



NORTHEAST ASSOCIATION OF ELECTRIC COOPERATIVES

Northeast Association of Electric Cooperatives Annual Business Meeting of Members May 18, 2023 Approved Minutes

CALL TO ORDER

The Meeting was called to order at 10:03 a.m. by Jeffery Wright, NEAEC Board President, via videoconference, with the following officers present:

Paul Lambert, Vice- President
Laura Kinney, Secretary
Leo Dwyer, Treasurer

Wright recognized the following present individuals as the Voting Delegates from the member cooperatives:

John Gasstrom, Delaware County Electric Cooperative; Scott Hallowell, Eastern Maine Electric Cooperative; William Darcy, New Hampshire Electric Cooperative; Rudy Brouillette, Oneida-Madison Electric Cooperative; Gary Potter, Otsego Electric Cooperative; Bryant Dillon, Steuben Electric Cooperative; Paul Lambert, Vermont Electric Cooperative; and Roger Fox, Washington Electric Cooperative.

Others Present:

Janelle Lineham, DCEC; Stephen Oles, DCEC; Edward Pick, DCEC; Ken Colburn, NHEC; Edward French, NHEC; Thomas Mongeon, NHEC; Brian Bell, OMEC; Jim Nassimos, OMEC; Dan Saulsgiver, OMEC; Patrick Hooker, OEC; Tim Johnson, OEC; Kristen Cleveland, SEC; Susan Alexander, WEC; Don Douglass, WEC; Louis Porter, WEC.

NOTICE OF MEETING AND MINUTES OF THE 2022 ANNUAL MEETING OF MEMBERS

Wright 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 2022 Annual Business Meeting Minutes was sent to each member.

Oles moved, and Potter seconded that the minutes of the May 18, 2022, Annual Meeting be approved as presented.

The minutes were approved by unanimous vote.



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PRESIDENT'S REPORT

Wright began by recognizing the current NEAEC Board members and the NRECA Board member representation at the meeting. He encouraged the members to reach out to their state representative to provide them with feedback.

He recapped last year's first director and staff conference, noting that he was impressed by the content, networking, and connection. He reminded the members about the upcoming fall conference in Rhode Island. He encouraged members to send attendees from all levels of their cooperative. He highlighted the opportunity to sign up for the chartered boat tour of Block Island Utility District's offshore wind project, noting that it is the first in the nation.

He noted his struggles over the past year with NEAEC by comparing the association to other statewide organizations. He acknowledged that NEAEC does not have the resources or staff and is comprised of volunteers with a limited budget that cannot compete with statewide organizations. He encouraged the NEAEC members to get more involved, participate on various committees, and attend the annual conference. He also recognized the value of the CEO roundtables and the opportunity for CFO and CCO roundtables.

In closing, he called out worthwhile causes and organizations to encourage members to support.

- Wright noted that NEAEC contributed \$3,000 to NRECA's international fund and will continue to do so as long as they have the available funds. He noted that the international fund is the largest cooperative with over 800,000 members and relies on contributions from cooperatives and organizations like NEAEC.
- He recognized NRECA's Youth Tour Program, noting the importance of the youth to the cooperative future.
- Wright shared information about CFC's Cooperative Family Fund, which supports cooperative children who have lost a parent(s) for many reasons. CFC allocates \$10,000 into an account for the child, which grows until the child turns 18, at which point they are eligible to withdraw.
- Wright reminded members about the Cooperative Pac, another worthwhile organization that supports campaigns throughout the country, with funding supporting candidates who are cooperative champions.
- Lastly, he noted RESMA and that NEAEC has participated in the past but not as a formal member. To be an acting voting member of RESMA, the title of the NEAEC's president must include either CEO or general manager. He stated that he would designate a NEAEC membership representative to represent the association if reelected. He noted that these items would be addressed later in the meeting agenda.

There were several questions and comments at the end of his report.



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TREASURER'S REPORT

Dwyer reported NEAEC's total closing balance of \$86,389. He noted a few changes to the line items: added a new line for the annual combined meeting, which combined lines annual meeting and operations and accounting meeting, which are now held in a single meeting, noting that the annual business meeting is held virtually. He also added a line for contributions to the NRECA International Foundation and the NRECA Youth Program. Dwyer stated that these contributions are currently available due to money saved over the past few years with no in-person events. However, it may not be sustainable given our current revenue level as the association moves toward normal operations. He suggested that the new treasurer actively monitor these expenses.

There were questions throughout the presentation.

AUDIT & BUDGET COMMITTEE REPORT

Colburn stated that the Audit Committee comprises NRECA directors from the northeast states and that he solicited questions and comments from the committee and heard none. He reiterated Dwyer's concern that the contributions to NRECA's International Foundation and Youth Program would not be sustainable, given the current revenue, but NEAEC can tolerate the short-term loss. He expressed that NEAEC should be mindful of these expenses and that the budget is wise and has been approved by the committee.

There were no questions, and Wright entertained a motion to approve the Treasurer's report as presented.

Darcy moved, and Brouillette seconded that the Treasurer's Report be approved as presented.

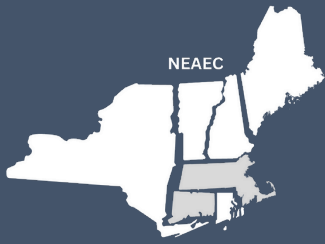
The motion passed.

BYLAW COMMITTEE REPORT

Wright presented the Bylaw amendments and asked for a motion by a member to accept Item 1, Article V, Section 2, to remove the limitation that officer nominations be held in May each year.

Darcy moved, and Oles seconded that Item 1, Article V, Section 2, to remove the limitation that the officer nominations be held in the month of May each year be approved as presented.

The motion passed.



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Wright finally requested a motion by a member to accept the amendment of Article IV Sections 7, 8; Article V Sections 1, 5, 6, 8; Article VI Sections 1, 3, Article VII Sections 1, 3, 4, 5, 6, 8, to add General Manager to President to read General Manager/President.

Wright moved, and Brouillette seconded that Item 2, Article IV Sections 7, 8; Article V Sections 1, 5, 6, 8; Article VI Sections 1, 3, Article VII Sections 1, 3, 4, 5, 6, 8, be amended to add General Manager to President to read General Manager/President.

The motion passed.

PLANNING COMMITTEE REPORT

Kinney reported planning was underway for the fall director education offering and the annual conference, Oct. 10 -13, 2023. Kinney provided an overview of the fall event, noting the director's educational opportunity on Oct. 10: Risk Management: The Board's Role. She encouraged members to visit NEAEC's website for detailed information. She thanked those members who contributed their time over the past few months to help shape the agenda. Kinney also advocated for others to get involved. Finally, she recruited for the Aiken Award nominations.

Several comments and questions were raised about the conference. A director advocated for more involvement in the association at the director level.

NOMINATING COMMITTEE REPORT AND ELECTION OF OFFICERS

Fox presented the slate of officers:

General Manager / President	Jeffery Wright
Vice-President	Paul Lambert
Treasurer	Ed French
Secretary	Laura Kinney

Wright called for other nominations for the NEAEC Board. No other nominations were presented for consideration. Wright requested a motion to close the 2023 NEAEC Board of Directors nominations slate.

Darcy moved, and Gasstrom seconded to close the 2023 NEAEC Board of Directors nominations slate.

The motion passed.

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



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Brouillette moved, and Darcy seconded to elect the current slate of officers:

General Manager / President	Jeffery Wright
Vice-President	Paul Lambert
Treasurer	Ed French
Secretary	Laura Kinney

The motion passed by unanimous vote.

NEW BUSINESS

Wright proposed that NEAEC contribute up to \$3,000 per state to the NRECA Youth Program, which would be distributed for a total of \$9,000. A member rallied for others to get involved and encouraged states to send youth to the program.

A motion was made and seconded to approve NEAEC's contribution of up to \$3,000 per state to the NRECA Youth Program capped at a total of \$9,000. Without further discussion, the members approved the proposal by unanimous vote.

Wright appointed John Gasstrom as NEAEC's RESMA representative. The members generally agreed.

Wright proposed a \$1,000 donation to CFC's Family fund and entertained a motion to approve the funding.

Saulsgiver moved, and Gasstrom seconded to approve a \$1000 special donation.

The motion passed.

ADJOURNMENT

Wright requested a motion for adjournment.

Darcy moved, and Kinney seconded to adjourn the meeting. By unanimous vote, the meeting adjourned at 11:01 a.m.

Respectfully submitted:

Laura Kinney, Secretary

Jeffery Wright, President