

**MINUTES OF THE ANNUAL MEETING OF MEMBERS
OF
JEFFERSON ENERGY COOPERATIVE**

July 16, 2019

The Eighty Second Annual Meeting of Members of Jefferson Energy Cooperative was held at Jefferson County High School in Louisville, Georgia on Tuesday, July 16, 2019.

REGISTRATION

Early Registration was implemented in 2019. Members had the opportunity to register at any Jefferson Energy office between July 1-10, 2019. Upon registration, members were given a Ballot to mail in to vote for the proposed Bylaw Revisions.

Registration was held at the Annual Meeting from 8:30 a.m. through 10:00 a.m. A list of registered members is attached to the minutes as Exhibit "A."

ENTERTAINMENT

Entertainment was provided by Little Roy and Lizzy. The children were entertained by Susan Walden, Dolly Coxville and Ronald Drayton.

RECOGNITION OF VETERANS

Employees who have served in our armed forces were recognized:

Bobby Bunn, Chief Petty Officer; 27 years of services in the United States Navy Reserves;

Vinson Miller, Private First Class; 1½ years of service in the United States Army;

Adam Richards, Staff Sergeant; 9 years of service in the United States Army;

Quincy Thomas, Sergeant; 7 years of service in the United States Marine Corps;

Mel Wall, Specialist E4; 3 years of service in the United States Army;

Also recognized were:

Director Martin Thompson for his service in the United States Army;
Director Joe Shurley for his service in the National Guard; and
Retired Director Sam Rabun for his service in the Navy.

All veterans were asked to stand to be recognized. After the recognition, all Annual Meeting attendees were asked to stand and recited the Pledge of Allegiance.

INVOCATION

Willie Albert Hill, Line Technician I, was introduced and gave the invocation.

CALL TO ORDER

At 10:00 a.m., Chairman Joe Shurley called the meeting to order. He introduced the Board of Directors and Executive Staff.

WELCOME TO MEMBERS AND GUESTS

Kenny Johnson, Vice President of Line Services, welcomed all members and guest. He also recognized members of the Jefferson Energy Cooperative Foundation Board, retired directors who were present and retired employees who were present.

READING OF OFFICIAL NOTICE OF THE 2019 ANNUAL MEETING

James L. Gay, Secretary/Treasurer, presented the Official Notice of the 2019 Annual Meeting of members. A motion was made, seconded, and approved to dispense with the reading of the Official Notice of the Meeting. A copy of that Notice is attached as Exhibit "B."

READING AND APPROVAL OF THE MINUTES OF THE 2018 ANNUAL

MEETING

Mr. Gay presented the minutes of the 2018 Annual Meeting. A motion was made, seconded, and approved to dispense with the reading of the minutes of the 2018 Annual Meeting.

DETERMINATION OF QUORUM

Mr. Gay confirmed registrations had been counted and a quorum was present. The registrars reported 422 members registered.

RECOGNITION OF CREDENTIALS AND ELECTION COMMITTEE

Mr. Mark Davis, Vice Chairman, introduced the Credentials and Election Committee.

OLD BUSINESS

There was no old business to present to the membership.

NEW BUSINESS

There was no new business to present to the membership.

REPORT FROM CHAIRMAN OF NOMINATING COMMITTEE

The 2018 Nominating Committee was recognized by Chairman Shurley. Wayne Yost, Chairman of the Nominating Committee, reported on the meeting of the Committee held on April 4, 2019. The Committee nominated Joe Shurley, Incumbent, for the North Region; Ophelia McCain, Incumbent, for the Richmond County Region; and Tim Garrett, Incumbent, for the South Region.

ELECTION OF DIRECTORS

Mr. Jones presided over the election of Directors. He asked the membership to vote for the candidate for the North Region, Joe Shurley, by a show of hands. Mr. Shurley was approved as director for the North Region.

Mr. Jones asked the membership to vote for the candidate for the Richmond County Region, Ophelia McCain, by a show of hands. Ms. McCain was approved as director for the Richmond County Region.

Mr. Jones asked the membership to vote for the candidate for the South Region, Tim Garrett, by a show of hands. Mr. Garrett was approved as director for the North Region.

PROPOSED BYLAW REVISIONS

Several Proposed Bylaw Revisions were presented to the membership. Members who were unable to attend the Annual Meeting had the opportunity to register early and mail in their Ballots to vote on the proposed Bylaw Revisions. Ballots were handed to each member who registered at the Annual Meeting. Members could vote for the revisions prior to the Business Meeting or vote during the Business Meeting after Mr. Jones provided a summary of the proposed Bylaw Revisions.

Mr. Jones explained the purpose of the proposed Bylaw Revisions:

Bylaws Section 4.08 Removal of Directors by Members is revised to delete language that allows an individual to be elected to serve on the Board without confirmation of the required qualifications.

Bylaw Section 4.09 is revised to allow any vacancy on the Board of Directors to be filled in the same way, regardless of the reason for the vacancy, to ensure that the candidate meets the required qualifications.

Following the summary, the Credentials and Election Committee passed around Ballot Boxes for members to cast their ballots. When all ballots were collected, the voting was closed. The Credentials and Election Committee counted all the ballots that were received by mail-in and at the Annual Meeting. Mr. Jones reported the results:

	<u>YES</u>	<u>NO</u>
Section 4.08	130	15
Section 4.09	124	9

The membership approved all Bylaw Revisions.

REPORTS AND PRESENTATIONS

Chris Dillard, President & CEO, provided information about Jefferson Energy Cooperative including:

Early Voting that was implemented this year
Report on the Financials for 2018
2018 Capital Credit Retirement and December refund
Automated Metering Infrastructure
Rural Broadband

William Irwin, Vice President of Energy Services, provided information about Community Involvement including:

Operation Round Up and Jefferson Energy Cooperative Foundation
Cooperative OutReach for Education (C.O.R.E)

Steve Chalker, Director of Public Relations provided information about the Washington Youth Tour (WYT) and introduced the following 2019 Delegates:

Jamie Lester, Briarwood Academy
Bridget Mack, Jefferson County High School
Grace Callaway, Briarwood Academy

Leilah Harshbarger was also a WYT Delegate but she was unable to attend the Annual Meeting.

Grace Callaway provided information about her WYT experience.

EMPLOYEE RECOGNITION

Mr. Dillard recognized the following employees who will be retiring within the next year:

Vernon White, Line Supervisor, has 41 years of service
Karen Harrison, Billing Clerk, has 35 years of service

AWARD DOOR PRIZES

Approximately 72 door prizes were awarded to the members present.

ADJOURNMENT

There being no further business, the meeting was adjourned at 11:30 a.m.

James L. Gay, Secretary/Treasurer

Attest:

Joe Shurley, Chairman of the Board

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