



Adams-Columbia Electric Cooperative

Your Touchstone Energy® Partner



CAROLYN MOON ANNOUNCES RETIREMENT

By Jay A. Porter, PE,
Chief Executive Officer

Longtime director Carolyn Moon has announced her intention to retire from Adams-Columbia Electric Cooperative's board of directors. Her resignation will be effective on April 5, 2017, which is 20 years to the day after she was first elected to the board.

As our representative from the Baraboo area, Carolyn has been a very active board member. Her leadership in cooperative business has been appreciated at ACEC, and across Wisconsin. Carolyn served as board treasurer at ACEC from 2006 to 2013. She served on the board of directors for Wisconsin Electric Cooperative Association for six years, and as board chair of the statewide organization for three years. For three years, Carolyn also served on the board of directors for the Wisconsin Federation of Cooperatives.

Carolyn never stopped furthering her knowledge and understanding of the cooperative business. She distinguished herself by earning Credentialed Cooperative Director status from the National Rural Electric Cooperative Association in 2000. In 2006 she completed requirements for NRECA's Board Leadership Program.

Since retiring from the family business, Baraboo Tent & Awning, Inc., Carolyn has had more time for other interests including golf, boating, and genealogy research. She has also had more time to spend with Clyde, her husband of nearly 50 years, and their children and grandchildren.



30th Annual Meeting

Adams-Columbia Electric Cooperative's 30th Annual Meeting will be held on Tuesday, May 16, 2017, at the new Fine Arts Center at the Adams-Friendship High School in Adams. It will be the first time in 30 years that an electric cooperative annual meeting will be held in Adams, and the first time ever in the Adams-Columbia era. The Adams-Friendship Fine Arts Center is a beautiful new facility that will provide us with ample parking, easy access, and comfortable theater-style seating.

The business-meeting format will be much like last year's meeting. Members will participate in director elections; you will also hear financial reports for 2016, and get a look at what's in store for 2017.

Please note the coupon on page 16 to request an absentee ballot. If you cannot attend the meeting and you want to cast a ballot in director elections then consider requesting an absentee ballot. You can also make the request from our website at www.acecwi.com.

At the annual meeting, members will be asked to consider the approval of a slate of proposed changes to the cooperative's bylaws. These proposed changes are the result of several months of work by your board of directors to review the bylaws. Look for a summary of the proposed changes starting on page 16a. Prior to the start of the business meeting on May 16, we will hold a question/answer session on the proposed bylaw changes.

Next month you will receive more annual meeting information, including the official meeting notice, director candidate biographies, financial reports, and program information. Our website is a convenient source for the latest annual meeting information.



Adams–Columbia Electric Cooperative 30TH ANNUAL MEETING



**Tuesday, May 16, 2017
Adams-Friendship
Fine Arts Center**

**Registration begins at 5:15;
business meeting begins at 6 p.m.**



- **Business-only Meeting**
- **Director Elections**
- **Consideration of Proposed Bylaws Changes**
- **Attendance Gift**

Your May *Wisconsin Energy Cooperative News* magazine will include more detailed meeting information. You can also visit our website at www.acecwi.com.

Adams–Columbia Electric Cooperative 30th Annual Meeting Absentee Ballot Request Form

Date: _____

Name: _____

Address: _____

City, State, Zip: _____

Telephone: _____

ACEC Account Number: _____

(from your light bill)

Signature: _____

If requesting a ballot by mail, allow ample time for mail delivery to and from your home. Return this coupon with your light bill payment, or mail it to: P.O. Box 70, Friendship, WI 53934. You can also request a ballot online at www.acecwi.com.

Adams-Columbia Electric Cooperative NONDISCRIMINATION STATEMENT

In accordance with Federal civil rights law and U.S. Department of Agriculture (USDA) civil rights regulations and policies, the USDA, its Agencies, offices, and employees, and institutions participating in or administering USDA programs are prohibited from discriminating based on race, color, national origin, religion, sex, gender identity (including gender expression), sexual orientation, disability, age, marital status, family/parental status, income derived from a public assistance program, political beliefs, or reprisal or retaliation for prior civil rights activity, in any program or activity conducted or funded by USDA (not all bases apply to all programs). Remedies and complaint filing deadlines vary by program or incident.

Persons with disabilities who require alternative means of communication for program information (e.g., Braille, large print, audiotape, American Sign Language, etc.) should contact the responsible Agency or USDA's TARGET Center at (202) 720-2600 (voice and TTY) or contact USDA through the Federal Relay Service at (800) 877-8339. Additionally, program information may be made available in languages other than English.

To file a program discrimination complaint, complete the USDA Program Discrimination Complaint Form, AD-3027, found online at http://www.ascr.usda.gov/complaint_filing_cust.html and at any USDA office or write a letter addressed to USDA and provide in the letter all of the information requested in the form. To request a copy of the complaint form, call (866) 632-9992. Submit your completed form or letter to USDA by:

- (1) Mail: U.S. Department of Agriculture
Office of the Assistant Secretary for
Civil Rights
1400 Independence Avenue, SW
Washington, D.C. 20250-9410;
- (2) Fax: (202) 690-7442; or
- (3) E-mail: program.intake@usda.gov.

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ACEC'S BYLAWS

A slate of proposed changes to be considered at May 16 Annual Meeting

Adams-Columbia Electric Cooperative's 30th Annual Meeting will be held at 6 p.m. on Tuesday, May 16, 2017, at the new Fine Arts Center at the Adams-Friendship High School. At the meeting, members will be asked to consider the approval of a slate of proposed changes to the cooperative's bylaws. These proposed changes are the result of several months of work by your board of directors to review the cooperative's bylaws. The objective of the proposed changes is to streamline operating and meeting procedures, better ensure conformance with current legal requirements, and "modernize" existing language in the bylaws. All of the changes are intended to keep current with best practices identified in our ever-changing cooperative industry.

Last month's issue of this magazine included extracts in marked-up format of all the bylaws sections that have proposed changes. This issue includes a descriptive explanation of the most significant changes proposed. In next month's magazine, ACEC's entire bylaws document will be included with the proposed changes highlighted.

Both a summary of changes and the complete bylaws are available on our website at www.acecwi.com.

Prior to the start of the business meeting at ACEC's annual meeting on May 16, we'll hold a question/answer session.

Board Districts and Size

The most significant change proposed in this version of the bylaws is Article IV Section 1 to accommodate the board's reduction in the number of board members and in Article IV Section 2(a) for the designation of districts. ACEC, as many

of you know, is the result of two mergers. The first merger was completed in 1987 when the former Adams-Marquette Electric Cooperative, headquartered in Friendship, merged with the former Columbus Rural Electric Cooperative, headquartered in Columbus. A second merger was completed in 1992 when the former Waushara Electric Cooperative, headquartered in Wautoma, joined Adams-Columbia Electric Cooperative.

During that period the size of the board was enlarged significantly to accommodate representation from all parts of the service area. The board was eventually reduced to its current number of 11 with representation spread throughout the territory. It was envisioned that after a period of time, the board would consider further reducing in size. Compared with cooperatives of similar size from across the country, an 11-member board is considered to be relatively large.

Twenty five years has passed since the last merger. The board of directors feels that it is now time to reduce the board size. This change will provide more flexibility in district arrangement and how board members are elected. Even though the board has been divided into districts, it has always been the case that each board position can be voted on by the entire membership, regardless of their individual service location. That will not change. It is each board member's responsibility to represent the entire membership, not just the district in which they live. For that reason, the board is now recommending a reduction to not more than nine districts and not more than nine directors. In addition, the board recommends that the service area be divided into seven districts, with two additional directors serving in at-large positions. This step is intended to



maintain a level of geographic diversity in board representation. It also simplifies the possible transition to fewer directors at some future date. To ensure continued geographic diversity of director representation, the board stipulated that no more than two directors may live in any one district.

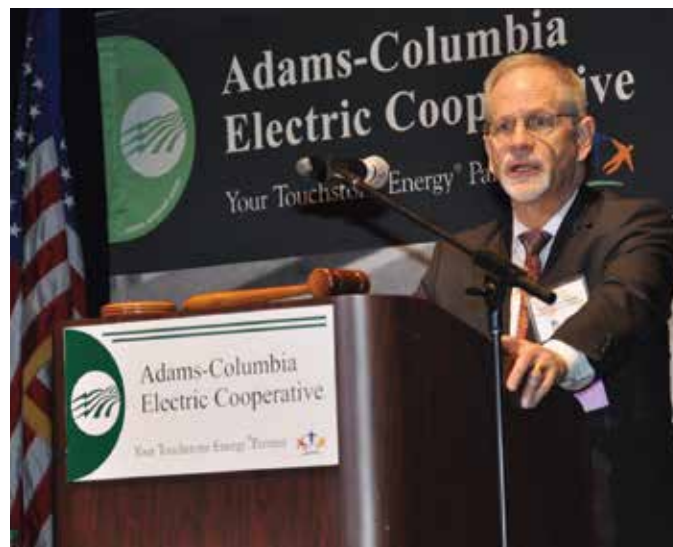
In making the change to having director at-large positions, it was necessary to modify the language of Article IV Section 3(a) for the nomination process. A nominee running for a board position will need to declare on their nomination petition whether they are seeking nomination for a district or an at-large position. The board proposes conforming the bylaws to reflect these changes.

Article IV Section 2 of the bylaws referenced above grants the board the authority to make these changes, subject to the prospective modification by the membership at the subsequent annual meeting. The board adopted those board organizational changes by unanimous votes at meetings in November and December last year.

Board Election Process & Qualifications

Language was changed in Article IV Section 2(c)(1) and again after Section 2(c)(6) to further clarify the intent of the current bylaws that a candidate seeking nomination to the board of directors must be a member receiving electric service from the cooperative at their primary residence within the district boundary they wish to represent (if a district position) or within the cooperative service territory (if an at-large position).

The language of Article IV Section 2(c)(4) confirms that a director cannot be an employee or a close relative (as defined by board policy) of an employee. Limitations on relationships to employees have been reflected in the previous bylaws and the Board firmly believes that is appropriate and has no interest in relaxing that practice. The board is proposing this



change to avoid a potential conflict between the bylaws and perhaps an even more restrictive policy that the Board may choose to adopt. At the 2013 annual meeting, for example, it was suggested by a member that the changes that were proposed in this area of the bylaws then may have not gone far enough in avoiding a potential conflict because the divorced spouse of an employee was not prohibited from being a board member.

Director eligibility was clarified in Article IV (after Section 2 (c)(6)) to specify another form of business (Limited Liability Company) and other organizations, as long as all other qualifications are also met.

Article IV Section 3(a) stipulates that one qualified candidate for each open position will be deemed sufficient according to the proposed changes. Section 3(b) indicates if there is only one qualified candidate then voting procedures may be relaxed for each such district to allow voice and other methods of voting rather than incurring the cost and time of paper ballots in those uncontested races.

The wording of Article IV Section 4 was clarified regarding the filling of an open board seat. If in the board's determination there is not sufficient time to communicate the situation to the membership for the nomination process stipulated by the bylaws to be undertaken prior to the next annual meeting, the board will appoint (by majority vote) a successor to fill the vacancy until the next succeeding annual meeting.

The wording of Article IV Section 5 on compensation for board members was significantly simplified. No change in the practice is planned; the board members will still not receive any salary for their services, but as today they may receive reasonable compensation for time spent on cooperative-related business, as established by resolution or policy of the board (the current practice). There is also clarification to the clause that a board member may not receive compensation for serving the cooperative in any other capacity, unless it shall be certified by the board of directors as an emergency measure. This section also ensures consistency between the bylaws and board policy in prohibiting compensation to any board member relative other than as allowed under board policy.





Member Meetings & Communications

The language of Article III Section 1 describing the location of the annual meeting was made to correspond to the language for special meetings of the members as in Article III, Section 2. The language of Article IV Section 6 regarding the communication of changes to the Policies, Rules and Regulations was modified to simplify this process. The majority of the changes to those documents are relatively minor in scope, or have no material impact on the terms of service to the membership or governance of the cooperative. The board will communicate those changes that they judge will have a material impact on the membership by way of any and all communications vehicles in use by the cooperative, including but not limited to the *Wisconsin Energy Cooperative News* magazine.

Article VIII Section 13 addressing the publication and charging of cost for the *WEC News* was originally included in the bylaws for the sole purpose of qualifying for a postage discount from the United States Postal Service. Given that is no longer required the recommendation is to delete this section and renumber the following section accordingly. The cooperative plans to continue its participation in the publication of the *Wisconsin Energy Cooperative News* magazine as a means of communication with the membership.

Patronage Capital

The change to Article VIII Section 2 was made to correct the usage of terms such as replacing “capital credits” with the more descriptive term “patronage capital” and appropriately clarifies that references to “patrons” include “patrons and members.” Patron is a more general term that refers to a customer of ACEC who is not a member with voting and other governance rights in the cooperative.

There is no change in the cooperative’s non-profit operation: the patrons’ and members’ contribution of capital to the cooperative (equity for the operation of the cooperative), the allocation of margins (revenues less expenses) to the members and patrons, and the ultimate refund of that capital back to the membership as patronage capital refunds as and when the board determines it to be financially feasible.


Section 3 of the same Article simplifies the title of “Patronage Refunds in Connection with Furnishing Other Services” to simply be “Non-Operating Income.” “Other Services” was the

term used to describe activities that the cooperative undertook for the benefit of patrons and members beyond furnishing electric energy (which produces Operating Income for the Cooperative). The language now specifically includes certain investment and rental income as well as income from other incidental services.

Section 5 of the same Article also replaces the term “capital credits” with “patronage capital” and clarifies that the board in its discretion may establish various classes of business for the purpose of determining and allocating patronage capital arising from the furnishing of electric energy. The amendment simplifies that language.

Sections 6, 8, and 9 of this same Article simply change the use of the phrase “capital credits” to “patronage capital” and the titles of Sections 8 and 9 change the word “Prior” to its intended meaning of “Early.”

Statement of Non-Discrimination

While technically not a part of the articles of incorporation or the bylaws, the statement of non-discrimination is included on the back cover of the booklet. This is simply the most up-to-date wording of this statement that we secured from the U.S. Department of Agriculture. 

Proposed Bylaws Changed: Key Points and Timelines

- ACEC’s bylaws were last updated in 2013.
- The current slate of proposed changes is the result of several months of work by ACEC’s board of directors to review the cooperative’s bylaws.
- The objective of the proposed changes is to streamline operating and meeting procedures; better ensure conformance with current legal requirements; and “modernize” existing language.
- The March issue of this magazine included extracts in marked-up format of all the bylaws sections that have proposed changes.
- This month’s magazine includes a descriptive explanation of the most significant changes proposed.
- The May issue of this magazine will include ACEC’s entire bylaws with proposed changes highlighted.
- A summary of changes, along with the complete bylaws, is available on ACEC’s website at www.acecwi.com.
- A question/answer session will be held prior to the start of the business meeting at ACEC’s annual meeting on Tuesday, May 16, 2017. This meeting will be held at the Fine Arts Center at the Adams-Friendship High School in Adams.
- At the annual meeting, ACEC members will be asked to consider the approval of the slate of proposed bylaw changes.

TIMBAVATI

WILDLIFE PARK



THIS YEAR WE ARE EXCITED TO ANNOUNCE
ADAMS-COLUMBIA ELECTRIC COOPERATIVE'S MEMBER APPRECIATION EVENT
WILL BE HELD AT TIMBAVATI WILDLIFE PARK IN WISCONSIN DELLS.

SATURDAY,
JUNE 17

SAVE
THE
DATE



Adams-Columbia
Electric Cooperative

STAY UP TO DATE AT ACECWI.COM!

RIGHT-OF-WAY MAINTENANCE

Getting a Manicure Every Five Years

Trees and power lines are not a good mix, especially when powerful storms bring us combinations of lightning, ice, and high winds. But trees and other vegetation growing near electric lines can cause problems during nice weather, too.

Aside from the potential safety concerns, the chance for extended power outages goes hand-in-hand with trees in power lines. That's one reason Adams-Columbia Electric Cooperative (ACEC) works hard to manage the growth of trees and vegetation in its rights-of-way (ROW).

ACEC members have come to expect reliable electric service; blinking lights are an annoyance at best, and they can be a serious concern for uses of personal computers and computer-controlled equipment. And no one likes to wait in the dark while line technicians clear downed trees and branches from the electric lines.

When it's time to clear a ROW, ACEC does not cut corners. Our insurance carrier and the National Electrical Safety Code each require us to meet certain criteria in maintaining our rights-of-way. High-voltage feeder lines are cleared to 10 feet on either side of the line; low-voltage service lines (the ones connected to your house) are cleared two feet around the conductor. Line patrol duties are performed on a three-year rotation, with ROW clearing work typically done on a five-year schedule.

Aside from system reliability, cost is also a significant factor in our ROW clearing program. Power outages can be costly in terms of labor, equipment, and materials. A properly maintained right-of-way pay lasting benefits in reduced operating expenses. Our goal is to make sure the clearing work is effective for the full five-year trim cycle.

ACEC works with several contractors to employ proven vegetation management techniques. They include cutting and trimming of trees and branches, and mowing grasses and small wooded plants. Herbicides are applied directly to freshly cut stumps and new regrowth of undesirable trees near the lines. Herbicide application eliminates the need for more frequent mechanical treatments. It results in far less erosion, soil compaction, and ruts caused by heavy machinery. Contractors are trained and fully qualified to apply herbicide treatments. Herbicides are always used according to label directions and are never used in lawns or near dooryards.

ACEC's line-clearing contractors follow performance standards set by the cooperative. In most cases, line-clearing work starts at the substation and then works out toward the end of each line. ACEC members are notified by letter about two weeks before work is scheduled to begin.

For much more information about ACEC's right-of-way maintenance program, visit our website at www.acecwi.com, under the *Co-op Programs* button.



ACEC Calendar Photos

April

Columbia County

**Youth photo by
Alexis Taylor**

Alexis Taylor is a junior at Portage Senior High School. An accomplished photographer with a sharp eye for detail, Alexis says that photography works as a stress reliever for her. Her winning lady beetle photo was taken inside, on a small plant in her grandparents' home.




Marquette County

**Member photo by
Marcin Warzecha**

For the past three years Marcin Warzecha has focused his hobby almost exclusively on photographing animals in the wild. With his winning photo, Marcin mentioned that every year this house wren settles in a birdhouse in his backyard garden. The bird's natural beauty is equaled only by the accompanying birdsong.



Adams-Columbia Electric Cooperative

Your Touchstone Energy® Partner 

Customer Service & Billing 800-831-8629
Power Outage Reporting 888-928-2232
Diggers Hotline 800-242-8511
www.acecwi.com

Jay A. Porter, PE—CEO
Keith Wohlfert—Editor

Friendship Service Center

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Friendship, WI 53934-0070
Office Hours: Monday – Friday, 7:30 – 4:00

The Friendship Service Center is located in the Village of Friendship, in Adams County. From Highway 13, travel east three blocks on East Lake Street. Lake Street is also marked as County Highway J.

Adams-Columbia Electric Cooperative maintains operations facilities in Pardeeville and Wautoma. These facilities are not open for general business; however, drive-up payment stations are available at both locations. ACEC employees will meet with cooperative members in Pardeeville and Wautoma by prearranged appointment only.