

MINUTES OF THE BOARD MEETING  
OF THE BOARD OF DIRECTORS  
OF  
FALL RIVER RURAL ELECTRIC COOPERATIVE, INC.

JUNE 15, 2019

The meeting of the Fall River Rural Electric Cooperative, Inc. Board of Directors was held prior to the Annual Membership Meeting on Saturday, June 15, 2019, at North Fremont High School in Ashton, Idaho. A quorum was present, and President Doug Schmier called the meeting to order at 7:30 a.m. Executive Assistant Joni Amen recorded the minutes. The invocation was given by Director Brent Robson.

ATTENDING OFFICERS

President Doug Schmier; Vice President Brent Robson; Secretary/Treasurer Dede Draper; Immediate Past President Jay Hanson

DIRECTORS PRESENT

Debbie Smith, Ron Dye, Jeff Keay, Brent Crowther, and Georg Behrens

ABSENT - None

OTHER

CEO/General Manager Bryan Case, Attorney Jerry Rigby, Candidates Kelly Circle, Kyle Cooke, Anna Lindstedt, Mark Hansen, Bruce Ard, Mark Gerber, Jodi Stiehl, and Allan Webb; and Executive Assistant Joni Amen

APPROVAL OF AGENDA

**Director Behrens made a motion to approve the Agenda. Director Robson seconded.** A voice vote was taken, THE MOTION CARRIED BY UNANIMOUS VOTE.

NEW MEMBERSHIPS & AGREEMENTS

The official business of this meeting was to approve the list of new memberships and purchase of power agreements, in the event any of the new members would like to vote at the Annual Meeting. Following a review of the new memberships and purchase of power agreements, **Director Hanson made a motion to approve the new memberships and agreements, seconded by Director Robson.** A voice vote was taken, THE MOTION CARRIED BY UNANIMOUS VOTE.

ANNUAL MEETING TIMELINE AND AGENDA

CEO Bryan Case reviewed the outline of the Agenda, and he reported on board and staff assignments. He explained the punch card and chain saw drawing, the question cards and reported on the facts and figures card that was added to the bags. He explained the interactive questions and how it will work, along with a paper version with the same questions that members can answer, if they don't have a smart phone. Pat Sturm will be the chief election judge again this year. Special guest retired Executive Director Anita

Decker is here and will address the members. CEO Case reported that Mr. Ray Rigby, Fall River's long-time attorney, passed away and he said he will take a moment to pay tribute to him during his presentation. Directors Behrens and Keay will call the names of winners for the gifts.

Director Draper thanked Janice and Bryan Case's generosity in contributing the \$1,000 Energy Partner Scholarship

**OTHER BUSINESS:**

**Director Hanson made a motion to recess, Director Robson seconded.** A voice vote was taken, THE MOTION CARRIED BY UNANIMOUS VOTE. The meeting was recessed at 8:00 a.m. and will reconvene following the Annual Member Meeting.

**President Doug Schmier reconvened the regular Board meeting, calling the meeting back to order at 12:15 p.m.** with the following in attendance: President Doug Schmier, Vice President Brent Robson, Secretary/Treasurer Dede Draper, Immediate Past President Jay Hanson, Directors, Brent "Husk" Crowther, Georg Behrens, Jeff Keay and newly elected Directors Jodi Stiehl and Anna Lindstedt. Attorney Jerry Rigby, CEO/General Manager (CEO) Bryan Case, and Executive Assistant Joni Amen were also present.

Jerry Rigby thanked CEO Case for Ray's tribute; it was very touching.

The interactive questions were enjoyed by everyone. Director Draper reported that she appreciates the "greening up" of the Annual Meeting by serving bulk orange juice and milk in paper cartons, eliminating plastic bottles, using individual utensils, and using trays.

**ELECTION RESULTS**

The final number of members registered to vote was 2,286; the number of proxies voted were 91; the number of electronic votes were 629; ballots returned by mail were 1,348. Member's registered to vote in person totaled 218. There were 12 closed accounts during the time the elections were open.

The final results of the election were as follows:

**District 4 – East Driggs:**

Kelly Circle ----- 134  
Kyle Cooke----- 648  
Mark Hansen----- 450  
Delwyn Jensen----- 214  
Anna Lindstedt ----- 673

**District 7: South Island Park**

Bruce Ard ----- 669  
Mark Gerber ----- 406  
Jodi Stiehl ----- 716  
Allan Webb ----- 238

**District 9 – West Yellowstone/Montana:**

Doug Schmier----- 1,767

The first By-Law change for a former employee or Board member to become eligible: ARTICLE IV: Directors, Section 3. Qualifications-. Any person shall be eligible to become or remain a board member of the Cooperative or eligible to be employed by the Cooperative who: is not currently, nor has been an employee of the Cooperative within the past three (3) years and will not apply or be considered for employment at the Cooperative for three (3) years after serving as a Board of Director for the Cooperative. The measure passed with a vote of 1823 votes in favor and 148 against.

The second By-Law change was Section 13. Number of Terms. The duty and obligation to elect qualified directors is shared by all members. From and after the Director's election of 2013, no director shall be elected to more than five (5) consecutive terms. However, term limits may be extended by one additional term (not to exceed (6) consecutive terms overall) if an existing Fall River board member is serving as a board member of a regional or national industry organization at the end of his/her fifth term and if the Fall River membership re-elects him/her through the Fall River election process. The measure passed by 1589 votes in favor and 365 against.

#### ADJOURNMENT

**Director Hanson made a motion to adjourn, seconded by Director Robson.** A voice vote was taken, THE MOTION CARRIED BY UNANIMOUS VOTE. The meeting was adjourned at 1:20 p.m.

DATE APPROVED: July 22, 2019

  
Secretary Brent Crowther