

GRADY E.M.C. NEWS

Volume 67 August 2017 Number 3

79th Annual Meeting
Grady Electric Membership Corporation
October 20, 2017
Family Worship Center
1760 U.S. Highway 84 W., Cairo, GA



Like us on Facebook or follow us on Twitter @GradyEMC!



Live Entertainment provided by the Plath Family!
Registration scheduled to begin at 8:00 a.m., and Meeting at 10:00 a.m.

BO ROSSER

President

BOARD OF DIRECTORS

LAMAR CARLTON

Chairman - District 3

ROBERT E. LEE

Vice-Chairman - District 6

DEWEY BROCK, Jr.

Secretary/Treasurer - District 1

RONALD SELLARS

District 2

VACANT

District 4

EARL STUCKEY

District 5

JAMES LEWIS

District 7

Attorney

CLAIRE CHASON

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Dear Members of Grady EMC—

As the President and an employee of Grady EMC, I am proud every day to have the honor of working with and leading a great group of men and women dedicated to providing excellent service to our members and the community. Our mission is to provide the safest, most reliable and affordable service we can, and every decision we make individually and as a group is focused on that mission.

There is a lot of false and misleading information in the community regarding your EMC but the truth is that Grady EMC is in very good shape. We have some of the best reliability among EMC's in the state. Our rates are good, but we are always working to make them better. We are thinking strategically so we can position the EMC to have options for power generation that few other EMCs can match and will keep rates low for our members in the long term.

Recently, we filed a lawsuit against a member for his refusal to comply with and breach of Georgia Law in the mishandling of corporate documents. This lawsuit is specific to this one issue. We have no desire to quiet critics but rather to listen and learn as we strive to improve. The aim of current litigation is to ensure all members are treated fairly and must abide by the same rules. No one should be able to get around rules that everyone else must follow.

Like all EMC's in Georgia, Grady EMC is subject to the EMC Act passed by state lawmakers. This act is clear on how to obtain EMC documents. In compliance with the Act, Grady EMC requires a signed affidavit to release its documents. Any member is welcome to inspect documents at Grady EMC by completing this procedure as outlined on our website and by completing the affidavit. We ask for this affidavit only because state law requires Grady and every other EMC to do it this way.

There are several important actions we plan to take in the coming weeks that will show our commitment to being open to our members. We are finalizing the process to release the minutes of Grady EMC board meetings, mailing the complete contents of audits done at the EMC each year to every member of our EMC, and providing absentee ballots so every member has an opportunity to vote on EMC business. In addition, we are continuing our policy that any member can complete a simple information request form and be able to review additional information and documents within our organization.

We have always been willing to work with our members and discuss their concerns. Threats are not productive, but moving forward in a spirit of cooperation can make our whole community better. That is what we are committed to every day.

Thank you for your membership in Grady EMC and to all our members – I am truly honored and humbled to be a part of this great organization and am excited to work with any member that is interested in making Grady EMC better.

Sincerely,



Bo Rosser

President & General Manager



ARTICLE IV of Grady EMC By-Laws DIRECTORS SECTION Regarding the Election of Directors –
Districts three (northeast Thomas County) and six (southeast Grady County) are up for election
Annual Meeting-October 20, 2017 (<http://gradyemc.com/wp-content/uploads/2017/03/GradyEMC-Bylaws.pdf>)

4.01. NUMBER AND GENERAL POWERS. The business and affairs of the Cooperative shall be managed by a Board of seven (7) Directors. The Board shall exercise all of the powers of the Cooperative except such as are by law or by the Cooperative's Articles of Incorporation or Bylaws conferred upon or reserved to the members. The Board of Directors shall not appoint or elect any committee to exercise the authority of the Board. However, the Board may appoint or elect from its own membership one or more committees, each consisting of at least two directors, for the purpose of serving in an advisory or recommendatory capacity to the Board.

SECTION 4.02. QUALIFICATIONS. No person shall be eligible to become or remain a director of the Cooperative who is a close relative of an incumbent director or of an employee of the Cooperative, or is not a member in good standing of the Cooperative and receiving service there from at his primary residential abode: PROVIDED, that the operating or chief executive of any member which is not a natural person, such as a corporation, church, etc., or his designee, shall, notwithstanding that he does not receive service from the Cooperative at his primary residential abode, be eligible to become a director, from the Directorate District in which such member is located, if he or such designee (1) is in substantial permanent occupancy, direction or use of the premises served by the Cooperative, and (2) is a permanent and year-round resident within or in close proximity to an area served by the Cooperative; BUT PROVIDED FURTHER, that no more than one (1) such person may serve on the Board of Directors at the same time. No person shall be eligible to become or remain a director of, or to hold any other position of trust in, the Cooperative who is not at least eighteen (18) years of age or 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, among others, the members of the Cooperative. Notwithstanding any of the foregoing provisions of this Section treating with close relative relationships, no incumbent director shall lose eligibility to remain a director or to be re-elected as a director if he becomes a close relative of another incumbent director or of a Cooperative employee because of a marriage to which he was not a party. Upon establishment of the fact that a nominee for director lacks eligibility under this Section or as may be provided elsewhere in these Bylaws, it shall be the duty of the chairman presiding at the meeting at which such nominee would otherwise be voted upon to disqualify such nominee. Upon the establishment of the fact that any person being considered for, or already holding, a directorship or other position of trust in the Cooperative lacks eligibility under this Section, it shall be the duty of the Board of Directors to withhold such position from such person, or to cause him to be removed therefrom, as the case may be. Nothing contained in this Section shall, or shall be construed to, affect in any manner whatsoever the validity of any action taken at any meeting of the Board of Directors, unless such action is taken with respect to a matter which is affected by the provisions of this Section and in which one or more of the directors have an interest adverse to that of the Cooperative.

SECTION 4.04. TENURE. Directors shall be so nominated and elected that one director from or with respect to Directorate Districts Nos. 1, 4 and 7 shall be elected for three-year terms at an annual member meeting in 2018; one director from or with respect to Directorate Districts Nos. 2 and 5 shall be elected for three-year terms at the next succeeding annual member meeting in 2019; one director from or with respect to Directorate District Nos. 3 and 6 shall be elected for three-year terms at the annual member meeting in 2017, and so forth. Upon their election, directors shall, subject to the provisions of these Bylaws with respect to the removal of directors, serve until the annual meeting of the members of the year in which their terms expire or until their successors shall have been elected and shall have qualified. If for any reason an election of directors shall not be held at an annual meeting of the members duly fixed and called pursuant to these Bylaws, such election may be held at an adjournment of such meeting or at a subsequently held special or the next annual meeting of the members. Failure of an election for a given year shall allow the incumbents whose directorships would have been voted on to hold over only until the next member meeting at which a quorum is present.

SECTION 4.06. NOMINATIONS. (a) The Board shall appoint, not less than ninety (90) days nor more than one hundred twenty (120) days before the date of the meeting at which members of the Board are to be elected, a committee on nominations, consisting of not less than five (5) nor more than eleven (11) members who shall be selected so as to give equitable representation on the Committee for the geographical areas served by the Cooperative (the "Nominating Committee"). The committee shall meet and nominate not less than one (1) nor more than two (2) qualified member(s) for each seat on the Board for which a vacancy will occur by the next Annual Meeting. Such nominations shall be posted at the principal office of the Cooperative at least seventy-five (75) days before the meeting. (b) In addition, any fifty (50) or more members of the Cooperative acting together may make additional nominations in writing submitted to the Secretary of the Cooperative not less than sixty (60) days prior to the meeting (the "Nominating Petition"), and the Secretary shall post such nominations at the same place where the list of nominations made by the Committee is posted. The Nominating Petition shall: (1) list on each page of the Nominating Petition the name of the proposed nominee; (2) indicate on each page of the Nominating Petition the Director position for which the proposed nominee will run; and (3) contain the printed names, addresses, telephone numbers and original dated signatures signed within sixty (60) days of the first signature. (c) The Cooperative shall include in the notice of the meeting a statement of the number of Directors to be elected and showing separately the nominations made by the Nominating Committee and the nominations made by petition, if any. If there is a contested election, the Cooperative shall also provide in the notice of the meeting an explanation of how members may obtain and cast an absentee ballot. (d) At the Member Meeting, no nominations may be made from the floor except that such nominations may be made and shall be allowed for any position to be filled for which there would not otherwise be any eligible nominee. Notwithstanding the provisions contained in this Section, failure to comply with any of such provisions shall not affect in any manner whatsoever the validity of any action taken by the Board after the election of Directors.

SECTION 4.07. MANNER OF VOTING FOR AND ELECTION OF DIRECTORS (a) Directors shall be elected to fill the seats for those Directors whose terms are expiring at each Annual Meeting. (b) Voting for election of Directors shall be by secret ballot; PROVIDED, however that when a nominee has no opposition, secret written ballots shall be dispensed with in respect to that particular election, and voting may be conducted at the Annual Meeting of the Members by voice vote or in any other proper manner. Contested elections shall be conducted by a combination of absentee ballots, and ballots distributed and cast at the Annual Meeting. (c) When there is a contested director election, members may, in lieu of casting a ballot at the Annual Meeting, obtain and cast an absentee ballot prior to the Annual Meeting. The Elections Committee shall establish and publish the procedures for obtaining, certifying, returning, verifying and tabulating absentee ballots. These procedures shall, at a minimum, permit members to obtain absentee ballots by mail or in person during normal business hours starting thirty (30) days prior, and ending ten (10) days prior, to the Annual Meeting. A member who returns an absentee ballot shall not be permitted to vote in the same election while at the Annual Meeting, except in the event of a run-off. (d) Balloting in contested elections at the Annual Meeting shall begin not less than one and one-half hours (1½) and not more than (3) hours prior to the commencement of the business session of the Annual Meeting with the report on the number of members present in order to determine the existence of a quorum. Ballot boxes shall be opened and maintained until the commencement of the business session of the Annual Meeting. Upon commencement of the business session, an announcement shall be made that the voting shall come to a close. Those members in line to register and vote at the time the announcement is made to close the voting shall be allowed to vote. (e) Directors shall be elected by a majority vote of the members casting ballots. Should no candidate receive a majority vote, then a run-off ballot shall be taken between the two candidates receiving the greatest number of votes. The run-off election shall be conducted immediately at that Annual Meeting, or if such meeting has adjourned or there does not remain a quorum in attendance, as soon thereafter as is practicable.

Nominating Committee Meeting

The Nominating Committee is scheduled to meet August 3, 2017 at 10:00 a.m. at the Grady EMC office building. They will nominate members from districts three and six from which two will be elected as Directors of Grady Electric Membership Corporation. The Board of Directors met July 6th and approved the following names as the 2017 Nominating Committee: Freddie Bryant, Lowell E. Dollar, Robert L. Gainey, Neil Mayer, Julian E. Robinson, Douglas Roddenberry, Ronald W. Smith, and Blake Stanaland.

The board, management, and employees of Grady EMC appreciate hearing your thoughts and concerns regarding your EMC. Input from our members plays a vital part in improving our service and helps us achieve our mission of providing safe, reliable and affordable electricity to Grady, Thomas and Decatur counties!

Grady Electric Membership Corporation
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Cairo, GA 39828



Contact us at 229-377-4182 for Payment or Questions; For an Outage call 229-377-6060; or visit us at www.GradyEMC.com