

Proposed Bylaw Revisions

Wheatland Electric Cooperative, Inc. (WEC) Board of Trustees have proposed the following amendments to the cooperative's bylaws. These proposed changes will be voted upon by the membership as part of the 2023 annual meeting on Wednesday, April 26, 2023. WEC encourages you to review the proposed changes affecting multiple sections of the bylaws. The foundation to any successful cooperative is member trust and transparency in decision-making. If you have questions regarding the proposed bylaw changes, please email memberservices@weci.net.

You are hereby notified, pursuant to K.S.A. 17-4608 and Article 12 of the bylaws, that the following proposed amendments to the bylaws are being submitted to a vote of the membership at the annual meeting, April 26, 2023. The sections of the bylaws in which changes are proposed follow this notice. **Proposed changes are in bold print.** **THE WHEATLAND ELECTRIC BOARD OF TRUSTEES RECOMMENDS THE ADOPTION OF THE AMENDMENTS TO THE BYLAWS OF WHEATLAND ELECTRIC COOPERATIVE, INC.** A "yes" vote is a vote in favor of the proposed changes. A "no" vote is a vote against the proposed changes. A complete version of the bylaws can be found at www.weci.net.

Article 3 – MEETING OF MEMBERS

SECTION 1. ANNUAL MEETING. [NO CHANGE]

SECTION 2. SPECIAL MEETING [NO CHANGE]

SECTION 3. NOTICE OF MEMBER MEETINGS.

Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting or an annual meeting at which business requiring special notice is to be transacted, the purpose or purposes for which the meeting is called shall be delivered not less than ten days, nor more than **thirty five** days before the date of the meeting, either personally or by mail, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Cooperative, with postage thereupon paid. The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

SECTION 4. QUOROM. [NO CHANGE]

SECTION 5. VOTING.

Each member shall be entitled to only

one vote, **whether by mail ballot for the election of trustees or in-person**, upon each matter submitted to a vote of the members. All questions shall be decided by a vote of a majority of the members voting thereon, except as otherwise provided by law, the articles of incorporation or these bylaws.

SECTION 6. PROXIES.

A member may vote by proxy, **except for the election of trustees**, executed in writing by the member. Such proxy shall be filed with the Secretary before or at the time of the meeting. No proxy shall be valid after sixty days from the date of its execution. No proxy shall be valid unless it shall designate the particular meeting at which it is to be voted and no proxy shall be voted at any meeting other than the one so designated or for adjournment of such meeting. A member may give his proxy only to another member or to an adult relative living in the same home with such a member, and no person may hold more than one proxy at any meeting. The presence of a member at a meeting shall revoke a proxy theretofore executed by him and such member shall be entitled to vote at such meeting in the same manner and with the same effect as if he had not executed a proxy. The minutes of each meeting shall contain a list of the members represented by proxy and of their respective proxies.

SECTION 7. ORDER OF BUSINESS.

The order of business at the annual meeting of members and, so far as

possible, at all other meetings of the members, shall be essentially as follows:

1. Report on the number of members present in person in order to determine the existence of a quorum.
2. Report on the number of members represented by proxy and the names of their respective proxies.
3. Reading of the notice of the meeting and proof of the due publication or mailing thereof, or the waiver or waivers of notice of the meeting, as the case may be.
4. Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon.
5. Presentation and consideration of reports of officers, trustees and committees.
6. **Announcement of the election of trustees.**
7. Unfinished business.
8. New business.
9. Adjournment.

ARTICLE 4 – TRUSTEES

SECTION 1. GENERAL POWERS.

The business and affairs of the Cooperative shall be managed by a board of no more than twelve trustees which shall exercise all of the powers of the Cooperative except such as are by law, the articles of incorporation or these bylaws conferred upon or reserved to the members. At least one but no more than two trustees shall be elected from each district.

The board of trustees shall have the power to make, adopt and enforce such policies

not inconsistent with law, the articles of incorporation of the Cooperative or these bylaws as it may deem advisable for the nomination, qualification, and election of trustees, and for the management, administration and regulation of the business of the Cooperative.

SECTION 2. ELECTION AND TENURE OF OFFICE.

Trustees shall be elected by **mail ballot prior to each annual meeting** of the members and shall be elected for a three-year term **beginning on the date of the next annual meeting of the members**. Members of the board of trustees shall not serve more than six, three-year terms beginning from and after adoption of this bylaw by the membership at an annual meeting. Trustees shall be elected by a plurality vote of those members **casting mail ballots and tabulated as set forth in written Cooperative policy established by the board of trustees. The results of trustee elections will be announced at a properly convened annual meeting of the members.**

At least 25 days prior to the annual meeting, the Secretary shall mail a ballot to each member. At a minimum the ballot must have the name of each nominee, the date upon which the ballot must be received by the Cooperative for tabulation and the district for which the nominee is seeking election. All mail ballots will be tabulated for the purpose of the election of trustees if received by the Cooperative at least five (5) days prior to the date of the annual meeting. If an election of trustees shall not be held on the day designated herein for the annual meeting, or any adjournment thereof, a special meeting of the members shall be held for the purpose of electing trustees within reasonable time thereafter **using the mail ballot format.**

SECTION 3. QUALIFICATIONS.

No person shall be eligible to become or remain a trustee or to hold any position of trust in the Cooperative who:

1. Is not a member and taking electric service in the area served or to be served by the Cooperative; or

2. Is in any way employed by or financially interested in a competing enterprise or a business selling electric energy or supplies to the Cooperative, or a business primarily engaged in selling electrical or plumbing appliances, fixtures, or supplies to the members of the Cooperative.

3. Has a close family member that is an employee of the Cooperative. A close family member means a spouse, parent, child, sibling, grandchild, grandparent, aunt, uncle, niece, nephew and the same for in-law and "step" relationships.

4. **Does not meet all qualification requirements as set forth in Cooperative policy adopted by the board of trustees.**

Upon establishment of the fact that a trustee is holding office in violation of any of the foregoing provisions, its board of trustees shall remove such trustee 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 of trustees.

Nothing contained in this section shall prohibit the board of trustees from establishing additional qualifications for trustees by Cooperative policy.

SECTION 4. NOMINATIONS AND DISTRICTS.

It shall be the duty of the board of trustees to appoint, not less than **forty five (45) days nor more than seventy five (75) days** before the date of a meeting of the members at which trustees are to be elected, a committee on nominations consisting of not less than five nor more than eleven members who shall be selected from different districts served or to be served by the Cooperative so as to **ensure** equitable representation. No member of the board of trustees may serve on such a committee. To **ensure** equitable representation on the committee, the division of territory served or to be served by the Cooperative shall be as follows, to-wit:

[LISTS AND PROPERTY DESCRIPTION OF EACH DISTRICT, 1-7]

Each district shall have annexed to it any area, next to and having its largest mass contiguous to such district for which the Cooperative shall have heretofore, or may hereafter, receive certificate of convenience and necessity issued by the Kansas State Corporation Commission.

The committee on nominations, in selecting members for nomination to trustee positions, shall **ensure** geographic representation by conforming to the following:

There shall be not less than one member and no more than two members nominated for any election to the board of trustees by the committee on nominations from any one of the aforesaid districts, and each member nominated must be a resident of said district for which he or she is nominated. The committee, abiding by the aforesaid districting and nominations as to districts, shall notify the Secretary of all nominations no later than forty-five (45) days before the meeting and also post the names and addresses of each nominee at the principal office of the Cooperative at least twenty days before the meeting a list of the nominations for trustees.

Any twenty-five (25) or more members acting together may make and serve on the Secretary other nominations by petition if received not less than forty-five days (45) prior to the annual meeting. The Secretary shall post such nominations at the same place as the list of nominees by the committee is posted. The Secretary will also ensure that the name, address, and district of all nominees will be provided in the notice to the members required under Article 3. Section 3 of these bylaws.

SECTION 5. REMOVAL OF TRUSTEES BY MEMBERS. [NO CHANGE]

SECTION 6. VACANCIES. [NO CHANGE]

SECTION 7. COMPENSATION. [NO CHANGE]