



NORTHEAST ASSOCIATION OF ELECTRIC COOPERATIVES

Northeast Association of Electric Cooperatives Annual Business Meeting of Members May 18, 2022 Unapproved Minutes

CALL TO ORDER

The Meeting was called to order at 10:01 a.m. by Vice-president Paul Lambert via videoconference, with the following officers present:

Paul Lambert, Vice- President
Leo Dwyer, Treasurer

Lambert recognized the following individuals as the Voting Delegates from the member cooperatives: Barbara A. MacMullan, Block Island Power Company; Scott Hallowell, Eastern Maine Electric Cooperative; Leo Dwyer, New Hampshire Electric Cooperative; Rudy Brouillette, Oneida-Madison Electric Cooperative; Gary Potter, Otsego Electric Cooperative; Rebecca Towne, Vermont Electric Cooperative; and Louis Porter, Washington Electric Cooperative.

Others Present: Chuck Arnold, Brian Bell, Edward Clarke, Ken Colburn, Donald Douglas, Chris Evans, Pat Hooker, Tim Johnson, Mary Just Skinner, Laura Kinney, Tom Mongeon, Rusty Pick, Jeff Russell, Dan Saulsgiver, and Jeffery Wright.

NOTICE OF MEETING AND MINUTES OF THE 2021 ANNUAL MEETING OF MEMBERS

Lambert noted that a copy of the Notice of the Annual Business Meeting was duly sent to each member as prescribed by the bylaws, and a copy of the 2021 Annual Business Meeting Minutes were sent to each member.

Potter moved and Pick seconded that the minutes of the May 20, 2021 Annual Meeting be approved as presented.

The minutes were approved by unanimous vote.

PRESIDENT'S REPORT

Lambert provided the President's Report recognizing the challenges of the NEAEC members. He acknowledged the value of information sharing among the association members and noted that it is critical to its success. Lambert reflected over the last year, citing the association lost two valuable officers, President Keith Pitman, and Secretary LeeAnn Hold, leaving a void within the association, losing



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a view into the day-to-day cooperative operations. He recognized the importance of director and staff participation at NEAEC and encouraged members to reach out to their cooperative staff to get involved.

Lambert recognized Kinney for her willingness to step in over the past year, assuming the secretarial role of NEAEC. Finally, he noted NEAEC's role in offering training to its members and urged members to ask their leadership teams how NEAEC could better support their cooperative.

TREASURER'S REPORT

Dwyer reported \$20K in revenue from CFC and CoBank and a net income of \$14K. He noted that NEAEC did not collect dues last year as the association did not provide substantive activities requiring the collection. He reported a projected net income loss of \$7K for the 2022-2023 budget season. Finally, Dwyer noted NEAEC's total closing balance of \$80K.

There was a lengthy conversation about NEAEC supporting the NRECA International Foundation as the association has in the past. Dwyer Proposed amending the Treasurer's report to include \$3000 to support the NRECA International Foundation. The members generally agreed.

There were several questions throughout the presentation.

AUDIT COMMITTEE REPORT

Colburn noted that the Audit Committee is comprised of NRECA directors from the northeast states and that he solicited questions and comments from the committee and heard none. He mentioned he closely examined the Treasurer's Report finding no issues and stating that the association is in good standing. He noted the importance of CFC and CoBank's continued support of NEAEC.

Colburn moved, and Towne seconded that the Treasurer's Report be approved as amended to include \$3000.00 to support the NRECA International Foundation.

The motion carried.

BYLAW COMMITTEE REPORT

Lambert presented the Bylaw amendments and asked for a motion by a member to accept Item 1, Article IV, section 1, to remove the limitation that the Annual Meeting of the Association be held during May each year.

Dwyer moved and Towne seconded that Item 1, Article IV, section 1, remove the limitation that the Annual Meeting of the Association be held during May each year be approved as presented.



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The motion passed.

Lambert finally requested a motion by a member to accept Item 2, Article V, section 2, to remove the limitation of hosting meetings on-site and include 'virtual' as a meeting location option.

Pick moved and Bell seconded that Item 2, Article V, section 2, remove the limitation of hosting meetings on-site and include 'virtual' as a meeting location option be approved as presented.

The motion passed.

PLANNING COMMITTEE REPORT

Kinney reported that planning was underway for the NEAEC June 14-16, 2022, Director and Staff Conference. She noted that the conference agenda is near completion and will be sent soon.

There were several questions throughout the report.

NOMINATING COMMITTEE REPORT AND ELECTION OF OFFICERS

Lambert presented the slate of officers:

RESMA Representative	Jeffery Wright
President	Jeffery Wright
Vice-President	Paul Lambert
Treasurer	Leo Dwyer
Secretary	Laura Kinney

Lambert called for other nominations for the NEAEC Board. There were no other nominations presented for consideration. Lambert requested a motion to close the 2022 NEAEC Board of Directors nominations slate.

Potter moved and Arnold seconded to close the 2022 NEAEC Board of Directors nominations slate.

The motion passed.

Lambert requested a motion to elect the current slate of officers.

Porter moved and Bell seconded to elect the current slate of officers:



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RESMA Representative	Jeffery Wright
President	Jeffery Wright
Vice-President	Paul Lambert
Treasurer	Leo Dwyer
Secretary	Laura Kinney

The motion passed by unanimous vote.

OLD BUSINESS

Lambert reminded members about the proposed distribution and utilization of funds for “youth” related purposes discussed at previous meetings. He stated that the officers discussed the proposal at length, and with limited volunteer staff, he proposed that individual cooperatives or region pursue their youth initiatives independently.

The members generally agreed.

NEW BUSINESS

There was no new business reported.

ADJOURNMENT

Wright requested a motion for adjournment.

Lambert moved and Dwyer seconded to adjourn the meeting. By unanimous vote, the meeting adjourned at 10:38 a.m.

Respectfully submitted:

Laura Kinney, Secretary

Jeffery Wright, President