

September 2024



**Oneida-Madison
Electric Cooperative, Inc.**

A Touchstone Energy® Cooperative



COOPERATIVE NEWS

Annual Meeting Edition

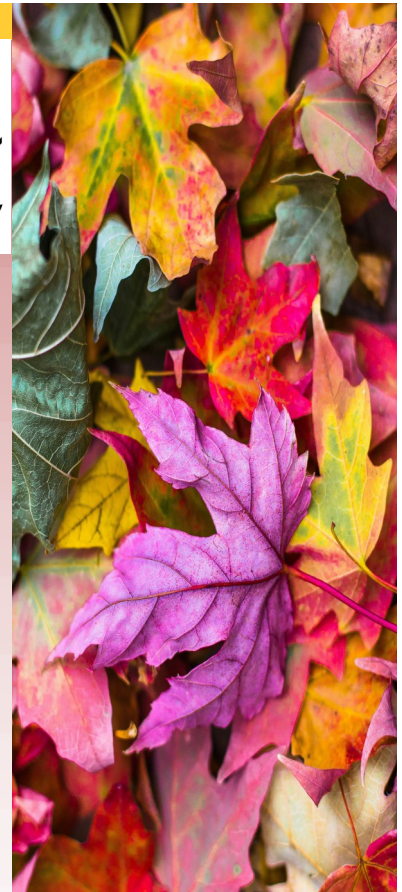
Dear Members,

We're thrilled to announce that the 81st Annual Meeting of the Members will take place on **Friday, October 4th, 2024**. It's a remarkable milestone, and we owe our continued success to your steadfast support.

In this edition of Cooperative News, you'll find all the essential details about the Annual Meeting. We've included information on how to reserve your BBQ dinners (with two tempting and discounted options!), details on upcoming elections, proposed bylaw changes, and an official proxy form for those who can't attend but still wish to vote.

Join us for an event filled with excitement: savor delicious food, explore a variety of vendors, enjoy live music from the Nelson Brothers, learn about scholarship opportunities, and more. There's something for everyone in the entire family and we do hope you bring the whole gang!

For more information or updates, keep an eye on our Facebook page or website. Additionally, you may always stop in or call the office at 315-893-1851. We look forward to seeing you!



Notes & Information

Normal Office Hours are as follows:

7:30am-4pm, Monday-Friday

Office Location:

6630 State Rt 20

Bouckville, NY 13310

Call (315) 893-1851 24 hours a day for assistance with power outages and/or emergencies

Your Board of Directors

Rudy Brouillette, President

John Lehr, Vice President

**Dan Saulsgiver, Secretary/
Treasurer**

Scott Bugbee

Seth Howard

James Nassimos

Kurt Peavey

The Freshman



My name is Scott Bugbee and I live in North Brookfield with my wife Amanda and our two kids, Thatcher and Gwen.

I am currently a technology teacher at Sherburne-Earlville Central School, where I've had the privilege of teaching for the past 18 years. Alongside my teaching career, I've devoted 25 years to serving as an active member of the North Brookfield Fire Department. Additionally, I proudly served in the Army Reserves for 8 years, including a deployment to Iraq in 2004.

Since 2010, my family has been rooted in OMEC, having built our home on Carter Road, straddling the Brookfield and Madison town line. I am eager to contribute as a new member of the OMEC Board of Directors. While I have much to learn, I am grateful for the opportunity to collaborate with such a knowledgeable and dedicated team.

Meet the Directors



The Incumbent

My name is Rudy Brouillette, and I bring over three decades of directorship experience, including 25 years as Board President. My wife Karen and I reside on our hobby farm in Augusta where we enjoy spending time with our three sons, three daughters, four granddaughters, and one grandson.

Alongside my role at OMEC, I've dedicated 30 years to the United States Postal Service as a Rural Carrier. My family and I are active members of the Madison United Methodist Church. In my leisure time, I enjoy raising and showcasing exhibition poultry, woodworking, and farming.

I eagerly anticipate another term of service to my neighbors and fellow members. As a life-long member of the Cooperative, I am truly grateful for the opportunity to contribute to such an exceptional organization.

OFFICIAL NOTICE OF THE 81st ANNUAL MEETING OF THE MEMBERS OF ONEIDA-MADISON ELECTRIC COOPERATIVE, INC.

Mr. Daniel Saulsgiver, Secretary of Your Cooperative's Board of Directors hereby announces:

Pursuant to provisions of the Bylaws of Oneida-Madison Electric Cooperative, Inc., the **eighty-first Annual Meeting of the Members** of the Oneida-Madison Electric Cooperative, Inc. will be held **Friday, October 4, 2024 at 7:00 p.m.** at the Madison Central School (7303 US Route 20 in Madison) to take action upon the following matters of business:

1. Reports of Officers, Directors, and Committees
2. The election of Directors of the Cooperative for terms of three years
3. Bylaw amendments & consideration of any other business which may properly be presented

DIRECTOR NOMINATIONS

PURSUANT TO ARTICLE IV SECTION 3 OF THE BYLAWS OF THE ONEIDA-MADISON ELECTRIC COOPERATIVE, INC., THE COMMITTEE ON NOMINATIONS CONVENED AUGUST 7, 2024 AT 5:00 P.M. IN THE OFFICE OF THE COOPERATIVE, 6630 STATE ROUTE 20, BOUCKVILLE, NEW YORK. THERE ARE PRESENTLY TWO DIRECTOR'S TERMS EXPIRING ON OCTOBER 4, 2024. THE COMMITTEE SELECTED THE FOLLOWING NOMINEES FOR DIRECTOR FOR THREE YEAR TERMS EACH:

SCOTT BUGBEE
RUDY BROUILLETTE

RESIDENT OF THE TOWN OF BROOKFIELD
RESIDENT OF THE TOWN OF AUGUSTA

As reported by: Murry Ames, Chairman of the Committee on Nominations

Dear Fellow Cooperative Member:

Please join us on **Friday night October 4, 2024** as we celebrate our 81st Annual Meeting. Once again, this year's dinner and entertainment will start at **5:30 PM** at Madison Central School, located at 7303 Route 20 in Madison. The meeting starts at 7:00 PM in the school auditorium. Financial reports for calendar year 2023 will be available at the Annual Meeting and can be obtained by contacting Your Cooperative's office. **THE LAST PAGE OF THIS DOCUMENT includes the meal reservation/payment form which should be returned by Friday, September 27th.**

Sincerely,

Rudy Brouillette, President of Your Cooperative

Official Proxy

As a member of the Oneida-Madison Electric Cooperative, Inc., I, the undersigned,
hereby appoint _____ as my proxy to vote in my stead at the **81st Annual Meeting of the Members** to be held in Madison, New York, on **October 4, 2024**.

I realize it is my duty as a Member of this Cooperative to take an active interest in its affairs. However, as I find it impossible to attend the meeting in person, I have carefully considered the business which to my knowledge is to be acted upon, and have decided to give my proxy to the person named above, who is a Member and who has agreed to vote this proxy on all matters as he/she honestly believes I would vote if I were present. I hereby ratify and confirm my proxy's vote in my stead.

Witness my hand and seal this _____ day of _____, 2024.

Signature of Member giving Proxy

Witness Signature

OFFICE USE ONLY

Received on: _____

Signature of Dan Saulsgiver, Secretary/Treasurer, Board of Directors



One of the distinguishing features of OMEC, and all cooperatives, compared to investor-owned utilities, is democratic member control. We are owned by our members—you! You have the power to elect your Board of Directors who represent your interests, vote on bylaw changes, and decide on recipients of Operation Round Up funds, among other important matters.

We recognize that attending the Annual Meeting in person isn't always feasible. Therefore, we have included the Official Proxy form on the previous page, in accordance with Oneida-Madison Electric Cooperative, Inc. bylaws Article III, Section 6. This form allows a fellow member, who is an adult (18 years or older) and either resides in your household or is another established member of the cooperative, to vote on your behalf.

Please note, the official proxy is valid only for the specified meeting and becomes null and void if you attend, ensuring that no double voting occurs.

If you have any questions or require further clarification regarding proxies, please don't hesitate to contact Kyla at 315-893-1851 or kyla@oneidamadison.com

ONEIDA-MADISON ELECTRIC COOPERATIVE, INC.

80TH ANNUAL MEETING

OCTOBER 6, 2023

DRAFT MINUTES

The 80th Annual Meeting of the Members was held October 6, 2023, at the Madison Central School, located at 7303 State Route 20, Madison, NY. Prior to the meeting, a dinner was catered by Brooks' House of Bar-B-Que from Oneonta, NY.

President Rudy Brouillette called the meeting to order at 7:00 PM. He then recognized the entertainment, the Nelson Brother's Band. Following the Pledge of Allegiance, Pastor Jennifer Neidhart from the Madison Methodist Church, gave the invocation.

President Brouillette then introduced OMEC's current Board of Directors, CEO and General Manager, Brian Bell, employees, and cooperative attorney, Bob Birch, followed by the Cooperative's special guests including Assemblyman, Brian Miller, Steuben CEO, Bryant Dillon, Otsego CEO, Tim Johnson, Otsego Director Pat Hooker, Delaware CEO, John Gasstrom, Delaware Board President, Rusty Pick, Delaware Manager of Cooperative Relations, Janelle Linehan, and OMEC retiree, Bob Markowski. He went on to introduce the Oneida County Dairy Ambassador, Ella Larry. Ms. Larry then gave a short speech about the importance of dairy in our area and in our diets. After her, President Brouillette then introduced the recipients of last year's Youth Scholarship, Rachel Molloy, Alexis Learned, Kyle Peavey, and Rudy Brouillette, Jr. where each gave a short talk about their experiences.

Secretary/Treasurer, Dan Saulsgiver then took the podium. He asked if there was a quorum, and it was determined that there was. He then asked a child in the audience to pull the winner of the \$100 Early Bird bill credit, which was Charles Bringham. He then read the Official Notice of the meeting. Mr. Saulsgiver then asked for a motion to dispense the reading of the Minutes of the 79th Annual Meeting. A motion from the floor for the approval was made and seconded with the motion being carried.

The presentation of the Treasurer's Report was then given, and Mr. Saulsgiver stated that copies of the "Member's Financial Reports for 2022" were available if any member should want one. He then asked if there were any questions regarding this report and as there were none, a motion was made and seconded to accept the report and the motion was carried.

President Brouillette then introduced, Murray Ames, the chairperson of the Nominating Committee. During his introduction President Brouillette wished Mr. Ames and his wife, Naydene, a happy anniversary. Mr. Ames stood up from his seat in the audience to read the report from the Committee, nominating John Lehr and Seth Howard for three-year terms. President Brouillette went on to say that no nominations had been made by petition and asked if anyone wished to make a nomination from the floor. After no responses, President Brouillette asked for a motion to elect both nominees, which was then made, seconded, and carried, with no voice votes in opposition. President Brouillette then introduced CEO and General Manager, Brian Bell.

Mr. Bell addressed the membership and invited guests in a short, but to-the-point speech, touching on the major topics of:

1. Where we've "been" as far as the history of the Cooperative, how it began, the different leaders we've had in the past, and where we're "headed". He touched on the changing public policy regarding zero carbon emissions and how the purchase of EVs, heat pumps and the like will affect the grid. He asked members to let the Cooperative know if and when they planned on purchasing EVs, heat pumps, solar generation, and the like, so that we can stay on top of the changing needs and increased usage.
2. The amount of money retired by the Cooperative in the form of Capital Credits last year, and in the years previous, that set our Cooperative apart from other for-profit utilities.
3. New projects that are currently being worked on or will be in the up-coming year, including the continuing addition of new meters that will be deployed off the Oriskany Falls substation, consequently abolishing the need for manual meter reading. He also recognized David Rhyde, for his contribution to the Cooperative in replacing those meters.

President Brouillette then came back to the podium to announce Employee Recognition awards including 30 years for Jim Nassimos and 40 years for Dan Saulsgiver.

President Brouillette then gave his "President's Comments" including a highly informative explanation of the upcoming energy restrictions regarding fossil fuels and how it will impact our membership. He was honest about upgrades to the grid, while simultaneously increasing the reliance upon electricity whilst retiring coal and natural gas generation could increase costs both from an individual perspective and the Cooperative perspective. He went on to say the NRECA is working on our behalf to slow down new mandates and allow technology to catch up before we go completely carbon zero. President Brouillette went on to express how preparedness is essential and that our Cooperative will always keep the members informed as we continue to navigate the unknowns.

He then asked the Membership if there was any old or new business to be discussed, and with there being none, he asked Mr. Bell to return to the podium to speak about the proposed bylaw changes.

The members were given a copy of bylaw changes, and Mr. Bell briefly reviewed what the Board would like to change. Mostly language and updated policies regarding virtual attendance to annual meetings and electronic communications, in addition to the removal of nominations for directors from the floor. It was determined that the vote on these changes will most likely take place at next year's annual meeting.

Mr. Bell also discussed the passing of two former OMEC CEO and General Managers, Ken Bodine and Don Brown. One of the members in the audience also mentioned the death of former OMEC Board President, Jerome Malinowski.

At this time, Secretary/Treasurer, Dan Saulsgiver, stood up and told a nice story about meeting Mr. Malinowski and how he was instrumental in recruiting and retaining Mr. Saulsgiver to the Board.

President Brouillette then returned to the podium to remind everyone of the \$25 bill credit that they will receive for attending the meeting, then a motion was made, seconded, and carried to close the meeting at 8:02 pm.

Proposed Bylaw Changes: Key Updates and Amendments

We are making several important updates to our bylaws to ensure consistency and reflect current practices. The following are the key changes proposed:

- **Consistency in Terminology:** Throughout the document, the spelling of "bylaws" has been standardized, removing any alternate versions with or without a hyphen.
- **Electronic Communication and Virtual Attendance:** Updates in Article 1 Section 1, and Article 3 Sections 3, 4, 6, and 7, as well as Article 5 Sections 3 and 4, address the use of electronic communication and the option for virtual attendance at meetings.
- **Joint Membership Qualifications:** Article 1 Section 3 redefines the qualifications for joint membership, clarifying the requirements and expectations.
- **Member-Generated Energy:** Article 1 Section 6 now includes provisions related to energy generated by members, acknowledging and outlining relevant guidelines.
- **Annual Meetings:** Article 3 Section 1 clarifies that failing to hold an annual meeting at the designated time does not result in the forfeiture or dissolution of the Cooperative.
- **Terminology Update:** The terms "trustees" and "Directors" have been unified under "Directors" in Article 3 Section 7 and Article 5 Section 4.
- **Director Attendance and Nominations:** Article 4 Sections 2 and 3 address the removal of a director for missing two-thirds of meetings within a year and extend the nomination period for directors from 15 to 30 days before the annual meeting. It also empowers the nominating committee to appoint nominees if necessary and eliminates nominations from the floor.
- **Board Secretary and Treasurer Roles:** The roles of the Board Secretary and Treasurer have been redefined in Article 6 Sections 6 and 7.
- **CEO/General Manager Title:** The title "Manager" has been updated to "CEO/General Manager" in Article 6 Section 8.
- **Removal of Officer Bonds:** Article 6 Section 9 removes the requirement for Bonds of Officers.
- **Rate Change Notifications:** Article 10 Section 4 eliminates the need for written notice of rate changes to the Administrator of the Rural Utilities Service.
- **Inclusion of Policies:** Article 11 Section 3 adds the word "policies" to the list of governing documents.

These proposed changes aim to modernize our governance documents and ensure they align with current operational practices. We encourage all members to review these updates and participate in the upcoming vote.

The aim of ONEIDA-MADISON ELECTRIC COOPERATIVE, INC. is to make electric energy available to its members at the lowest cost consistent with sound economy and good management.

BY-LAWS BYLAWS OF

ONEIDA-MADISON ELECTRIC COOPERATIVE,
INC.

ARTICLE I MEMBERSHIP

Section 1. Requirements for membership. Any person, firm, association, corporation, or body politic or subdivision thereof will become a member of ONEIDA-MADISON ELECTRIC COOPERATIVE, INC. (hereinafter called the "Cooperative.") Upon receipt of electric service from the Cooperative, provided that he or it has first:

- (a) made a written or electronic application for membership therein;
 - (b) agreed to purchase from the Cooperative electric energy as hereinafter specified;
 - (c) agreed to comply with and be bound by the articles of incorporation and bylaws of the Cooperative and any rules and regulation adopted by the Board;
 - (d) paid the membership fee hereinafter specified.
- No member may hold more than one membership in the Cooperative, and no membership in the Cooperative shall be transferable, except as provided in these bylaws.

Section 2. Membership Certificates.

Membership in the Cooperative shall be evidenced by a membership certificate which shall be in such form and shall contain such provisions as shall be determined by the Board. Such certificate shall be signed by the President and by the Secretary of the Cooperative and the corporate seal shall be affixed thereto. No membership certificate shall be issued for less than the membership fee fixed in these bylaws, nor until such membership fee has been fully paid for. In case a certificate is lost, destroyed or mutilated a new certificate may be issued therefore upon such uniform terms and indemnity to the Cooperative as the Board may prescribe.

Section 3. Joint Membership. ~~A husband and wife or any two natural persons who principally reside at the same location may be eligible to apply for a joint membership and subject to their compliance with the requirements set forth in Section 1 of this Article. The term "member" as used in these bylaws shall be deemed to include a husband and wife or any two natural persons who reside principally at the same location holding a joint membership and any provisions relating to the rights and liabilities of membership shall apply equally with respect to the holders of a joint membership. Without limiting the generality of the foregoing, the effect of the hereinafter specified actions by or in respect to the holders of a joint membership shall be as follows:~~

Joint Membership. A married couple or any two persons who principally reside at the same location may be eligible to apply for joint membership and subject to their compliance with the requirements set forth in Section 1 of this Article. The term "member" as used in these bylaws shall be deemed to include a married couple or any two natural persons who reside principally at the same location holding a joint membership and any provisions relating to the rights and liabilities of

membership shall apply equally with respect to the holders of a joint membership. Without limiting the generality of the foregoing, the effect of the hereinafter specified actions by or in respect to the holders of a joint membership shall be as follows:

- (a) The presence at a meeting of either or both shall be regarded as the presence of one member and shall have the effect of revoking a proxy executed by either or both and of constituting a joint waiver of notice of the meeting;
- (b) The vote of either separately or both jointly shall constitute one joint vote;
- (c) A proxy executed by either or both shall constitute one joint proxy;
- (d) A waiver of notice signed by either or both shall constitute a joint waiver;
- (e) Notice to either shall constitute notice to both;
- (f) Expulsion of either shall terminate the joint membership;
- (g) Withdrawal of either shall terminate the joint membership;
- (h) Either but not both may be elected or appointed as an officer or Director, provided that both meet the qualifications for such office.

Section 4. Conversion of Membership.

- (a) A membership may be converted to a joint membership upon the written request of the holder thereof and the agreement by such holder and the new joint member to comply with the article of incorporation, bylaws and rules and regulations adopted by the Board of Directors. The outstanding membership certificate shall be surrendered, and shall be reissued by the Cooperative in such manner as shall indicate the changed membership status.
- (b) Upon the death of either member who is party to the joint membership, such membership shall be held solely by the survivor. The outstanding membership certificate shall be surrendered, and shall be reissued in such manner as shall indicate the changed membership status; provided, however that the estate of the deceased shall not be released from any debts due the Cooperative.

Section 5. Membership Fees. The membership fee shall be \$10.00, upon the payment of which a member shall be eligible for service connection.

Section 6. Purchase of Electric Energy. Each member shall, as soon as electric energy shall be available, purchase from the Cooperative all electric energy used on the premises specified in his application for membership, **except for electricity that might be generated by the member on his, her, their, or its premises, if the Board of Directors agrees to accept said electricity as a matter of its discretion,** and shall pay therefore at rates which shall from time to time be fixed by the Board. It is expressly understood that amounts paid for electric energy in excess of the cost of service are furnished by members as capital and each member shall be credited with the capital so furnished as provided in these bylaws. Each member shall pay to the Cooperative such minimum amounts regardless of the amount of electric energy consumed, as shall be fixed by the Board from time to time. Each member shall also pay all amounts owed by him to the Cooperative as and when the same shall become due and payable.

Section 7. Termination of Membership.

- (a) Any member may withdraw from membership upon compliance with such uniform terms and conditions as the Board may prescribe. The Board may, by the affirmative vote of not less than two-

thirds of all the members of the Board, expel any member who fails to comply with any of the provisions of the articles of incorporation, bylaws or rules and regulations adopted by the Board but only if such member shall have been given written notice by the Cooperative that such failure makes him liable to expulsion and such failure shall have continued for at least ten days after such notice was given. Any expelled member may be reinstated by vote of the Board or by vote of the members at any annual or special meeting. The membership of a member who for a period of six (6) months after service is available to him, has not purchased electric energy from the Cooperative or of a member who has ceased to purchase energy from the Cooperative may be cancelled by resolution of the Board.

- (b) Upon the withdrawal, death, cessation of existence or expulsion of a member the membership of such member shall thereupon terminate, and the membership certificate of such member shall be surrendered forthwith to the Cooperative. Termination of membership in any manner shall not release a member or his estate from any debts due the Cooperative.

ARTICLE II RIGHTS AND LIABILITIES OF MEMBERS

Section 1. Property Interest of Members. Members shall have no individual or separate interest in the property or assets of the Cooperative except that upon dissolution, after:

- (a) all debts and liabilities of the Cooperative shall have been paid, and
- (b) all capital furnished thru patronage shall have been retired as provided in these bylaws, the remaining property and assets of the Cooperative shall be distributed among the members and former members in the proportion which the aggregate patronage of each bears to the total patronage of all members during the existence of the Cooperative, insofar as is practicable.

Section 2. Non-liability for Debts of the Cooperative. The private property of the members shall be exempt from execution or other liability for the debts of the Cooperative and no member shall be individually liable or responsible for any debts or liabilities of the Cooperative.

ARTICLE III MEETINGS OF MEMBERS

Section 1. Annual Meeting. The Annual Meeting of the members shall be held during the month of October of each year, beginning with the year 1954, at such place in the counties of Madison or Oneida, State of New York as shall be designated in the notice of the meeting, for the purpose of electing Directors, passing upon reports of the previous fiscal year and transacting such other and further business as may properly come before the meeting. **Failure to hold the Annual Meeting at the designated time shall not work a forfeiture or dissolution of the Cooperative.**

Section 2. Special Meetings. Special meetings of the members may be called by resolution of the Board of Directors, or upon a written request signed by any three Directors, by the President, or by ten per centum or more of all the members, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held at any place within the counties of Madison or Oneida, State of New York specified in the notice of the special meeting.

Section 3. Notice of Members' Meetings. Written, **Notice shall be delivered by regular first class mail (USPS) to the members last known address or by email communication (to an email address supplied by the Member to the Cooperative for such purpose prior to the date required for such notice)** or printed notice stating the place, day and hour of the meeting and, in case of a special meeting or an annual meeting at which business other than that listed in Section 7 of this article is to be transacted, the purpose or purposes for which the meeting is called, shall be delivered not less than ten days, not more than twenty-five days before the date of the meeting, either personally, **electronically**, or by mail, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Cooperative, with postage thereon prepaid. The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

Section 4. Quorum. As long as the total number of active members does not exceed five hundred, ten per centum of the total number of active members present in person **or by electronic means (if put into effect by the Board of Directors for that specific meeting)** shall constitute a quorum. In case the total number of active members shall exceed five hundred, fifty active members present and in person, shall constitute a quorum. If less than a quorum is present at any meeting, a majority of those active members present in person may adjourn the meeting from time to time without further notice, provided, that the Secretary shall notify any absent active members of the time and place of such adjourned meeting. **If the Board of Directors decides to allow electronic attendance at such meeting, it shall adopt a resolution to that effect at a Board Meeting held prior to the meeting with notice thereof to be given to all members as set forth above in Section 3.**

Section 5. Voting. Members who are currently purchasing electric service from the Cooperative shall be considered active members and shall be entitled to vote at all regular and special membership meetings. Members who are not purchasing electric service shall be considered inactive members and will not be entitled to a vote. Each active membership shall be entitled to only one vote upon any matter submitted to a vote at a meeting. All questions shall be decided by a vote of a majority of the active members voting thereon in person or by proxy, except as otherwise provided by law, the articles of incorporation or these ~~by-laws~~ **bylaws**.

Section 6. Proxies. **(a)** A member may vote by proxy executed in writing by the

member. Such proxy shall be filed with the Secretary before or at the time of the meeting. No proxy shall be valid after sixty days from the date of its execution. No proxy shall be valid 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. A member may give his proxy only to another member or to an adult relative living in the same home with such member, and no person may hold more than three proxies at any meeting. The presence of a member at a meeting shall revoke a proxy theretofore executed by him and such member shall be entitled to vote at such meeting in the same manner and with the same effect as if had not executed a proxy. **(b) At the discretion of the Board, the Board may adopt a resolution at a regularly held Board Meeting to allow voting by electronic means.**

Section 7. Order of Business. The order of business at the annual meeting of the members and, so far as possible, at all other meetings of the members, shall be essentially as follows:

1. Report as to which members are present in person **or electronically** and which members are represented by proxy in order to determine the existence of a quorum.
2. Reading of the notice of the meeting and proof of the due publication or mailing thereof, or the waiver or waivers of notice of the meeting, as the case may be.
3. Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon.
4. Presentation and consideration of reports of officers, ~~trustees~~ **directors** and committees.
5. Election of Directors.
6. Unfinished business.
7. New business.
8. Adjournment.

ARTICLE IV DIRECTORS

Section 1. General Powers. The business and affairs of the Cooperative shall be managed by a Board of nine Directors which shall exercise all of the powers of the Cooperative except such as are by law, the articles of incorporation or these bylaws conferred upon or reserved to the members.

Section 2. Qualifications and Tenure. The persons named as Directors in the articles of conversion, shall compose the Board of Directors until the first Annual Meeting or until their successors shall have been elected and shall have qualified. If the election of Directors shall not be held on the day designated herein for the Annual Meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Beginning with the year 1989, the directors whose terms are to expire will be divided into two classes. The two classes shall consist of three directors in the first class and

two directors in the second class. The term of office of the directors in the first class elected at the annual meeting held in 1989 shall expire at the third succeeding annual meeting. The term of office of the directors in the second class elected at the annual meeting held in 1989 shall expire at the second succeeding annual meeting. At the annual meeting held in 1990 the directors whose terms are to expire will be divided into two classes. The two classes shall consist of three directors in the first class and one director in the second class. The term of office of the directors in the first class elected at the annual meeting held 1990 shall expire at the third succeeding annual meeting. The term of office of the director in the second class elected at the annual meeting held in 1990 shall expire at the next succeeding annual meeting. At each annual meeting after the annual meeting held in 1990, a number of directors, equal to the number of directors whose terms expire at the time of such meeting, shall be elected to hold office until the third succeeding annual meeting or until their successors shall have been elected and shall have qualified subject to the provisions of these ~~by-laws~~ **bylaws** with respect to the removal of directors. Beginning with the Annual Meeting of the Membership to be held in October of 2015, the size of the Board of Directors of the Cooperative shall be reduced from nine

(9) to seven (7) by eliminating the directorship position of any Director who shall have resigned before

or effective at the end of his term, and by not appointing a replacement director to fill any such vacancy. Directors may be elected by a plurality vote of the members. No person shall be eligible to become or remain a Director or to hold any position of trust in the Cooperative who:

- (a) is not a member and bona fide resident in the area served by the Cooperative; or
- (b) is in any way employed by or financially interested in a competing enterprise or a business selling electric energy or supplies to the Cooperative, or a business primarily engaged in selling electrical or plumbing appliances, fixtures or supplies to the members of the Cooperative.
- (c) in the case of a director, fails to attend two-thirds of directors' meetings in a twelve month term commencing in October of any year or is absent four consecutive meetings, unless excused by action of the Board of Directors upon good cause shown.**

Section 3. Nominations. It shall be the duty of the Board of Directors to appoint, not less than thirty days nor more than sixty days before the date of a meeting of the members at which Directors are to be elected, a committee on nominations consisting of not less than five nor more than eleven members who shall be selected from different sections of the project area so as to insure equitable representation. No member of the Board of Directors may serve on such committee. The committee, keeping in

mind the principle of geographical representation, shall prepare and post at the principal office of the Cooperative at least twenty days before the meeting a list of nominations for Directors but any fifteen or more members acting together may make other nominations by petition not less than **fifteen thirty** days prior to the meeting and the Secretary shall post such nominations at the same place where the list of nominations made by the committee is posted. **In the event adequate nominations are not received and certified, the nominations committee will have the authority to appoint nominees.** The Secretary shall mail with the notice of the meeting or separately but at least seven 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, specifying separately the nominations made by the committee on nominations and also the nominations made by petition, if any. **Nothing contained herein shall however, prevent additional nominations from the floor at the meeting of the members.** **Notwithstanding anything contained in this section, failure to comply with any of the provisions of this section shall not affect in any manner whatsoever the validity of any election of Directors.**

Section 4. Removal of Directors by Members. Any member may bring charges against a Director by filing such charges in writing with the Secretary, together with a petition signed by at least ten per centum of the members and request the removal of such Director by reason thereof. The Director against whom such charges have been brought shall be informed in writing of the charges at least five days prior to the meeting at which charges are to be considered and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence in respect of the charges; and the person or persons bringing the charges against him shall have the same opportunity. The question of the removal of such Director shall be considered and voted upon at the next regular or special meeting of the members and any vacancy created by such removal may be filled by vote of the members at such meeting without compliance with the foregoing provisions with respect to nominations.

Section 5. Vacancies. Subject to the provisions of these bylaws with respect to the filling of vacancies caused by the removal of Directors by the members, a vacancy occurring in the Board of Directors shall be filled by the affirmative vote of majority of the remaining Directors for the unexpired portion of the term of the Directors in respect of whom the vacancy occurs.

Section 6. Compensation. Directors as such, shall not receive any salary for their services. However, by resolution of the Board of

Directors, a fixed sum may be paid for each day or portion thereof spent on Cooperative business, such as attendance at meetings, conferences and training programs or performing committee assignments as authorized by the Board. If authorized by the Board, Directors may also be reimbursed for expenses actually and necessarily incurred in carrying out such Cooperative business or granted a reasonable Per Diem allowance by the Board in lieu of detailed accounting for some of their expenses. No Director shall receive compensation for serving the Cooperative in any capacity, nor shall any close relative of a Director receive compensation for serving the Cooperative, unless the payment of compensation shall be specifically authorized by a vote of members or the service by such Directors or close relative shall have been certified by the Board of Directors as an emergency measure.

ARTICLE V MEETINGS OF DIRECTORS

Section 1. Regular Meetings. A regular meeting of the Board shall be held without notice after, the Annual Meeting of the members. A regular meeting of the Board shall also be held monthly at such time and place within one of the Counties served by the Cooperative as designated by the Board. Such regular monthly meeting may be held without notice other than such resolution fixing the time and place thereof.

Section 2. Special Meetings. Special Meetings of the Board of Directors may be called by the President or by any three Directors, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. The President or the Directors calling the meeting shall fix the time and place (which shall be in Madison or Oneida counties) for the holding of the meeting.

Section 3. Notice of Board Meetings. Written notice **or email communication (to an email address supplied by the Director to the Cooperative for such purpose prior to the date required for such notice)** of the time, place and purpose of any special meeting of the Board shall be delivered to each Board Member either personally or by mail, **or electronically** by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the President or the Board Member calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Board Member at his address as it appears on the records of the Cooperative, with postage thereon prepaid, at least five days before the date set for the meeting.

Section 4. Quorum. A majority of the Board of Directors shall constitute a quorum, provided, that if less than the majority of the trustees **directors** is present **either in person, electronically, or by telephone** at said meeting, a majority of the Directors present may adjourn

the meeting from time to time; and provided further, that the Secretary shall notify any absent Directors of the time and place of such adjourned meeting. The act of the majority of the Directors present **either in person, electronically, or by telephone** at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE VI OFFICERS

Section 1. Number. The officers of the Cooperative shall be a President, Vice-President, Secretary and Treasurer and such other officers as may be determined by the Board of Directors from time to time. The offices of Secretary and of Treasurer may be held by the same person.

Section 2. Election and Term of Office. The officers shall be elected, by ballot, annually by and from the Board of Directors at the meeting of the Board of Directors held directly after the Annual Meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first meeting of the Board of Directors following the next succeeding Annual Meeting of the members or until his successor shall have been elected and shall have qualified. A vacancy in any office shall be filled by the Board of Directors for the unexpired portion of the term.

Section 3. Removal of Officers and Agents by Directors. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Cooperative will be served thereby. In addition any member of the Cooperative may bring charges against an officer by filing such charges in writing with the Secretary, together with a petition signed by ten per centum of the members, and request the removal of the particular officer by reason thereof. The officer against whom such charges have been brought shall be informed in writing of the charges at least five days, prior to the meeting at which the charges are to be considered and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence in respect of the charges; and the person or persons bringing the charges against him shall have the same opportunity. The question of the removal of such officer shall be considered and voted upon at the next regular or special meeting of the members.

Section 4. President. The President shall:

- (a) be the principal executive officer of the Cooperative and unless otherwise determined by the members or the Board of Directors, shall preside at all meetings of the members and the Board of Directors;
- (b) sign, with the Secretary, certificates of membership, the issue of which shall have been authorized by the Board of Directors or the members, and may sign any deeds,

- mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the Board of Directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Cooperative, or shall be required by law to be otherwise signed or executed and;
- (c) in general perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. Vice-President. In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. The Vice-President shall also perform such other duties as from time to time be assigned to him by the Board of Directors.

Section 6. Secretary. The Secretary shall be responsible for:

- (a) ~~taking and preparing~~ keeping the minutes of the meetings of the members and of the Board in ~~a format acceptable to the Board of Directors; and books provided for that purpose;~~
- (b) seeing that all notices are duly given in accordance with these bylaws or as required by law;
- (c) ~~overseeing~~ the safekeeping of the corporate books and records and the seal of the Cooperative ~~at the principal office of the Cooperative and delegating, where appropriate, to the CEO of the Cooperative or to office staff designated for such purpose by the CEO authority to affix~~ affixing the seal of the Cooperative to all certificates of membership prior to the issue thereof, and to all documents, the execution of which on behalf of the Cooperative under its seal is duly authorized in accordance with the provisions of these bylaws;
- (d) keeping a register of the ~~member~~ names, and ~~post-office mailing addresses, and email addresses as the same may have been supplied by such members of all members;~~
- (e) signing, with the President, ~~of~~ certificates of membership, the issuance of which shall have been authorized by the Board or the members;
- (f) ~~overseeing the safekeeping on file at all times a complete copy of the articles of incorporation and bylaws of the Cooperative at the principal office of the Cooperative containing all amendments thereto (which copy shall always be open to the inspection of any member) and at the expense of the Cooperative furnishing a copy of the bylaws and of all amendments thereto to any member upon request and;~~
- (g) in general performing all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board.

Section 7. Treasurer. The Treasurer shall ~~have oversight responsibility for:~~

- (a) ~~have charge and the~~ custody of and be responsible for all funds and securities of the Cooperative;
- (b) ~~be responsible for~~ the receipt of and the

- issuance of receipts for moneys due and payable to the Cooperative from any source whatsoever, and for the deposit of all such moneys in the name of the Cooperative in such bank or banks as shall be selected in accordance with the provisions of these bylaws and;
- (c) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors.

Section 8. CEO / General Manager. The Board of Directors may appoint a Manager who may be, but who shall not be required to be, a member of the Cooperative. The Manager shall perform such duties and shall exercise such authority as the Board of Directors may from time to time vest in him.

Section 9. Bonds of Officers. ~~The Treasurer and any other officer or agent of the Cooperative charged with responsibility for the custody of any of its funds or property shall be bonded in such sum and with such surety as the Board shall determine. The Board in its discretion may also require any other officer, agent or employee of the Cooperative to be bonded in such amount and with such surety as it shall determine. At the Cooperative's expense, the Cooperative may purchase a bond covering a Cooperative Official.~~

Section 10. Compensation. The powers, duties and compensation of any officers, agents and employees shall be fixed by the Board of Directors, subject to the provisions of these bylaws with respect to compensation for Directors and close relatives of Directors.

Section 11. Reports. The officers of the Cooperative shall submit at each Annual Meeting of the members reports covering the business of the Cooperative for the previous fiscal year. Such reports shall set forth the condition of the Cooperative at the close of such fiscal year.

ARTICLE VII NON-PROFIT OPERATION

Section 1. Interest or Dividends on Capital Prohibited. The Cooperative shall at all times be operated on a Cooperative non-profit basis for the mutual benefit of its patrons. No interest or dividends shall be paid or payable by the Cooperative on any capital furnished by its patrons.

Section 2. Patronage Capital in Connection with Furnishing of Electric Energy. In the furnishing of electric energy the Cooperative's operations shall be so conducted that all patrons will through their patronage furnish capital for the Cooperative. In order to induce patronage and to assure that the Cooperative will operate on a non-profit basis the Cooperative is obliged to account on a patronage basis to all its patrons for all amounts received and receivable from the furnishing of

electric energy in excess of operating costs and expenses properly chargeable against the furnishing of electric energy. All such amounts in excess of operating costs and expenses at the moment of receipt by the Cooperative are received with the understanding that they are furnished by the patrons as capital.

The Cooperative is obligated to pay by credits to a capital account for each patron all such amounts in excess of operating costs and expenses. The books and records of the Cooperative shall be set up and kept in such a manner that at the end of each fiscal year the amount of capital, if any, so furnished by each patron is clearly reflected and credited in an appropriate record to the capital account of each patron, and the Cooperative shall within a reasonable time after the close of the fiscal year notify each patron of the amount of capital so credited to his account. All such amounts credited to the capital account of any patron shall have the same status as though they had been paid to the patron in cash in pursuance of a legal obligation to do so and the patron had then furnished the Cooperative corresponding amounts for capital.

All other amounts received by the Cooperative from its operations in excess of costs and expenses shall, insofar as permitted by law, be: (a) used to offset any losses incurred during the current or any prior fiscal year and (b) to the extent not needed for that purpose, allocated to its patrons on a patronage basis and any amount so allocated shall be included as part of the capital credited to the accounts of patrons, as herein provided.

In the event of dissolution or liquidation of the Cooperative, after all outstanding indebtedness of the Cooperative shall have been paid, outstanding capital credits shall be retired without priority on a pro-rata basis before any payments are made on account of property rights of members. If, at any time prior to dissolution or liquidation, the Board shall determine that the financial condition of the Cooperative will not be impaired thereby, the capital credited to the patrons' accounts may be retired in full or in part. Any such retirements of capital shall be made in order of priority according to the year in which the capital was furnished and credited, the capital first received by the Cooperative being first retired.

Capital credited to the account of each patron shall be assignable only on the books of the Cooperative pursuant to written instructions from the assignor and only to successors in interest or successors in occupancy in all or a part of such patron's premises served by the Cooperative unless the Board, acting under policy of general application shall determine otherwise.

Notwithstanding any other provision of these bylaws, the Board at its discretion, shall

have the power at any time upon the death of any patron, if the legal representatives of his estate shall request in writing that the capital credited to any such patron be retired prior to the time such capital would otherwise be retired under the provisions of these bylaws, to retire capital credited to any such patron immediately upon such terms and conditions as the Board, acting under policies of general application, and the legal representatives of such patrons estate shall agree upon; provided, however, that the financial condition of the Cooperative will not be impaired thereby.

The patrons of the Cooperative by dealing with the Cooperative, acknowledge that the terms and provisions of the articles of incorporation and bylaws shall constitute and be a contract between the Cooperative and each patron, and both the Cooperative and the patrons are bound by such contract, as fully as though each patron had individually signed a separate instrument containing such terms and provisions. The provisions of this article of the bylaws shall be called to the attention of each patron of the Cooperative by posting in a conspicuous place in the Cooperative's office.

Section 3. Security Interest in Patronage Capital. The Cooperative shall have a continuing security interest in the patronage capital allocated and credited to any member for any indebtedness due and owing from such member to the Cooperative. The member shall execute such documents as the Cooperative may request to create and perfect this security interest. The rights of the Cooperative under the security interest hereby granted may be exercised in the event of the default in payment by the member of the member's obligations, or in the event of the bankruptcy of the member, and such indebtedness of the member shall be subtracted from the

capital allocated and credited to the member in any retirement thereof made hereunder to said member or to his estate, heirs, or surviving joint member. The granting of such security interest, and/or its retention by the Cooperative, shall not require the Cooperative to retire the patronage capital of any member in any manner other than that which the Cooperative Board of Directors may, in their discretion, prescribe in accordance with these by-laws *bylaws* and policies established by the Board of Directors.

ARTICLE VIII DISPOSITION OF PROPERTY

The Cooperative may not sell, mortgage, lease or otherwise dispose of or encumber all or any substantial portion of its property unless such sale, mortgage, lease or other disposition or encumbrance is authorized at a meeting of the members thereof by the affirmative vote of not less than two-thirds of all the members of

the Cooperative, and unless the notice of such proposed sale, mortgage, lease or other disposition or encumbrance shall have been contained in the notice of the meeting; provided, however, that notwithstanding anything herein contained, the Board of the Cooperative, without authorization by the members, shall have authority to authorize the execution and delivery of a mortgage or mortgages or a deed, or deeds of trust upon, or the pledging or encumbering of, any or all the property, assets, rights, privileges, licenses, franchises and permits of the Cooperative, whether acquired or to be acquired, and wherever situated, as well as the revenues and income therefrom, all upon such terms and conditions as the Board shall determine, to secure any indebtedness of the Cooperative to the United States of America or any instrumentality or agency thereof; or the National Rural Utilities Cooperative Finance Corporation, provided further that the Board may upon the authorization of a majority of those members of the Cooperative present at a meeting of the members thereof sell, lease, or otherwise dispose of all or a substantial portion of its property to another Cooperative or foreign Corporation doing business in this state pursuant to the Act under which this Cooperative is incorporated.

ARTICLE IX SEAL

The corporate seal of the Cooperative shall be in the form of a circle and shall have inscribed thereon the name of the Cooperative and the words, "Corporate Seal, State of New York."

ARTICLE X FINANCIAL TRANSACTIONS

Section 1. Contracts. Except as otherwise provided in these bylaws, the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the Cooperative and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, and all notes, bonds or other evidences of indebtedness issued in the name of the Cooperative shall be signed and/or countersigned by such officer or officers, agent or agents, employee or employees of the Cooperative and in such manner shall from time to time be determined by resolution of the Board.

Section 3. Deposits. All funds except petty cash of the Cooperative shall be deposited from time to time to the credit of the Cooperative in such bank or banks as the Board may select.

~~Section 4. Change in Rates. Written notice shall be given to the Administrator of the Rural Utilities Service of the United States of America not less than ninety days prior to the date upon which any proposed~~

~~change in the rates charged by the Cooperative for electric energy become effective.~~

Section 5. Fiscal Year. The fiscal year of the Cooperative shall begin on the first day of January and shall end on the thirty-first day of December of the same year.

ARTICLE XI MISCELLANEOUS

Section 1. Membership in Other Organizations. The Cooperative shall, upon the authorization of the Board of Directors, have full power and authority to purchase stock in or to become a member of any Corporation or Cooperative organization or to own stock therein for the purpose of engaging in supporting rural electrification.

Section 2. Waiver of Notice. Any member or Director may waive in writing, any notice of a meeting required to be given by these bylaws. The attendance of a member or Director at any meeting shall constitute a waiver of notice of such meeting by such member or Director, except in case a member or Director shall attend a meeting for the express purpose of objecting to the transaction of any business because the meeting shall not have been lawfully called or convened.

Section 3. Policies, Rules and Regulations. The Board of Directors shall have the power to make and adopt such *policies*, rules and regulations, not inconsistent with law, the articles of incorporation or these bylaws, as it may deem advisable for the management, administration and regulation of the business and affairs of the Cooperative.

Section 4. Accounting System and Reports. The Board shall cause to be established and maintained a complete accounting system which, among other things, and subject to applicable laws and rules and regulations of any regulatory body, shall conform to such accounting system as may from time to time be designated by the Administrator of the Rural Utilities Service of the United States of America. The Board shall also after the close of each fiscal year cause to be made by a certified public accountant a full and complete audit of the accounts, books and financial condition of the Cooperative as of the end of such fiscal year. A report of such audit shall be submitted to the members at the next following Annual Meeting.

Section 5. Area Coverage. The Board shall make diligent effort to see that electric service is extended to all unserved persons within the Cooperative service area who (a) desire such service and (b) meet all reasonable requirements established by the Cooperative as a condition of such service.

At Home With Hazel

This recipe, made from a rich history, is sure to keep electric service reliable, sustainable, and affordable for generations to come.

Ingredients

81 years of service	7 Directors
2 Counties	1,766 Wonderful Members
11 Townships	Heaps of Equality
264 Miles of Line	Oodles of Solidarity
8 Dedicated staff members	Gobs of Democracy

Instructions

In a large mixing pot, gently fold all ingredients together until well combined. Let sit with tradition and serve with a side of innovation.

Reserving Your BBQ Dinners Just Got Easier!!

Don't want to send in a check for your reservation? Scan our QR code below or visit our website <https://oneida-madison.coop/annual-meeting>.

Simply fill out the online form and the cost of your dinners will be added to your next billing statement. It's fast, paperless, requires no postage and can be done at your convenience, 24/7! For any questions, call 315-893-1851 or email kyla@oneidamadison.com



81st Annual Meeting of the Members

Friday, October 4, 2024

Madison Central School

Pre-meeting meal provided by:



Doors open at 5:30 PM

SERVING TIME: 5:30-6:45 PM

MEALS WILL NOT BE SERVED BEFORE 5:30 OR AFTER 6:45 PM

\$10.00 PER PERSON

**CHOICE of 1/2 BBQ Chicken OR BBQ Pulled Pork Sandwich
served with Macaroni & Cheese, Baked Beans, Rolls with Butter,**

**DINNER RESERVATIONS AND FULL PAYMENT MUST BE IN TO YOUR
COOPERATIVE OFFICE NO LATER THAN FRIDAY, SEPTEMBER 27, 2024**

RETURN THIS PORTION WITH PAYMENT

Name of Member(s) _____

Address: _____

Service Map Location (located on your billing statement) _____

Number Attending choosing CHICKEN _____ **X \$10.00 =** _____

Number Attending choosing PORK _____ **X \$10.00 =** _____

TOTAL= _____

MEALS ARE AVAILABLE BY ADVANCE PURCHASE ONLY

NO REFUNDS * NO TAKEOUTS

Oneida-Madison Electric Cooperative, Inc.

P.O. Box 27
Bouckville, NY 13310

Phone: 315-893-1851

Fax: 315-893-1857

E-mail: office@oneidamadison.com

PLEASE

PLACE

STAMP