

**Jump River Electric Cooperative, Inc.**  
**Wisconsin 57 Rusk**

**Minutes of the Re-Organizational Meeting of the Board of Directors**  
**Following the 2018 Annual Meeting of the Membership**

**A. Call Meeting to Order.** The Re-Organizational Meeting of the Board of Directors of the Jump River Electric Cooperative, Inc., was called to order at 12:33 p.m. on Saturday, September 29, 2018, at the Ladysmith High School, Rusk County, Wisconsin. By unanimous consent Attorney Niles Berman of Wheeler, Van Sickle & Anderson S.C. conducted the election of officers.

Roll Call was taken with the following directors present: Jane Reich, District 1; Myron Brooks, District 2; Joe Lorence, District 3; Jerry Carow, District 4; Bill van Doorn, District 5; John Cerman, District 6; Lori J. Taguma, District 7; Walter Kruk, District 8; and Sandy Schara, District 9. Also in attendance were Attorney Berman, General Manager / CEO Jim Anderson, Finance Manager Lori Davis and Executive Assistant Tammy Bloomer.

**B. The Pledge of Allegiance** was recited.

Attorney Berman stated that the principal order of business is election of officers for the coming year and the bylaws require election by ballot. Berman explained the voting process with nominating ballots cast for each office and then electing ballots requiring a majority of vote for election.

**C. Unanimous consent** by the Board to **accept the Agenda** as distributed.

**D. Call for Nominations for President.** Nomination ballots were cast for the office of President, with Carow and Kruk being nominated. Electing ballots were then cast and collected by Anderson and counted by Berman. Carow received seven votes and Kruk received two votes. Berman declared Carow elected as the President of the Board.

**E. Call for Nominations for Vice-President.** Nomination ballots were cast for the office of Vice-President with Brooks, van Doorn, Kruk, and Cerman being nominated. van Doorn withdrew his name. Electing ballots were then cast and collected by Anderson and counted by Berman. No candidate received the majority of vote on the first ballot. Cerman then withdrew his name. A second electing ballot was cast, collected by Anderson, counted by Berman, with Kruk receiving five votes and Brooks receiving four votes. Berman declared Kruk elected as the Vice-President of the Board.

**F. Call for Nominations for Secretary-Treasurer.** By unanimous consent the Board determined to continue the practice of combining the offices of Secretary and Treasurer. Nomination ballots were cast for the office of Secretary-Treasurer, with Brooks, Lorence, and Reich being nominated. Reich and Brooks withdrew their names. Kruk made a motion to cast a unanimous ballot for Lorence, seconded by Carow. Motion carried. Berman declared Lorence elected as the Secretary-Treasurer of the Board.

Berman stated that ballots would be destroyed at the end of the meeting unless the Board instructs otherwise.

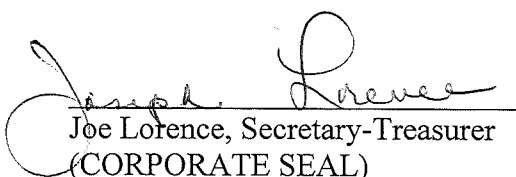
Berman turned the meeting over to President Carow.

**G. Unfinished Business.**

1. **April Meeting Resolution.** Anderson would like to conduct a straw poll vote from the current board of directors, giving Management direction on how to proceed; however, can't take formal action until the October Board Meeting. Straw poll would allow us to start preparations. Discussion held on when Annual Meeting should be. Board consensus was to have Management move forward. Discussion held on when passed resolutions go into effect – Now.

**H. New Business.** Clarification on resolutions, where did they come from and why was discussed and will be added to October Board Agenda. Discussion also held on Community Cents stipend, concerns for amendments separating board from members, closing of the appliance department, October 17<sup>th</sup> – A Day with your G&T (Director's Only), and Board governance.

Being there was no further business to come before the meeting, Reich motioned to adjourn the meeting, seconded by Kruk, at 1:04 p.m. Unanimously carried

  
Joe Lorence, Secretary-Treasurer  
(CORPORATE SEAL)

03/28/19  
Dated