

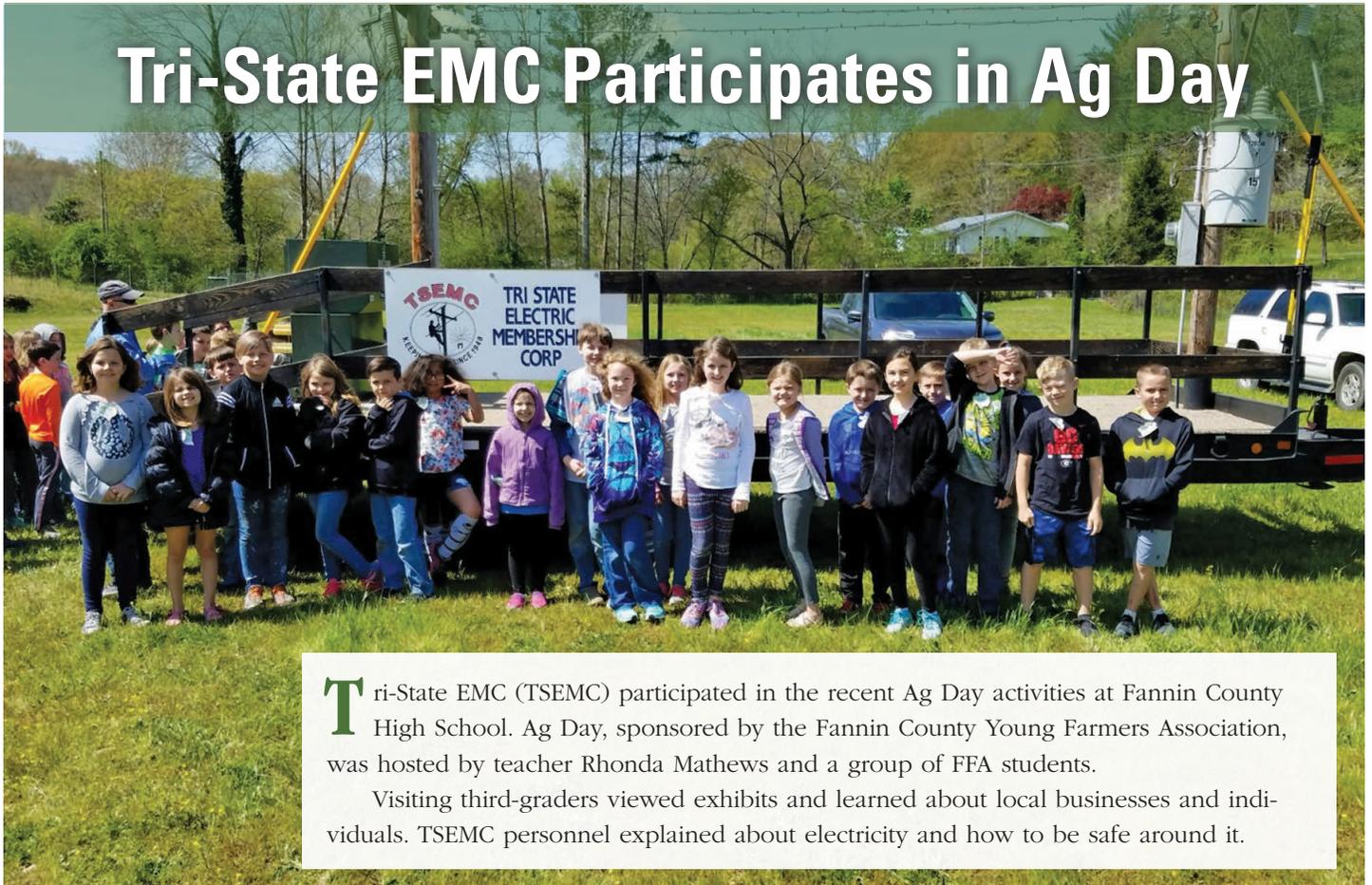


POWERLINES

June 2018

The Official Newsletter of Tri-State Electric Membership Corporation

Tri-State EMC Participates in Ag Day



Tri-State EMC (TSEMC) participated in the recent Ag Day activities at Fannin County High School. Ag Day, sponsored by the Fannin County Young Farmers Association, was hosted by teacher Rhonda Mathews and a group of FFA students.

Visiting third-graders viewed exhibits and learned about local businesses and individuals. TSEMC personnel explained about electricity and how to be safe around it.



Energy Efficiency Tip of the Month

Laundry Tip: Use rubber or wool dryer balls, which help separate clothing in the cycle, providing better airflow and a shorter drying time. Wool dryer balls can help absorb moisture, which also reduces drying time.

—Source: *energy.gov*

TSEMC Offices Closed July 4

Tri-State EMC will be closed Wednesday, July 4, 2018, in observance of Independence Day. On this date in 1776, the Declaration of Independence was approved by the Continental Congress, setting the 13 colonies on the road to freedom as a sovereign nation. As always, this most American of holidays will be marked by parades, fireworks and backyard barbecues across the country.

Tri-State EMC wishes everyone a safe and happy Fourth of July!

This institution is an equal opportunity provider and employer.

TRI-STATE ELECTRIC MEMBERSHIP CORPORATION NOTICE

Each year, the membership of Tri-State EMC is asked to elect Board members. A committee will be appointed by the Board of Directors on June 26, 2018, to carry out the election of two Directors whose terms expire on September 15, 2018. These Directors will be appointed as per the procedures outlined below, taken from the cooperative's Bylaws.

On July 24, 2018, a list of all candidates nominated will be posted at the cooperative's office, for District 1—Cherokee County, N.C., and District 5—all that part of Fannin County south of the Tennessee state line, along the west side of Mobile Road to the junction of Madola Road, along the south side of Madola Road to the junction of Old Hwy. 5, along the south side of Old Hwy. 5 to the junction of Hwy. 5, along the west side of Hwy. 5 to the junction of Scenic Drive, along the west side of Scenic Drive to the junction of Boardtown Road, along the west side of Boardtown Road, to the Gilmer County line.

Incumbent Directors are District No. 1, Tom Stiles; and District No. 5, Bill Joe Postell. The Bylaws of Tri-State Electric Membership Corporation provide the following guidelines:

ARTICLE V, Section 5.03, ELECTION AND TENURE OF OFFICE

All Directors to be elected in a contested election shall be elected by secret ballot at the Annual Meeting of the Members, beginning the year 1972, by and from the Members of the Cooperative, and Directors elected at the Annual Meeting in the year 1972 from the even-numbered Districts, two (2), four (4), and six (6) shall be elected and serve for a period of three (3) years or until the Annual Meeting in the year 1975, and the Directors elected from odd Districts, numbers one (1) and five (5) shall serve for one (1) year, or until the Annual Meeting in the year 1973, at which said meeting the successors to said Directors shall be elected for three (3) years and the Directors from the odd-numbered Districts, numbers three (3) and seven (7), at the Annual Meeting in the year 1972, shall be elected and serve for a period of two (2) years, or until the Annual Meeting in the year 1974, at which said meeting the successors to said Directors shall be elected for three (3) years, and each Annual Meeting thereafter the number of Directors equal to the number whose terms expire at the time of such meeting shall be elected for the term to expire at the third succeeding Annual Meeting. All of said Directors shall serve until their successor shall have been elected and shall have qualified, and in the event there shall be a tie vote, or votes, in said election, those tying shall cast lots by a method provided by the C & E Committee.

Section 5.04, QUALIFICATIONS

A person shall be eligible to qualify as a candidate, run for or remain a Director only if such person:

- (a) will be eighteen (18) years of age or older on the date of election; and
- (b) is a Member of the Cooperative and bona fide resident of the District represented; and
- (c) is receiving service from the Cooperative at his primary residence, unless temporarily prevented from doing so by causes beyond such Member's control; and
- (d) is not a Member of, employed by or financially interested in an enterprise or organization which

competes with the Cooperative or regularly contracts with the Cooperative, except such employment, membership or financial interest which is, in the judgment of the Directors, excluding the Director in question, so inconsiderable and incidental as not to pose a reasonable prospect of a conflict of interest; PROVIDED, however, that this determination shall be made by the C & E Committee if the person is a potential nominee or candidate for Director; or if the Directors, excluding the Director in question, request the C & E Committee to rule; and

- (e) is not currently, nor has been within the five (5) years immediately preceding the date of the election, an employee of the Cooperative, an employee or Director of a competing utility or enterprise, a close relative of an employee of the Cooperative, or a close relative of an employee or Director of a competing utility or enterprise. As used in this Section, close relative means a person who, by blood or by marriage, including half, foster, step and adoptive kin, is either a spouse, child, grandchild, parent, grandparent, brother or sister of the principal; and
- (f) is not the incumbent of or candidate for an elective public office in connection with which a salary is paid; and
- (g) has not failed to attend more than four (4) consecutive meetings of the Board, except when such absence is excused by a vote of the Board for reasonable cause, or who has not failed to attend, for any reason, twelve (12) consecutive meetings of the Board, or who has not been determined by the C & E Committee to be incapable of fulfilling the duties of a Director. When membership is held jointly by husband and wife, either one, but not both, may be elected a Director; PROVIDED, however, that neither one shall be eligible to become or remain a Director, or hold a position of trust in the Cooperative, unless both shall meet the qualifications hereinabove set forth. Upon establishment of the fact that a Director is holding office in violation of any of the foregoing provisions, the Board shall remove such Director from office.

Nothing contained in this Section shall affect the validity of any action taken at any meeting of the Board.

Section 5.05, NOMINATION

Nomination by Nominating Committee - It shall be the duty of the Board of Directors to appoint not less than forty (40) days nor more than sixty (60) days before the date of an Annual Member Meeting at which Directors are to be elected, a committee on nominations (Nominating Committee) consisting of not less than five (5) Members. At least one (1) Member of the Nominating Committee shall be selected from each District from which a Director is to be elected. No member of the Board may serve on the Nominating Committee. No Nominating Committee member shall be a close relative of an incumbent Director or a known candidate for Director. As used in this Section, close relative means a person who, by blood or by marriage, including half, foster, step and adoptive kin, is either a spouse, child, grandchild, parent, grandparent, brother or sister of the principal. The Nominating Committee shall prepare and post at the principal office of the Cooperative at least thirty (30) days before

the meeting a list of nominations for Directors. One or more candidates shall be nominated from each District by the Nominating Committee where Directors are to be elected for any Districts as provided by the Bylaws.

- (a) Nomination by Member Petition—Members may nominate additional individuals to run for election for any Director position for which Members are scheduled to vote at any Member Meeting (Member Petition Nominations). Members may make Member Petition Nominations by delivering to the Secretary at least forty-five (45) business days prior to the Member Meeting a writing for each Member Petition Nomination.
(Member Petition):
 - (1) listing the name of the Member Petition nominee;
 - (2) indicating the Director position for which the Member Petition nominee will run; and
 - (3) containing the printed names, addresses and telephone numbers, and original signature, of at least fifty (50) Members who are residents and take service from the Cooperative within the District for which the Member Petition nominee will run.

After verifying that a Member Petition complies with this Bylaw, the Cooperative shall post the Member Petition Nomination in approximately the same location as the Nominating Committee Nominations. The Secretary shall include with the notice of the Annual Member Meeting or separately, but at least ten (10) days before the date of the meeting, a statement of the number of Directors to be elected and the names and addresses of the candidates. The names of the candidates shall be arranged by Districts. Such statement shall also designate whether each candidate was nominated by the Nominating Committee or by Petition.

- (b) Restriction on Other Nominations—Except in the event that all candidates nominated as provided in this Article are deceased or withdraw in writing from candidacy prior to the election, no other nomination shall be in order.
- (c) The Members may, at any meeting at which a Director shall be removed as provided in these Bylaws, elect a successor thereto without compliance with the foregoing requirements with respect to nominations; PROVIDED, however, that any such successor must reside in the District in which the Board position is vacant.
- (d) Notwithstanding anything herein contained, failure to comply with any of the provisions of this subsection shall not affect the validity of any election of Directors.

If additional information is needed, please contact the EMC office.

For the Board of Directors:



Stacy Chastain, General Manager