

MINUTES OF MEETING OF BOARD OF DIRECTORS OF
GRADY ELECTRIC MEMBERSHIP CORPORATION
HELD MAY 2, 2018

The regular meeting of the Board of Directors of Grady Electric Membership Corporation was held at its office in Cairo, Georgia, on the 2nd day of May, 2018. All of the Directors were present. Also present were President Thomas A. "Bo" Rosser Jr., Attorney M. Claire Chason, Adam Starr, Keith Harrell, John Long and Kyle Henderson.

The President presided, and the minutes were kept under the direction of the Secretary.

The minutes of the previous regular meeting held on April 3, 2018, were read and approved.

The following proceedings were had, all action being first duly moved and seconded and all action being taken upon the unanimous vote of the Board or without dissenting vote or abstention, unless otherwise stated:

1. **Capital Credit Requests.** The Directors approved the Capital Credit payments submitted in the approximate amount of \$28,044.81.
2. **Bills.** The payment of bills presented was approved by the majority of the Directors. Directors Clyatt and Donaldson objected.
3. **Bad Debt.** A majority of the Directors approved the list of accounts to be written off and authorized the writing off of the bad debt shown on the list for the period from January 1, 2018 through January 31, 2018, in the amount of \$8,271.67. Directors Clyatt and Donaldson objected.
4. **New Members.** The new members were approved as presented.
5. **CFC Integrity Fund.** After discussion, a majority of the Directors approved a contribution to the Cooperative System Integrity Fund through the National Rural Utilities Cooperative Finance Corporation. Directors Clyatt and Donaldson objected.
6. **Audit Update.** The Directors reviewed correspondence from Nichols, Cauley & Associates, LLC.
7. **By-Law Revision Update.** The Directors were provided a Bylaw Revision checklist for their review and comments.
8. **Patronage Capital Review.** Blue Ridge Consultant Jim Smith is ready to be scheduled to present his report on Patronage Capital to the Directors.

At this time, all in attendance adjourned into Executive Session, after which the regular meeting resumed.

9. **Operating Report.** The Directors reviewed the Operating Report.

10. **Other Discussion:**

Directors were reminded of the Georgia Director's Conference to be held August 12-14, 2018, at Jekyll Island.

Wayne Windham, with 48 years of service, and Donnie Prince, with 21 years of service, were recognized at an Appreciation Luncheon for their service and dedication to Grady EMC and given best wishes for a happy retirement.

Grady EMC has received a reimbursement from FEMA as a result of Hurricane Irma.

The July Board meeting, which would normally fall on Wednesday, July 4th, is tentatively rescheduled for Thursday, July 5, 2018.

Director Clyatt notified Grady EMC that effective immediately, he is to be paid the full amount of compensation of a Director for attending regular Board meetings instead of the \$1.00 per meeting that he had previously requested. Further, Director Clyatt requested retroactive pay from the date of his first meeting in November 2017, in the full amount of compensation of a Director, instead of the \$1.00 per meeting that he had previously requested and received. After a motion and second, the request for retroactive pay failed. Director Clyatt abstained from the vote.

New staff members were introduced to the Directors.

There being no further business to come before the meeting, same was adjourned.



Chairman



Secretary