

**Washington Electric  
Cooperative, Inc.**

**2020  
INFORMATION &  
FORMS  
FOR CANDIDATES  
PETITIONING FOR  
THE  
BOARD OF  
DIRECTORS**





## Washington Electric Cooperative, Inc.

P.O. Box 8, 40 Church Street  
East Montpelier, Vermont 05651

Telephone: 802-223-5245; Fax: 802-223-6780  
[www.washingtonelectric.coop](http://www.washingtonelectric.coop)

### Memo

To: Director Candidates  
From: Dawn Johnson, Administrative Assistant  
Date: November 13, 2019  
Re: Procedures for Running for the Board of Directors

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The following information is included in this package:

- ◆ A letter from President Barry Bernstein.
- ◆ An information sheet with deadlines for all candidates petitioning for a position on the Board of Directors. Please complete the necessary forms and return them to WEC on or before the deadlines indicated.
- ◆ A Statement of Director Responsibilities is provided so all candidates are aware of the responsibilities and qualifications necessary to be a candidate for the Board of Directors.
- ◆ Candidate petitions (2)—twenty five members must sign the petition supporting you as a candidate. It is recommended that you obtain more than 25 signatures just in case someone signing is no longer a member or is not a member of record (remind signers that they are a member of record if their name appears on the electric bill). Please note that signatures of joint members are treated as one signature.
- ◆ Affirmation of Receipt, Understanding and Compliance—According to WEC Bylaws, candidates are required to submit an affirmation stating that they understand the responsibilities of directors and that they meet the qualifications as set forth in the Bylaws.
- ◆ List of 2019 – 2020 Board of Directors with contact information.

Please be aware that all candidates will be featured in *Co-op Currents*. The March newsletter will feature biographical information (400 word count) and a photo of each candidate. The April issue of the newsletter will contain candidates' responses to the questions found on the information sheet in this packet (650 word count). It is very important that this information be submitted by the deadlines so that the newsletter can be mailed according to the stipulations of the Bylaws.

Candidates with questions regarding the forms or procedures should contact Administrative Assistant Dawn Johnson (224-2332).

For more information about the Co-op (including back issues of the newsletter) please visit our website ([www.washingtonelectric.coop](http://www.washingtonelectric.coop)) or feel free to contact General Manager Patty Richards. If you have further questions about the job of a director, please feel free to contact Board President Barry Bernstein or any of the current members of the board (see List of 2019 – 2020 Board of Directors for contact information).







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### 2020 DEADLINES

**Friday, February 7** ..... Deadline for **brief biographical information (400 words)** and **photo** to be published in the March issue of *Coop Currents*. Although the deadline for receiving candidate **petition**, the **Affirmation of Receipt, Understanding and Compliance**, is outlined below, *the sooner these are submitted the better*. (Please mail, email, or hand-deliver to WEC. If emailing, please send to [Dawn.Johnson@wec.coop](mailto:Dawn.Johnson@wec.coop).)

*Photo can be scheduled with Co-op Currents Editor Katie Titterton ([katie@clearspotvt.com](mailto:katie@clearspotvt.com)) if needed. Incumbents can use photo on file.*

**Friday, March 6** ..... **Last date candidate petitions and affirmation will be accepted.** Candidate will be featured in the April issue of the newsletter. Note: a photo, if it hasn't already been submitted, is still required.

**Tuesday, March 10** ..... Deadline for receiving **answers to questions (650 words)** (see below). (Mail, email or hand deliver to WEC).

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### QUESTIONS

1. Introduce yourself:
  - Where do you live and how long have you lived there?
  - Under what town is your Co-op membership listed?
  - How long have you been a Co-op member?
  - How should members contact you?
2. Please briefly describe your background--for example, your education, occupation and/or other experiences that you would like members to know about.
3. Why are you seeking a position on the Co-op Board? Why would you make a good director?
4. What do you think are the most important issues that the cooperative must face in the next few years? What should WEC do about those issues?
5. Is there anything else you would like to tell the members?

*WEC is an equal opportunity employer and energy provider owned by its members since 1939.*





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November 13, 2019

Dear Candidate:

Thank you for taking the time and having the interest to run for the Washington Electric Cooperative Board of Directors.

On behalf of the Board I encourage you to take the time to personally view the requirement of getting 25 signatures on your petition to run for a director as a unique opportunity to individually meet with at least 25 member households and businesses. The meetings will give you a chance to get direct feedback from co-op members on how well they think their co-op is serving them, how much the members understand the difference between receiving electricity from a co-op vs. an investor owned utility, as well as share with them your interest in getting their vote.

Please note that joint members count as only one signature. You are advised to submit your petition(s) with more than the required signatures in the event that any of the signatures cannot be verified as members of the Cooperative.

Again thank you for taking time and energy to participate in this year's election.

Sincerely,

WEC Board of Directors

Barry Bernstein  
President





WASHINGTON ELECTRIC COOPERATIVE, INC.

STATEMENT OF DIRECTOR RESPONSIBILITIES

The Board of Directors is composed of elected representatives of the member/owners, with authority and responsibility for overall management of the Cooperative in accordance with Article III, Section 1, of the Cooperative's Bylaws.

Generally, therefore, the members of the Board of Directors are responsible to the member/owners for the management of the Cooperative, for public relations, for member education and involvement and for maintaining proper relations with the Rural Utilities Service and the National Rural Utilities Cooperative Finance Corporation, the Cooperative's mortgagors; and the Vermont Public Service Board and the Vermont Department of Public Service.

More specifically, members of the Board of Directors should:

1. have a strong belief in the cooperative, non-profit form of electric utility operation and ownership;
2. commit themselves to serve their fellow Washington Electric Cooperative members by acting as a liaison between the member/owners and management;
3. serve the best interests of the Cooperative, and be open to the opinions and concerns of their fellow members;
4. be responsible for the selection of a general manager and the delegation of adequate authority to enable him or her to properly manage the Cooperative, and for periodically evaluating the general manager's performance in accordance with relevant policies;
5. be responsible for setting policy and approving programs developed to carry out these policies;
6. examine information provided to Board members and be prepared to discuss and vote knowledgeably on issues scheduled for action at Committee and Board meetings;
7. attend Board meetings as follows:
  - a. Regular Meetings—regularly held on the last Wednesday of each month beginning at 6:00 p.m. and typically lasting until approximately 9:00 p.m. with occasional meetings lasting longer. Remuneration for said attendance shall be in the form of per diem and mileage reimbursement in such amount as set by the Board of Directors;

- b. Special Meetings—as scheduled by the Board. Remuneration for attendance at special meetings will be the same as that set for regular Board meetings, unless otherwise specified by a vote of the Board of Directors.
- 8. be willing to attend electric cooperative and public power association meetings held in Vermont, New England and nationwide when authorized by the Board of Directors. Board members are compensated for attendance at such meetings at a rate determined by vote of the Board.
- 9. be willing to attend and participate when appropriate in all area meetings (two every Fall) conducted by the Cooperative, and encourage the attendance of other Co-op members;
- 10. actively participate on the Board committees to which they are appointed (standard practice—each director is appointed to one standing committee), and conscientiously serve as a leader of a committee if they are appointed chairperson;
- 11. be responsible for efforts to educate the members in cooperative principles, and keep them fully informed of Cooperative matters and activities;
- 12. be responsible for ensuring the Cooperative's operations conform with the organization's bylaws and relevant statutes and regulations;
- 13. be responsible for the election of officers, whose duties are fully outlined in Article V of the Cooperative's Bylaws and relevant Board policies;
- 14. be responsible, as appropriate, for any other Cooperative matters that are beyond the usual and customary scope of management; and
- 15. be responsible for evaluating and improving upon the effectiveness of Board endeavors.

## **QUALIFICATIONS**

A person filling a position on the Board of Directors shall meet the qualifications as set forth in Article III, Sections 2 and 3A of the Cooperative's Bylaws.

### **Section 2. Qualifications**

No person shall be eligible to become Director or to hold any position of trust in the Cooperative who:

- (a) is not a member of the Cooperative in good standing for at least six months;
- (b) is not a resident of the State of Vermont;
- (c) is an employee of the Cooperative; or
- (d) is an employee, officer or director of, or has a direct, material interest in any retail or wholesale electric utility within the State of Vermont or any entity selling electric energy or supplies to the Cooperative, except a cooperative



formed under Section 3043 of Title 30, Vermont Statutes Annotated; any entity formed pursuant to Chapter 83, title 30, Vermont Statutes Annotated; and the Vermont Public Power Supply Authority formed under Chapter 84, Title 30, Vermont Statutes Annotated; provided that nothing contained herein shall disqualify persons generating electric energy on their own premises and selling capacity or energy to the Cooperative through interconnection with Cooperative facilities.

The Board of Directors shall forthwith remove from office any person holding such office in contravention of the foregoing provisions.

### Section 3A. Candidates

It is the policy of Washington Electric Cooperative, Inc. that members shall be encouraged to enter their candidacy for the position of director and shall become a candidate upon submission of a petition supporting their candidacy signed by not less than twenty-five (25) members, not less than sixty (60) days prior to the meeting. The signatures of each member of a joint membership will be counted as a single signature.

It shall be the duty of the Board of Directors to select a process whereby they appoint not less than 90 days before the notice of any meeting of the members at which Directors are to be elected, a committee on candidates consisting of not less than seven (7) nor more than eleven (11) members who shall be selected so as to give equitable representation on the Committee to the geographical areas served or to be served by the Cooperative. No officer nor member of the Board of Directors shall be appointed a member of such Committee. Neither shall any member of the Board of Directors whose term is expiring in a given year participate in any decisions concerning the Committee on Candidates or the election process, whether or not that director is seeking re-election.

The function of the committee shall be:

- (1) to make certain there is at least one candidate for each Director position. If there are too few candidates, the Committee has the obligation to recruit more;
- (2) to ensure that the candidate petitions contain the proper number of verified signatures;
- (3) to ensure that all candidates meet the qualifications for Director set forth in Article III, Section 2, of the bylaws; and
- (4) to ensure that all candidates have received information as to the responsibilities and time commitments associated with the position of Director.

The Committee shall prepare and post at the principal office of the Cooperative at least forty-five (45) days prior to the meeting, the list of all candidates for the position of Director. The Secretary shall mail with the notice of the meeting a statement of the number of Directors to be elected with a list of the candidates accompanied by brief statements by the candidates.

NOTE: The Cooperative does not discriminate against any Director or Director candidate on the basis of race, religion, sex, color, ancestry, place of birth, age or disability.



# CANDIDATE PETITION

## May 2020 Director Election

We, the undersigned members of Washington Electric Cooperative, Inc., do hereby support the candidacy of \_\_\_\_\_ for the Board of Directors of Washington Electric Cooperative, Inc.

	<u>SIGNATURE</u>	<u>PRINTED NAME</u> <i>(as it appears on your WEC statement)</i>	<u>TOWN/MAP #/ACCOUNT #</u>	<u>VERIFIED</u> <u>BY WEC</u>
1	_____	_____	_____	[ ]
2	_____	_____	_____	[ ]
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25	_____	_____	_____	[ ]

**MINIMUM OF 25 VOTING MEMBERSHIPS MUST BE PRESENTED**  
**(Only one signature per joint membership.)**

For Office Use:

# \_\_\_\_\_ Signatures verified this page

Page \_\_\_\_ of \_\_\_\_

Total # Signatures Verified: \_\_\_\_\_





# CANDIDATE PETITION

## May 2020 Director Election

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	<u>SIGNATURE</u>	<u>PRINTED NAME</u> <i>(as it appears on your WEC statement)</i>	<u>TOWN/MAP #/ACCOUNT #</u>	<u>VERIFIED</u> <u>BY WEC</u>
1	_____	_____	_____	[_____]
2	_____	_____	_____	[_____]
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Total # Signatures Verified: \_\_\_\_\_



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## Affirmation of Receipt, Understanding and Compliance

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I, the undersigned candidate for Director of Washington Electric Cooperative, hereby affirm that I have received and read, and understand the Statement of Director Responsibilities, and meet the qualifications for Director as set forth in Article III, Section 2, of the Cooperative's Bylaws, which are stated below:

*No member shall be eligible to become a director, or to hold any position of trust in the Cooperative who:*

- (a) is not a member of the Cooperative in good standing for at least six months;*
- (b) is not a resident of the State of Vermont;*
- (c) is an employee of the Cooperative; or*
- (d) is an employee, officer or director of, or has a direct, material interest in, any retail or wholesale electric utility within the state of Vermont or any entity selling electric energy or supplies to the Cooperative, except a cooperative formed under Section 3043 of Title 30, Vermont Statutes Annotated; any entity formed pursuant to Chapter 83, Title 30, Vermont Statutes Annotated; and the Vermont Public Power Supply Authority formed under Chapter 84, Title 30, Vermont Statutes Annotated; provided that nothing contained herein shall disqualify persons generating electric energy on their own premises and selling capacity or energy to the Cooperative through interconnection with Cooperative facilities.*

I further affirm to the Committee on Candidates that, in accordance with Article III, Section 2A of the Cooperative's Bylaws, I have been a member of the Cooperative in good standing for the past six months.

Date: \_\_\_\_\_

Signed: \_\_\_\_\_





**WASHINGTON ELECTRIC COOPERATIVE, INC.**

**2019 - 2020 BOARD OF DIRECTORS**

**BARRY BERNSTEIN**, President 456-8843 (h)  
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