



ROB SUMMERFIELD

STATE REPRESENTATIVE • 67th ASSEMBLY DISTRICT

February 10, 2021

Representative Duchow, Chair
Representative Katsma, Vice-Chair
Members of the Assembly Committee on Financial Institutions

Testimony on 2021 Assembly Bill 22

Relating to: member meetings, bylaws, and emergency powers of a cooperative

Dear Chairwoman Duchow, Vice-Chair Katsma, and Committee Members:

Thank you for providing me with the opportunity to testify at today's public hearing on Assembly Bill 22. I appreciate your time and consideration of this legislation.

Under state law, cooperatives are required to hold an annual meeting in person at their "principle office" during the first six months of their fiscal year. However, the COVID-19 pandemic has created unique difficulties for cooperatives to meet this requirement.

The Department of Financial Institutions (DFI) did issue emergency guidance that waived the in-person requirement. However, the requirement does still exist in state statute and potentially leaves cooperatives legally vulnerable.

Assembly Bill 22 seeks to address this susceptibility by clarifying in law that cooperatives, during states of emergency only, are allowed to meet virtually. This would absolve them from potential legal liability and allow them to operate safely during the rest of the COVID-19 pandemic.

I ask that you join me in supporting this bill.

Sincerely,

A handwritten signature in black ink that reads "Rob Summerfield". The signature is written in a cursive, flowing style.

State Representative Rob Summerfield
67th Assembly District



PATRICK TESTIN

STATE SENATOR

DATE: February 10th, 2021

RE: **Testimony on 2021 Assembly Bill 22**

TO: The Assembly Committee on Financial Institutions

FROM: Senator Patrick Testin

Thank you to Chairwoman Duchow for accepting my written testimony on Assembly Bill 22 (AB 22), which enables cooperatives to hold their statutorily required annual meetings virtually during a time when a catastrophic event prevents them from meeting in person. This would of course apply during the pandemic.

Though the Department of Financial Institutions (DFI) issued emergency guidance on April 3, 2020, indicating that for the duration of the public health emergency (the original order has long since expired) DFI would not construe various chapters, including chapter 185, as requiring in-person meetings that does not remove all legal risk from cooperatives.

While this risk is minimal to cooperatives, we are seeking to modify the law to clearly allow virtual meetings in emergency situations and to allow for emergency bylaws and powers similar to powers that already exist for other corporate entities under chapters 180 and 181.

This legislation is supported by the Wisconsin Electric Cooperative Association, Wisconsin Cheese Makers Association, Dairyland Power Cooperative, Cooperative Network, Wisconsin Statewide Telephone Cooperative Association, and Rural Wisconsin Health Cooperative.

Please join both myself and these groups in supporting this legislation.



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TO: Assembly Committee on Financial Institutions
FROM: Daniel Smith, President and CEO of Cooperative Network
DATE: February 8, 2021
RE: Assembly Bill 22 – Member Meetings, Bylaws & Emergency Powers of Cooperatives

Dear Chairwoman Duchow and members of the committee,

Cooperative Network is an association of cooperatives from a dozen different business sectors in Wisconsin and Minnesota. The 742 co-ops in Wisconsin range in size from small, local enterprises such as Union Cab of Madison to large multi-nationals such as Land O' Lakes. Cooperative businesses operate across virtually all industries, ranging for example from Group Health Cooperative to Summit Credit Union. They all have in common the fact that they are governed by a set of 7 cooperative principles, they are member owned, and they are regulated by Wisconsin Statute Chapter 185 which requires an annual in-person meeting.

The annual meeting is a significant event in the year of a cooperative. It is an occasion for important business such as the election of board members as well the time to update resolutions and review financial information. Equally important, it is often a community gathering where neighbors can meet new neighbors or catch up with old acquaintances and cooperators. Therefore, while many cooperatives did change their bylaws at some point to allow their annual meeting to be held in coordination with harvest, or in conjunction with another important fiscal event, I know of no cooperative that had bylaws allowing for a ZOOM annual meeting.

As a result, when the pandemic struck, Cooperative Network received a flurry of inquiries about how cooperatives could hold annual meetings that met both state statutes such as the requirements of Wis. Stat. Chapter 185 and emergency orders limiting the number of people allowed to congregate in one location.

In Minnesota, Governor Tim Walz solved this dilemma with Executive Order 20-86, which allowed cooperatives to waive in-person meeting requirements, vote remotely for director elections, and forgo annual regular member meetings if virtual meetings were not feasible. Governor Walz stated the Executive Order was in keeping with public health guidance encouraging Minnesotans to avoid large gatherings.

Here in Wisconsin, the Department of Financial Institutions offered guidance indicating that for the duration of the Governor's declared public health emergency, DFI would not enforce in-person meeting requirements. While that was helpful, the cleanest fix would be legislation, similar to that at Wis. Stat. Sec. 180.0207 allowing for emergency bylaws for Business Corporations, and Wis. Stat. Sec. 181.0207 allowing emergency bylaws for NonStock Corporations.

Assembly Bill 22 would accomplish this clean fix and we respectfully ask that you pass it.

A handwritten signature in cursive script that reads "Daniel A. Smith".

Daniel Smith



110 Saugstad Rd, Westby WI 54667

608.634.3121 | 800.447.5051 | info@vernonelectric.org

February 10, 2021

To: Assembly Committee on Financial Institutions
Rep. Cindi Duchow

Re: Support for Assembly Bill 22 (and its Assembly counterpart)

Vernon Electric Cooperative has adjusted work processes and taken steps, like many businesses around the state, to protect our employees and members during the pandemic. To date, innovative work practices have allowed us to have no spread of the virus amongst our employees, which is necessary to provide highly reliable electric service to over 10,000 members.

The Annual Meeting of the Cooperative is typically held around the end of March. The bylaws require the meeting be held not later than the month of April of each year. In 2020, we called our meeting to order on March 21st in compliance with our bylaws and also in compliance with Emergency Order #5 (Prohibiting Mass Gathering of 10 People or More) published by the State of Wisconsin Department of Health Services dated March 17, 2020. We had 2 people present. The meeting was adjourned, and no business conducted due to a lack of quorum. The meeting was to be rescheduled at a later date when it was safe to bring the members of the Cooperative together.

With the continued increases in COVID cases, it was clear that an in-person meeting was not going to be an option in 2020; therefore, we made plans to conduct the business of the Cooperative in an online meeting format. All required business was completed in an online format including a question-and-answer session that was well perceived by those members in attendance.

Although we would like to get back to in-person meetings, 2021 is here with the same challenges that we faced in 2020. Due to the continued pandemic and success of the online meeting format, Assembly Bill 22 has our full support. We would certainly appreciate having the opportunity to conduct the 2021 Annual Meeting utilizing an online meeting format. The online meeting capabilities are important today and into the future. I foresee taking a hybrid approach to future meetings of the Cooperative utilizing a combination of in-person and online format to better accommodate the members of Vernon Electric Cooperative.

Sincerely,

A handwritten signature in cursive script that reads "Craig Buross".

Craig Buross
CEO / General Manager
Vernon Electric Cooperative



Riverland
Energy
Cooperative

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Serving Buffalo, La Crosse, and Trempealeau Counties

Your Touchstone Energy® Cooperative 

February 10, 2021

Assembly Committee on Financial Institutions
Rep. Cindi Duchow, Chair

Rep. Duchow,

I write today to offer my full support of Assembly Bill 22 and its Senate counterpart.

Undoubtedly COVID-19 has impacted each of every resident, business and organization in Wisconsin over the last year. All of us have had to find ways to keep our families, friends, employees and businesses safe from this pandemic. As a rural electric cooperative serving over 16,000 members in west central Wisconsin, we've looked for innovative ways to keep our employees safe and keep the lights on for our members. AB25 gives us another tool to accomplish that mission.

As you are well aware, Cooperatives are required to hold an annual meeting of its membership. At Riverland Energy Cooperative, this event typically takes place in March every year. Due to COVID-19 we postponed our annual meeting a few times in hopes of better health conditions in our area. It became clear that the pandemic was not going to let up and we needed to find a way to hold our annual meeting to comply with state statute. Last summer, Riverland moved its Annual Meeting to an online format, under Governor Evers' emergency orders to prevent the spread of COVID-19. The online format was very successful, with 460 members attending from the convenience, comfort and safety of their homes.

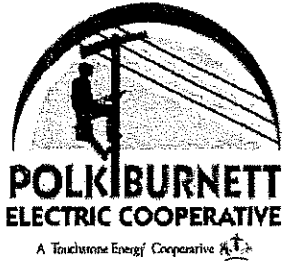
Our online meeting did not sacrifice quality or our cooperative principles. While not perfect, it was innovate and it was really the only option we had to safely hold our annual meeting and meet the State statute.

AB22 would allow Cooperatives to hold our annual meetings via a virtual format should there be challenges like the pandemic in the future. Our Board has also discussed amending our bylaws to allow for this type of meeting format. However we don't open the bylaws very often and there is a process that we must follow to make changes. AB22 would allow us the flexibility to hold our annual meeting remotely this year if we needed to.

In conclusion, AB22 has my full support. It is a common sense legislation that will allow us to safely meet our obligations to our membership during these challenging times. If you have any questions please feel free to contact me at 608-323-3381 or via email at jsorenson@riverlandenergy.com.

Jerry Sorenson, General Manager

Riverland Energy Cooperative is an Equal Opportunity Provider and Employer



POLK-BURNETT ELECTRIC COOPERATIVE

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Branch Office: 7298 State Road 70 • Webster, WI 54893

February 10, 2021

To: Assembly Committee on Financial Institutions
Rep. Cindi Duchow, Chair

Re: Support for Assembly Bill 22, Relating to Co-op Member Meetings

Polk-Burnett Electric Cooperative and other co-ops across our state have come together to **recommend a bill that would allow us to hold member meetings remotely, adopt emergency bylaws and have other powers in an emergency. We ask for your support of this bill that enables cooperatives to better serve our members.**

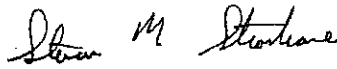
Last summer, Polk-Burnett moved its 82nd Annual Meeting to an online format, under Governor Evers' emergency orders to prevent the spread of COVID-19. The online format was very successful, with 198 members and guests attending from the convenience, comfort and safety of their homes.

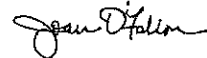
Polk-Burnett selected a virtual platform that did not require members to have a special app or software to download. Members were verified and registered online. We met our quorum requirement and had 40 minutes of Q&A dialog between the membership and General Manager Steve Stroshane. We received 75 comments and questions from members, compared to one or two in prior years; the virtual format provided better engagement than in-person meetings!

Our online meeting did not sacrifice quality or our cooperative principles. Members commented that they liked the online meeting format, which allowed many of them to attend for the first time.

We would appreciate your support of Assembly Bill 22.

Thank you,


Steve Stroshane
General Manager


Joan O'Fallon
Communications Director



Price Electric Cooperative

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Dependable service you can count on

February 10, 2021

Assembly Committee on Financial Institutions
Representative Cindi Duchow, Chair

Representative Duchow:

I write today to offer my support of Assembly Bill 22. Undoubtedly COVID-19 has impacted every resident, business and organization in Wisconsin over the last year. All of us have had to find ways to keep our families, friends, employees and businesses safe from this pandemic. As a rural electric cooperative serving over 9,000 members in northern Wisconsin, we've looked for ways to keep our employees safe and continue to serve our membership. AB22 gives us another tool to accomplish that mission.

As you are well aware, cooperatives are required to hold an annual meeting of its membership. At Price Electric Cooperative, this event typically takes place in June of each year. Between March and June 2020, it became clear that the pandemic was not going to allow us to hold our usual in-person member meeting, which was also planned to be our 80th anniversary celebration. We needed to find a way to hold our annual meeting to comply with state statute, which requires us to complete the annual meeting within 6 months of our fiscal year end.

We decided to hold our annual meeting virtually in June of 2020, under Governor Evers' emergency orders to prevent the spread of COVID-19. Voting was done live on a streaming platform that allowed for member interaction in real-time. The meeting was a success and we had close to 90 members participate. While not perfect, it was innovative and it was the best option we had to safely hold our annual meeting and meet the state statute.

In conclusion, AB 22 has my support. It is common-sense legislation that will allow us to safely meet our obligations to our membership now and in the future.

Sincerely,


William L. Caylor, Sr.
President/CEO
Price Electric Cooperative

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February 10th, 2021

Assembly Committee on Financial Institutions
Representative Cindi Duchow, Chair

Representative Duchow,

I write today to offer my full support of Assembly Bill 22. Undoubtedly COVID-19 has impacted each of every resident, business and organization in Wisconsin over the last year. All of us have had to find ways to keep our families, friends, employees and businesses safe from this pandemic. As a rural electric cooperative serving over 10,000 members in western Wisconsin, we've looked for innovative ways to keep our employees safe and keep the lights on for our members. AB22 gives us another tool to accomplish that mission.

As you are well aware, Cooperatives are required to hold an annual meeting of its membership. At Dunn Energy Cooperative, this event typically takes place in March of each year. Due to COVID-19 we postponed our annual meeting a few times in hopes of better health conditions in our area. It became clear that the pandemic was not going to let up and we needed to find a way to hold our annual meeting to comply with state statute. Our bylaws do note state when the annual meeting has to occur each year. State statutes do however require us to complete the annual meeting within 6 months of our fiscal year end (December).

We decided to hold our annual meeting in June of 2020 at the Cooperative. We did it "drive-in" style with members staying in their cars, listening to the meeting on the radio and honking their horns for voting. The meeting was a success and we had close to 70 members participate, while others listened at home. While not perfect, it was innovative and it was really the only option we had to safely hold our annual meeting and meet the State statute.

AB 22 would allow Cooperatives to hold our annual meetings via a virtual format should there be challenges like the pandemic in the future. Our Board has also discussed amending our bylaws to allow for this type of meeting format. However we don't open the bylaws very often and there is a process that we must follow to make changes. AB 22 would allow us the flexibility to hold our annual meeting remotely this year if we needed to. We have already set our annual meeting for June 19th, 2021 to allow for an outdoor, drive in style, meeting again should the pandemic prevent us from safely gathering.

In conclusion, AB 22 has my full support. It is a common sense legislation that will allow us to safely meet our obligations to our membership during these challenging times. If you have any questions please feel free to contact me at 715-232-6240 or via email at housej@dunnenergy.com.

Sincerely,

A handwritten signature in black ink that reads "Jesse Singerhouse". The signature is written in a cursive style with a horizontal line extending from the end of the name.

Jesse Singerhouse
General Manager/CEO
Dunn Energy Cooperative



FARM FIRST
DAIRY COOPERATIVE

February 10, 2021

TO: Assembly Committee on Financial Institutions
FROM: Jeff Lyon, General Manager, FarmFirst Dairy Cooperative
RE: Support for Assembly Bill 22

I appreciate the opportunity to provide testimony in support of Assembly Bill 22, which allows for greater flexibility for cooperatives to conduct member meetings, make bylaw changes, and gives emergency powers to cooperatives.

FarmFirst Dairy Cooperative, based in Madison, Wisconsin markets milk for nearly 160 dairy farmers in eastern Wisconsin and the Upper Peninsula of Michigan through our Family Dairies division. In addition, we provide milk test verification services for our nearly 3,400 members in seven states in the Upper Midwest and we own Fox Valley Quality Control Lab in Kaukauna, Wisconsin which provides milk testing for dairy processors and their patrons.

The COVID-19 pandemic has caused all businesses to make changes in order to conduct business. As an essential business little changed in our day-to-day activities. We have implemented policies and procedures to keep our staff safe and healthy in order to keep our facilities open. What has changed and caused concern for us is meeting our legal requirements, under Chapter 185 of the Wisconsin Statutes, our Articles of Incorporation, and our bylaws.

Early in the pandemic, knowing that it would be unlikely that we could meet in person, I checked into our options for conducting our district and annual meetings. Fortunately for our cooperative, previous management and boards of directors made changes to allow for virtual meetings and the board to approve emergency changes to the bylaws under certain circumstances. What they did not address was the number of meetings and when they could be held.

Our bylaws require at least one meeting in each of our nine districts and we have one to three meetings in each district in the fall. This year the board approved an emergency change to our bylaws allowing us to conduct one virtual district meeting. We met our legal requirements, but the meeting did not have the interaction that you get from an in-person meeting.

One of the fundamental reasons for the success of a cooperative is having the members (the owners) meet in-person to discuss internal operations, learn more about the industry, recognize cooperative achievements, and provide educational opportunities for members. On February 12, we will have a virtual annual meeting that will run for a couple hours. We will meet our legal requirements but there will not be the same level of interaction we would get from our normal two-day in-person meeting.

Had AB 22 been in place prior to 2020, we would have had the option to delay our meeting until we could meet in person. Upon its passage, AB 22 will clarify what a cooperative can do to meet its legal requirements in an emergency situation such as the COVID-19 pandemic. My appreciation to the authors and co-sponsors of this bill. I encourage your approval as soon as possible to keep it moving through the legislative process.

Washington Island Electric Co-operative

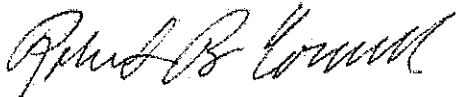
business. This was not an election year for the Cooperative's board and was essentially a general business meeting to discuss the performance of the Cooperative over the past year. It was well received.

This annual meeting was held outside of the requirements of our by-laws. Our members, being fully aware of the situation, had no issue with the decision. Our next election year is 2022 and at that time we intend to again offer a by-law change to the members that give the Cooperative board the flexibility to make such decisions under emergency circumstances. We already have a clause in the annual meeting portion of our by-laws that notes "failure to hold an annual meeting of the members will not constitute nor result in dissolution of the Cooperative."

Until our by-law changes are presented and approved by the membership, SB 25 takes away any uncertainty during such emergency circumstances that a problem would arise invalidating decisions made by the board and Cooperative staff due to the emergency. While we have an excellent relationship with our membership and communicate with them regularly, we still were in violation of our own by-laws. In the best interest of our members, the Board and Cooperative Management made a decision to let the chips fall where they may in order to best serve the membership's wellbeing.

Both State Senator Jacque and State Representative Kitchens, our legislators, are co-sponsors of this bill and we would ask you to join them in their support of legislation that helps Cooperatives serve their members.

Respectfully,



Robert B. Cornell
Manager, Washington Island Electric Cooperative, Inc
1157 Main Road
Washington Island, WI 54246

Washington Island Electric Co-operative

2/10/2021

To: Assembly Committee on Financial Institutions
Rep. Cindi Duchow, Chair

RE: Support for AB 22

Representative Duchow and Committee members,

Like many Cooperatives, 2020 presented a serious conundrum for the Washington Island Electric Cooperative in how and when to hold our annual meeting. We needed to make decisions that were not only in the best interest of the Cooperative as a whole, but that also made maximum effort to keep our members safe and healthy.

For 71 years, our bylaws specified that our annual meeting would be held on the first Friday in April each year and if that Friday happened to be Good Friday, it would be held on the following Monday.

This was a concern for many members in that, due to our seasonal nature, this April timeframe was generally too early for our "summer" members to participate in the annual meeting. After a poll of our members, in 2016 a by-law change was recommended and voted on at the annual meeting that year to change this to a date and time to be established by the Board of Directors between May 1 and June 30 of each year. It passed overwhelmingly.

I give you this background because it illustrates that our purpose as a Cooperative is to serve the needs of our members and even after being locked in to something for 71 years, we made an effort to change in order to best meet their needs.

With the pandemic in full swing and fear (both reasonable and unreasonable) circulating among our members, we needed to make a decision regarding how and when to hold our annual meeting to best meet their needs and alleviate their fears and any risk to their health and wellbeing. Two dates were chosen within our existing by-laws and we were forced to cancel both of those dates. In addition, our regular meeting place, the gymnasium at the Washington Island Community Center, was closed due to the pandemic by the Town Board (rightfully so).

As we got closer to the end of June, it became apparent that things were unlikely to change and the board made the decision that we would postpone the meeting until August, with hopes that things would get better and that we would set two dates and would hold the meeting outside on Cooperative grounds. We communicated this widely with our members via our web page, social media and with actual mailings.

We held our annual meeting on August 15th, 2020 outside in the Cooperative parking lot. While we had significantly smaller attendance than in previous years, we had more than a quorum to conduct

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**Wisconsin
Electric
Cooperative
Association**

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**Assembly Committee on Financial Institutions
February 10, 2021
Testimony on Assembly Bill 22**

Good morning Chair Duchow and members of the committee:

My name is Rob Richard and I'm the Director of Government Relations for the Wisconsin Electric Cooperative Association (WECA). I am before you today to speak in favor of Assembly Bill 22, relating to member meetings, bylaws and emergency powers of a cooperative.

To give the committee a little background, I first reached out to Sen. Testin and Rep. Summerfield in April of 2020 as the first public health emergency, and subsequent Safer at Home order, was implemented by the Governor. This was during the time that many of our electric cooperatives were planning on holding their annual meetings, but as the pandemic became more prevalent our cooperatives started to postpone those meetings until they could figure out a way to safely hold them.

I began having conversations with the Department of Financial Institutions (DFI) on what cooperatives should do to meet their legal obligation to hold an annual meeting. DFI issued emergency guidance on April 3, 2020, indicating that for the duration of the public health emergency DFI would not construe various chapters, including chapter 185, as requiring in-person meetings. While this guidance was useful to our members, there was no guarantee a member of a cooperative couldn't claim a violation of statutes/bylaws and seek to force a cooperative to hold a meeting as required, or they could claim that actions taken by a board of directors held during a virtual meeting are null and void. Ultimately a court would decide this, not guidance issued by DFI.

While WECA had hoped to include this provision in the COVID bill passed by the legislature last April, those attempts failed. In the meantime, many of our electric cooperatives held socially-distanced in-person meetings, drive-in meetings or they rolled the dice and held limited virtual meetings to honor their annual meeting obligations.

While I am thankful that no legal action has been sought thus far, we strongly support this legislation to remove further legal risk in the future.

This bill would help our electric cooperatives accomplish three main objectives:

- Assembly Bill 22 would allow a cooperative to hold member meetings remotely, and if certain conditions are satisfied, participation at the meeting and casting of votes would be recognized.
- Unless a cooperative's articles of incorporation say otherwise, Assembly Bill 22 would allow a cooperative's board to adopt emergency bylaws that are effective only during the emergency.
- Assembly Bill 22 would also provide emergency powers to a cooperative allowing a cooperative board to relocate its principal office, and give notice of a board meeting (unless emergency bylaws say otherwise) only to those directors whom it is practicable to reach and give notice in the most practicable manner.

To be clear, we are not asking for any powers that do not currently exist for corporations and nonstock corporations that exist under Chapters 180 and 181. In fact, much of the language in the bill originated from those chapters.

Chair Duchow and committee members, I have included with my testimony letters from several electric cooperatives that tell their story of how they adapted to the challenges of holding an annual meeting last year and convey their support as to why Assembly Bill 22 should be passed into law.

Thank you for your time and I respectfully ask that this committee support Assembly Bill 22 and expedite its passage as the annual meeting season will soon be once again upon us.

PIERCE PEPIN COOPERATIVE SERVICES

Live Better.™

February 10, 2021

Assembly Committee on Financial Institutions

Re: Support for Assembly Bill 22, Relating to Co-op Member Meetings

Representative Duchow,

I am writing you today to encourage full support of Assembly Bill 22 related to cooperatives holding their annual meetings through electronic communication and granting emergency powers to the board of directors. Over the past 12 months, I have witnessed the transformation of how we do business. We have found new ways to ensure the safety of our employees, directors, and members. At the forefront of this effort was the use of remote communication tools and technology to conduct cooperative business.

Assembly Bill 22 further enables cooperatives like Pierce Pepin Cooperative Services to hold our annual meeting utilizing technology especially as we continue to work our way through the pandemic. Even beyond the pandemic, the use of technology and our ability to hold electronic meetings will better support the purpose of the cooperative and engage our members. Over the past 20 years, we have seen a decline in the attendance at our annual meeting. Frankly, we are not making it convenient for our members to participate in this process. Allowing members to join us remotely will open up new opportunities to connect with our members who participate in democratic control of the cooperative.

The piece of legislation will help reduce the need for every cooperative to enact similar bylaws and will streamline the adoption of technology to conduct cooperative business. We encourage the committee to approve this bill and strongly recommend the full Senate and Assembly act quickly to ensure cooperatives are able to meet their annual meeting obligations.

Sincerely,



Nate Boettcher
President & CEO
Pierce Pepin Cooperative Services
nboettcher@piercepepin.coop
715-307-1517 (m)