

Since 1940

# WISCONSIN ENERGY *Cooperative* NEWS

April 2020



**WE'RE HERE  
FOR YOU.**  
365 days a year.



**Central Wisconsin Electric Cooperative's  
82<sup>nd</sup> Annual Meeting**  
*Postponed to a future date to be determined*

PLEASE KEEP THIS SLIP AND BRING IT TO THE  
RESCHEDULED ANNUAL MEETING AND BE ENTERED  
FOR A CHANCE TO WIN A \$50 ENERGY CREDIT.

**Receive a \$20 bill credit and a gift for attending the meeting.**  
*(one per member)*

Central Wisconsin Electric Cooperative  
Rosholt, Wisconsin

OFFICIAL NOTICE OF  
ANNUAL MEETING

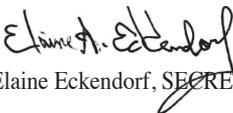
The annual meeting of the Members of the Central Wisconsin Electric Cooperative will be held at the Auditorium of the Wittenberg-Birnamwood High School at 400 W. Grand Avenue, Wittenberg, Shawano County, Wisconsin on April 21, 2020 at 5:15 o'clock p.m. Registration, 6:00 o'clock p.m. business meeting, to conduct and take action upon the following matters:

- I. Reports of Officers, Directors, Committee and Management.
- II. For all business which may come before the meeting or any adjournment thereof.

In addition, a regular election will be held under the Bylaws to choose Directors from Districts 1, 3 and Director-At-Large.

In accordance with SECTION 10.01, ARTICLE III, any member who is absent from any annual or special meeting of the members and who has filed a written request in advance for an absentee ballot may vote by absentee mail ballot upon any motion or resolution to be acted upon at any such meeting with respect to any action submitted pursuant to a resolution adopted by the Board of Directors, the Resolutions Committee or by petition of not less than ten percent (10%) of the members. A ballot, the envelope enclosing which is signed by the member, shall be deemed a legal ballot within the meaning of this section. The receipt of mail ballots at any such meeting shall not preclude the offer and adoption of germane amendments to a resolution to be acted upon at such meeting. The adoption or rejection of such amendments shall be determined by the majority vote of those members present and voting at such meeting. After the adoption of any such amendment - the adoption or rejection of the original resolution as amended shall be determined solely on the basis of the votes cast by members in attendance at such meeting.

Dated this 30th day of January 2020.

  
Elaine Eckendorf, SECRETARY

Central Wisconsin Electric Cooperative

82<sup>nd</sup> ANNUAL MEETING OF THE MEMBERS  
POSTPONED TO A FUTURE DATE TO BE DETERMINED

Due to the recommendation made in mid-March by the Center for Disease Control and Prevention (CDC) to cancel or postpone in-person events that will consist of 50 people or more throughout the United States for eight weeks, Central Wisconsin Electric Cooperative has decided to postpone its annual meeting. The annual meeting was scheduled for April 21, and will be postponed to a future date that hasn't been determined yet.

This issue of *Wisconsin Energy Cooperative News* contains information about CWEC's 2020 annual meeting that will be rescheduled. Please keep this magazine until the rescheduled date, as the coupon at the bottom of the cover needs to be brought to the meeting for the chance to win a \$50 energy credit.

When a date has been chosen for the postponed annual meeting, information will be mailed to each member, and it will be posted on CWEC's Facebook page and its website at [www.cwecoop.com](http://www.cwecoop.com).

The Rules Committee met on January 18, 2020, and approved the following rules to be observed at the CWEC Annual Meeting to be held on at a date to be determined.

ANNUAL MEETING RULES AND VOTING PROCEDURES

1. The meeting will be conducted in accordance with the *Robert's Rules of Order Newly Revised* edition.
2. Only members and duly recognized guests will be recognized by the Chair. Members will be recognized by their voting cards received at registration for the meeting.
3. Members should give their name and township when speaking. Each member's comments will be limited to three minutes with any rebuttal limited to two minutes.
4. Members will be limited to one question. If time allows, members may ask additional questions.
5. Questions and comments from members will be in order only during the unfinished and new business sessions, and at the conclusion of the officer reports, if invited.
6. Any advisory resolution a member wishes to propose at the Annual Meeting must be submitted no later than 90 days before the meeting so that the Resolutions Committee may review the proposed resolution.
7. All voting will be by delegate voting card; there will be no voice voting.
8. No signs or handouts will be permitted within the building of the place of the meeting, except such handouts as required for the official conduct of the Annual Meeting. No handouts made available outside of the building will use the name of the Cooperative, its letterhead or logo to imply that the Cooperative supports or opposes any resolution.

No demonstrations shall be held within the building of the place of the meeting.



THIS SLIP COULD BE YOUR CHANCE  
FOR A BIG PRIZE!

Bring it for a chance to win a \$50 energy credit!



Anthony Buss, Jr.,  
Board Chairman

## 2019: A YEAR IN REVIEW

Thank you to all of our consumer-members for your support of Central Wisconsin Electric Cooperative in 2019. It is an honor

and privilege to serve you and to support the communities of central Wisconsin. Although 2019 had its challenges, the year was marked with many successes.

In July of 2019, we experienced a once in a lifetime storm that wreaked havoc across Wisconsin. The resulting high winds and torrential rain caused destruction on a scale many have never seen. Our service area was particularly hard hit as the trees and limbs fell across our overhead power lines, knocking poles and wires down. After the roadways were cleared and damage assessed, linemen and contractors were dispatched to the hardest hit areas to begin the restoration effort. A call was placed to our fellow electric cooperatives and help came from all parts of the state. The restoration process was lengthy, but the crews worked safely and power was restored to all of our system. The patience of our members was evident and we are forever grateful for the kind words you gave to our field personnel and office staff.

Our new Chevy Bolt electric vehicle and outdoor charging station debuted at the Member Appreciation Breakfast in

October. Many members took advantage of the opportunity to view the car and learn more about it. We are developing a program to allow our members to test drive the electric vehicle. Details of the program will be released at a future date.

In keeping with our cooperative principals, the board of directors approved the retirement of capital credits in the amount of \$325,000. Capital credits represent each member's equity in the cooperative. They are the margins distributed to the members of the cooperative based on their purchases from the cooperative in previous years. As the cooperative is financially able, it is a privilege to return a portion of your investment in the cooperative to you.

In 2019, cooperatives in Wisconsin, Illinois, and Iowa partnered to extend power to a remote village in Guatemala. Our own Operations Crew Leader, Mackenzie Yarbrough, went with 11 other linemen to Tierra Blanca Chixoy and worked for three weeks to energize a village that was receiving power for the first time. Mack will be at our annual meeting in April to talk about his trip and the impact it has made on his life.

The board and management worked together in 2019 to develop a strategic plan that will help position our cooperative to meet the challenges of the future. As a result of the work that was done, a

new mission statement was developed that reflects who we are and the values we share. The new mission statement, "We are your trusted energy partner and provider of valued community support," represents our commitment to being the preferred energy provider to our members and the value we place on supporting our communities.

The construction of the West Riverside Energy Center in Rock County, Wisconsin, will be completed soon. As you will remember, the cooperative owns 5 MW of an Alliant Energy 700 MW combined cycled natural gas power plant. This partnership will help us lower power costs for our members for many years. We look forward to the plant becoming operational in 2020.

Throughout 2019, the cooperative focused on providing safe and reliable electric energy to our members and supporting our local communities. We look forward to the challenges of 2020 and continuing to meet the electric needs of our consumer-members.

### Energy Efficiency Tip of the Month

This spring, consider using a rain barrel to save energy. Rain barrels capture rainwater from a roof that can be used later for watering down your lawn, garden, or indoor plants.



## BOARD MEETING SUMMARY

A regular meeting of the Board of Directors of Central Wisconsin Electric Cooperative was held at the headquarters in Rosholt at 8:02 a.m. on January 30, 2020. The following is a summary of the meeting activities. The agenda, minutes of the December 27, 2019 meeting, new and terminated memberships, and the monthly safety and compliance report were approved.

### Action Items

- Monthly Financial Statements and Reports were approved. Finance Committee reviewed checks written and the board and CEO expenses.
- The board approved moving the November 2020 meeting date from Thursday, November 26 (Thanksgiving Day) to Tuesday, December 1, 2020.
- The board approved Kevin Kurtzweil, VP of operations, as acting president/CEO for 2020 in the event of an extended absence of the president/CEO to serve temporarily until the board of directors takes appropriate action.
- The board approved the list of proposed 2020 donations from the Federated Youth Foundation Fund along with those that qualify for the CoBank Sharing Success program.
- The board approved Mark Forseth, a member from Sub-District 2(b), to fill the vacancy on the Operation Round Up Trust Board.
- The board approved a revolving loan to Dulske Enterprises, LLC.
- Nick Nelson of Power System Engineering, Inc. gave a presentation to the board via

teleconference on the results of the 2019 Cost of Service Study (COSS).

- The board was asked to review the contents of the monthly board package information and determine if there are any reports, graphs, or other information that would be beneficial to add or remove if not needed.
- The board approved the Resolution Authorizing the Amendment of the NRECA 401(k) Pension Plan Adoption Agreement "A" and the Retirement Security Plan, adding sub-group 004 for the Technical Unit employees which were currently part of the non-union sub-group 001.

Operations and Engineering – Mr. Kurtzweil reported on the overhead line inspections. Inventory was completed mid-January with very minimal adjustments, which was very good considering the amount of material used during the July 2019 storm. The Groenier substation switchover was completed January 9, 2020.

Accounting and Finance – Financial reports were reviewed. Ms. Shower reported we had 100% participation from employees on the ACRE donations. All information has been submitted to FEMA and we hope to have reimbursement soon.

Member Services – Brenda Mazemke reported Bert Lehman has completed the employee training for the electric vehicle. Toys-For-Tots campaign helped 1,080 children in our service area. The January Operation Round Up Trust Board meeting was cancelled due to weather. Donation requests will be discussed at their April meeting.

President and CEO – Mr. Wade reported on his submitted report.

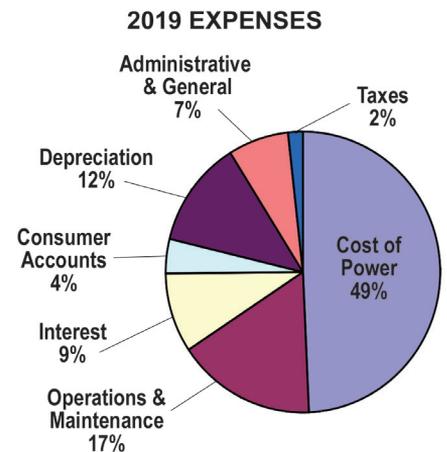
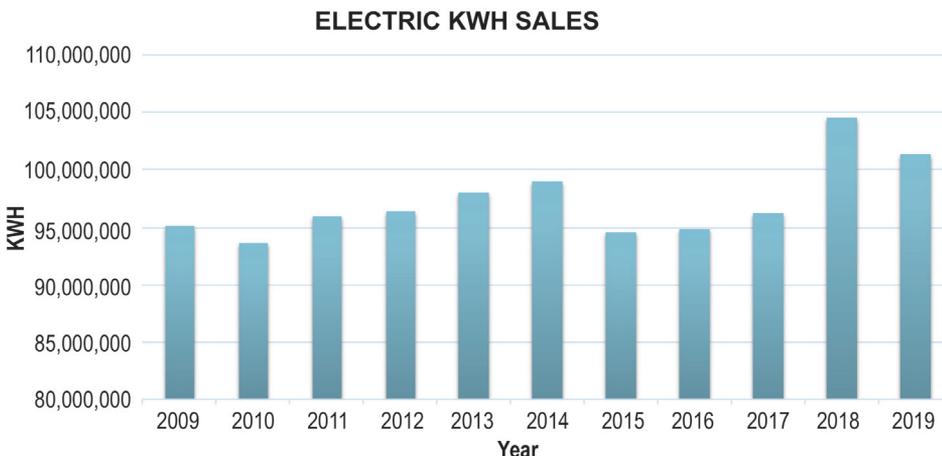
Meeting adjourned at 1:07 p.m.



# STATEMENT OF REVENUE AND PATRONAGE CAPITAL

Years Ended December 31, 2019 and 2018

	Unaudited 2019	Audited 2018
<b>OPERATING REVENUES</b>	<b>\$16,642,930</b>	<b>\$16,162,036</b>
<b>OPERATING EXPENSES</b>		
Cost of Power	6,484,739	6,572,778
Transmission Expense – Operations	1,422,820	1,256,871
Distribution Expense – Operations	907,425	1,012,975
Distribution Expense – Maintenance	1,716,373	1,242,649
Consumer Accounts	552,921	456,555
Customer Service and Informational	204,963	171,728
Sales Expense	82,529	60,689
Administrative and General	1,144,195	1,232,324
Depreciation	1,976,106	2,032,420
Taxes	278,658	273,810
Other Deductions	55,118	53,992
<b>Total Operating Expenses</b>	<b>14,825,847</b>	<b>14,366,791</b>
<b>OPERATING MARGINS BEFORE FIXED CHARGES</b>	<b>1,817,083</b>	<b>1,795,245</b>
INTEREST ON LONG-TERM DEBT AND LINE OF CREDIT	1,546,279	1,585,333
<b>OPERATING MARGINS AFTER FIXED CHARGES</b>	<b>270,804</b>	<b>209,912</b>
OTHER CAPITAL CREDITS	154,967	181,223
<b>NET OPERATING MARGINS</b>	<b>425,771</b>	<b>391,135</b>
<b>NONOPERATING MARGINS</b>		
Interest and Dividend Income	190,337	202,879
Other Nonoperating Income (Loss)	255,218	186,658
<b>Total Nonoperating Margins</b>	<b>445,555</b>	<b>389,537</b>
<b>NET MARGINS</b>	<b>\$871,326</b>	<b>\$780,672</b>
<b>PATRONAGE CAPITAL – BEGINNING OF YEAR</b>	<b>\$16,834,517</b>	<b>\$16,547,980</b>
Net Margins less Other Nonoperating Income (Loss)	616,108	594,014
Capital Credit Retirement	(324,726)	(356,392)
Other Equity Changes	87,186	48,915
<b>PATRONAGE CAPITAL – END OF YEAR</b>	<b>\$17,213,085</b>	<b>\$16,834,517</b>



# BALANCE SHEETS

December 31, 2019 and 2018

	Unaudited 2019	Audited 2018
<b>ASSETS</b>		
<b>UTILITY PLANT</b>		
Plant in Service	\$59,625,693	\$58,789,384
Construction Work in Progress	1,175,339	243,560
Total	60,801,032	59,032,944
Accumulated Provision for Depreciation	(18,896,733)	(17,485,917)
<b>Net Utility Plant</b>	<b>41,904,299</b>	<b>41,547,027</b>
<b>OTHER ASSETS AND INVESTMENTS</b>		
Investment in Associated Organizations	8,125,838	8,757,754
Other Investments	2,473	9,264
Notes Receivable, Net	963,585	992,620
Nonutility Property, Net	429,912	477,770
<b>Total Other Assets and Investments</b>	<b>9,521,808</b>	<b>10,237,408</b>
<b>CURRENT ASSETS</b>		
Cash and Cash Equivalents	993,818	1,269,594
Accounts Receivable, Net	2,122,286	2,040,906
Current Portion of Notes Receivable	206,133	191,718
Materials and Supplies Inventory	324,693	369,621
Other Current and Accrued Assets	164,389	188,310
<b>Total Current Assets</b>	<b>3,811,319</b>	<b>4,060,149</b>
<b>DEFERRED DEBITS</b>		
<b>Total Assets</b>	<b>5,024,166</b>	<b>4,304,250</b>
	<b>\$60,261,592</b>	<b>\$60,148,834</b>
	<b>Unaudited 2019</b>	<b>Audited 2018</b>
<b>EQUITIES AND LIABILITIES</b>		
<b>EQUITIES</b>		
Memberships	\$-	\$35,660
Patronage Capital	17,213,085	16,834,517
Other Equities	2,664,592	2,495,942
<b>Total Equities</b>	<b>19,877,677</b>	<b>19,366,119</b>
<b>LONG-TERM DEBT (Less Current Maturities)</b>	<b>36,051,496</b>	<b>37,410,579</b>
<b>OTHER NONCURRENT LIABILITIES</b>		
Accumulated Employee Benefits	69,357	66,027
<b>Total Other Non-Current Liabilities</b>	<b>69,357</b>	<b>66,027</b>
<b>CURRENT LIABILITIES</b>		
Current Maturities of Long-Term Debt	1,342,000	1,288,000
Notes Payable – Line of Credit	1,245,000	-
Accounts Payable	824,203	901,433
Consumer Deposits	51,063	55,118
Other Current and Accrued Liabilities	700,164	746,409
<b>Total Current Liabilities</b>	<b>4,162,430</b>	<b>2,990,960</b>
<b>DEFERRED CREDITS</b>		
<b>Total Equities and Liabilities</b>	<b>100,632</b>	<b>315,149</b>
	<b>\$60,261,592</b>	<b>\$60,148,834</b>



# CENTRAL WISCONSIN ELECTRIC COOPERATIVE ROSHOLT, WISCONSIN

## Annual Meeting Minutes • April 23, 2019

Vice Chairman Tom Smith welcomed the membership to the 81st Annual Meeting of Central Wisconsin Electric Cooperative at 6:00 p.m.

Vice Chairman Smith recognized all veterans and thanked them for their service before leading the membership in the reciting of the Pledge of Allegiance.

Vice President of Operations Kevin Kurtzweil gave a safety message to the membership.

Board Chairman Anthony Buss, Jr. introduced the directors and special guests in attendance.

The 81st Annual Meeting of Central Wisconsin Electric Cooperative was called to order by Chairman Buss. Elaine Eckendorf, Secretary/Treasurer of the Cooperative, kept the minutes thereof.

Director Eckendorf announced that in accordance with the Cooperative bylaws, sufficient members had registered to constitute a quorum. Official registration counts totaled 189 members and 70 guests for a total of 259 in attendance. Motion was made and seconded to dispense with the reading of the Official Notice of Meeting and Proof of Mailing. Motion carried. Motion was made and seconded to close balloting for the director election. Motion carried. Motion was made and seconded to dispense with the reading of the 2018 Annual Meeting Minutes and approve as presented in the April 2019 *Wisconsin Energy Cooperative News* magazine. Motion carried.

Cooperative Attorney Drew Parrish of the law firm of Wheeler, Van Sickle and Anderson reported on the proposed bylaw amendments. Those amendments included a title change to "Amended and Restated" and changes to Article III - Meetings of Members - Section 5, Article IV - Directors - Sections 2, 3, 4, 5 and 7. Motion was made and seconded to approve said Bylaw amendments as proposed. Motion carried. Attorney Parrish then explained that Article I - Membership - Sections 1, 2, 4 and 7 of the Bylaws was amended and approved by the board at their December board meeting. Copies of proposed bylaw amendments and Board approved bylaw amendments were provided to the members present.

Vice President of Operations Kevin Kurtzweil, Manager of Member Relations Brenda Mazemke, and Vice President of Accounting and Finance Lila Shower each gave their department reports for the year 2018.

Chairman Buss noted that 2018 was another successful year for the Cooperative, allowing a return of investments back to the members in the form of capital credits. Commitment to Community is a cooperative principle that we are very proud of. In addition to CoBank Sharing Success donations, the Cooperative participates in Toys for Tots, scholarships, donations to local charitable organizations and economic development loans. Safety is the highest priority of CWEC. Employees have worked over 350,000 hours without a lost-time accident and driven over 800,000 miles without a vehicle accident. CWEC was recently honored by the Wisconsin Safety Council as one of 13 recipients statewide to receive a corporate safety award.

David Wozniak of the accounting firm of CliftonLarsonAllen gave the results of the 2018 Director Election as follows:

- District 1 Anthony Buss, Jr. three-year term
- District 2 Leonard Oppor three-year term

President and CEO Mike Wade thanked the employees for their service to the membership and discussed the Cooperative's partial ownership in the West Riverside Energy Center. In addition, CEO Wade answered questions from the audience.

At this time, there being no unfinished or new business, a motion was duly made and seconded to adjourn the business portion of the meeting at 7:09 p.m. Motion carried.

Door Prize and grand prize drawings were completed.

This concluded the 81st meeting of the membership of Central Wisconsin Electric Cooperative.

Elaine Eckendorf, SECRETARY/TREASURER

APPROVED:

Anthony Buss, Jr., CHAIRMAN



Central Wisconsin  
Electric Cooperative  
Your Touchstone Energy® Cooperative

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Rosholt, WI 54473  
715-677-2211 • 800-377-2932

www.cwecoop.com

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**Mike Wade, President & CEO**  
**Bert Lehman, Editor**

### Board of Directors

#### District 1

Anthony Buss, Jr.  
Chairman  
715-701-1358

Tom Smith  
715-701-2051

Ronald Onesti  
(At Large)  
715-701-2283

#### District 2

Lee Lehrer  
920-851-4545  
715-677-3850

Leonard Oppor  
715-701-2042

#### District 3

Sue Rombalski  
715-701-2053

Elaine Eckendorf  
Secretary-Treasurer  
715-701-2052

### Our Mission

We are your trusted energy  
partner and provider of valued  
community support.

# BYLAW MODIFICATIONS APPROVED BY BOARD OF DIRECTORS

Article I (Membership), Section 2 of the Cooperative's bylaws was modified by the Board of Directors at their December 27, 2019 regular meeting. The purpose of the revision was to limit joint memberships in the Cooperative to joint tenancy memberships with rights of survivorship, which will streamline the process for how capital credits allocated to joint memberships are retired in the future. Previously, joint memberships could be in the form of a tenancy in common, and if a member died, the Cooperative had to divide capital credits among the surviving member(s) and any the heirs of deceased members. With this change, all joint memberships will be treated the same as joint memberships among spouses, where upon the death of one joint member, all capital credits allocated to the joint membership will be assigned to the surviving member(s). No action will be needed on this bylaw revision at the annual meeting.

## ARTICLE I MEMBERSHIP

### SECTION 2. ~~Spousal~~ Joint Membership.

- A. Any application for membership in the Cooperative, from any person who is married shall be deemed and become an application for membership by spouses as joint tenant members with right of survivorship unless the person making such application otherwise designates in writing.
- B. With respect to memberships issued prior to October 6, 1962, the membership of any person who, was married, or who thereafter while a member became married, shall be deemed to have become, and did become at such time, a membership in spouses as joint tenant members with right of survivorship without further action by such member.
- C. Any application for joint membership in the Cooperative received after December 27, 2019, shall be deemed and become an application for membership as joint tenant members with rights of survivorship. All joint memberships issued after December 27, 2019 shall be limited to two persons.
- D. With respect to any joint memberships issued prior to December 27, 2019, that were not joint tenant memberships with right of survivorship, such joint memberships shall be deemed to have become, and did so become as of December 27, 2019, joint tenant memberships with right of survivorship without further action by such joint members.
- E. The term "member" as used in these bylaws shall be deemed to include two spouses or any two or more persons holding a joint membership and any provisions relating to the rights and liabilities of membership, including, without limitation the following:
  1. the presence at a meeting of either or both one or more persons holding a joint membership shall be regarded as the presence of one member and shall constitute a joint waiver of notice of the meeting;
  2. the vote of either separately one or both jointly more persons holding a joint membership shall constitute a joint vote;
  3. a waiver of notice signed by either one or both more persons holding a joint membership shall constitute a joint waiver;

4. notice to either any person holding a joint membership shall constitute notice to both all persons holding such joint membership;
5. expulsion of either one person holding a joint membership shall terminate the joint membership;
6. withdrawal of either any person holding a joint membership shall terminate the joint membership;
7. either one, but not all persons, holding a joint membership may be elected or appointed as an officer or board member, provided that both all persons holding such joint membership meet the qualifications for such office.
8. The persons holding a joint membership shall be jointly and severally liable for any joint membership debts due the Cooperative.
- F. The records of the Cooperative shall properly show all joint memberships in the names of the joint members. By writing signed by both joint members and filed with the Cooperative, any joint membership may be terminated changed to a membership in common and vested solely in one of the joint members.
- G. Upon the death of either spouse or other person who is the party to a joint membership, such membership shall be held solely by the survivors ~~survivors of the joint membership~~, and the records of the Cooperative shall be changed to show membership solely in the survivors ~~survivors~~; provided, however, that the estate of the deceased shall not be released from any debts due the Cooperative.

~~SECTION 3. Conversion of Membership. A membership may be converted to a membership as tenants in common or as joint tenants with right of survivorship upon the written request by the holder and the agreement by the holder and the persons becoming tenants in common or joint tenants, to comply with the articles of incorporation, bylaws and rules and regulations adopted by the board.~~

~~SECTION 4.~~ SECTION 3. Membership Fee. The Board of Directors may impose a membership fee as a condition of membership in the Cooperative. The member shall be eligible for service upon paying such membership fee, if applicable.

SECTION ~~54.~~ Purchase of Electric Energy. Each member shall, as soon as electric energy shall be available, purchase from the Cooperative all electric energy purchased for use on the premises specified in his/her application for membership, and shall pay



therefore at rates which shall from time to time be fixed by the board. Production or use of electric energy on such premises, regardless of the source thereof, by means of facilities which shall be interconnected with cooperative facilities, shall be subject to appropriate regulations as shall be fixed from time to time by the Cooperative. It is expressly understood that amounts paid for electric energy in excess of the cost of service are furnished by members as capital and each member shall be credited with the capital so furnished as provided in these bylaws. Each member shall pay to the Cooperative such minimum amount regardless of the amount of electric energy consumed, as shall be fixed by the board from time to time. Each member shall also pay all amounts owed by him/her to the Cooperative as and when the same shall become due and payable.

**SECTION 65.** Non-Liability for Debts of the Cooperative. The private property of the members of the Cooperative shall be exempt from execution for the debts of the Cooperative and no member shall be individually liable or responsible for any debts or liabilities of the Cooperative.

**SECTION 76.** Termination of Membership.

- A. Any member may withdraw from membership upon compliance with such uniform terms and conditions as the board may prescribe. Subject to any regulations imposed by lawful authority, the board may, by the affirmative vote of not less than two-thirds of all members of the board, expel any member who fails to comply with any of the provisions of the Articles of Incorporation, Bylaws or reasonable rules or regulations adopted by the board. The membership of a member who for a period of six (6) months after service is available to him/her, has not purchased electric energy from the Cooperative, or of a member who has ceased to purchase energy from the Cooperative, may be cancelled by resolution of the board.

- B. Upon withdrawal, death, cessation of existence or expulsion of a member, the membership of such member shall thereupon terminate. Termination of membership in any manner shall not release a member or a member's estate from any debts due the Cooperative.
- C. Upon legal separation or divorce of the holders of a joint membership, such membership shall continue to be held solely by the one who continues to occupy or use the premises covered by such membership, in the same manner and to the same effect as though such membership had never been joint, provided that, except for the membership fee, this provision shall not affect the ownership of funds held by the Cooperative in the names of the joint owners, and further provided, that neither joint owner shall be released from debts due the Cooperative arising from the joint ownership.
- D. In case of withdrawal or termination of membership in any manner, the Cooperative shall repay to the member the amount of the membership fee paid, provided, however, that the Cooperative shall deduct from the amount of the membership fee the amount of any debts or obligations owed by the member to the Cooperative.

**SECTION 87.** Property Interest of Members. Upon dissolution after all debts and liabilities of the Cooperative shall have been paid, and all capital and all capital furnished through patronage shall have been retired as provided in the bylaws, the remaining property and assets of the Cooperative shall be distributed among the members and former members in the proportion which the aggregate patronage of each bears to the total patronage of all members on the date of the filing of the certificate of dissolution, subject to and in accordance with such classifications of business formula as may have been employed in allocating patronage capital to such members.

Article IV (Directors) of the Bylaws was modified by the Board of Directors at their February 27, 2020 regular meeting. The purpose of the revision was to clarify the process for the Board of Directors to remove a director who does not meet the qualifications required by the bylaws. No changes were made to the process for members to remove a director. No action will be needed on this bylaw revision at the annual meeting.

#### ARTICLE IV DIRECTORS

**SECTION 5.** Qualifications. To become and remain a Director, a person must comply with the following qualifications:

- A. be an individual who is a member served by the Cooperative at his or her residence, who is a bona fide domiciliary of the district which the individual is to represent, and who has been a bona fide domiciliary of that district for at least the one year immediately before his or her nomination;
- B. have the capacity to enter into legally binding contracts;
- C. while a Director and during the one year immediately before becoming a Director, not be, be employed by, control, own more than ten percent of, serve as a director or officer of, or receive more than ten percent of annual gross income from
  - a. an individual or entity that competes with the Cooperative,

a Cooperative Subsidiary or a Cooperative Affiliate,

- b. an individual or entity that provides a good or service similar to a good or service provided by the Cooperative, a Cooperative Subsidiary or a Cooperative Affiliate, within the same geographic area as the Cooperative, Cooperative Subsidiary or Cooperative Affiliate, or
- c. an individual or entity that directly or indirectly advances the individual or entity's pecuniary interest by engaging in business dealings with the Cooperative, a Cooperative Subsidiary or a Cooperative Affiliate,

if such interest or relationship would likely impair the individual's ability to serve the best interest of the Cooperative. Nothing in this provision shall be construed to disqualify any member from serving as a director who provides electric energy by means of distributed generation facilities that are interconnected with Cooperative facilities.

- D. while a Director and during the three years immediately before becoming a Director, not be an employee of the Cooperative, a Cooperative Subsidiary or a Cooperative Affiliate;
- E. while a Director, not be a relative of a Director or Employee of the Cooperative or of a Cooperative Subsidiary or Cooperative Affiliate except as may be reasonably authorized by the Board as set forth in a policy or policies adopted by the Board;
- F. not have been previously removed as a Director by the Board or the members in accordance with these Bylaws, or shall not have resigned as a Director while a proceeding to remove him or her was pending;
- G. while a Director not be, and at any time during the three years immediately before becoming a Director, not have been a party in any stage of mediation, arbitration, lawsuit, or other legal action against or by the Cooperative or a Cooperative Subsidiary;
- H. while a Director and during the five years immediately before becoming a Director, not be convicted of, or plead guilty to, a felony or first degree misdemeanor;
- I. except as otherwise provided by the Board for good cause, attend at least two-thirds of all Board Meetings during each year of the Director's term of office; and
- J. any other reasonable qualifications set forth in a policy or policies adopted by the Board.

Nothing in this section shall be construed to preclude any member from serving as a director because such member is also a member or a director of any other cooperative from which this Cooperative purchases or may purchase electric energy, supplies or services, or which is engaged in selling electrical or plumbing appliances,

fixtures, or supplies to the members of this Cooperative.

If the Board determines that a Director does not maintain the qualifications to serve on the Board, the Board shall remove such Director from office, and any vacancy created by such removal shall be filled as provided in Section 7 of this Article. The Board may only make such determination by a vote of Directors following a hearing held by the Board in accordance with such procedures as the Board shall establish. The vote of the Director against whom charges are brought shall not be counted on the question of such Director's removal.

Following a due process hearing as provided in Section 6 of this Article, if the Board determines that a Director is in violation of any of the foregoing provisions, the Board shall remove such Director from office.

Nothing contained in this section shall affect in any manner whatsoever the validity of any action taken at any meeting of the Board.

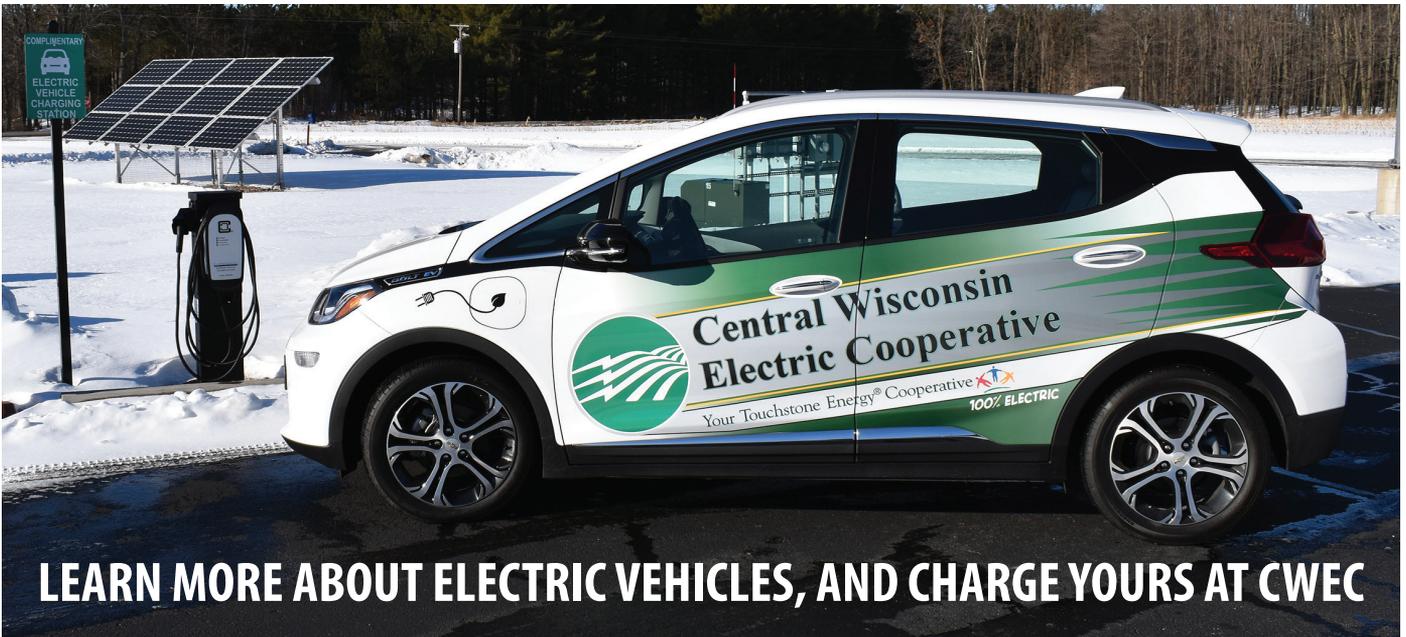
SECTION 6. Removal of Directors by Members. No person shall be eligible to remain a board member of the Cooperative who does not maintain the qualifications to serve as a Board member as set forth in Board Policy Number 101 as from time to time promulgated by the Board of Directors. Any member may bring charges against a director and, by filing with the Secretary-Treasurer such charges in writing together with a petition signed by at least ten per cent (10%) of the members, may request the removal of such director by reason thereof. Such director shall be informed in writing of the charges at least ten (10) days prior to the meeting of the members at which the charges are to be considered and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence in respect of the charges; and the person or persons bringing the charges against him/her shall have the same opportunity. The question of the removal of such director shall be considered and voted upon at the meeting of the members and any vacancy created by such removal shall be filled as provided in Section 7 of this Article.

## CENTRAL WISCONSIN ELECTRIC COOPERATIVE DIRECTORS



Chairman Anthony Buss, Jr., District 1  
 Vice Chairman Tom Smith, District 1  
 Secretary/Treasurer Elaine Eckendorf,  
 District 3

Ron Onesti, District 1 (At Large)  
 Lee Lehrer, District 2  
 Leonard Oppor, District 2  
 Sue Rombalski, District 3



## LEARN MORE ABOUT ELECTRIC VEHICLES, AND CHARGE YOURS AT CWEC

With its purchase of a 2019 Chevy Bolt last year, Central Wisconsin Electric Cooperative (CWEC) is using the vehicle to give its members the opportunity to see an electric vehicle up close and learn more about them. Members will also have the opportunity to drive the vehicle as part of a supervised test drive.

“Education is one of the best roles our cooperative can play, which is why we decided to purchase an electric vehicle,” said Brenda Mazemke, manager of member relations for CWEC. “There are so many unknowns regarding electric vehicles, and we know an electric vehicle is not for everyone, so we hope through our electric vehicle education we can help our members figure out if it is the right vehicle for them.”

As technology has improved, and society continues to look for alternatives to automobiles powered by gasoline, electric vehicles are becoming more popular. While the range of miles an electric vehicle can travel on a single charge continues to be a concern of potential consumers of an electric vehicle, the range is increasing as technology improves.

Estimates give the 2019 Chevy Bolt a range of 238 miles on a single charge. This is one of the largest ranges of any electric vehicle on the market.

Besides not needing gasoline to operate, electric vehicles also do not need oil changes or engine upkeep. Maintenance items include rotating tires, replacing the cabin air filter, and checking the brakes.

There are three different charging levels available for an electric vehicle’s battery pack.

An AC Level 1 charge uses a regular 110-volt outlet, which is a typical household outlet. It is estimated that four miles of range can be added for each hour of charging. This would give the vehicle roughly 48 miles of range after a 12-hour charge.

An AC Level 2 charge uses a 240-volt outlet, which is the same voltage as an outlet a clothes dryer uses. With a Level 2 charging station, it takes roughly 10 hours to charge an electric vehicle, so it can be charged overnight. This is the

most efficient way to charge the vehicle at a residence, but the charging unit needs professional installation.

A DC Fast Charge (Level 3) can add roughly 90 miles of range in around 30 minutes of charging. A DC Fast Charger is very expensive to have installed.

In 2019, CWEC installed a Level 2 charging station at its headquarters in Rosholt. There is no fee to use the Level 2 charging station at CWEC headquarters.

“As more consumers purchase electric vehicles, charging stations are being installed throughout the country,” Mazemke said. “We felt it was important to install a Level 2 charger at CWEC as another way to help educate our members about the Level 2 charger.”

CWEC’s electric vehicle charging station can be found on PlugShare at [www.PlugShare.com](http://www.PlugShare.com). The website also includes information about charging stations located throughout the country.





## CWEC OPERATING PERSONNEL

Mike Wade – President & CEO  
 Lila Shower – Vice President Accounting & Finance  
 Kevin Kurtzweil – Vice President of Operations  
 Dennis Magee – Line Manager  
 Brenda Mazemke – Manager of Member Relations

Stacy Claussen  
 Lori Elmhorst  
 Lisa Hardel  
 Larry Hull

Bert Lehman  
 Patty Mork  
 Patrick Ostrowski  
 Lori Patoka

Lenore Peterson  
 Gabriel Pospyhalla  
 Michelle Tessen

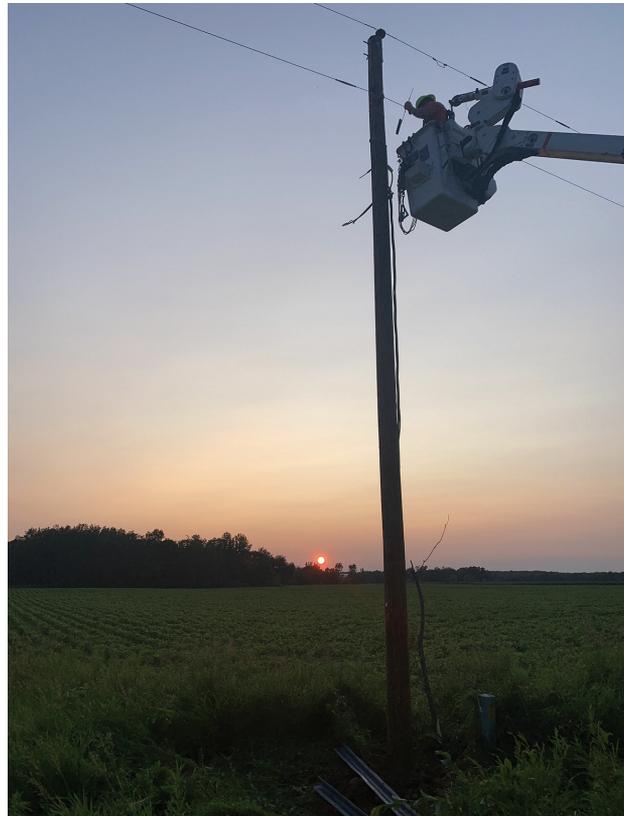


## THANK A LINEMAN

For all of his hard work!

Our linemen endure some pretty tough weather conditions to restore your power, but that doesn't stop them from restoring your power during an outage. We celebrate our men who put their lives at risk to keep the power flowing through our communities. Thank you!

Jason Walter  
 Chris Tuszke  
 Quinton Zdroik  
 Nate Singer  
 Mackenzie Yarbrough  
 Josh Wick  
 John Bestul



**SNAPSHOTS OF 2019**  
*Commitment to Community*



**Central Wisconsin Electric Cooperative**  
 Your Touchstone Energy® Cooperative

