



# BUCKEYE RURAL ELECTRIC COOPERATIVE LOCAL PAGES

**A**t the annual meeting on August 10, 2019, cooperative members will have the opportunity to vote on changes to the Code of Regulations. The following pages outline the proposed changes.

The first matter to be voted upon reflects changes to the voting process for matters put before the members, including the voting process for electing BREC's board of trustees. If the proposed changes are approved, the voting may be authorized to take place via mail, using electronic communications methods, in person at the annual meeting, or a combination of any of the methods.

BREC's service area covers portions of nine counties, and the proposed changes will provide flexible, convenient, and open voting methods to all of its members. Many of Ohio's electric cooperatives have made similar changes to their codes of regulations and have reported an increase in voter response. BREC believes that the

## FIRST MATTER TO BE VOTED ON Article III, Sections 4, 5, 6 and Article IV, section 4

### ARTICLE III

Section 4. Quorum. ~~The members entitled to vote present in person or represented by proxy at any meeting of the members shall constitute a quorum.~~ All members voting at any meeting of the members, and/or who cast a ballot prior to the meeting in the manner specified in Article III, Section 6 of this Code of Regulations, shall constitute a quorum for the transaction of business at all meetings of the members.

SECTION 5. Voting. Each member shall be entitled to one vote and no more, **nontransferable**, upon each matter submitted to vote at a meeting of the members. All questions shall be decided by a vote of a majority of the members voting thereon, ~~in person or by proxy~~ except as otherwise provided by law, the Articles of Incorporation, or this Code of Regulations.

~~Section 6. Proxies. At all meetings of members, a member may vote by proxy executed in writing by the member. Such proxy to be valid shall be filed with the Secretary at least ten (10) days prior to the date of the meeting or delivered to the main office of the Cooperative at least ten (10) days prior to the date of the meeting. In computing the days prior to the meeting, the date of the delivery shall not be counted but the day of the meeting shall be counted in the determination of same. No proxy shall be voted at any meeting of the members unless it shall designate the particular meeting at which it is to be voted, and no proxy shall be voted at any meeting other than the one so designated or any adjournment of such meeting. No member shall vote as proxy for more than three (3) members at any meeting of the members. No proxy shall be valid after sixty (60) days from the date of its execution. The presence of a member at a meeting of the members shall revoke a proxy theretofore executed by him/her and such member shall be entitled to vote at such meeting in the same manner and with~~

proposed changes will encourage even more member participation and response.

The second matter to be voted upon provides clarification on Joint Memberships and what BREC currently considers co-memberships. Please note that this is a corrected version of the Article 1, Section 3 changes from that which was published in the June and July issues of *Ohio Cooperative Living*. Corrections have been made to the last two paragraphs of the Joint Membership section. This corrected version will be voted on at the annual meeting. The proposed changes to the Joint Membership section are not retroactive and will only affect future members of the Cooperative. Copies of these changes will be available at the annual meeting. The current Code of Regulations is available on BREC's website at: <https://www.buckeyerec.coop/index.php/code-of-regulations/>. If you would like a copy of the current Code of Regulations, you may contact our office at 800-231-BREC (2732) or 740-379-2025.

~~the same effect as if he/she had not executed a proxy. In case of a joint membership, a proxy may be executed by either husband or wife. The presence of either husband or wife at a meeting of the members shall revoke a proxy theretofore executed by either of them and such joint member or members shall be entitled to vote at such meeting in the same manner and with the same effort as if a proxy had not been executed. No person other than a member shall vote a proxy. Notwithstanding anything contained in this ARTICLE III, no proxy shall be voted on any matter requiring the approval of the affirmative vote of not less than two thirds of all the members of the Cooperative pursuant to ARTICLE VIII of this Code of Regulations.~~

SECTION 6. Alternative Voting Methods. On all matters to be submitted to a vote of the members, voting thereon may be conducted at a duly called meeting of the members, by mail ballot, authorized electronic communications equipment, or any combination thereof, or by other means the Board deems appropriate, in its discretion, or as otherwise provided by law, the Articles of Incorporation of the Cooperative, or this Code of Regulations.

For all matters to be voted upon by the members by mail, the Secretary shall prepare or cause to be prepared, a ballot that lists the nominees for Trustees, nominated as specified in Article IV, Section 4 of this Code of Regulations, and all other matters to be voted on by the members.

The ballot shall be mailed to the members in a reasonable amount of time prior to the time that voting is to conclude. The mailing shall include, with the ballot, a designation of the date and time before which the ballot must be returned, as well as a designation of the location where, and the manner in which, the ballot shall be returned.

The aforesaid information may be notated directly on the ballot. Ballots that are received after the date and time designated, or in a manner or location other than the manner and location designated in said mailing will not be counted.

The ballot shall be deemed to be delivered to the member, when deposited in the United States mail, addressed to the member at his/her address as it appears on the records of the Cooperative, with postage thereon prepaid. Such ballot may be given by inserting the same in the official publication of the Cooperative and mailed as hereinbefore described. The failure of any member to receive a ballot shall not invalidate the results of any such matter to be voted upon.

#### ARTICLE IV

SECTION 4. Nominations. It shall be the duty of the Board to appoint, not less than ~~thirty (30)~~ **one hundred fifty (150)** calendar days ~~nor more than ninety (90) days~~ before the date of a meeting of the members at which members of the Board are to be elected, a committee on nominations consisting of one member and one alternate from each district in which a trustee is to be elected who shall be selected so as to insure equitable representation on the committee to the geographic areas constituting the designated service areas of the Cooperative in which Trustees are to be elected. No member of the Board or officer may serve on such committee.

The committee shall prepare and post at the principal office of the Cooperative at least ~~twenty (20)~~ **one hundred twenty (120)** calendar days before the meeting of the members a list of nominations for board membership, which shall include at least one candidate from each district for each position for a board member representing such district, which is to be filled at the next annual meeting of members or at any meeting held in lieu thereof as hereinbefore provided.

**Any twenty-five (25) or more members may make other nominations by petition not less than one hundred five (105)**

calendar days prior to the meeting of the members. The Secretary shall post such other nominations at the same place where the list of nominations made by the committee is posted, and the Secretary shall include, with the notice of the election, the names and addresses of any persons so nominated.

No person shall be voted upon for membership on the Board who has not signified his/her willingness to serve, and who is not in compliance with any candidate qualifications set forth in the policies of the Cooperative.

The Secretary shall be responsible for mailing with the notice of the meeting of the members, ~~but at least ten (10) days before the date of such meeting of members;~~ a statement of the number of board members to be elected and the names and addresses of the candidates. ~~nominated by the committee on nominations. Any twenty-five (25) or more members may make other nominations by petition not less than fifteen (15) days prior to the meeting of the members. The Secretary shall post such other nominations at the same place where the list of nominations made by the committee is posted, and the Secretary shall include the names and addresses of any persons so nominated (by petition) which are received no more than forty-five (45) days prior to the mailing of the notice of the meeting of said members with said notice. No person shall be voted upon for membership on the Board who has not signified his/her willingness to serve if elected.~~

Nothing contained in this section shall affect in any manner whatsoever the validity of any election of board members or any action taken by the Board.

## SECOND MATTER TO BE VOTED ON

### Joint memberships: Article I, Section 3

Section 3. Joint Membership. ~~A husband and wife shall have the option of being joint members and all provisions relating to the~~ The term "member" shall include the spouse of the person whose name appears on the membership certificate. ~~Adults who are unmarried and living in the same residence may have the option to become joint members as may be set forth in the Cooperative Policies as adopted by the Board. All rights, privileges, and liabilities of membership shall apply equally to a husband and wife, who are~~ joint members, with the exception of the following:

Notice to either shall constitute notice to both.

Expulsion of either shall terminate the joint membership. Withdrawal of either shall terminate the joint membership.

Either, but not both, may be elected or appointed as an officer or board member, provided that both meet the qualifications for such office.

A waiver of notice, signed by either or both, shall constitute a joint waiver.

The presence at a meeting of either or both shall be regarded as the presence of one member and shall constitute a joint waiver of notice of the meeting.

The principle of one member one vote shall continue to apply so that the vote of either separately or both jointly shall constitute one vote. Nothing in this amendment shall be construed as so to allow **a husband/wife members** in a joint membership to be entitled to more than one joint vote on any one matter.

Should **a husband and wife spouses** choose not to be joint members then only the one of them who has signed the membership shall be deemed a member. ~~The Board shall adopt policies to advise the current membership of the option to be joint members and implement this section.~~