

CHARITON VALLEY ELECTRIC COOPERATIVE, INC.
ANNUAL MEETING OF BOARD OF DIRECTORS
AUGUST 7, 2023

The Annual Meeting of the Board of Directors of Chariton Valley Electric Cooperative, Inc. was held at the Cooperative's headquarters located at 2090 Highway 5, in Albia, Iowa, at 8:10 P.M. on the 7th day of August, 2023, pursuant to waiver of notice of all of the directors.

The meeting was called to order by Randy Gottschalk, Vice President, who served as Chairman of the meeting and Secretary Norman Major served as Secretary of the meeting and kept the minutes thereof.

The Secretary then called the roll and reported that the following directors, including those elected at the Annual Meeting of the Members, were present:

Randy Gottschalk	Karla Heffron
Jerry Durian	John Houser
Wesley Green	Kenneth Vandenberg
Norm Major	Richard Welsh
Marchelle Brown	

Said persons being all of the directors. Also present were Troy Amoss, General Manager and Attorney Dennis L. Puckett.

All Directors waived notice of the meeting, and the Waiver is attached hereto.

The Chairman thereupon declared the meeting duly organized for the transaction of business and the election of officers.

The Chairman then stated the next order of business would be the election of officers to hold office until the first meeting of the Board of Directors following the adjournment of the next Annual Meeting of the Members, and until their respective successors shall have been elected and shall have qualified.

The Chairman then turned to Attorney Puckett to conduct the election of officers.

Nominating ballots for the office of President were distributed and completed by each of the directors. The ballots were collected and counted. The results of such nominating ballot for the office of President were reported as follows:

Kenny Vandenberg	5 Nominating Ballots
Randy Gottschalk	4 Nominating Ballots

Finding an absolute majority on the nominating ballot, a motion was made, seconded and carried to have the nominating ballot serve as an election ballot. Kenny Vandenberg was thereupon declared to have been duly elected to the office of President to serve for a term of one year and until his successor shall have been duly elected and qualified.

Nominating ballots for the office of Vice President were then distributed and completed by each of the directors. The ballots were collected and counted. The results of such nominating ballot for the office of Vice President were reported as follows:

Randy Gottschalk	4 Nominating Ballots
John Houser	1 Nominating Ballot
Richard Welsh	1 Nominating Ballot
Marchelle Brown	3 Nominating Ballots

Since there was not a majority on the nominating ballot, an election was held between Randy Gottschalk, John Houser and Marchelle Brown. Richard Welsh declined the nomination. Randy Gottschalk received 6 votes and Marchelle Brown received 3 votes. Randy Gottschalk was thereupon declared to have been duly elected to the office of Vice President, to serve for a term of one year and until his successor shall have been duly elected and qualified.

Nominating ballots for the office of Secretary were then distributed and completed by each of the directors. The ballots were collected and counted. The results of such nominating ballot for the office of Secretary were reported as follows:

Norm Major	8 Nominating Ballots
John Houser	1 Nominating Ballot

Finding an absolute majority on the nominating ballot, a motion was made, seconded and carried to have the nominating ballot serve as an election ballot. Norm Major was thereupon declared to have been duly elected to the office of Secretary to serve for a term of one year and until his successor shall have been duly elected and qualified.

Nominating ballots for the office of Treasurer were then distributed and completed by each of the directors. The ballots were collected and counted. The results of such nominating ballot for the office of Treasurer were reported as follows:

Marchelle Brown	6 Nominating Ballots
John Houser	3 Nominating Ballots

Finding an absolute majority on the nominating ballot, a motion was made, seconded and carried to have the nominating ballot serve as an election ballot. Marchelle Brown was thereupon declared to have been duly elected to the office of Treasurer to serve for a term of one year and until her successor shall have been duly elected and qualified.

A motion was made, seconded and carried to appoint Kenny VandenBerg as the voting representative to attend the shareholder meeting of Chariton Valley Services, Inc.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting adjourned.


Randy Gottschalk, Chairman


Norman Major, Secretary

CHARITON VALLEY ELECTRIC COOPERATIVE, INC.

WAIVER OF NOTICE

We, the undersigned directors of Chariton Valley Electric Cooperative, Inc., an incorporated cooperative association organized under the laws of the State of Iowa, do hereby waive notice of the time, place and purpose of the Annual Meeting of the Board of Directors of the Cooperative, and do hereby expressly consent that said meeting may be held at the Cooperative headquarters, 2090 Highway 5, Albia, Iowa at 8:10 P. M., on the 7th day of August, 2023, for the following purposes:

1. To elect officers; and for the transaction of such other business as may come before said meeting or any adjournment or adjournments thereof.

IN WITNESS WHEREOF, we have hereunto set our hands this 7th day of August, 2023.

Jerry Duncan

Ken Mj

Marshall Brown

Karla Heffron

Randy Bott

Richard Walsh

Kenny Vanden Berg

John L. Huser

Wesley Green

BEING A QUORUM OF THE DIRECTORS OF
CHARITON VALLEY ELECTRIC COOPERATIVE, INC.