



**National Cooperative  
Services Corporation**

## **Minutes of 43rd NCSC Annual Membership Meeting June 17, 2024**

The 43rd Annual Membership Meeting of the National Cooperative Services Corporation was held Monday, June 17, 2024, pursuant to a Notice of Meeting dated April 25, 2024, and deposited in the mail on that day and addressed to each member at their address as it appears on the records of the association, all in accordance with Article III, Section 4 of the association's bylaws.

### **Call to Order and Invocation**

Kathy Cooper-Winters, president of the NCSC Board of Directors and vice chair of Northwestern Rural Electric Cooperative Association in Pennsylvania, called the meeting to order at 11 a.m. (ET).

### **Appointment of Recording Secretary**

President Cooper-Winters stated that if there were no objections Erin Steverson of the NCSC staff would be appointed to serve as recording secretary for the meeting. Hearing no objections, she was so appointed.

### **Attest to Quorum**

President Cooper-Winters called on Board Secretary-Treasurer Steve Rhodes, CEO of CHELCO in Florida, to attest to a quorum. The NCSC Bylaws specify that whether in person or voting by mail, at least 10% of the total number of the members of the association constitutes a quorum. A quorum was declared.

### **Consent Items**

President Cooper-Winters asked for consent to waive the reading of the Notice of Meeting and the reading of the Proof of Mailing. Hearing no objections, the reading of the Notice of Meeting and the Proof of Mailing were waived.

### **Approval of 2023 Annual Meeting Minutes**

President Cooper-Winters called attention to the minutes of the 2023 Annual Meeting, which were mailed to all voting members and also handed out to delegates on-site, and asked if there were any objections to dispensing with the reading of the minutes. Hearing no objections, President Cooper-Winters declared that the minutes would stand approved as distributed.

President Cooper-Winters introduced the rest of the NCSC board members. District 1: Steve Harmon (VA) and Jason Miller (NY); District 2: Fred Johnson (AL), Steve Rhodes (FL) and R. Wayne Stratton (KY); District 3: Deb Erickson (MN), John Klatt (WI) and Cozy Nelsen (IA); District 4: Kristina Bahr (WA), Allen Hoopes (WY) and Bruce Mueller (KS); District 5: Jeremy Diller (TX), Bill Hegmann (AR) and Tyson Littau (OK).

### **President's Report**

President Cooper-Winters delivered the President's Report, reviewing the NCSC and RTFC consolidation completed in December 2023 and highlighting that the consolidation created a combined \$1.5 billion organization. She shared NCSC's preliminary financial report as of May 31, 2024, as well as highlights of NCSC's past fiscal year. Ms. Cooper-Winters then finished her report

by thanking her fellow Northwestern board members for their support and acknowledged thanks to the NCSC board and staff for the opportunity to serve.

### **Director Elections**

President Cooper-Winters proceeded to the election portion of the meeting, noting that Class E members can only vote for Class E candidates and Class T members can only vote for Class T candidates. She introduced the Class E and Class T Nominating Committees that had been appointed by the NCSC board to solicit nominations for director candidates:

Class E:

- Steve Harmon (Chair)
- Kristina Bahr
- Deb Erickson

Class T:

- Bill Hegmann (Chair)
- Fred Johnson
- Allen Hoopes

President Cooper-Winters then announced the candidates:

Class E:

- **District 1**
  - Gerald Arnie Kriner, chairman of Tri-County Rural Electric Cooperative in Pennsylvania.
  - Nelson Smith, chairman of The Energy Cooperative in Ohio.
  - Richal VanHook, board treasurer of Piedmont Electric Membership Corporation in North Carolina.
- **District 2**
  - Pat Hargadon, vice chair of Shelby Energy Cooperative in Kentucky.
- **District 3**
  - Cozy Nelsen, CEO of Guthrie County Rural Electric Cooperative Association in Iowa.
- **District 4**
  - Bruce Mueller, CEO and general manager of Wheatland Electric Cooperative in Kansas.
- **District 5**
  - Tyson Littau, CEO and general manager of Northwestern Electric Cooperative in Oklahoma.

Class T:

- **District 1**
  - Jason Miller, general manager of Delhi Telephone Company in New York.
- **District 3**
  - John Klatt, president and CEO of Lakeland Communications in Wisconsin.
- **District 5**

- Dustin Hilliary, co-chief executive officer of Medicine Park Telephone Company in Oklahoma.
- Toney Prather, president and owner of Totelcom Communications in Texas.

President Cooper-Winters stated that videos for candidates in the competitive races would be played. The videos for Gerald Arnie Kriner, Nelson Smith, Richal VanHook, Dustin Hilliary and Toney Prather were played. President Cooper-Winters then stated that 104 mail ballots had been received for the Class E election, and 96 ballots had been received for the Class T election. Those would be counted with the voting ballots cast during today's meeting. President Cooper-Winters invited Class E and Class T voting delegates who had not voted by mail to cast their ballots. She stated that results of the vote would be announced at the beginning of the NCSC-featured speaker General Session. (Class E directors elected Nelson Smith, Pat Hargadon, Cozy Nelsen, Bruce Mueller and Tyson Littau; Class T directors elected Jason Miller, John Klatt and Toney Prather.)

Following the director elections, President Cooper-Winters called for any further business to come before the meeting. Hearing none, the 43rd Annual Meeting of NCSC was adjourned.

**RESPECTFULLY SUBMITTED:**



---

Erin Steverson  
Recording Secretary

**Approved by NCSC Membership**

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