

**MINUTES OF THE 70th ANNUAL MEETING
OF THE MEMBERS
OF THE EAU CLAIRE ELECTRIC COOPERATIVE
MARCH 13, 2007**

The 70th regular annual meeting of the members of the Eau Claire Electric Cooperative was called to order by the Chairman, Robert Gadwill, at 6:30 p.m. at The Plaza Hotel & Suites at 1202 West Clairemont Avenue, in Eau Claire, WI on March 13, 2007.

WELCOME

The Chairman of the Board, Robert Gadwill, welcomed the membership and special guests to the annual meeting. The Chair reminded the members to wait to complete their voting ballot until after each Director candidate addresses the membership.

The Chairman introduced the Board of Directors, CEO John Luehrsen, Attorney John Hibbard and Executive Assistant Patricia Chambers.

Also introduced were the 17 recipients of the \$500 Federated Youth Foundation scholarships that are distributed annually to area high school students from the membership, who are pursuing secondary education.

Finally, the 27 Eau Claire Energy Cooperative Youth Ambassadors were introduced. The Youth Ambassador Program was initiated in fall of 2005 and is comprised of high school students from the membership. Chairman Gadwill announced that \$2,000 scholarships will be awarded to two YAP members to participate in a Washington, D.C. National Youth Tour this summer. The two winners will be selected by the Youth Ambassadors themselves.

The purpose of the YAP is to help area high school sophomores, juniors and seniors learn about the cooperative and energy issues, acquire leadership skills and perform community service.

PLEDGE OF ALLEGIANCE

Chairman Gadwill requested that the scholarship recipients and Youth Ambassadors stand and lead the members in reciting the Pledge of Allegiance. Youth Ambassador Brandon Withers led the pledge.

SAFETY AWARD

Chairman Gadwill presented a certificate to CEO John Luehrsen to recognize the cooperative's achievement of working over 500,000 hours without a lost-time accident since July, 1998. The certificate was issued by Federated Rural Electric Insurance.

PHOTOGRAPHY AWARD

CEO Luehrsen took the opportunity to present an Honorable Mention in Photography award to Ms. Mary Kay Brevig for her photography work in the Wisconsin Energy Cooperative News magazine during 2006. Ms. Brevig is the Communications, Public Relations and Marketing Manager at Eau Claire Energy Cooperative.

MEETING AGENDA AND MEETING RULES

The Chairman went through housekeeping items noting that the meeting agenda and rules were published in the March, 2007 issue of the Wisconsin Energy Cooperative News magazine and are also available on tables in the room tonight.

OFFICER'S REPORTS

The reports of the Chairman, CEO and Secretary-Treasurer were published in the March, 2007 Wisconsin Energy Cooperative News magazine and are also available on tables in the room tonight.

QUORUM

The Secretary informed the Chairman that at least 50 members had registered, which constituted a quorum. The Chairman then declared the meeting open for business.

PARLIAMENTARIAN

Chairman Gadwill declared that attorney John Hibbard act as Parliamentarian for this meeting.

TELLERS

The Chairman called the roll of the tellers and the following were present: Mary Sanford, Fred Cleasby, Jane Sather, Shirley Flynn, Donna Odegard, Marvin Brott, Rita Hibray, Diane Newgard, James Odness. The tellers were instructed to take charge of the ballot boxes. The tellers had met prior to the meeting and selected Jane Sather as Chairperson.

CALL AND NOTICE AND AFFIDAVIT OF MAILING

The Notice of Meeting and the Affidavit of Mailing were published and posted at the registration tables. A motion was made to dispense with the reading of the Notice of Meeting, the Affidavit of Mailing and the Minutes; this motion was seconded and carried. These documents are affixed to these minutes as Exhibits A & B, respectively.

MINUTES

Minutes of the March 21, 2006 annual meeting were published in the 2006 Annual Report. There was a motion to approve the minutes as published. Motion seconded and carried.

VOTING

There was an explanation of the ballots and it was requested that the membership wait to vote until all Director candidates have an opportunity to speak. Chairman Gadwill thanked the nominating committee and cooperative staff for operating in accordance with the Bylaws in performing their work in determining the slate of candidates for this year's election.

The nominating committee is comprised of one member for each cooperative District that is up for election. The following individuals served on the nominating committee for this year's election:

Sylvia Meyer, representing District #3

Jennifer Hughes, representing District #7

Everette Stensen, representing District #9

DIRECTOR CANDIDATES

The attorney, John D. Hibbard, introduced each director candidate for Districts #3, #7 and #9 as follows:

District #3 Darlene Baglien – Incumbent; Michael Schummer

District #7 Gyneth Slygh – Incumbent; Andrew Bourget

District #9 Clarence Boettcher – Incumbent; Kenneth Stahl

Each candidate was given the opportunity to address the membership for two minutes, which each candidate did. Mr. Hibbard then offered the membership the chance to speak on behalf of any candidates for a time period of up to two minutes each, with a maximum time of ten minutes. No one chose to speak.

CLOSE BALLOT BOX

The tellers were instructed by Mr. Hibbard to collect all ballots. A motion was made, seconded and carried to close the ballot box at 7:30 p.m., with instructions to the tellers to count absentee ballots after the close of the ballot box.

QUESTION AND ANSWER SESSION

The CEO, John Luehrsen, opened the floor to the membership by holding a question and

answer session between the members, Directors and ECEC staff.

There were four questions read and answered from the question box. The floor was then opened to questions from members. To conclude the session, CEO Luehrsen asked for any other questions from the members and there being none, closed the question and answer session.

UNFINISHED BUSINESS

Chairman Robert Gadwill reminded the members of the rules of the meeting, which were published in the March 2007 issue of the Wisconsin Energy Cooperative News magazine as part of the annual report. The rules of the meeting were also posted for the members in the meeting room.

The Chairman asked the members if there was any unfinished business. There was none.

NEW BUSINESS

Chairman Robert Gadwill reported to the members that the Bylaws of Eau Claire Energy Cooperative had been reviewed by the cooperative attorney and the Board this past year. The Chairman summarized substantive changes in the amended Bylaws as follows;

- The old Bylaws required that all parties of a joint membership, a partnership, or a corporate membership, meet all of the qualifications required to be an officer or director of the cooperative. The Bylaws as amended now only require that the nominated or elected member must meet those qualifications.
- A new section was added regarding members granting property access to the cooperative for cooperative service purposes.
- A new provision was added to allow the cooperative to use electronic means for membership applications, service and communications.
- A new section requiring that no member “fail to take” or “omit an act” as required by the cooperative. This essentially pertains to safety matters required by statute or regulation.
- A change was made eliminating the requirement to hold the annual meetings within our service area.

- A new section was added that establishes the authority for the cooperative to conduct voting by mail ballot on matters authorized by the Board of Directors in accordance with the Bylaw. Specific procedures are established.
- A new section was added establishing the use of Robert’s Rules of Order, Newly Revised, in the conduct of all cooperative meetings.
- Finally, a new provision was added regarding Director qualifications that prohibit a

cooperative employee or spouse from being qualified for election as a Director within two years of leaving employment at the cooperative.

Article XIII of the Bylaws allows that the members may repeal amendments made by the Board of Directors. The amended Bylaws have been available on the cooperative website, by request from a member, and at tables in the meeting room tonight. The Chairman asked if anyone wished to question, amend or repeal the Bylaws as approved by the Board of Directors. No one took action to question, amend or repeal the Bylaws. The Chairman declared the Bylaws stand as amended.

Hearing no other new business to be brought forward by the members, Chairman Gadwill instructed the tellers to close the ballot box at 7:30 p.m. and report the voting results to the Secretary-Treasurer, David Myren.

ORGANIZATIONAL BOARD MEETING

The Chairman announced that the Organizational Meeting of the Board would be held on March 28, 2007 at the Eau Claire Energy Cooperative headquarters.

ADJOURN

Chairman Gadwill thanked all the members for taking an active interest in the cooperative. Special thanks were extended to the staff of Eau Claire Energy Cooperative and the Plaza Hotel & Suites staff, along with the scholarship winners and their families and the Youth Ambassadors and their families for attending. Next year's annual meeting is scheduled to be held again at The Plaza Hotel & Suites on Tuesday evening, March 18, 2008.

There was a motion made to adjourn the 70th Annual Meeting. Motion seconded and carried, and the meeting adjourned at 7:25 p.m.

PRIZES AWARDED

The CEO, John Luehrsen, invited the members to stay for dinner after announcement of the prize winner names. Winners will receive one month's free electric bill, up to a maximum of \$100; and one hundred twenty member names were randomly drawn as winners.

The winning members had to be present to win. Of the names announced, there was one who was present at the meeting; Johnny Boyea.

TELLERS' REPORT

Teller Chair, Ms. Jane Sather, reported the election results to the Secretary-Treasurer, David Myren. The following voting results were reported to the membership:

District No. 3 Michael Schummer – newly elected 168-161

District No. 7 Gyneth Slygh – re-elected 179-149
District No. 9 Clarence Boettcher – re-elected 238-87

Each of these directors will serve for three (3) years. The original teller report is affixed to these minutes. A signed copy of the teller report is in the 2007 Annual Meeting File.

David Myren, Secretary