

Traverse Electric

A Touchstone Energy® Cooperative 

February 2020 Vol. 20 No. 10

Cooperative Connections

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Love Your
Electric Co-op**

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**Outhouse
Racing in
Nemo**

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Teens: Win A Trip to Washington, D.C.

Electric cooperatives believe in commitment to community. For more than 48 years, electric cooperatives have sponsored the annual Rural Electric Youth Tour by sending their local youth to Washington, D.C., to experience firsthand the essence that is our republic. Witness the profound grandeur of monuments to our greatest leaders; reflect on the true cost of freedom by eyeing row upon row of white crosses at Arlington Cemetery; question your congressmen and senators on issues that affect you; and unlock your individual spirit. Your local electric cooperative, Traverse Electric, pays all expenses for your trip and the Minnesota Rural Electric Association (MREA) coordinates the events. Minnesota has 44 distribution electric cooperatives and six generation and transmission cooperatives. The 2020 Youth Tour dates are June 20-25, 2020.

Traverse Electric Cooperative will sponsor one youth from our service territory. All teens between 16 to 18 years old whose parents are members of Traverse Electric are eligible to enter the contest.

Contest entrants will be required to submit at least a 200-word essay on the subjects "If chosen, what do you hope to learn from this experience and how will this help you in your future?"

Essays will be judged on the basis of originality, composition, neatness and grammar. Essays should include a cover page with the entrant's name, current grade level and age, their parents' names and the school they attend. Deadline for submitting essays will be Feb. 20, 2020. The winner will be announced by March 1.

As a participant in the Youth Tour, our local contest winner will be required to give a short presentation of the trip at Traverse Electric's annual meeting in the spring of 2021.

Mail applications to: Traverse Electric Co-op, PO Box 66, Wheaton, MN 56296. Call 1-800-927-5443 with any questions.

\$1,000 Basin Electric Scholarship to be Awarded

Basin Electric scholarship applications are now being accepted. Each year more than 175 scholarships in the amount of \$1,000 each are awarded. One hundred thirty-four of those scholarships are awarded to children of member cooperative consumers.

Each year Traverse Electric awards one \$1,000 scholarship to a child of a member. The scholarship must be used for educational costs and the student must enter college in the fall of the school year for which the scholarship is given. Checks will be made payable to the school and will be distributed in August for the full amount.

Applications are available on our website at www.traverseelectric.com, through your high school counselor, at our office or can be mailed or emailed on request.

Completed applications can be emailed to klupkes@traverseelectric.com or mailed to Traverse Electric's office at PO Box 66, Wheaton, MN 56296 by Feb. 17, 2020, for consideration. The winner will be announced by March 1.

November Board Meeting Highlights

The November board meeting was held on Tuesday, Nov. 26, 2019, at 9 a.m. Absent: Mark Pearson.

Staff members present were General Manager, Joel Janorschke and Karen Lupkes.

- The minutes of the September board meeting were approved.
- The September and October check registers were approved.
- Homan reported on East River board business.
- Armstrong and Homan reported on the Basin Electric annual meeting.
- Janorschke presented the Manager's Report, which included:
 - ▶ Provided an East River update.
 - ▶ Reported on topics discussed at the Basin Electric annual meeting.
 - ▶ Reported on the MREA Legislative Summit.
 - ▶ Updated the board on Minnesota and South Dakota legislative issues.
- Lupkes gave the Office Manager's Report, which included:
 - ▶ Sept. 30 and Oct. 31, 2019, accounts receivable balances were reviewed.
 - ▶ Reported on bill printing and mailing with Dairyland Power.
 - ▶ Social media is being used more to promote the cooperative and programs.
 - ▶ RUS Cushion of Credit balance was used to pay off loans with no penalty.
 - ▶ Board approved sending one youth to the 2020 Washington D.C., Youth Tour.
 - ▶ Board approved the writing off of bad debt.
 - ▶ Reviewed and approved the September and October Financial Report.
- Janorschke gave the Operations Report. Items discussed included:
 - ▶ Outages were reviewed.
 - ▶ Reviewed list of projects.
 - ▶ Meter change update.
 - ▶ There has been an increase in new tile pump services.
- Reviewed proposed bylaw changes.
- Reviewed the 2018 990.
- Approved the retirement of capital credits.
- Approved the 2020 Budget and Work Plan.
- Approved revisions to Policy 108 Attendance of Directors at Meetings.
- Approved revisions to Policy 110 Fringe Benefits for Directors.
- Approved revisions to Policy 111 Services of Legal Counsel.
- Approved revisions to Policy 513 DOT Controlled Substance & Alcohol Use Testing.
- Adopted Policy 513.10 Non-DOT Drug & Alcohol Testing.
- MREA REPAC, SD REPAC and ACRE membership information reviewed.
- Selected voting delegates for the Mid-West Consumers Assoc. annual meeting and the SDREA annual meeting.
- Selected attendees for the Northeast Area Legislative Forum.
- Selected dates for the upcoming district meetings in January 2020.
- Approved a generator loan.
- A list of upcoming meetings and attendees was reviewed.

Traverse Electric Cooperative Connections

(USPS No. 018-903)

Board of Directors

President: Alan Veflin, Sisseton, SD
Vice President: Pat Homan, Beardsley, MN
Secretary: Mark Pearson, Rosholt, SD
Treasurer: Karen Kath, Campbell, MN
 Doug Diekmann, Beardsley, MN
 Russ Armstrong, Wheaton, MN
 Terry Monson, Veblen, SD
 Michael Marks, Norcross, MN
 Tom Frisch, Dumont, MN

Office Personnel

Joel Janorschke - General Manager
 Karen Lupkes - Office Manager
 Dale Schwagel - Operations Manager
 Stephen Powers - Member Service Representative/Electrician
 Melissa Przymus - Accountant
 Susan Wilts - Billing Clerk

Operations Personnel

Richard Davis - Foreman
 Lonnie Tekrony - Journeyman Linemen
 Joe Gahlon - Journeyman Linemen
 Chris Falk - Journeyman Linemen
 Josh Shoutz - Journeyman Linemen
 Austin Reinke - Journeyman Linemen
 Dennis Koch - Facility Technician

General Managers Contact Information

Joel Janorschke
 Cell: 320.304.1392
 Direct: 320.563.1055
 jjanorschke@traverseelectric.com

**In case of a power outage call
1-800-927-5443**

Traverse Electric Cooperative Connections is published monthly by Traverse Electric Cooperative, PO Box 66, 1618 Broadway, Wheaton, MN, 56296 for its members. Families subscribe to Traverse Electric Cooperative Connections as part of their electric cooperative membership. Traverse Electric Cooperative Connections' purpose is to provide reliable, helpful information to electric co-op members on matters pertaining to rural electrification and better rural living.

Subscription information: Electric cooperative members devote 50 cents from their monthly electric payments for a subscription. Nonmember subscriptions are available for \$12 annually. Periodicals Postage Paid at Wheaton Post Office, Wheaton, MN, 56296 and at additional mailing offices.

POSTMASTER: Send address changes to: Traverse Electric Cooperative Connections, PO Box 66, Wheaton, MN 56296; Phone (320) 563-8616; Fax (320) 563-4863;

Web site: www.traverseelectric.com. This institution is an equal opportunity provider and employer.

Our Mission: To provide dependable service at the lowest possible rates, consistent with sound business principles. Design assistance by SDREA.



Traverse Electric District Meetings to Begin in January

Traverse Electric will be holding our district meetings on the following dates:

- **District 3:** Monday, Jan. 27, 2020, at the Campbell Community Center, Campbell, MN
- **Districts 1, 2 and 6:** Tuesday, Jan. 28, 2020, at Traverse Electric's Office, Wheaton, MN
- **Districts 7, 8 and 9:** Wednesday, Jan. 29, 2020, at the Rosholt Community Center, Rosholt SD
- **Districts 4 and 5:** Thursday, Jan. 30, 2020, at Big G's Pub & Grub, Beardsley, MN



Tom Frisch
District 1



Doug Diekmann
District 4



Mark Pearson
District 7

Voting for elections this year at the annual meeting on March 19, 2020, will be District 1 (Tom Frisch), District 4 (Doug Diekmann) and District 7 (Mark Pearson).

All meetings will begin at noon with lunch furnished and will last for less than one hour. At each meeting, a member from each district will have a chance to win a \$25 bill credit, plus other prizes. All members are encouraged to attend. Thank you.

Director District Map

Please see Page 10 for information on the director nomination process and how to become a director.

Traverse Electric would like to say "Thank You" to our Members for their patience. The weather wreaked havoc on our lines and made it very difficult for our linemen to get to the affected areas to restore power and repair the lines beginning on Christmas Day and the weekend following Christmas.

A special thank you to Curt Alsaker for helping the line crew clear trees from the lines by his place. It was greatly appreciated.

We would also like to thank Myron Foltz and Leon Koeppel who reached out to us offering to blow snow for our crews in their area if needed.

Space Heater Safety

Heating equipment is the second leading cause of home fires in the United States. More than 65,000 home fires are attributed to heating equipment each year. These fires result in hundreds of deaths, thousands of injuries and millions of dollars in property damage.

Portable electric space heaters can be a convenient source of supplemental heat for your home in cold weather. Unfortunately, they can pose significant fire and electric shock hazards if not used properly. Fire and electrical hazards can be caused by space heaters without adequate safety features, space heaters placed near combustibles, or space heaters that are improperly plugged in.



Safety should always be a top consideration when using space heaters. Here are some tips for keeping your home safe and warm when it's cold outside:

- Make sure your space heater has the label showing that it is listed by a recognized testing laboratory.
- Before using any space heater, read the manufacturer's instructions and warning labels carefully.
- Inspect heaters for cracked or broken plugs or loose connections before each use. If frayed, worn or damaged, do not use the heater.
- Never leave a space heater unattended. Turn it off when you're leaving a room or going to sleep, and don't let pets or children play too close to a space heater.
- Space heaters are only meant to provide supplemental heat and should never be used to warm bedding, cook food, dry clothing or thaw pipes.
- Install smoke alarms on every floor of your home and outside all sleeping areas and test them once a month.
- Proper placement of space heaters is critical. Heaters must be kept at least three feet away from anything that can burn, including papers, clothing and rugs.
- Locate space heaters out of high traffic areas and doorways where they may pose a tripping hazard.
- Plug space heaters directly into a wall outlet. Do not use an extension cord or power strip, which could overheat and result in a fire. Do not plug any other electrical devices into the same outlet as the heater.
- Place space heaters on level, flat surfaces. Never place heaters on cabinets, tables, furniture, or carpet, which can overheat and start a fire.
- Always unplug and safely store the heater when it is not in use.

Source: esfi.org

Getting Involved

The state legislatures of both Minnesota and South Dakota convened in early January. Need to contact your legislator while in Pierre or Saint Paul? Here's how:



Contacting Members of South Dakota's Legislature:

Go to <http://sdlegislature.gov/> From there, you can search your senator or representatives, see the committees which they are assigned and send them an email. Need to reach them by phone? You can call and leave a message with the Senate at 605-773-3821 or with the House of Representatives at 605-773-3851. You can also send a fax to 605-773-6806.

Contacting Minnesota Legislators:

For contact information on Minnesota house members, visit:

<https://www.house.leg.state.mn.us/members>

For contact information on Minnesota senators, visit:

<http://www.senate.leg.state.mn.us/members>

KIDS CORNER SAFETY POSTER



"Don't let anything get near your extension cords!"

Sierra Staufacker, 9 years old

Sierra is the daughter of Cory and Staci Staufacker, Balaton, Minn. They are members of Lyon-Lincoln Electric Cooperative, Tyler, Minn.

Kids, send your drawing with an electrical safety tip to your local electric cooperative (address found on Page 3). If your poster is published, you'll receive a prize. All entries must include your name, age, mailing address and the names of your parents. Colored drawings are encouraged.

Bountiful Brunch

Pineapple-Zucchini Bread

3 eggs	3 cups flour
2 cups sugar	1 tsp. salt
2 tsp. vanilla	1 tsp. soda
1 cup oil	1 cup crushed pineapple, drained
2 cups peeled and grated zucchini	

Beat eggs, sugar, vanilla and oil. Mix in zucchini and dry ingredients; stir well. Fold in pineapple. Bake at 350°F for 1 hour. Makes 2 loaves.

Geraldine Dahlin, Beresford, SD

Apple Pie Breakfast Bake

2 cans refrigerated French bread	1 (14 oz.) can sweetened condensed milk
1 cup butter, melted	1 tsp. apple pie spice
1 (21 oz.) can apple pie filling	1 tsp. vanilla

Bake loaves as directed on can; cool 20 minutes. Cut 1-1/2 loaves into 1/2-inch cubes to equal 7-1/2 cups. Reserve remaining 1/2 loaf for another use. Increase oven temperature to 375°F. In a 9x13-inch glass baking dish, evenly layer melted butter, apple pie filling and bread cubes. In a medium bowl, stir together milk, apple pie spice and vanilla. Pour over bread, pushing bread down to absorb liquid. Bake 25 to 30 minutes or until deep golden brown and bubbly. Cool 15 minutes. Serve warm with maple syrup. (Note: You may also use day-old French bread cut into 1/2-inch cubes.)

Jean Osterman, Wheaton, MN

Breakfast Casserole

1 (8 oz.) can crescent rolls	1-1/2 cups shredded cheese
1 (16 oz.) pkg. bulk sausage, cooked and drained	8 eggs, lightly beaten
Diced onion, green pepper and mushrooms, optional	1/2 cup milk
16 to 32 oz. hash brown potatoes, depending on number of servings desired	1 pkg. country-style gravy mix, prepared according to package directions

Press crescent rolls in a lightly greased 9x13-inch pan. Spread with sausage crumbles and veggies. Layer hash browns on top. Sprinkle with cheese. Combine eggs with milk; pour over all. Spread on gravy. Bake at 325°F for 1 hour or until cooked through in the middle.

Kim Jost, Agar, SD

Grilled Fruit with Cinnamon Oatmeal Crumble

6 T. butter, softened, divided	2 ripe peaches, halved and pitted
2 T. light brown sugar	2 ripe plums, halved and pitted
1 tsp. cinnamon, ground	
3/4 cup quick-cooking oats	

Mix butter, brown sugar and cinnamon in a medium bowl. Reserve 2 T.; set aside. Add oats to remaining butter mixture, stirring until well blended. Brush fruit with reserved butter mixture. Place cut-side down on grill over medium heat. Tent with foil or close grill lid. Grill 2 minutes or until grill marks appear. Turn fruit cut-side up; spoon oat mixture evenly on top of each piece. Return foil tent or close lid. Grill 3 minutes longer or until fruit is tender and topping is crisp. Serve topped with whipped cream or ice cream, if desired. Cooking over a campfire? Place grill grate over top of campfire. Grill fruit as directed, rearranging hot coals as needed to maintain even direct heat. Makes 4 servings

Nutritional Information Per Serving: Calories 290, Total Fat 18g, Fiber 3g, Cholesterol 45mg, Sodium 137mg, Carbohydrates 29g, Protein 3g

Pictured, Cooperative Connections

Omelet in a Bag

2 large eggs	Green pepper, diced
Ham or bacon pieces	Mushrooms, chopped
Onion, chopped	Grated cheese
Tomato, diced	

Give each guest a quart-size Ziploc freezer bag and have them write their name on the bag with a permanent marker. Crack 2 eggs into each bag (not more than 2). Shake to combine them. Put out a variety of ingredients and let each guest choose what they want in their omelet. Shake the bag. Zip the bag after making sure to get all the air out. Bring a large kettle of water to a full rolling boil. Place the bags into the water. When the water begins to boil again, boil for exactly 14 minutes. You can usually cook 6 to 8 omelets at a time. For more, make another kettle of boiling water. Open bags and the omelet will roll out easily. Serve with fresh fruit and coffee cake.

Roxanna Streckfuss, Mansfield, SD

Please send your favorite seafood, appetizer and beverage recipes to your local electric cooperative (address found on Page 3). Each recipe printed will be entered into a drawing for a prize in June 2020. All entries must include your name, mailing address, telephone number and cooperative name.

Proposed By-Law Amendments

To be voted on by the membership at the annual meeting on March 19, 2020.

By-Laws as Amended to March 1998 2020

BY-LAWS

ARTICLE I

Member

Section 1. Qualifications and Obligations. Any person may become a member in the Cooperative by; (a) agreeing to purchase from the Association the amount of electric energy hereinafter in Section 3 of this article specified; and (b) agreeing to comply with and be bound by the Articles of Incorporation and By-Laws of the Association and any amendments thereto and such rules and regulations as may from time to time be adopted by the Board of Directors of the Association. ~~provided, however, that no person shall become a member unless and until his/her application for membership has been accepted for membership by the Board of Directors or the members.~~ At each meeting of the members held subsequent to the expiration of a period of six (6) months from the date of incorporation of the Cooperative, all applications for membership received more than ninety (90) days prior to such meeting and which have not been accepted by the Board of Directors shall be submitted by the Board of Directors to such by the applicant with the conditions set forth in subdivisions (a) and (b) of this section, such application for membership may be accepted by a vote of the members at such meeting. The Secretary shall give any such applicant at least ten (10) days prior notice of the date of the members' meeting to which his/her application will be submitted and such applicant may be present and heard at the meeting.

Any two or more natural persons, each of whom qualifies to be a member, may hold a joint membership in the Cooperative for a location to which the Cooperative provides electric service by completing the application for joint membership, provided the persons qualify and A husband and wife may jointly become a member and their application for a joint membership may be accepted in accordance with the foregoing provisions of this section provided the husband and wife comply jointly with the provisions of the above subdivisions (a) and (b).

Section 2. Membership. Acceptance of a person's application for membership by the Board of Directors or the members shall make the person a member eligible for service. *All memberships shall be automatically effective upon receipt of electric service from the Cooperative. Receipt of electric service from the Cooperative constitutes agreement by the member to comply with and be bound by the Articles of Incorporation and By-Laws of the Association and any amendments thereto and such rules and regulations as may from time to time be adopted by the Board of Directors of the Association.*

Section 3. Purchase of Electric Energy. Each member shall, as soon as electric energy shall be available, purchase from the Cooperative all electric

energy, unless a member shall qualify and engage in cogeneration and/or small power generation, used on the premises referred to in the application of such member for membership, and shall pay therefore at rates which shall from time to time be fixed by resolution of the board of directors; provided, however, that the electric energy which the cooperative shall furnish to any member may be limited to such an amount as the board of directors shall from time to time determine and that each member shall pay to the Cooperative such minimum amount per month as shall be fixed by the board of directors from time to time, regardless of the amount of electric energy consumed. Each member shall also pay all obligations which may from time to time become due and payable by such member to the Cooperative as and when the same shall become due and payable.

Section 4. Non-liability for Debts of the Cooperative. The private property of the members shall be exempt from execution for the debts of the Cooperative and no member shall be individually responsible for any debts or liabilities of the Cooperative.

Section 5. Forfeiture of Membership. The board of directors may, by the affirmative vote of not less than two-thirds (2/3) of the members thereof, expel any member if such members shall have violated or refused to comply with any of the provisions of the articles of incorporation of the Cooperative or these bylaws or any rules or regulations adopted from time to time by the Board of Directors. Such member shall thereafter have no rights, privileges or benefits in the Cooperative. Any member so expelled may be reinstated as a member by a vote of the members at any annual or special meeting by of the members. The action of the members with respect to any such reinstatement shall be final.

Section 6. Withdrawal of Membership. Any member may withdraw from membership upon payment in full of all liabilities of such member to the Cooperative and upon compliance with such terms and conditions as the board of directors may prescribe.

Section 7. Transfer and Termination of Membership.

(a) Membership in the Cooperative shall be transferable only with the approval and consent of the Board of Directors except as hereinafter otherwise provided. The Cooperative shall have the first right and privilege of purchasing the membership offered for sale by any member. Upon the death, cessation of existence, expulsion or withdrawal of membership of such member shall be terminated. Termination of membership in any manner shall operate as a release of all right, title and interest of the member in the property and assets of the Cooperative; provided, however, that such termination of membership shall not release the member from the debts or liabilities of such member to the Cooperative.

(b) A membership may be transferred by a member to himself or herself and his or her spouse, ~~as the case may be~~ *one or more natural persons*, jointly upon written request of such member and compliance

by such ~~persons~~ *husband and wife* jointly with the provisions of subdivisions (b) and (c) of Section 1 of this article. Such transfer shall be made and recorded on the books of the Cooperative.

(c) When a membership is held jointly by ~~a husband and wife~~ *two or more natural persons*, upon death of either such membership shall be deemed to be held solely by the survivor with the same effects as though such membership had been originally obtained solely by him or her, as the case may be, upon the recording of the such death on the books of the Cooperative provided, however, that the estate of the deceased shall not be released from any membership debts or liabilities to the Cooperative.

Section 8. Removal of Directors and Officers.

The members shall have the power to remove any director or officer for cause. Any member may bring charges against an officer or director by filing them in writing with the secretary together with a petition signed by twenty per centum (20%) of the members requesting the removal of the officer or director in question. The removal of a director shall be voted on at the next regular or special meeting of the members of the district in which said director resides, or at the annual meeting of the members by the members of said district, and any vacancy created by such removal may be filled by the members from said district ~~at said meeting as provided in Section 3 of Article III.~~ *The removal of an officer shall be voted upon at the next regular or special meeting of the members of the cooperative and any vacancy created by such removal may be filled by the members at such meeting Board of Directors as provided in Section 4 of Article V.* The director or officer against whom such charges have been brought shall be informed in writing of the charges previous to the meeting and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence; and the person or persons bringing the charges against such director or officer shall have the same opportunity.

ARTICLE II

Meeting of Members

Section 1. Annual Meeting. The annual meeting of the members shall be held within the first six months of each calendar year, at the principal place of business of the cooperative or at any other place conveniently located within the area served by the cooperative, said time and place to be determined by the board of directors, for the purpose of electing directors, passing upon reports covering the previous fiscal year and transacting such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members soon thereafter as conveniently may be. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Cooperative.

Section 2. Notice of Annual Meeting. Notice of the annual meeting shall be given by the Secretary

by publication in legal newspaper or newspapers or circulated in the counties where the Cooperative operates at least two (2) weeks previous to the date of such meeting, or by mailing notice thereof to each and every member personally no less than fifteen (15) days previous to the date of such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears on the records of the Cooperative, with postage thereon prepaid. In case of a joint membership, notice given to ~~either husband or wife~~ **one joint member** shall be deemed notice to ~~both~~ **all** joint members.

Section 3. Special Meetings. Special meeting of the members may be called by a majority of the directors or upon a written petition signed by at least twenty per centum (20%) of all the members. Special meeting of the members may be held at any place within the County of Traverse in the State of Minnesota specified in the notice of the special meeting.

Section 4. Notice of Special Meeting. It shall be the duty of the President to cause the Secretary to give notice of the time, place and purpose of a special meeting, either by publication in a legal newspaper or newspapers published or circulated in the counties where the Cooperative operates at least two (2) weeks previous to the date of such meeting or by mailing notice thereof to each and every member personally not less than fifteen (15) days previous to the date of such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United State mail, addressed to the member at his/her address as it appears on the records of the Cooperative, with postage thereon prepaid. Such notice shall be issued within ten (10) days from and after the date of the presentation of the written petition mentioned in Section 3 of this Article II. And such special meeting shall be held within thirty (30) days from and after the date of the presentation of such petition. The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such annual or special meeting. In case of joint membership, notice given to ~~either husband or wife~~ **one joint member** shall be deemed notice to ~~both~~ **all** joint members.

Section 5. Quorum. As long as the total number of members does not exceed five hundred (500), ten percent (10%) of the total number of the members present in person shall constitute a quorum. In case the total number of members shall exceed five hundred (500), fifty (50) members shall constitute a quorum. If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting from time to time without further notice. In case of a joint membership the presence at a meeting of ~~either husband or wife, or both,~~ **one or more of the joint members** shall be regarded as a presence of one (1) member.

Section 6. Establishment of a Quorum. The attendance of a sufficient number of members to constitute a quorum at any meeting of the members shall be established by a registration of the members present at such meeting, which registration shall be verified by the President and Secretary and shall be reported in the minutes of such meeting. In case of a joint membership, registration of either ~~husband or~~

~~wife, or both,~~ **one or more of the joint members** shall be regarded as the registration of one member.

Section 7. Voting. Each member shall be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members. At all meetings of the members at which a quorum is present all questions shall be decided by a majority of the members voting thereon at such meeting in person or by mail, except as otherwise provided by law, the articles of incorporation of the Cooperative or these bylaws. If ~~a husband and wife~~ **two or more natural persons** hold joint membership, they shall jointly be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members.

Section 8. Voting by Mail. Any member who is absent from any meeting may vote by mail upon any motion, resolution, amendment, ~~or other matter~~ to be acted upon at such meeting, if so, provided by the Board of Directors, on a ballot containing the exact text of the proposed motion, resolution or amendment. Such member shall indicate his/her affirmative or negative vote thereon by marking an "X" in the appropriate space upon such ballot. Such ballot shall be signed by the member and ~~mailed or delivered to the Cooperative or to a location designated by the Cooperative in a plain, sealed envelope inside another envelope bearing the member's name or otherwise indicating the member's identity.~~ **A properly executed ballot shall be accepted by the Secretary of the Cooperative shall be accepted and counted as the vote of such absent member at such meeting.** If ~~a husband and wife~~ **two or more natural persons** hold a joint membership and are absent from any annual or special meeting of the members they shall jointly be entitled to vote by mail as provided in this Section. The failure of any such absent member to receive a copy of any such motion or resolution or ballot shall not invalidate any action which may be taken by the members at any such meeting.

Section 9. Order of Business. The order of business at the annual meeting of the members, and so far as possible, at all other meetings of the members, shall be essentially as follows:

1. Call of the roll.
2. Reading of the notice of the meeting and proof of the due publication or mailing thereof, or the waiver or waivers of notice of the meeting, as the case may be.
3. Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon.
4. Presentation and consideration of, and acting upon, reports and officers, directors and committees.
5. Election of Directors.
6. Unfinished Business.
7. New Business.
8. Adjournment.

Section 10. Postponement of Meeting of the Members. In the event of inclement weather or the occurrence of a catastrophic event, natural disaster,

or other good cause, any annual, special, or district meeting of the members may be postponed and rescheduled by the President or in the President's absence by any other available officer of the Board. Notice of the postponement and rescheduling shall be given by the Cooperative in any media of general circulation or broadcast serving the area served by the Cooperative.

Section 11. Electronic Voting. A member shall also be entitled to vote by electronic means if an electronic vote is authorized by the Board of Directors and conducted in accordance with the laws of the State of Minnesota.

Article III Directors

Section 1. General Powers. The business and affairs of the Cooperative shall be managed by a board of nine (9) directors, which shall exercise all of the powers of the Cooperative except such as are by law or by the article of incorporation of the Cooperative or be these bylaws conferred upon or reserved to the members.

Section 2. Districts: Qualifications and Tenure of Directors. The territory of the Cooperative shall be divided into nine (9) districts as follows:

District One shall comprise of the following territory: Croke, Dollymount, Leonardsville and Tara Townships in Traverse County, Minnesota, and Eldorado, Everglade and Baker Townships in Stevens County, Minnesota

District Two shall comprise of the following territory: Tintah, Redpath and Clifton Townships in Traverse County, Minnesota and North Ottawa, Elbow Lake, Gorton and Logan Townships in Grant County, Minnesota plus any area in Grant County located east of and adjacent to said Gorton and Logan Townships.

District Three shall comprise of the following territory: Breckenridge, Sunnyside, Brandrup, Bradford, Campbell and Champion Townships in Wilkin County, Minnesota, and Lawrence Township in Grant County, Minnesota. Also, any area served by the Cooperative and located in Richland County, North Dakota, directly west of and adjacent to Breckenridge, Brandrup and Campbell Townships in Wilkin County.

District Four shall comprise of the following territory: Browns Valley, Toqua, Graceville, Moonshine, Foster, Prior and Almond Townships in Big Stone County, Minnesota.

District Five shall comprise of the following territory: Walls, Windsor, Folsom, Arthur and Parnell Townships in Traverse County, Minnesota.

District Six shall comprise of the following territory: Taylor, Monson, and Lake Valley Townships in Traverse County, Minnesota.

District Seven shall comprise of the following territory: White Rock, Victor and Harmon Townships in Roberts County, South Dakota, plus the area in Richland County, North Dakota, located adjacent to and due north of White Rock Township in Roberts County, South Dakota.

Continued on Page 10

ENERGIZING COMMUNITIES

We're led by members like you. Which means we're not out to make money. Instead, we're building communities by listening to your needs. We're shaped by the people we serve.

REASONS TO LOVE YOUR ELECTRIC CO-OP

Delivering More than Just Electricity

Brenda Kleinjan

editor@sdrea.coop

From reliable energy to community involvement, there are a lot of reasons why co-op members love their electric cooperatives.

Co-Ops Are Local, Community-Focused Organizations

Co-ops have a rich history of serving their members and are facing the future with innovative ideas to help their members and grow their local communities.

Local people helping out. From billing clerks to line workers and every job in between, the people working at your local electric cooperative are the ones you'll see in your communities. They are serving on volunteer fire departments and as first responders, serving on school boards and county commissions, as ushers at church and as youth sports coaches.

Sioux Valley Energy employees get final instructions before embarking on their meal delivery routes.



Some cooperatives have launched employee community service days where local communities or organizations benefit from a day of service, whether it be a town clean up, restoring a rural cemetery, delivering meals to shut-ins or helping others in need.

Keeping Members Informed

Whether it's through this magazine, which reaches members each month or through social media channels like Facebook and Twitter or mobile apps like SmartHub, cooperatives continually strive to inform their member-owners about events and issues that matter. From a quick post or tweet about why the power may have blinked or celebrating the achievements of area youth, co-ops are communicating with their members and connecting them to their community. As storms approach, co-ops offer helpful tips for preparing for inclement weather and how to deal with the aftermath of storms.

Helping Members Save Money

Co-op demand response and load management programs have helped members save money for decades. And now, with interactive tools like SmartHub, an increasing number of co-op members are accessing information about their home's energy use right from their mobile device or computer. Several co-ops offer energy audits and other ways to reduce energy use.

Appliance rebates, loans for heating and cooling equipment and reduced rates for some energy use

are offered by some co-ops in the state. Check with yours to find out what programs could benefit you.

Diversifying Energy Resources

Cooperatives have a history of using an all-of-the-above approach to meeting members' energy needs. The first utility-scale wind project in South Dakota was built by co-ops and several co-ops have solar demonstration projects to help members learn about solar grid interconnection and other aspects of the resource.

Investing in Youth

When it comes to looking to the future, co-ops have the youth in their communities in mind. Each year, co-ops invest more than \$100,000 in scholarships for students pursuing further education at colleges or technical schools. Dozens of students have the opportunity to go to Washington, D.C., for the annual rural electric youth tour, courtesy of their local electric cooperative. Several co-ops in the state send students on the four-day Youth Excursion to North Dakota each summer to explore energy careers and cooperatives. And throughout the school year, Co-ops in the Classroom and other safety demonstrations visit schools across the region to help younger students learn about using electricity wisely and how so be safe around it.



PROPOSED BY-LAW CHANGES

District Eight shall comprise of the following territory: Red Iron Lake Township in Marshall County, South Dakota, Long Hollow, Sisseton, Grant, Bryant, Hart, Enterpise, Drywood Lake, Goodwill and Easter Townships in Roberts County, South Dakota.

District Nine shall comprise of the following territory: Lien, Minnesota, Norway and Bossko Townships in Roberts County, South Dakota and Veblen and McKinley Townships in Marshall County, South Dakota plus the area in Richland County, North Dakota located adjacent to and north of Norway, Lien and Minnesota Townships in Roberts County, South Dakota.

The Board of Directors shall at all times consist of nine (9) members all of whom must be members of the Cooperative and consumers of electrical energy sold by the Cooperative through its own distribution system. After July 1, 1959, no more than one (1) director shall have his/her residence in each of the nine districts. Should any director change his/her residence from the district from which he/she was elected or move his/her residence from the territory served by the Cooperative, a vacancy shall automatically exist on the Board of Directors from the district from which he/she was elected. At the annual meeting of the members in 1959, the directors from Districts One, Four and Seven shall be elected for a term of one year; the directors from Districts Two, Five and Eight for a term of two years; the directors from Districts Three, Six and Nine for a term of three years. Thereafter at the expiration of each term, directors shall be elected for a term of three years and until their successors have been elected and qualified, subject to the provisions of these bylaws with respect to the removal of directors. In case of elections to fill any vacancies arising before a term ends, the election shall be for the balance of the term, so that the terms of the three directors shall expire each year. ~~No member shall be eligible to become or remain a director or to hold any position of trust in the Cooperative who is not a bonafide resident of the area served by the Cooperative, or who is in any way employed by or financially in a competing enterprise or a business selling electric energy or supplies to the cooperative, or a business primarily engaged in selling electrical or plumbing appliances, fixtures or supplies to the members of the Cooperative. When a membership is held jointly by a husband and wife, either one, but not both, may be elected a director, provided, however, that neither one shall be eligible to become or remain a director or to hold a position of trust in the Cooperative unless both shall meet the qualifications hereinabove set forth. Nothing in the Section contained shall or shall be construed to affect in any manner whatsoever the validity of any action taken at any meeting of the Board of Directors.~~

~~In 1962, and every third year thereafter, The Board of Directors shall review the boundaries of the districts and propose recommended by-law changes to reapportion the district if the Board determines that the district boundaries should be changed. Any new territory shall be included in the closest adjoining district.~~

Section 3. Nominations and Election.

(a) Each year and at least 30 days before the annual meeting of the members, a meeting of the members

shall be held in each district which a vacancy will exist on the Board of Directors at the next annual meeting. Such a meeting shall be called at the time and place within the district as may be designated by the Board of Directors. Notice of the district meetings shall be given by the Secretary of the Cooperative by mailing a notice thereof to each and every member residing within the district not less than seven (7) days previous to the day of such meeting. At least ~~ten~~ **five (5)** members, who reside within the district, present in person, shall constitute a quorum for the transaction of business. The Board of Directors shall appoint a director to act as temporary chairman of the meeting and until a chairman and secretary have been elected by the members present. The members from said district present at such meeting shall nominate one or more members from the district as candidates for the Board of Directors. Nominations may not be closed until all the members present have had an opportunity to nominate. A list of nominations for directors shall be immediately prepared, signed by the Chairman and Secretary, and posted at the principal place of business of the Cooperative.

(b) Nominations by petition. ~~Any fifteen (15) ten~~ **(10)** or more members from any district in which a vacancy will exist on the Board of Directors at the next annual meeting may make other nominations in writing over their signatures not later than 25 days before the annual meeting and the secretary shall post the same at the same place where the list of nominations made by the district meetings is posted.

(c) A ballot marked "Ballot for Directors, District Number ____" shall be prepared for each district in which a vacancy will exist on the Board of Directors at the next annual meeting, which ballot shall contain the number of the district, the names of all nominees from the district so posted, alphabetically arranged, and be distinctive from the ballots for the other districts ~~because of by color or mixup,~~ which ballot shall be delivered to the members of said district, either by mailing or otherwise before the annual meeting or given to said members at the annual meeting. ~~Nominations by members of said district may also be made from the floor at the annual meeting. No member may vote by mail for directors. The members from a district may, at any meeting at which the director from that district be removed, as hereinbefore provided, elect a successor thereto, from the district in which the vacancy exists, without compliance with the foregoing provisions with respect to nominations: In every election, the nominee from each district in which a vacancy exists receiving the largest number of votes shall be elected to the Board of Directors. In case of a tie vote for director, the incumbent shall remain on the board until the next annual meeting, and the procedure for nomination and election shall be repeated and a director elected at the following annual meeting for the balance of the three-year term. If there is a tie vote and no incumbent, the vacancy can be filled by the directors for the period until the next annual meeting. To notwithstanding anything in this Section contained, failure to comply with any of the provisions of this Section shall not affect in any manner whatsoever the validity of any election of directors.~~

Members may not nominate from the floor of an annual or special meeting of the members an individual to run for election as a director candidate.

(D) Uncontested Elections. Notwithstanding anything in these bylaws or applicable procedural rules to the contrary, if for any director election there is only one nominee for a board position so that the nominee is running unopposed, ballots need not be provided by mail to the members in that district, and the election shall be made by the chairperson of the member meeting entertaining a motion to elect the single candidate by a voice vote, show of hands, or other appropriate means.

Section 4. Vacancies. Subject to the provisions of these bylaws with respect to the removal of directors, vacancies occurring in the Board of Directors shall be filled by a majority vote of the remaining directors and directors thus elected shall serve for the remainder of the term in which the vacancy occurs and until their successors shall have been elected and shall have qualified.

Section 5. Qualifications. No person shall be eligible to become or remain a director of the Cooperative who:

(a) is not a bona fide member of the Cooperative receiving electric service from the Cooperative in the district that the director represents or would represent if elected;

(b) is not a bona fide resident of the district from which he or she is elected or for which he she is a candidate; (bona fide resident shall be defined as occupying and continuously and materially purchasing electric service at a location within any director district from which the director is elected or for which he or she is a candidate for at least nine (9) months each calendar year);

(c) is in any way employed by or substantially financially interested in an enterprise Substantially competing with the Cooperative or any Cooperative-affiliated business;

(d) within five (5) years preceding a director candidate's nomination was or during service on the Board of Directors is adjudged to be guilty of a felony;

(e) within five (5) years preceding a director candidate's nomination was a full-time employee of the Cooperative;

(f) within five (5) years preceding a director candidate's nomination was an employee of a statewide association of electric cooperatives, an electric generation and transmission cooperative, or any other entity in which an electric cooperative is a member.

(g) within five (5) years preceding a director candidate's nomination or during his or her term if elected was or becomes employed by a labor union which represents, has represented or has endeavored to represent any employee of the cooperative;

(h) is a close relative of an incumbent who is not up for reelection at that time;

(i) is a close relative of an employee of the Cooperative;

(j) is or becomes the full-time employee or agent or, who is or becomes the full-time employer or principal of, another director;

(k) does not have the capacity to enter legally binding contracts;

(l) is absent from three or more regular meetings (“Unexcused Absences”) of the Board of Directors during any consecutive twelve-month period, unless excused for good cause (an “Excused Absence”) by the Board. If a director participates in more than one regular meeting during any consecutive twelve-month period by electronic communication, that director shall be considered absent from that meeting for purposes of determining the number of the director’s Unexcused Absences, unless the attendance by electronic communication is approved for good cause by the Board.

A “close relative” as used in these Bylaws is a person who:

- a. is by blood, law, or marriage (including half, step, foster, and adoptive relations) a child, grandchild, parent, grandparent, or sibling); or
- b. is a spouse or resides in the same residence.

With regard to the provisions in Paragraphs (h) and (i) above, no incumbent director shall lose eligibility to remain a director or to be reelected a director if, during a director’s incumbency, a director becomes a first kindred relative of another director or of a Cooperative employee because of a marriage or an adoption to which the director was not a party.

After the Board of Directors determines that a director or nominee for director lacks eligibility under the provisions of this Section or as may be provided elsewhere in these Bylaws, it shall be the duty of the Board to promptly make a disqualification. After the Board of Directors determines that any director nominee or any existing director lacks eligibility under this Section, it shall be the duty of the Board to withhold such position from such director nominee or to cause a director to be removed from the Board of Directors, as the case may be.

Notwithstanding anything contained in this Section, failure to comply with any of the provisions of this Section shall not affect in any manner whatsoever the validity of any election of directors or any action taken by them.

A former director is ineligible to become an employee of the Cooperative for five (5) years following termination of the director’s service on the Board of Directors.

Section 5 6. Compensation. Directors as such shall not receive any salary for their services, but by resolution of the board of directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the board of directors, and for attendance at any other meeting on behalf of the Cooperative which is authorized by the board of directors. Except in emergencies, no director shall receive compensation for service the Cooperative in any other capacity, nor shall any close relative of a director receive compensation for serving the Cooperative, unless such compensation shall be specifically authorized by a vote of the members.

Section 6 7. Rules and Regulations. The board of directors shall have the power to make and adopt such rules and regulations, not inconsistent with law, the articles of incorporation of the Cooperative or these bylaws, as it may deem advisable for the management, administration and regulation of the

business and affairs of the Cooperative.

Section 7 8. Accounting System and Reports. The Board of Directors shall cause to be established and maintained, a complete accounting system which, among other things, subject to applicable laws, and rules and regulations of any regulatory body, shall conform to such accounting system as may from time to time be designated by the administrator of the Rural Utilities Service of the United States of America. The Board of Directors shall also after the close of each fiscal year cause to be made a full and complete audit of the accounts, books and financial condition of the Cooperative as of the end of such fiscal year. **Such audit report shall be performed by a certified public accountant, and a summary of the report shall be submitted to the members at the following annual meeting. The audit report shall be provided to a member upon request.**

Section 8. Change in Rate. Written notice shall be given to the Administrator of the Rural Utilities Service of United States of America not less than ninety (90) days prior to the date upon which any proposed change in the rates charged by the Cooperative for electric energy becomes effective:

Section 9. Indemnification.

(a) **General.** Every person (and the heirs and legal representatives of such person) who is or was a director or officer or employee of this Association, or any other Association which he/she serves or served at the request of this Association, and which was related to this Association, may be indemnified by this Association against the liability and reasonable expense that may be incurred by him/her in connection with or resulting from any claim, action, suit, or other proceedings, civil, criminal, administrative or investigative (including any appeal relating thereto) in which he/she may become involved as a party or otherwise, by reason of his/her position with this Association, whether he/she occupies such position at the time such liability or expense incurred or not. The Board of Directors, acting by a quorum consisting of directors who are not parties to such claim, action, suit or proceeding, shall determine whether or not indemnification shall be available in any case, and their decision shall be final, unless they later determine to change it but without any right to appeal to any other forum. In the event more than two directors are parties to the claim, the entire Board of Directors shall make the determination regarding indemnification.

(b) **Rights not Exclusive.** The rights of indemnification provided in this Section 9 shall be in addition to any rights to which any person (or the heirs or legal representatives of such person) referred to in paragraph (a) may otherwise be entitled by contract or as a matter of law and shall be available whether or not the claim asserted against such person is based on matters which antedate the adoption of this Section 9.

(c) **Insurance.** The officers and directors of this Association are hereby authorized to purchase such insurance as they may deem appropriate to insure this Association against losses or expenditures it might have in making indemnification as provided in this Section 9.

Meetings of Directors

Section 1. Regular Meetings. A regular meeting of the board of directors shall be held without notice other than by this by-law, immediately after, and at the same place as the annual meeting of the members. A regular meeting of the board of directors shall also be held monthly at such time and place in Traverse County, Minnesota, as the board of directors may provide by resolution. Such regular monthly meetings may be held without notice other than such resolution fixing the time and place thereof.

Section 2. Special Meetings. Special meetings of the board of directors may be called by the President or any three (3) directors. The person or persons authorized to call special meetings of the board of directors may fix the time and place (which shall be in Traverse County, Minnesota), for the holding of any special meeting of the board of directors called by them.

Section 3. Notice. Notice of the time, place and purpose of any special meeting of the board of directors shall be given at least five (5) days previous thereto, by written notice, delivered personally or mailed to each director at his/her last known address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except express purpose of objecting to the transaction of any business because the meeting shall not have been lawfully called or convened.

Section 4. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 5. Manner of Acting. The act of the majority of the directors’ present at a meeting at which a quorum is present shall be the act of the board of directors.

ARTICLE V

Officers

Section 1. Number. The officers of the Cooperative shall be a President, Vice-President, Secretary, Treasurer, and such other officers as may be determined by the board of directors from time to time. The offices of Secretary and of Treasurer may be held by the same person.

Section 2. Election and Term of Office. The officers shall be elected, by ballot, annually by and from the board of directors at the first meeting of the board of directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first meeting of the board of directors following the next succeeding annual meeting of the members or until his/her successor shall have been duly elected and shall have qualified, subject to the provisions of these bylaws with respect to the removal of officers.

ARTICLE IV

Continued on Page 14

Nemo 500 Outhouse Races

NAJA Shrine
Transportation
Fund for Kids
Benefits from
Outdoor Event

Brenda Kleinjan

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**We called it the
Nemo 500 because
it sounded good.**

When one thinks of racing, cars, horses or motorcycles likely come to mind. But, in the Black Hills community of Nemo, outhouses – equipped with wheels, skis or both – are the vehicle of choice.

While each outhouse must be equipped with a seat with one hole, there are additional basic requirements in this competition designed to raise funds for the NAJA Shrine Kids Transportation Fund.

First, each outhouse will have a rider. And during the race, that rider will trade places with a teammate.

“There always has to be someone on the throne,” said Ervin “Red” Alspaw, a Shriner with the Oasis of Deadwood and one of the contacts for the race.

The outhouse must be at least five feet tall and the door (if there is one) has to stay open during the race.

The outhouse must have four walls and a roof and the team’s name must be on each of the walls.

“It’s a hoot,” said Alspaw.

Money raised at the event helps Shriners cover the transportation expenses of some 630 children in western South Dakota who seek care at Shriners Hospitals



A team prepares to race their outhouse in the 2017 competition.

nationwide.

“We called it the Nemo 500 because it sounded good,” said Troy Saye, race organizer and owner of the Nemo Guest Ranch where the event is held.

“We stepped it off a few years ago and it’s actually about 970 feet. You start at the restaurant and at midway everyone runs around the outhouse, retrieving a colored roll of toilet paper which must be placed in the correct order on a plunger.

Alliterations, euphemisms and creativity may make for memorable team names, but speed is the name of the game as the fastest team to complete the



Kids compete in the scoop shovel races.

The Rules

OUTHOUSE RACE RULES and STRUCTURE

- 1) Outhouse can only be human powered. No electric-, solar- or gas-powered assistance. The outhouse must have four walls, roof, doorway and seat with at least one hole. It may have a door, but the door must remain securely open during the race.
- 2) The outhouse must be a minimum of nine square feet at the base and a maximum overall width not to exceed six feet (including grasping or pushing devices). A minimum height of five feet from the floor to the highest point of the roof.
- 3) Any number and size of wheels or skis may be used.
- 4) Any device for pushing or pulling the outhouse may be used except ropes. All pushing or pulling devices must be secured solid.
- 5) Outhouses may be built from any material but glass and must be structurally sound.
- 6) Each entry must have an outhouse name that is to be displayed on each side of the structure. Sponsors' names may be displayed anywhere on the outside.
- 7) There will be three age divisions. (Age divisions will be determined by average team ages. Add all team members' ages and divide by the number of team members.)
 - Division 1: Ages 12 to 25
 - Division 2: Ages 26 to 45
 - Division 3: Ages 46 and over

Good to know:

Teams consist of two to five people, one of which must ride inside the outhouse.

Safety gear including helmets are required for all members and ice cleats are recommended.

Outhouse passengers must be 12 years old or older. Handles or seatbelts are required for the outhouse passengers.

Teams' dress is to reflect the theme of their entry.

Teams make a mandatory pit stop at mid race for a fire-drill. Each member must run around the outhouse three times and the rider must switch places with one of the pushers. Each team member will be required to place a color-coded roll of toilet paper on a color-coded plunger in order of color scheme provided at race time. The race will be timed from start to finish, the objective is to get the lowest time to win.



The costumed Sesame Streak team poses with their People's Choice outhouse trophy after the 2016 race.

race is the winner.

Winners in each of the age divisions get an outhouse trophy hand-made by Troy and Willie Saye.

The Sayes created the event after a 2006 visit from Willie's cousin, shortly after they bought the Nemo Guest Ranch.

"He said he had to get home for an outhouse race. We didn't know what it was," said Troy. The couple researched the event and found that several other

states held races. They developed their rules for the Nemo event. Early races were held just for fun or to raise money for different organizations. The race has been a benefit for the NAJA Shrine Kids Transportation Fund for the last eight or nine years.

The creative names don't stop at the race team names. It takes a certain fortitude to dip a spoon into some of the entries in the chili cook-off contest where cooks serve up three gallons of chili with names like "Presidential Poopers Chili" and "Dave's Chunky Pork and Beef Chili."

Kids can compete in the Scoop Shovel Races, but competitors must provide their own scoop shovel.

If you're going, check-in for the three divisions is at 10 a.m. and race time is 1 p.m. Preregister your team by Feb. 1 to receive a T-shirt.

If you have a team but don't have

an outhouse to race in, contact the Nemo Guest Ranch to see if theirs is available.

Advice for first-time attendees? Arrive early, dress warm and be prepared for

a bit of a walk (late-comers have had to park a half-mile away from the event.)

Attendance at the event varies with the weather, Saye said. Crowds range from 1,000 people up to 2,400 people when the race time temperature was 53 degrees.

"You have got to see it to really enjoy it," said Saye.

"When we first started, we never imagined it would take off the way it did," said Saye.

Interested? Visit nemo500.com for more information or contact the Nemo Guest Ranch at 605-578-2708.

When we first started, we never imagined it would take off the way it did.

Section 3. Removal. Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the Cooperative will be served thereby.

Section 4. Vacancies. Except as otherwise provided in these bylaws, a vacancy in any office may be filled by the board of directors for the unexpired portion of the term.

Section 5. President. The President shall:

(a) be the principal executive officer of the Cooperative and shall preside at all meeting of the members and of the board of directors;

(b) sign, with the Secretary, certificates of membership, the issue of which shall have been authorized by resolution of the board of directors, and may sign any deeds, mortgages, deeds of trust notes, bonds, contracts or other instruments authorized by the board of directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the board of directors or by these by-laws to some other officer or agent of the Cooperative, or shall be required by law to be otherwise signed or executed; and

(c) in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 6. Vice-President. In the absence of the President, or in the event of his/her inability or

refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to him/her by the board of directors.

Section 7. Secretary. The Secretary shall be responsible for:

(a) keeping the minutes of the meetings of the members and of the board in books provided for that purpose;

(b) seeing that all notices are duly given in accordance with these bylaws or as required by law;

(c) the safekeeping of the corporate books and records and the seal of the Cooperative and affixing the seal of the Cooperative to all documents, the execution of which on behalf of the Cooperative under its seal is duly authorized in accordance with the provisions of these bylaws;

(d) keeping a register of the names and post office addresses of all members;

(e) signing, with the President, any deeds, mortgages deeds of trust notes, bonds, contracts or other instruments authorized by the Board of Directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the Cooperative, or shall be required by law to be otherwise signed or executed.

(f) keeping on file at all times a complete copy of the articles of incorporation and bylaws of the Cooperative containing all amendments thereto (which

copy shall always be open to the inspection of any member) and at the expense of the Cooperative, furnishing a copy of the bylaws and of all amendments thereto to any member upon request; and

(g) in general, performing all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the board.

Section 8. Treasurer. The Treasurer shall be responsible for:

(a) custody of all funds and securities of the Cooperative;

(b) the receipt of the issuance of receipts for all monies due and payable to the Cooperative and for the deposit of all such monies in the name of the Cooperative in such bank or banks as shall be selected in accordance with the provisions of these bylaws; and

(c) the general performance of all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the board.

Section 9. Manager. The board of directors may appoint a manager who may be, but who shall not be required to be, a member of the Cooperative. The manager shall perform such duties as the board of directors may from time to time require of him/her and shall have such authority as the board of directors may from time to time vest in him/her.

Section 10. Bonds of Officers. The board of directors shall require the treasurer, or any other officer of the Cooperative charged with responsibility for the custody of any of its funds or property, to give bond in such sum and with such surety as the board of directors shall determine. The board of directors in its discretion may also require any other officer, agent or employee of the Cooperative to give bond in such amount and with such surety as it shall determine.

Section 11. Compensation. The compensation, if any, of any officer, agent or employee who is also a director or close relative of a director, shall be determined by the members, as provided elsewhere in these bylaws, and the powers, duties and compensation of any other officers, agents and employees shall be fixed by the board of directors.

Section 12. Reports. The officers of the Cooperative shall submit at each annual meeting of the members reports covering the business of the Cooperative for the previous fiscal year and showing the condition of the Cooperative at the close of such fiscal year.

ARTICLE VI

Contract, Checks and Deposits

Section 1. Contracts. Except as otherwise provided in these bylaws, the board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Cooperative, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, and all notes, bonds, or other evidences of indebtedness issued in the name of the Cooperative shall be signed by such officer or offices, agent or agents, or employee or

employees of the Cooperative and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 3. Deposits. All funds of the Cooperative shall be deposited from time to time to the credit of the Cooperative in such bank or banks as the board of Directors may select.

ARTICLE VII

Membership Certificates

Section 1. Certificates of Membership. No membership certificate shall be issued, all memberships shall be automatically effective upon receipt of electric service from the Cooperative as evidenced from the books and records of the Cooperative. No member may hold more than one membership in the Cooperative.

ARTICLE VIII

Non-Profit Operation

Section 1. Interest or Dividends on Capital Prohibited. The Cooperative shall at all times be operated on a cooperative non-profit basis for the mutual benefit of its patrons. No interest or dividends shall be paid or payable by the Cooperative on any capital furnished by its patrons.

Section 2. Patronage Capital in Connection with Furnishing Electric Energy. In the furnishing of electric energy the Cooperative's operations shall be so conducted that all patrons, members and non-members alike, will through their patronage furnish capital for the Cooperative. In order to induce Patronage to assure that the Cooperative will operate on a non-profit basis the Cooperative is obligated to account on a patronage basis to all its patrons, members and non-members alike, for all amounts received and receivable from the furnishing of electric energy in excess of operating costs and expenses properly chargeable against the furnishing of electric energy. All such amounts in excess of operating costs and expenses at the moment of receipt by the Cooperative are received with the understanding that they are furnished by the patrons, members and non-members alike, as capital. The Cooperative is obligated to pay by credits to a capital account for each patron all such amounts in excess of operating costs and expenses. The books and records of the Cooperative shall be set up and kept in such a manner that at the end of each fiscal year the amount of capital, if any, so furnished by each patron is clearly reflected and credited in an appropriate record to the capital account of each patron, and the Cooperative shall within a reasonable time after the close of the fiscal year notify each patron of the amount of capital so credited to his/her account. All such amounts credited to the capital account of any patron shall have the same status as though they had been paid to the patron in cash in pursuance of a legal obligation to do so and the patron had then furnished the Cooperative corresponding amount for capital.

All other amounts received by the Cooperative from its operation in excess of costs and expenses shall, insofar as permitted by law, be (a) used to offset any losses incurred during the current or any prior fiscal year and (b) to the extent non needed for that purpose, allocated to its patrons on a patronage basis

and any amount so allocated shall be included as part of the capital credited to the accounts of patrons, as herein provided.

In the event of dissolution or liquidation of the Cooperative, after all outstanding indebtedness of the Cooperative shall have been paid, outstanding capital credits shall be retired without priority on a prorated basis before any payments are made on account of property rights of members. If, at any time prior to dissolution or liquidation, the board shall determine that the financial condition of the Cooperative will not be impaired thereby, the capital credited to patrons' account may be retired in full or in part.

Capital credited to the account of each patron shall be assignable only on the books of the Cooperative pursuant to written instruction from the assignor and only to successors in interest or successors in occupancy in all or a part of such patron's premises served by the Cooperative unless the board, acting under policies of general application, shall determine otherwise. In the event that a non-member patron shall elect to become a member of the Cooperative the capital credited to the account of such non-member patron may be applied by the Cooperative toward the payment of a membership fee on behalf of such non-member patron.

Notwithstanding any other provisions of these bylaws, the board at its discretion shall have the power at any time upon the death of any patron, if the legal representative of his/her estate shall request in writing that the capital credited to any patron be retired prior to the time such capital would otherwise be retired under the provisions of these bylaws, to retire capital credited to any such patron immediately upon such terms and conditions as the board, acting under policies of general application, and the legal representatives of such patron's estate shall agree upon; provided however, that the financial condition of the Cooperative will not be impaired thereby.

The patrons of the Cooperative, by dealing with the Cooperative, acknowledge that the terms and provisions of the articles of incorporation and bylaws shall constitute and be a contract between the Cooperative and each patron, and both the Cooperative and the patrons are bound by such contract, as fully as though each patron had individually signed a separate instrument containing such terms and provisions. The provision of this article of the bylaws, shall be called to the attention of each patron of the Cooperative by posting in a conspicuous place in the Cooperative's office.

Any and all disputes, claims or controversies ("disputes") between the Cooperative and each patron arising from or related in any way to the Cooperative's providing of electricity or other services, or in its furnishing of any goods, or in the conduct of its operations, shall be governed by and construed in accordance with the substantive and procedural laws of the State of Minnesota, without giving effect to the principals of conflict of laws. All proceedings related to disputes between the Cooperative and each patron shall be venued in the Minnesota District Court in Traverse County, Minnesota.

Section 3. Patronage Refunds in Connection with Furnishing Other Service. In the event that the Cooperative should engage in the business of

furnishing goods or services other than electric energy, all amounts received and receivable therefrom which are in excess of costs and expenses properly chargeable against the furnishing of such goods or services shall, insofar as permitted by law, be prorated annually on a patronage basis and returned to those patrons, from whom such amounts were obtained.

ARTICLE IX

Waiver of Notice

Any member or director may waive, in writing, any notice of meetings required to be given by law, the articles of incorporation or these bylaws. In case of a joint membership a waiver of notice signed by ~~either husband or wife~~ **any one joint member** shall be deemed a waiver of notice of such meeting by ~~both~~ **all** joint members.

ARTICLE X

Disposition of Property

The Cooperative may at any meeting of its Board of Directors, sell, mortgage, lease or exchange all of its property, rights, privileges and franchises upon such terms and conditions as the Board of Directors deem expedient, and for the best interests of the Cooperative, when and as authorized by the affirmative vote of the holders of two-thirds (2/3) of the shares of stock issued and outstanding, given at a member's meeting duly called for that purpose, or when authorized by the written consent of the holders of two-thirds (2/3) of the shares of stock issued and outstanding; provided, however, that such affirmative vote or written consent of the stockholders shall also represent the affirmative vote or written consent of at least two-thirds (2/3) of the individual members, and that such sale, mortgage, lease or exchange shall be subject to the terms of any agreement between the Cooperative, the Cooperative's Generating Cooperative, the Cooperative's Transmitting Cooperative and the Member Cooperatives of said Generating and Transmitting Cooperatives, creating reciprocal rights of first refusal to purchase assets; and provided, further, however, that notwithstanding anything herein contained, the Board of Directors, without authorization by the members, shall have full power and authority to borrow money from United States of America, or any agency or instrumentality thereof or any other lender and in connection with such borrowing to authorize the making and issuance of bonds, notes or other evidences of indebtedness and, to secure the payment thereof, to authorize the execution and delivery of a mortgage or mortgages, or a deed or deeds of trust upon, or the pledging or encumbering of any or all of the property, assets, rights, privileges, licenses, franchises and permits of the Cooperative, whether acquire or to be acquired, and wherever situated, all upon such terms and conditions as the Board of Directors shall determine.

ARTICLE XI

Fiscal Year

The fiscal year of the Cooperative shall begin on the first day of January of each year and end on the thirty-first day of December of the same year.

ARTICLE XII

Membership in Other Organizations

The Cooperative may become a member of other Cooperatives or other organizations, upon majority vote of the Board of Directors at any duly called meeting, provided said action does not violate the Articles of Incorporation or bylaws of the Cooperative, or any law of the State of Minnesota or of the United States of America.

ARTICLE XIII

Seal

The corporate seal of the Cooperative shall be in the form of a circle and shall have inscribed thereon the name of the Cooperative and the words "Corporate Seal, Minnesota."

ARTICLE XIV

Amendments:

These bylaws may be altered, amended or repealed by the members at any regular or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal.

Member Comments



Thank your guys for getting our yard light going-still going Dec. 2! Have a good holiday.
Sharon Braun, Nashua, MN

Merry Christmas and Happy New Year 2020 to all.
Gerald & Janice Faas, Beardsley, MN

Merry Christmas to one and all.
Bobbi Engel, Sioux Falls, SD

Thank you for 51 years of service!!
Duane Porter, Fergus Falls, MN

Thanks for the great 72 years of service. Everyone was always so helpful to us.

James & Ardis Arnhalt,
Breckenridge, MN

Happy Holidays! Traverse Electric does great work!
Darrell & Ardelle Tober, Long Lake, MN

Thank you to the line crews for working on Christmas Day to get power restored.

Richard & Wanda Heesch,
New Effington, SD

I would like to thank your employees who were out in the storm restoring power to us!!! Job well done, and this isn't the first time and unfortunately won't be the last that they have to be out in very dangerous conditions. Again thanks to all your dedicated employees!!!
Dan Swartz, Rosholt, SD

December 15-March 31

South Dakota snowmobile trails season, Lead, SD, 605-584-3896

January 24-25

Pro Snocross Races, Deadwood, SD, 605-578-1876

January 25-26

Dakota Territory Gun Collectors Gun Show, National Field Archery Building, Yankton, SD, 701-361-9215

January 31-February 2

12th Annual Winterfest of Wheels, Convention Center, Sioux Falls, SD, 605-231-3100

January 31-February 2

Winterfest, Lead, SD, 605-584-1100

January 31-February 9

Annual Black Hills Stock Show & Rodeo, Rapid City, SD, 605-355-3861

February 1

Lake Hendricks Fishing Derby, Hendricks, MN, 507-828-2113

February 1

Living History Fair, Brookings Renegades, LATI, Watertown, SD, 605-693-4589, dhuebner@itctel.com

February 1-2

Dakota Territory Gun Collectors Gun Show, Dakota Event Center, Aberdeen, SD, 701-361-9215

February 8-9

Dakota Territory Gun Collectors Gun Show, Convention Center, Sioux Falls, SD, 701-361-9215

February 10-16

Frost Fest, Brookings, SD, 605-692-6125



March 14: 28 Below Fatbike Race, Ride and Tour, Lead, SD, 605-641-4963

Photo courtesy: travelouthdakota.com

February 14

Snow Ball, Brookings, SD, 605-692-6700

February 15-16

Dakota Territory Gun Collectors Gun Show, Ramkota Hotel, Pierre, SD, 701-361-9215

February 21

KORN and Breaking Benjamin, Rapid City, SD, 605-394-4111

February 21-22

Mardi Gras Weekend, Deadwood, SD, 605-578-1876

February 22

Cabin Fever Games, Yankton, SD, 605-665-8994

February 22-23

48th Annual Farm, Home & Sports Show, Ramkota Hotel, Pierre, SD 605-224-1240

February 26

The Harlem Globetrotters, Rushmore Plaza Civic Center Barnett Arena, Rapid City, SD, 605-394-4111

February 27-March 1

35th Annual SD State Dart Tournament, Rushmore Plaza Civic Center, Rapid City, SD, 605-394-4111

March 14-15

Dakota Territory Gun Collectors Gun Show, Davison County Fairgrounds, Mitchell, SD, 701-361-9215

March 18, June 11, August 13 and October 8

Kids Mystery Dinner Theater, Brookings, SD, 605-692-6700

March 20-21, 27-28

Annual Schmeckfest, Freeman, SD, 605-925-4237

March 21-22

Dakota Territory Gun Collectors Gun Show, Codington County Ag Building, Watertown, SD, 701-361-9215

March 28

Annual Ag Day at the Washington Pavilion, Sioux Falls, SD, 605-367-6000

April 3-4

Forks, Corks and Kegs Food, Wine and Beer Festival, Deadwood, SD, 605-578-1876 or 800- 999-1876

April 17-19

First Dakota Classic Archery Tournament, Yankton, SD, 605-260-9282

April 18

Design Challenge, Sioux Falls, SD, 605-731-2348

April 25

River Rat Marathon, Yankton, SD, 605-660-9483

To have your event listed on this page, send complete information, including date, event, place and contact to your local electric cooperative. Include your name, address and daytime telephone number. Information must be submitted at least eight weeks prior to your event. Please call ahead to confirm date, time and location of event.