. This is how it is done in most elections for multiple seats, the school board for example. If there were two seats open, and at least three candidates running, the ballot would ask for the member to vote for up to two candidates.

**Sample, 100 voters, (vote for two candidates)
200 total votes cast**

Candidate A	Candidate B	Candidate C	Candidate D	Outcome
51 votes	51 votes	49 votes	49 votes	Candidates A & B wins

This election would satisfy both open seats with one round of balloting.

One concern that is common to most co-op annual meetings in recent years is in keeping them short and on topic. The days of bringing in outside speakers, whether they be industry related like the statewide or G&T representatives, or non-industry related speakers for the general benefit of the membership, are passing by. A concise and efficient ballot process will help keep the meetings moving along. The bylaw change also recognizes the potential for the situation where

the number of candidates equals the number of open seats and would not require a ballot vote.

Amendment 3, ARTICLE 4, DIRECTORS

Section 4. Vacancies. Subject to the provisions of these bylaws with respect to the removal of directors, a vacancy in the office of director shall be filled by a majority vote of the remaining directors and a director thus elected shall serve for the unexpired portion of the term until the next annual meeting of the members or until his successor shall have been elected and shall have qualified.

The last proposed amendment deals with mid-term appointments. Currently, if a board seat is vacated for any reason, the board has the option to appoint a new board member. In the case of an appointment in the first or second year of a term, we have wording that requires a vote to fill the seat at the following election. This puts the new candidate up for election within a year of when they get appointed. The bylaw change allows the newly appointed candidate to serve until the natural expiration of the three-year term that they are replacing. This will help keep the election process as orderly as possible and eliminate the need for additional sections in the bylaws to sort out a mid-term election.

Bylaw changes will be presented toward the end of the annual meeting. Therefore any changes will not apply to the 2021 elections but would for 2022.

CAPITAL CREDITS TO BE ALLOCATED SOON

In the next month or two, you will receive a capital credit allocation notice from Taylor Electric Cooperative. In addition to your member number, which may contain multiple account numbers, the notice will provide your 2020 allocation along with your new balance.

To avoid confusion, there are three things you should know about your capital credit allocation notice:

- **It is not a bill, so do not pay the amount shown on the face.**
- **It is not a credit that can be used to pay an electric bill.**
- **There is no provision in Taylor Electric’s bylaws to make early payment of capital credits to those members who leave the service area. It is important that we be provided with a current address so when the time comes to pay, we’ll know where to mail the check.**

The capital credit allocation notice represents the amount of ownership you have in your cooperative. In future years, this amount may be returned to you as a capital credit check. Meanwhile, your capital credits are an investment in the cooperative’s electric distribution system. Member investments, capital credits, and long-term loans are the only sources of funding for the co-op; there are no outside investors.

You will receive a capital credit allocation notice only for the years in which you are a member of Taylor Electric Cooperative. It is a good idea to keep all of your notices with other important documents as a record for future years. Members with questions concerning capital credits are encouraged to contact our office.



LINEWORKERS BRING THE LIGHT.

Lineworker Appreciation Day

THANK A LINEWORKER ON APRIL 12

If you were asked to associate an image or a person with Taylor Electric Cooperative, you would probably picture a lineworker. As some of the most visible employees of the co-op, lineworkers work tirelessly to ensure our community receives the most safe, reliable power possible.

“Lineworker” is listed as one of the top 10 most dangerous jobs in the United States. This is understandable as they perform detailed tasks near high-voltage power lines. Regardless of the time of day, lineworkers must face the obstacles that lie in front of them to ensure Taylor Electric’s members have power. Being a lineman requires specialized training, ongoing education, dedication, and equally important, a sense of service and commitment. How else can you explain the willingness to leave the comfort of your home to tackle a challenging job in difficult conditions, when most are sheltering comfortably at home? This dedication and sense of service to the community are truly what set them apart. That’s why we set aside April 12 to celebrate and recognize the men and women who work around the clock to keep the lights on.

Taylor Electric is proud to honor the seven lineworkers who maintain almost 900 miles of power lines in our service territory.



Front, l to r: Jessie Knoll, Tim Habermeyer, Mike Eloranta, Justin Fuchs. Back, l to r: Colten Cummings, Geoff Mueller, Ron Mayer.

Kenneth Ceaglske, President/CEO

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