

Jump River Electric Cooperative, Inc.
Wisconsin 57 Rusk

Minutes of the Re-Organizational Meeting of the Board of Directors
Following the 2017 Annual Meeting of the Membership

1. 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 12:28 p.m. on Saturday, October 21, 2017, 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; and Walter Kruk, District 8. Sandra Schara of District 9 was absent. Also in attendance were Attorney Berman, General Manager Jim Anderson, and Communications Coordinator Denise Zimmer.

Discussion held on electronic voting, bylaw requirements, election inspector and counting process, holding additional district meetings in the future, and how to improve overall voting.

Berman explained the voting process with nominating ballots cast for each office and then electing ballots requiring a majority vote for election.

2. 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 six votes and Kruk received two votes. Berman declared Carow elected as the President of the Board.

3. Call for Nominations for Vice-President. Nomination ballots were cast for the office of Vice-President, with Kruk, Cerman and Brooks being nominated. Electing ballots were then cast and collected by Anderson and counted by Berman. No candidate received a majority on either the first or second ballot. Discussion held and each candidate gave a presentation. Cerman then withdrew his name from nomination. A third electing ballot was cast, collected by Anderson, and counted by Berman, with Kruk receiving three votes and Brooks receiving five votes. Attorney Berman declared Brooks elected as the Vice-President of the Board.

4. 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 Taguma, Lorence, Reich, and Cerman being nominated. Reich and Cerman declined the nomination. Electing ballots were then cast and collected by Anderson and counted by Berman. Taguma received two votes and Lorence received six votes. Berman declared Lorence elected as the Secretary-Treasurer of the Board.

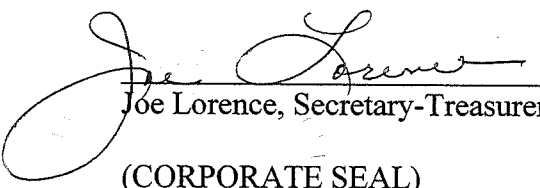
Berman turned the meeting over to President Carow.

5. Reich made a motion, and seconded by van Doorn, to **accept the Agenda** as distributed. Unanimously carried.

6. Unfinished Business. Nothing to report.

7. New Business. Discussion held on director orientation and it was decided to hold this at the end of the October regular board meeting. Discussion also held on strategic planning, fiduciary responsibilities, and policy books. Berman stated that ballots would be destroyed at the end of the meeting unless the Board instructs otherwise. Audit committee was discussed and will be added to the October board agenda. Future bylaw changes to be reviewed, future of the cooperative, and the role of the board were also discussed.

Being there was no further business to come before the meeting, van Doorn motioned to adjourn the meeting, seconded by Cerman at 1:42 p.m. Unanimously carried.



Joe Lorence, Secretary-Treasurer

(CORPORATE SEAL)

10/31/2017
Dated