

CENTRAL RURAL ELECTRIC COOPERATIVE

BOARD MEETING SUMMARY

May 5, 2022

The regular meeting of the Central Rural Electric Cooperative board of trustees was held May 5, 2022.

FINANCE REPORT *Sondra White*

Sondra White presented the financial report.

COMMUNICATIONS REPORT *Jillianne Tebow*

Jillianne Tebow reviewed the following member engagement events:

- Youth Tour Trip
- Scholarship
- Co-op Kids
- Ambassador Training #4

SAFETY REPORT *Hunter Robinson*

Hunter Robinson reviewed the Safety Report.

CEO'S REPORT *Hunter Robinson*

Hunter Robinson presented the CEO report with updates including:

- Articles communicating challenges for finding lithium resources for EV batteries.
- The progress of Meridian Technology's Lineman training program. Central will be providing assistance as needed to the programs.
- An update on legislation impacting rural cooperatives was provided.
- A progress report was provided for the fiber infrastructure build out for Smart Grid.

BYLAW AMENDMENTS *Max Myers*

Max Myers reviewed proposed bylaw changes for the vote of the membership during the upcoming annual meeting.

- Districts
 - Update the language regarding districts to align with the cooperative maintaining 7 districts.
- District Meetings
 - Increase the number of days district meetings are held prior to the annual meeting in an effort to increase member participation.
- Notice of District Meetings
 - Clarify language regarding notification of filing periods and elections to members and move the dates earlier to allow for ample notification.
- Candidacy
 - Streamline candidate filing process by having one filing period for all districts.
- Election
 - Eliminate the need for a district meeting if only one candidate files.

ARTICLE IV TRUSTEES

Section 4. Districts. The territory served or to be served by the Cooperative shall be divided into ~~eight-seven~~ districts, each of which shall contain approximately the same number of Members. Each district shall be represented by one Trustee. Not less than sixty days before any meeting of the Members at which Trustees are to be elected, the Board shall review the composition of the ~~eight-seven~~ districts and, if it should find inequalities in representation which could be corrected by an appropriation of districts, the Board shall reconstitute the districts so that each shall contain approximately the same number of Members. ~~If a vacancy occurs that reduces the number of Trustees to seven, the Board of Trustees shall reallocate the districts within sixty days of the meeting declaring vacancy.~~

Section 5. District Meetings. ~~Not less than 10 days nor more than 60 days before any~~Prior to the cooperative's annual meeting, the Board shall call a separate meeting of the Members of each district in which the terms and incumbent Trustees are due to expire for the purpose of electing one Trustee to represent the Members located within each of such districts. Such meetings shall be held anytime 30 to 60 days prior to the annual meeting. Only members of such districts will be able to vote for the Trustee.

All district meetings of the Members shall be held at a location within the geographic boundaries of the particular district as may be from time to time established by the Cooperative.

Section 6. Notice of District Meetings. Notice of the meeting shall be published to the membership a minimum of 30 days prior to election. The notice will be emailed or mailed to all members within a district. Details shall includeWritten or printed notice stating the place, date and hour of the meeting and should shall be delivered not less than seven days before the date of each meeting, either personally or by mail, by or at the direction of the secretary to each Member of the district. The notice shall indicate the district to which such Member belongs, and shall state that the election of a Trustee is to be the purpose of the meeting. It shall also contain the names of all candidates to be voted on at said election. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member's address as it appears on the records of the Cooperative, with postage thereon prepaid.The failure of any Member to receive notice of the meeting shall not invalidate any action which may be taken by the Members at any such meeting.

Section 7. Candidacy. A five-business day filing period shall be held a minimum of 60 days prior to the first district election. Not less than 15 days nor more than 20 days before each district meeting, aAny Member of the districts holding elections who wishes to become a candidate for the office of Trustee of his/her district, shall file a written notice of his/her candidacy and intention to stand for election. The candidate shall personally appear and file the written notice, on a form provided by the Cooperative, at the principal office of the Cooperative during normal business hours. Only those persons who have filed for election in compliance with this section of the bylaws shall be eligible for election.

- (a) ~~If there is a single qualified applicant for the office of Trustee at a District election, no Member files such notice of candidacy, the Board of Trustees shall declare the office vacant~~appoint the applicant. The vacancy shall be filled as provided for in Article IV, Section 10 of these bylaws.
- (b) Provisions of this section of the bylaws shall be published to each member of said districts a minimum of delivered, not less than 30 days before the date of each district meetingfirst day of the filing period, to each Member of the district.

Section 8. Election. All Trustees shall be elected in the following manner:

Five per centum (5%) of the Members of the district shall constitute a quorum at the district membership meeting. If less than a quorum is present at any district meeting, a majority of those present in person may adjourn the meeting from time to time without further notice. In the event that a quorum is not present and the election, because of such, cannot be held, then and in that event the Trustee holding office from that district shall automatically remain in office for an additional three-year term

provided he/she otherwise qualifies. In the event a vacancy exists at the time of the District Meeting and a quorum is not present at the District Meeting, the Board of Trustees shall appoint the Trustee for the three-year term. For the purpose of determining a quorum, the registration book shall be closed at the beginning of the meeting, and only those persons then registered or who may be present and available for registration may vote on the matters coming before the Members at such meeting, including the election of the Trustee of said district. If only one qualified applicant files for election, the board shall appoint the qualified applicant for the term.

LEGAL REPORT *Max Myers*

Max Myers presented the legal report to the Board of Trustees.

KAMO REPORT *Mark Pittman*

Mark Pittman presented the KAMO report, including the following:

- Power Deliveries
- CWP Amendment 47
- Supply Chain Issues
- Monkey Island & Beggs Animal Control Fence
- Member Load and Variable Cost
- AECI Update M7M

OAEC REPORT *James Wells*

James Wells reported on the following:

- Strategic Planning
- Oklahoma Living Magazine
- Board and Committee Meetings frequency

UPCOMING MEETINGS AND TRAVEL *Tiffany Hyer*

Tiffany Hyer reviewed the upcoming meetings and travel.