



BYLAW CHANGES



By James Hathaway,
General Manager

If you've been following along, we've talked a lot about change in the last year, the biggest being changing our entire billing and customer service software. This change came out of necessity, as our current software provider will no longer be in business in 2018.

Sometimes, however, we make important changes because we need to be an up-to-date business in the 21st Century. Being up-to-date helps us be more efficient and helps keep your co-op protected. So, just like we update the things we use daily, like computers, telephones, and trucks, we need to brush off our bylaws. Our bylaws are the rules we have to abide by, that our founders first wrote in 1936.

In 1936 the thought of voting electronically wasn't a notion that would have crossed anyone's mind. Today, however, electronic voting is something that is very much a reality. It's something we might consider in the near future. In order to be able to use electronic means of voting, we have to change the wording in the bylaws. As they are written now, our bylaws state that each member's vote must be sealed in an envelope. So, we will be proposing a change to that section of the bylaws at the upcoming annual meeting in March.

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Voting by Electronic Ballot

Section 3.9 Voting by Mail or Electronic Ballot

Any member who is absent from any annual or special meeting of the members may vote by mail or by electronic means upon any matter coming before such meeting. Any member who is absent from a meeting at which directors are to be elected may vote for such directors by mail or electronic ballot. The secretary shall enclose with the notice of such meeting an exact copy of each motion to be acted on at the meeting. A mail or electronic ballot for member voting must; and such member shall vote by-

1. set forth and describe a proposed action, identify a candidate, and include the language of a motion, resolution, bylaw amendment, or other written statement, upon which a member is asked to vote or act; writing "yes" or "no" on each ballot in the space provided and shall enclose the ballot in a sealed envelope bearing the member's signature addressed to the secretary.
2. state the date of a member meeting at which members are scheduled to vote or act on the matter, if any;

3. provide an opportunity to vote for, against, or to abstain from voting on the matter;
4. instruct the member how to complete and return the mail or electronic ballot;
5. state the time and date by which the Cooperative must receive the completed mail or electronic ballot; and
6. be contained in a sealed ballot envelope provided by the Cooperative, which shall be signed by the person casting the ballot and shall bear the voter's legible printed name or be transmitted electronically by a secure means provided by the Cooperative by which the Cooperative is able to authenticate that it is a member casting a vote.

~~Such absentee ballots shall be mailed or delivered to the Cooperative office so as to be received at the office on or before the day before the membership meeting.~~ When such ballot is timely received ~~by mail~~ from an absent member it shall be counted as a vote of such absent member. ~~If a signed or electronically delivered ballot has been submitted on a motion, neither the motion nor any resolution to which it pertains may be amended.~~

~~Any member who is absent from a meeting at which directors are to be elected may vote for such directors by mail ballot provided the ballot is received by the Cooperative office on or before the day before the membership meeting.~~ The failure of any member to receive a mail or electronic ballot does not affect a vote or action taken by mail or electronic ballot or by members at any meeting. ~~absent member to receive a copy of any resolution or motion or ballot for election of director shall not invalidate any action which may be taken by the members at any meeting.~~

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While we are opening up the bylaws and proposing changes, we looked at the rest of the bylaws and thought we should update a couple of the other bylaw provisions as well. We figured we should get them all taken care of at one meeting and be done with it for a while.

The second proposed change involves director qualifications. Again, looking back to 1936, just about every co-op member was a farmer. Basically, if you lived out in the country, you farmed. There were hardly any rural residents who didn't farm and there were very few rural businesses. Those businesses that were on co-op lines were likely owned by someone who lived upstairs or next door.

Today we have large businesses that are members of the co-op. Some are owned by people who live in town or even

out of state. As co-op members, these businesses have a right to nominate a person to serve on the board of directors. But the bylaws as written do not allow this. So we are recommending making some minor changes to the qualifications to become a director.

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Director Qualifications

Section 4.2 Election Process and Tenure of Office

Directors shall be elected by secret ballot. They shall be elected by and from the members to serve a three (3) year term, or until their successors shall have been elected and shall have qualified. The terms of the directors shall be staggered to insure continuity. If an election of directors shall not be held on the day designated for the annual meeting or at any adjournment thereof, a special meeting of the members shall be held for the purpose of electing directors at a reasonable time thereafter. Directors shall be nominated and elected as provided hereinafter.

Section 4.3 Qualifications to be Nominated, to Become or Remain a Director

Any Director or Director candidate must comply with this bylaw section.

A. General Director Qualifications. To become or remain a Director, a person must comply with or meet the following general qualifications (“General Director Qualifications”):

1. Be a Class A member, or an individual authorized by an entity Class A member;
2. Be an individual;
3. Have the capacity to enter legally binding contracts;
4. While a Director, and during the five (5) years immediately prior to becoming a Director, not be, nor have been, convicted of a felony or of any other criminal offense involving a breach of trust;
5. Unless excused for good cause by the Board, attend at least two-thirds (2/3) of all board meetings during any calendar year.
6. For at least 240 days during the prior one (1) year period, use the Cooperative’s electric service ~~at, and occupy as a residence, at a~~ location within the Cooperative’s service area.

The third change being proposed was recommended by the co-op’s insurance provider. It requires additional steps in the process of settling a dispute between the co-op and a member. These steps, including negotiation and arbitration, are intended to make disputes easier and less expensive to settle.


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Arbitration language

Section 11.6 Arbitration

If a controversy or claim arises out of, or relates to, the governing documents, the Cooperative’s provision of Cooperative services, the Cooperative’s exercise of its rights under these bylaws or the terms of membership, or a member’s use of Cooperative services, the parties shall first try to settle the dispute through negotiation. If the dispute is not settled by negotiation, and if requested by the Cooperative or the member, the Cooperative and the member shall try in good faith to settle the dispute by mediation by a neutral third person acceptable to both parties. The mediator shall have no power to impose a decision if all of the parties do not agree to settle the dispute, but shall help the parties reach an agreement by focusing on the key issues in a case, exchanging information between the parties, and exploring options for settlement. If the dispute is not settled after mediation, the controversy or claim shall be resolved by arbitration administered pursuant to Chapter 788, Wisconsin Statutes and the judgment on the award rendered by the arbitrator(s) may be entered in any court having jurisdiction. Controversies and claims must be settled through individual arbitration, and not through collective or class action arbitration. This section does not apply to matters which qualify for the jurisdiction of small claims court (Chapter 799, Wisconsin Statutes) or to controversies over the acquisition of rights-of-way or the right of the Cooperative to construct, operate, inspect, repair, maintain, relocate, improve, reconstruct, and replace its facilities within any of its rights-of-way.

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These bylaw changes will be voted on by the co-op’s members as part of the annual meeting to be held on March 17, 2018. The co-op’s board and management recommend a “Yes” vote for all three changes. 

Editor’s Notes

- All blue text within the bylaw content indicates changes that have been made to the bylaws. Additions to the bylaws are underlined; deletions are struck through.
- There are no hidden account numbers in this issue.