



CHERRY-TODD ELECTRIC COOPERATIVE, INC.  
P.O. BOX 169  
MISSION, SD 57555-0169



Touchstone Energy®

**OFFICIAL NOTICE**  
**CHERRY-TODD ELECTRIC**  
**COOPERATIVE, INC.**  
**ANNUAL MEETING SATURDAY MORNING,**  
**SEPTEMBER 14, 2019**  
**MEETING BEGINS AT 10:00 AM, CDT**

**Registration begins at 9:00 AM, CDT**  
**Rosebud Casino,**  
**Todd County, South Dakota**

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In accordance with Article III, Section 3 of the by-laws of the Cooperative, you are hereby notified that the Annual Meeting of the Cooperative's members will be held on September 14, 2019 10:00 AM CDT at the Rosebud Casino, Todd County, SD.

b) In connection with the Election of Directors scheduled for this meeting the following members, listed alphabetically, have filed nomination petitions for the three (3) Todd County Directors - 3 Year Term.

The principal business that will be conducted at the Annual Meeting consists of the following:

- |                     |                                     |
|---------------------|-------------------------------------|
| Dave Assman         | PO Box 24<br>Mission, SD 57555      |
| Shawn Bordeaux      | PO Box 283<br>Mission, SD 57555     |
| Wayne Frederick     | 2785 292 Avenue<br>Winner, SD 57580 |
| Noah "Sandy" Tucker | PO Box 1116<br>Mission, SD 57555    |
| Tamaleon K Wilcox   | PO Box 635<br>Mission, SD 57555     |

1. Report of the number of members present, in person, in order to determine the existence of a quorum.
2. Reading of the notice of the meeting and proof of due publication or mailing thereof, or the waiver or waivers of notice of the meeting, as the case may be.
3. Voting on applications for membership.
4. Reading of unapproved minutes of Annual Meeting of members and the taking of necessary action thereon.
5. Presentation and consideration of reports of officers, directors, and committees.
6. Election of Three (3) Todd County Directors - 3 Year Term, and one (1) At Large Director - 3 Year Term.

7. Unfinished Business
8. New Business
  - a) Proposed By-Law Changes (see insert)
9. Adjournment

a) In connection with the Election of Directors scheduled for this meeting the following members, listed alphabetically, have filed nomination petitions for the one (1) At Large Director - 3 Year Term.

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|-------------------|-------------------------------------|
| Robert Becker     | PO Box 423<br>White River, SD 57579 |
| Glen Yellow Eagle | PO Box 422<br>Mission, SD 57555     |

A copy of the unapproved minutes of the September 22, 2018 Annual Meeting of the members was published in the September 2019 connections magazine and is included with this mailing.

Dated this 27th day of August 2019.

*Dave Assman*  
Dave Assman, Secretary

**REGISTRATION:** Rosebud Casino, 30421 US HWY 83, Valentine, NE 69201. Registration begins at 9:00 AM Central Daylight Time. Be sure to bring your registration card (bottom of this page) with you. This card is needed to obtain a ballot and register for attendance prizes.

This institution is an equal opportunity provider and employer.

**REGISTRATION CARD**

Detach this portion and bring it with you to the Annual Meeting. You must have this card to vote at the Annual Meeting.

**PRIZE DRAWING**

Detach this portion and bring it with you to register for the prize drawing.

Registration 9:00 A.M., CDT – September 14, 2019  
Rosebud Casino, 30421 US HWY 83, Valentine, NE 69201



**NOTICE OF PROPOSED BYLAW AMENDMENTS  
BY OYATE FOR FAIRNESS & EQUAL REPRESENTATION (OFFER)**

Notice is hereby given that Oyate for Fairness & Equal Representation (OFFER) has requested that the following additional proposed bylaw amendments be presented at and voted upon at the Annual Meeting of the Members to be held on September 14, 2019, commencing at the hour of 10:00 o'clock A.M. at the Rosebud Casino, Todd County, South Dakota:

It is proposed that Article I Section 5 of the bylaws be amended to read as follows:

**ARTICLE I  
MEMBERSHIP**

**SECTION 5. Purchase of Electric Energy.** Each Member shall, as soon as electric energy shall be available, purchase from the Cooperative all electric energy used on the premises specified in the Member's application for membership, and shall pay therefore at rates which shall from time to time be fixed by the Board of Directors. There shall be an exception to this requirement for any electricity generated by the Member from renewable energy sources for the Member's own use. It is expressly understood that amounts paid for electric energy in excess of the cost of service are furnished by Members as capital and each Member shall be credited with the capital so furnished as provided in these bylaws. Each Member shall pay to the Cooperative such minimum amount regardless of the amount of electric energy consumed, as shall be fixed by the Board of Directors from time to time. Each Member shall also pay all amounts owed by the Member to the Cooperative as and when the same shall become due and payable.

*Explanation by Legal Counsel:* Bylaw amendment proposal made by Oyate for Fairness & Equal Representation (OFFER). This bylaw amendment permits Members to produce their own electricity for personal use using renewable energy sources.

*Position of the Board:* The Board of Directors has taken no position on this proposal.

It is proposed that Article III Section 1 of the bylaws be amended to read as follows:

**ARTICLE III  
MEETINGS OF THE MEMBERS**

**SECTION 1. Annual Meeting.** Beginning with the year 2019, the Annual Meeting of the Members shall be held during the months of September or October of each year in the County of Todd, South Dakota. The time and place of the Annual Meeting shall be designated in the Notice of the Meeting and the Annual Meeting shall be held on a Saturday in the months as designated. The doors of the Meeting shall open at 12 noon for registration, with the business meeting beginning at 1:00 p.m. If Members through a vote at the annual meeting agree that the next annual meeting should be held in a location other than Todd County, South Dakota, there shall be a broadcast of the meeting over the internet/social media that can be accessed remotely by any Cooperative Member. The broadcast method shall provide for participation of Members from their remote location, including making statements to persons in attendance at the Annual Meeting, and shall allow for questions to be posed via the internet/social media to Members, to the Cooperative staff, to the Cooperative Board of Directors or such other persons attending the Annual Meeting in-person.

*Explanation by Legal Counsel:* Bylaw amendment proposal made by Oyate for Fairness & Equal Representation (OFFER). This bylaw amendment includes a number of proposed changes:

1. It would require all Annual Meetings to be held in Todd County. It would eliminate the current rotation and no future meetings would be held in Cherry County or Mellette County unless a majority of Members voted to move the Annual Meeting.
2. It requires all Annual Meetings to be held on a Saturday and permanently fixes the time of the Annual Meeting, eliminating the Boards ability to adjust the day and time of the Annual Meeting.
3. If an Annual Meeting is held in either Mellette County or Cherry County, it requires that the meeting be broadcasted over the internet and/or social media giving people accessing the meeting through those outlets the ability to make comments and ask questions during the Annual Meeting.

*Position of the Board:* The Board of Directors does not support this proposal. In the Board's opinion it unfairly excludes Cherry County and Mellette County from hosting an Annual Meeting. In addition, it takes away the Board's ability to schedule the time of the Annual Meeting to a time that may be more convenient and fit the existing schedule of the Annual Meeting location.

It is proposed that Article IV Section 2 of the bylaws be amended to read as follows:

## ARTICLE IV DIRECTORS

**SECTION 2. Zoning of Area for Election and Qualifications of Directors.** For the purpose of election and qualification of Directors, the area comprising the Cherry-Todd Electric Cooperative, Incorporated, territory shall be divided into zones which shall generally assure that the Directors in each zone equitably represent the same number of Members. In order to ensure that the number of Directors continue to represent the same number of Members in each zone, the number of Directors in each zone shall be adjusted after a review of the membership every 5 years, as necessary. Directors of the Cooperative shall be elected as follows:

- (a) Zone 1, shall consist of all of Mellette County, South Dakota, and shall be entitled to two (2) Directors;
- (b) Zone 2, shall consist of all of Todd County, South Dakota, and shall consist of six (6) Directors;
- (c) Zone 3, shall consist of all the territory served by the Cooperative in Cherry County, Nebraska, and shall be entitled to two (2) Directors.
- (d) Zone 4, shall consist of the territory comprising Zones 1, 2, and 3 above and shall be entitled to one (1) Director who shall be designated as a Director at Large.

*Explanation by Legal Counsel:* Bylaw Amendment proposal made by Oyate for Fairness & Equal Representation (OFFER). This bylaw amendment does two things:

1. The proposal would increase the number of Directors for Todd County from 3 to 6, and increase the total number of Directors from 8 to 10.
2. It would require review and a possible bylaw change every five years to change the number of Directors in each Zone based on the population of Members in each Zone. This creates the possibility of reducing the number or possibly eliminating the Directors from Cherry County and Mellette County.

*Position of the Board:* The Board of Directors does not support this proposal. The Board has made its own bylaw amendment proposal to increase the number of Todd County Directors by eliminating the At-large Director and adding that Director to Todd County. In addition, this proposal fails to specify who would conduct the review, who would be responsible for making the adjustment, the manner in which the adjustment would be made, and how Directors whose terms have not expired would be treated because the review period fails to match Directors' three year terms.

It is proposed that Article V Section 1 of the bylaws be amended to read as follows:

**ARTICLE V  
MEETING OF DIRECTORS**

**SECTION 1. Regular Meetings.** A regular meeting of the Board of Directors shall be held with notice, at the same time and the same place each month and shall be held in Todd County, South Dakota. Said regular monthly meetings shall be open to members, who may attend without prior notice to the Board of Directors.

*Explanation by Legal Counsel:* Bylaw Amendment proposal made by Oyate for Fairness & Equal Representation (OFFER). This proposal would require the Board to give notice of the regular meetings of the Board and to allow Members to drop in on Board meetings without prior notice.

*Position of the Board:* The Board of Directors does not support this proposal. Members of the Cooperative are always welcome to attend Board meetings and the Board has never refused a request to attend. Anyone wishing to attend may obtain the date and time from the Cooperative office without requiring the time and expenditure of giving notice to Members who may have no interest in attending a Board meeting. The current procedure of asking those who wish to attend to request permission and give their reason for attending insures that the Board is prepared to discuss a Member's concerns when the Member attends.

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It is proposed that Article V Section 2 of the bylaws be amended to read as follows:

**ARTICLE V  
MEETING OF DIRECTORS**

**SECTION 2. Special Meetings.** Special meeting of the Board of Directors may be called by the President or by any three (3) Directors, and it shall be thereupon be the duty of the Secretary to cause notice of such meeting to be given to Cooperative Members. The President or the Directors calling the meeting shall fix the time and place of the meeting, which shall be held in Todd County, South Dakota.

*Explanation by Legal Counsel:* Bylaw Amendment proposal made by Oyate for Fairness & Equal Representation (OFFER). This proposal would require the Board to give notice of special meetings of the Board to the Members.

*Position of the Board:* The Board of Directors does not support this proposal. Special meetings of the Board are rarely held. When a special meeting is held it is normally for an emergency requiring immediate action. Requiring notice to the Members of a special Board meeting, in addition to time and expense, would make it impossible for the Board to act in a timely manner.

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**NOTICE OF PROPOSED BYLAW AMENDMENTS  
BY BOARD OF DIRECTORS**

Notice is hereby given, that pursuant to action of the Board of Directors, the following proposed bylaw amendments will be presented at and voted upon at the Annual Meeting of the Members to be held on September 14, 2019, commencing at the hour of 10:00 o'clock A.M. at the Rosebud Casino, Todd County, South Dakota:

It is proposed that Article IV Section 2 of the bylaws be amended to read as follows:

**ARTICLE IV  
DIRECTORS**

SECTION 2. Director Zones. For the purpose of election and qualification of Directors, the area comprising the Cherry-Todd Electric Cooperative, Incorporated, service territory shall be divided into three zones from which Directors of the Cooperative shall be elected as follows:

- (a) Zone 1, shall consist of all of Mellette County, South Dakota, and shall be entitled to two (2) Directors;
- (b) Zone 2, shall consist of all of Todd County, South Dakota, and shall be entitled to four (4) Directors;
- (c) Zone 3, shall consist of all the territory served by said Cooperative in Cherry County, Nebraska, and shall be entitled to two (2) Directors.

SECTION 3. Term of Office. Except as provided herein, all Directors shall serve for a three-year term following their election. In order to assure that Directors for each Zone are elected at the annual meeting held in the Zone represented, the terms of Directors first elected after the adoption of this Bylaw provision may be shortened to provide that their position shall be open for election at the next annual meeting held in their zone. Directors shall be elected by secret ballot by and from the Members at said meetings and for the terms as above specified or until their successors shall have been elected and shall have qualified. If any election shall not be held on the day designated herein for the Annual Meeting or at any adjournment thereof, a special meeting of Members shall be held for electing Directors within a reasonable time thereafter. Any such special meeting shall be held in the same County as the Annual Meeting was to have been held. Directors may be elected by a plurality vote of the Members.

*Explanation by Legal Counsel:* Bylaw Amendment proposal made by the Board of Directors. This proposal would eliminate the Director at-large position and add an additional Director to Zone 2 which consists of all of Todd County, South Dakota.

It is proposed that Article III Section 1 of the bylaws be amended to read as follows:

**ARTICLE III  
MEETINGS OF THE MEMBERS**

**SECTION 1. Annual Meeting.** Except as provided herein, the Annual Meeting of the Members shall be held during the months of September or October of each year in the Counties of Todd and Mellette, State of South Dakota, and in the County of Cherry, State of Nebraska, according to the following schedule:

<b>YEAR</b>	<b>ANNUAL MEETING LOCATION</b>
2019	Todd County, South Dakota
2020	Cherry County, Nebraska
2021	Mellette County, South Dakota

Thereafter, the Annual Meeting location will be rotated among the Counties of Todd and Mellette, State of South Dakota, and the County of Cherry, State of Nebraska, according to the sequence of the above schedule; provided, however, that the Board of Directors may provide for the Annual Meeting scheduled for Cherry County to be held at the Rosebud Casino located just across the Cherry County line. The time and place of the Annual Meeting shall be designated in the Notice of the Meeting. The purpose of the Annual Meeting shall be to elect Directors, to pass upon reports of the previous fiscal year and to transact such other business as may lawfully come before the meeting. It shall be the responsibility of the Board of Directors to make adequate plans and preparations for the Annual Meeting. Failure to hold the Annual Meeting at the designated time shall not work as a forfeiture or dissolution of the Cooperative.

*Explanation by Legal Counsel:* Bylaw Amendment proposal made by the Board of Directors. The dates have been updated to decrease confusion and bring this bylaw current. This Bylaw Amendment would also allow the Board to consider the Rosebud Casino, which is just outside the Cherry County line, as a venue for holding annual meetings for the years the annual meeting is to be held in Cherry County. This change arises because of the increased difficulty in finding a venue which is large enough to hold Cherry Todd Electric Cooperative's annual meetings in Cherry County, Nebraska.

The Annual Meeting of the Members of Cherry-Todd Electric Cooperative, Incorporated was held September 22, 2018 at the White River High School Gymnasium in White River, Mellette County, South Dakota, at 10:00 o'clock a.m., CDT, pursuant to notice of the meeting mailed to all Members of the Cooperative.

The meeting was called to order by President Shawn Bordeaux, who presided. Secretary Dave Assman acted as Secretary of the meeting.

The President led the Members in reciting the Pledge of Allegiance.

Chaz White Feather presented the Lakota Flag Song.

The President reported to the Members present that a total of 247 Members had registered at the start of the meeting which represented over 50 Members of the Cooperative in person and that a quorum was therefore present and that the meeting was qualified to proceed with the business before it. The President then instructed the Secretary to keep a complete list of all Members registered at the meeting and to attach and annex to the Minutes of this meeting a list showing names and addresses of the Members so registered, together with his Member Count.

Secretary Dave Assman read the Notice of Meeting and the Proof of Mailing of said Notice. The President then directed the Secretary to annex to the Minutes of this meeting a copy of the Notice of the Meeting, together with the Proof of Mailing thereof.

Secretary Dave Assman called for a motion for the approval of the Minutes of the Annual Meeting of the Members held September 17, 2017 and October 27, 2017 without being read, as copies had been sent to all Members of the Cooperative. That motion was duly made and seconded. Laverne Lanz made comments to the Board and the Members. After Lanz's comments, the President called for a vote on the motion. In response, Rose Cordier made a counter motion to table the approval of the 2017 Annual Meeting Minutes until the next meeting of the Members. The counter motion was seconded by Ronald Neiss. The motion failed with 72 votes in favor of the motion and 79 votes against the motion. The President again called for a vote on the motion for approval of the 2017 Annual Meeting Minutes. The motion carried with 104 votes in favor of the motion and 67 votes against the motion.

The applications for membership in the Cooperative, as attached, were read into the minutes. Upon motion duly made by Joel Koskan, seconded by Cecilia Fast Horse and carried, the attached applications for membership in the Cooperative were approved and the approved applicants immediately became Members of the Cooperative and eligible to vote on all matters to come before the Annual Meeting.

The Treasurer's Annual Report was given by Treasurer Whitney A. Meek by video presentation. Manager Grablander introduced the employees of the Cooperative who were present. Manager Timothy W. Grablander presented the Manager's Annual Report which included video reports from Line Superintendent Mark Iyotte, Jr., Office Manager Theresa Benda, and Member Services Advisor Beau Westover to the Members. The President then called for a motion to approve the Treasurer's Annual Report. Noreen Krogman made said motion which was seconded by Ronald Neiss. Motion carried. The President then called for a motion to approve the Manager's Annual Report and such motion was made by Mrs. Bristow and was seconded by Terri Grablander. Motion carried.

The President then announced that the next order of business would be the election of two directors from the Mellette County District of the Cooperative for a three-year term and voting on the proposed Bylaw Amendment to Article IV Section 3. The Secretary had previously read the Notice of Meeting, which contained a statement of the number of Directors to be elected and the names and addresses of the candidates, which indicated that Robert Becker of White River, South Dakota, Whitney Meek of Wood, South Dakota, Dan Valburg of White River, South Dakota, and Phyllis Ann White Shield of White River, South Dakota, had been nominated by petition to fill the two offices of Director from the Mellette County District. Phyllis White Shield requested that each potential candidate be given three minutes to speak prior to the election. This request was granted by the Board and each of the four candidates spoke in the order they appeared on the ballot.

Attorney Larson then discussed the proposed Bylaw Amendment to Article IV Section 3 and the election procedure. A motion was made by Phyllis White Shield to table the vote on the proposed Bylaw Amendment to Article IV Section 3. The motion was seconded by Ronald Neiss. Attorney Larson explained that under the Bylaws the Board is allowed to present Bylaw Amendments to the Members for a vote. Due to the Board's authority under the Bylaws, the motion was held out of order.

Attorney Larson thereupon called for balloting for both the directors election and a vote on the proposed Bylaw Amendment to Article IV Section 3. A motion was made by Rose Cordier to do the voting for the director election and the Bylaw Amendment separately. The Board agreed to the separation of the voting procedures.



Attorney Larson then declared the polls open for the director election. The following Members were on the canvassing committee: Martina Crow Eagle, Martie Ryno, Lyndalou Millard, Tonia Marshall, Angela Fast Horse, Jonathan Allen, Gerald Eagle Bear, Mark Tucker, Mark Iyotte Jr., and Jane Stolzenburg. After canvassing the ballots cast for the offices of Director from the Mellette County District, the canvassing committee members listed above reported to the President who declared to the Membership that the following candidates received the following number of votes for the offices of Director from the Mellette County District:

<u>NAME</u>	<u>NUMBER OF VOTES RECEIVED</u>
Robert Becker	69
Whitney Meek	154
Dan Valburg	136
Phyllis Ann White Shield	95

The above listed canvassing committee members certified by their Certificate of Election, which is attached to these minutes, that Whitney Meek and Dan Valburg were elected to the offices of Director from the Mellette County District for a three-year term.

The President then declared the polls open for voting on the proposed Bylaw Amendment. The following Members were on the canvassing committee: Martie Ryno, Lyndalou Millard, Tonia Marshall, Angela Fast Horse, Jonathan Allen, and Jane Stolzenburg. After canvassing the ballots cast for the Bylaw Amendment, the canvassing committee members listed above reported to the President who declared to the Membership that the following number of votes in favor of and against were received:

<u>YES</u>	<u>NO</u>
106	101

The above listed canvassing committee members certified by their Certificate of Election, which is attached to these minutes, that the Bylaw Amendment to Article IV Section 3 was duly passed.

Tony Rogers and Ken Haukaas presented a report on behalf of the Tribal Utilities Commission.

The President then asked for any unfinished business. Phyllis White Shield made a motion that the Board of Directors meet in thirty days from today to be open for all Member owners, that the Directors will take all Bylaw amendments to be placed on agenda for the meeting, and the purpose is for all Member owners to bring in Bylaw amendments for the opportunity to voice and change proposed Bylaw amendments. Motion was seconded by Leana Long. The President then asked for any discussion on the motion. Mary Wynne asked a question to clarify the purpose of the meeting. Ronald Neiss and Mary Wynne made comments to the Members regarding the motion. The President then called for a vote on the motion. The motion carried with 87 votes in favor of the motion and 81 votes against the motion. There was no other unfinished business.

The President then asked for any new business. No new items of business were introduced by the Members, nor were any motions made.

Rose Cordier made comments to the Board.

There being no further business to come before the meeting, the President asked for a motion to adjourn which was made by Matthew Snethen and seconded by Cecilia Fast Horse. Motion carried and the meeting was thereupon adjourned.