

**MINUTES OF MEETING OF BOARD OF DIRECTORS OF
GRADY ELECTRIC MEMBERSHIP CORPORATION
HELD July 5, 2018**

After an Executive Session meeting with the Directors and Attorney M. Claire Chason, the regular meeting of the Board of Directors of Grady Electric Membership Corporation was held at its office in Cairo, Georgia, on the 5th day of July, 2018. All of the Directors were present. Also present were President Thomas A. "Bo" Rosser Jr., Attorney M. Claire Chason, Pat Reed, Adam Starr, John Long, Keith Harrell and Kyle Henderson.

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

The minutes of the previous regular meeting held on June 6, 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. Discussion was held about opening each regular board meeting with a prayer and Pledge of Allegiance, beginning at the next regular board meeting.
2. **Special Recognition.** Special recognition was given to Dakota Daniel for being selected as the NRECA Youth Leadership Council Representative for the State of Georgia. Dakota is from Grady County and was sponsored by Grady EMC as a participant in the 2018 Washington Youth Tour. He shared experiences from the youth tour with the Directors. As Georgia's representative, Dakota will also speak at the GEMC Director's Meeting in August and participate at the NRECA annual meeting in February, 2018.
3. **Capital Credit Payments.** The Directors approved the Capital Credit payments submitted for June, 2018, in the amount of \$18,132.01.
4. **Bills.** A majority of the Directors approved the payment of Bills submitted. Directors Clyatt and Donaldson objected.
5. **Finance Committee.** The Directors approved a Finance Committee composed of Directors Clyatt and Donaldson to meet the day before the regular Board of Directors meeting each month and review the accounts payable from the prior month. All Directors are welcome to attend the Finance Committee meeting.
6. **Bad Debt.** The Directors approved of the list of accounts to be written off and authorized the writing off of the bad debts for the period from March 1, 2018, through March 31, 2018, in the amount of \$2,848.74.
7. **New Members.** The new members were approved as presented.

8. **Director Districts Review for 2018.** The Directors reviewed the Directorate report as presented and elected to keep the Director Districts as they presently exist.
9. **Nominating Committee.** The Nominating Committee for the nomination of Directors from Districts 1, 4 and 7 was appointed and will meet Thursday, August 2, 2018, at 10:00 a.m. The Nominating Committee members are Tommie Barrineau, Lowell E. Dollar, Jerone Ellis, Cecil Gibbs, Scott Peebles, Ronald W. Smith, and Blake Stanaland.

The Directors discussed whether having a Nominating Committee was needed. Attorney Chason informed the Directors that the Bylaws would need to be amended in order to eliminate the Nominating Committee. She would verify if the Directors could amend this provision, which involves Director elections, or if it would require a vote of the membership. The membership did vote at the 2017 annual meeting to keep the Nominating Committee provision in place. However, in the event that the Directors are allowed to amend this provision, proper notice to the Directors required before any amendment to the Bylaws can be made will be sent before the next regular meeting.

10. **Election Committee.** The Directors were informed that a 2018 Election Committee needed to be appointed. Each Director will select a member to be on the Committee and inform Pat Reed of their choice within the next ten days.
11. **Distribution System – McLean Engineering.** Keith Harrell introduced Sean Knowles and Todd Taylor, co-owners of McLean Engineering, who reported to the Directors on the Grady EMC Distribution System.
12. **Safety Accreditation and Outage Response.** An overview of the Safety Accreditation and Outage Response was presented by President Rosser. The Safety Accreditation review will occur in August.
13. **Washington Youth Tour for 2019.** The Directors approved the sponsorship of three youth to participate in the Washington Youth Tour in 2019.
14. **Wage and Salary Review.** A majority of the Directors approved a general engagement of Nichols Cauley and Associates to perform a wage and salary review. Director Clyatt objected.
15. **Operating Report.** The Directors reviewed the Operating Report.
16. **Other Discussion:**
The President expressed thanks to S & L Integrated for allowing Grady EMC to borrow equipment for livestream testing.

Discussion was held about a recent member survey.

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



Chairman



Secretary