

**RESOLUTION OF THE BOARD OF DIRECTORS OF CENTRAL WISCONSIN  
ELECTRIC COOPERATIVE TO ADOPT COVID-19 EMERGENCY BYLAWS**

WHEREAS, convening the customary annual meeting in person is not feasible due to the ongoing COVID-19 pandemic, applicable governmental orders and concerns for member and employee health and safety;

WHEREAS, the Board of Directors recognizes that this situation prevents a quorum of the members from being readily assembled for the 2021 annual meeting and constitutes an “emergency” pursuant to Wisconsin Statute section 185.07(4)(a); and

WHEREAS, pursuant to Wisconsin Statute section 185.07(4)(b) the Board of Directors is authorized to adopt emergency bylaws for the purpose of managing the cooperative during the emergency;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby:

A. Adopts the following emergency Bylaw:

To the full extent permitted by law, and notwithstanding any language to the contrary in the Cooperative’s regular Bylaws, the Cooperative may conduct member meetings by remote participation for the duration of the COVID-19 emergency as determined by the Board of Directors. Members participating in such meetings by means of remote communication shall be deemed to be present at the meeting, count toward the meeting quorum, and to be able to vote at the meeting provided that:

- 1) The Cooperative shall implement reasonable measures to verify that each person deemed present and permitted to vote at the member meeting by means of remote communication is a member,
- 2) The Cooperative shall implement reasonable measures to provide members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting concurrently with the proceedings, and
- 3) The Cooperative shall implement reasonable measures to authenticate that it is a member who is casting any electronic vote.

B. Adopts the following emergency Bylaw:


To the full extent permitted by law, and notwithstanding any language to the contrary in the Cooperative’s regular Bylaws, the Board of Directors may authorize electronic voting for any matter submitted to a vote of the members during the COVID-19 emergency, provided the Cooperative shall implement reasonable measures to authenticate that it is a member who is casting any electronic vote. Further, to the full

extent allowed by law, the board of directors shall have authority for the duration of the COVID-19 emergency to suspend or modify any limitation or condition on remote participation and electronic voting that would otherwise be imposed by the Bylaws.

- C. Directs that the 2021 annual meeting of the members allow for members to participate by means of remote communication.
- D. Directs that the 2021 annual meeting of the members allow for members to cast electronic votes on matters submitted to the vote of the members; except that, as provided in Article 2, Section 4 of the Bylaws, elections of Directors shall be conducted by mail-in ballots only and ballots for Directors shall not be cast electronically at the annual meeting.
- E. Delegates authority to the President and CEO to determine on behalf of the Board the specific technology and means of participation to satisfy the forgoing emergency bylaws and other related statutory and bylaw requirements.

#### **Certificate of Secretary**

I, Elaine Eckendorf, Secretary/Treasurer of Central Wisconsin Electric Cooperative, do hereby certify that the above is a true and correct excerpt from the minutes of the meeting of the Board of Directors of Central Wisconsin Electric Cooperative held on the 25<sup>th</sup> day of March, 2021 at which meeting a quorum was present.

  
Elaine Eckendorf, Secretary/Treasurer