



JANUARY 2022



## GENERAL MANAGER'S REPORT

### Proposed By-law Changes

Over the past several months the Wyrulec Board of Directors and Wyrulec's legal counsel have been reviewing the company's By-laws for compliance and recommended changes. This is a process that the Directors go through every few years to make sure our By-laws remain in compliance with changes in state statute, articles that may no longer be applicable, or any additions that may be required based on the continuing operations of the company.

The following pages outline the proposed By-law amendments, along with an explanation of the proposed changes. For a complete version of the By-laws, please contact the Wyrulec office or visit [www.wyrulec.com](http://www.wyrulec.com). The Wyrulec Directors will approve these amendments at the regular board meeting, which will be held at 9:00 am on March 28, 2022, at 3978 US HWY 26/85 in Torrington, WY. If you have questions or comments for consideration, please submit them to Wyrulec by March 10, 2022.

**Phone:** 877-WYRULEC

**Mail:** P.O. Box 359, Lingle, WY 82223

**Email:** [wyrulec@wyrulec.com](mailto:wyrulec@wyrulec.com)



**Ryan Schilreff**  
General Manager

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**How to reach us**  
877-WYRULEC

**E-mail:** [wyrulec@wyrulec.com](mailto:wyrulec@wyrulec.com)  
**Website:** [www.wyrulec.com](http://www.wyrulec.com)

**May through September**  
Office hrs: 6:30–5:00, Mon.-Fri.

**October through April**  
Office hrs: 7:30–4:00, Mon.-Fri.

#### Board of Directors

Kenda Knudsen  
*President*

Julie Kilty  
*Vice President*

Mark Knaub  
*Treasurer*

Dewey Hageman  
*Secretary*

Ben Scott  
*Assistant Secretary*

**General Manager**  
Ryan Schilreff

**Senior Staff**  
Miles Duffy  
*Operations Manager*

Tiphanie Fuss  
*Office Manager*

Your cooperative is a proud member of these fine organizations



**The following names have been drawn for a \$25 bill credit. Contact Wyrulec Company at 877-WYRULEC to claim your credit!**

Aaron Rutz  
Joanne Offe  
Ryan Nichols  
Jack Preston  
Shirley Willoughby



## Article I Membership

### Section 5 Termination of Membership

- a) Any member may withdraw from membership upon compliance with such uniform terms and conditions as the board may prescribe. The board may, by the affirmative vote of not less than two-thirds (2/3rds) of the members of the board, expel any member who fails to comply with any of the provisions of the [Application for Membership](#), Certificate of Incorporation, By-laws or rules and regulations adopted by the board, but only if such member shall have been given written notice by the Cooperative that such failure makes him liable for expulsion, and such failure shall have continued for at least ten days after such notice was given. Any expelled member may be reinstated by a vote of the board or by a vote of the members at any annual or special meeting. Membership of a member who for a period of six (6) months after service is available to him, has not purchased electric energy from the Cooperative, may be canceled by resolution of the board.

### Amended Version

- a) Any member may withdraw from membership upon compliance with such uniform terms and conditions as the board may prescribe. The board may, by the affirmative vote of not less than two-thirds (2/3rds) of the members of the board, expel any member who fails to comply with any of the provisions of the Application for Membership, Certificate of Incorporation, By-laws or rules and regulations adopted by the board, but only if such member shall have been given written notice by the Cooperative that such failure makes him liable for expulsion, and such failure shall have continued for at least ten days after such notice was given. Any expelled member may be reinstated by a vote of the board or by a vote of the members at any annual or special meeting. Membership of a member who for a period of six (6) months after service is available to him, has not purchased electric energy from the Cooperative, may be canceled by resolution of the board.

**\*\* Added application language which is part of the membership process.**

## Article III Meeting of Members

### Section 2 Special Meetings

Special meetings of the members may be called by resolution of the board, or upon a written request signed by any three (3) board members, or by [written request of five percent \(5%\) or more of all the members](#), and it shall thereupon be the duty of the secretary to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held at any place within one of the counties served or to be served by the Cooperative as designated by the board and shall be specified in the notice of the special meeting.

### Amended Version

Special meetings of the members may be called by resolution of the board, or upon a written request signed by any three (3) board members, or by written request of five percent (5%) or more of all the members, and it shall thereupon be the duty of the secretary to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held at any place within one of the counties served or to be served by the Cooperative as designated by the board and shall be specified in the notice of the special meeting.

**\*\* Added language for consistency in the paragraph.**

## Article III Meeting of Members

### Section 4 Quorum

Ten percent (10%) of the total number of members of the Cooperative present in person or ~~voting by absentee ballot~~, 100 members present in person, whichever is fewer, 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. ~~The minutes of each meeting shall contain a list of members present in person and members voting by absentee ballot.~~

[Any action that may be taken at any annual, regular, or special meeting of the members may be taken without a meeting if the Cooperative delivers a written ballot to every member entitled to vote on the matter. Approval by written ballot shall be valid only when the number of votes cast by written ballot equals or exceeds the quorum that would be required to vote on the matter at a meeting, and the number of approvals by written ballot equals or exceeds the number of votes that would be required to approve the matter at a meeting.](#)

### Amended Version

Ten percent (10%) of the total number of members of the Cooperative present in person or 100 members present in person, whichever is fewer, 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.

Any action that may be taken at any annual, regular, or special meeting of the members may be taken without a meeting if the Cooperative delivers a written ballot to every member entitled to vote on the matter. Approval by written ballot shall be valid only when the number of votes cast by written ballot equals or exceeds the quorum that would be required to vote on the matter at a meeting, and the number of approvals by written ballot equals or exceeds the number of votes that would be required to approve the matter at a meeting.

**\*\* Change made to comply with Wyoming State Statute requirements.**

## Article III Meeting of Members

### Section 7 Order of Business

The order of business at meetings shall be essentially as follows, except as otherwise determined by the members at such meeting:

1. Report on the number of members present in person ~~or by absentee ballot~~ to determine the existence of a quorum.

### Amended Version

The order of business at meetings shall be essentially as follows, except as otherwise determined by the members at such meeting:

1. Report on the number of members present in person to determine the existence of a quorum.

**\*\* Change made to comply with Wyoming State Statute.**

## Article IV Board Members

### Section 2 Qualification

- d) Conflict of interest director qualifications.
- A director or director candidate must not be, nor have been:

1. A non-director cooperative officer or employee ~~for a period of not less than five (5) years from their separation from the cooperative; within 5 years immediately preceding the date on which the director election shall be held;~~

### Amended Version

1. A non-director cooperative officer or employee within 5 years immediately preceding the date on which the director election shall be held;

**\*\* Change made to specify eligibility date.**

### Section 3 Nominations

It shall be the duty of the board to appoint not less than ninety days before the date of the meeting of the members at which directors are to be elected, a committee on nominations consisting of one member from each directorate district referred to in Article IV, Section 2 of these By-laws. No officer or member of the board shall be appointed a member of such committee.

2. Any fifteen (15) or more members may make other nominations in writing over their signatures not less than ~~thirty (30)~~ forty-five (45) days prior to the meeting, and the secretary shall post the same at the same place where the list of candidates selected by the committee is posted.

### Amended Version

2. Any fifteen (15) or more members may make other nominations in writing over their signatures not less than forty-five (45) days prior to the meeting, and the secretary shall post the same at the same place where the list of candidates selected by the committee is posted.

**\*\* Change made to allow more time to print the annual booklet and meet the member notice requirements.**

## ARTICLE V Meetings of the Board

### Section 1 - Regular Meetings

~~If necessary to elect officers, a regular meeting of the board may be held without notice immediately following the annual meeting of the members. A regular meeting of the board shall be held without notice, immediately after the annual meeting of the members.~~ A regular meeting of the board shall also be held monthly at such time and place within one of the counties served by the Cooperative as designated by the board. Such regular monthly meeting may be held without notice thereof other than by resolution fixing the time and place thereof.

### Amended Version

If necessary to elect officers, a regular meeting of the board may be held without notice immediately following the annual meeting of the members. A regular meeting of the board shall also be held monthly at such time and place within one of the counties served by the Cooperative as designated by the board. Such regular monthly meeting may be held without notice thereof other than by resolution fixing the time and place thereof.

**\*\* Change made to eliminate the requirement to hold a regular meeting immediately after the annual meeting.**

## ARTICLE VI Officers

### Section 2 Election and Term of Office

The officers shall be elected ~~by ballot~~, annually by and from the board at the meeting of the board held immediately after the annual meeting of the members, or ~~as soon thereafter as conveniently may be at such time as may be determined by the board~~. Each officer shall hold office until successors have been elected. A vacancy in any office shall be filled by the board for the unexpired portion of the term.

### Amended Version

The officers shall be elected annually by and from the board at the meeting of the board held immediately after the annual meeting of the members, or at such time as may be determined by the board. Each officer shall hold office until successors have been elected. A vacancy in any office shall be filled by the board for the unexpired portion of the term.

**\*\* Change made to comply with the current officer election procedures.**

### Section 9 Bonds of Officers

~~The treasurer and other such officers or agents of the Cooperative charged with the responsibility for the custody of any of its funds or property shall be bonded in such sum and with such surety as the board shall determine. The board, in its discretion, may also require any other officer, agent or employee of the Cooperative to be bonded in such amount and with such surety as it shall determine.~~

**\*\* This section was deleted as it is no longer applicable due to current insurance coverage language.**

## Article IX Non-Profit Operation

### Section 3 - Forfeiture of Capital Credits by Persons Indebted to the Corporation

In the event that any patron of the corporation shall cease to receive any service from the corporation and shall be indebted to the corporation at the end of the calendar year in which such service terminated, or at the expiration of sixty days from the termination of service, whichever shall be later, the capital credits credited to the account of such patron may, upon such terms and conditions as the board of directors, acting under policies of general application shall determine, be forfeited to the corporation as paid in surplus ~~using a five percent 5% discount based upon a twenty (20) year rotation cycle~~ and credited to the proper account on the books of the corporation.

### Amended Version

In the event that any patron of the corporation shall cease to receive any service from the corporation and shall be indebted to the corporation at the end of the calendar year in which such service terminated, or at the expiration of sixty days from the termination of service, whichever shall be later, the capital credits credited to the account of such patron may, upon such terms and conditions as the board of directors, acting under policies of general application shall determine, be forfeited to the corporation as paid in surplus, using a discount rate and method as established by the board and credited to the proper account on the books of the corporation.

**\*\* Change made to comply with current operating procedures and Wyrulec Financial Policy.**

## ARTICLE XV

### Amendments

~~Pursuant to Wyoming Statute 17-20-729, the Cooperative's bylaws may be amended by a two-thirds (2/3) vote of the directors following Notice to the members. Such Notice shall be given to the members at least thirty (30) days before the meeting to vote on the proposed amendments and shall (i) state that the purpose of the meeting is to consider proposed amendments to the bylaws, (ii) contain or be accompanied by a copy or summary of the proposed amendments, and (iii) be fair and reasonable notice, which includes, but is not limited to, an advertisement in a newspaper of general circulation in the Cooperative's service territory and direct mailings to members.~~

These By-laws may ~~also~~ be altered, amended, or repealed by the members ~~only~~ at any regular or special meeting, ~~provided~~ that notice of such meeting shall have contained a copy of the proposed alteration, amendment, or repeal. Two-thirds (2/3) of the ~~members voting votes cast or a majority of the voting power, whichever is less~~, must vote in favor of any amendments before they are passed.

### Amended Version

Pursuant to Wyoming Statute 17-20-729, the Cooperative's By-laws may be amended by a two-thirds (2/3) vote of the directors following Notice to the members. Such Notice shall be given to the members at least thirty (30) days before the meeting to vote on the proposed amendments and shall (i) state that the purpose of the meeting is to consider proposed amendments to the By-laws, (ii) contain or be accompanied by a copy or summary of the proposed amendments, and (iii) be fair and reasonable notice, which includes, but is not limited to, an advertisement in a newspaper of general circulation in the Cooperative's service territory and direct mailings to members.

These By-laws may also be altered, amended, or repealed by the members at any regular or special meeting, providing that notice of such meeting shall have contained a copy of the proposed alteration, amendment, or repeal. Two-thirds (2/3) of the votes cast or a majority of the voting power, whichever is less, must vote in favor of any amendments before they are passed

**\*\* Change made in accordance with Wyoming State Statute.**