

Middle Georgia

Member Newsletter

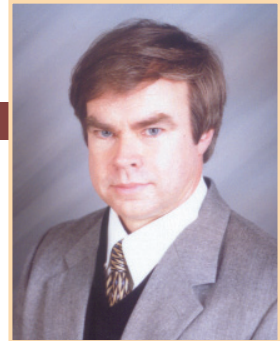
The Official Newsletter of Middle Georgia Electric Membership Corporation

July 2003

P.O. Box 190, Vienna, GA 31092

MANAGER'S *Comments*

By Hugh Richardson



Mark your calendar!

We are quickly approaching the 63rd Annual Meeting of Members, which is scheduled for July 10 at the Dooly Campground near Vienna. This meeting, which is required by our bylaws, is for the purpose of reporting to our members and for the election of directors. We have nine directors with three representing each district: Dooly, Pulaski and Wilcox counties.

Throughout our history, 36 different people have served on our board with tenures ranging from one to 42 years. There have actually been

six different general managers of Middle Georgia EMC, with two serving a couple of months each during the early 1940s.

The growth of this EMC has been fairly steady but slow, with the largest addition of members occurring in the 1950s and '60s. Today our growth in meters is less than 3 percent each year, but each year has always recorded a net growth. As compared to the other 41 EMCs in Georgia, we are the second-to-smallest in meters served and kilowatt-hour sales; however, our service area is still larger than seven other EMCs, all of which have more meters.

It has been predicted that perhaps in 10 years, the EMCs of Georgia will actually serve more customers than Georgia Power, primarily from the mass growth of homes and businesses around major cities. Therefore, it is our responsibility to be sure that our members' electric power needs are met, and met with the most reliability.

We will be reporting on these matters and others at our Annual Meeting, so come out and join us.



Robert Herman, Middle Georgia EMC member services supervisor, attended the Honor's Day awards ceremony at Fullington Academy on May 8. He is pictured with Erica Sampson, left, one of the EMC's Washington Youth Tour winners from Houston County, and Shelly Thompson, right, of Dooly County, who is the winner of the \$500 Middle Georgia EMC Scholarship.



**OUR OFFICES WILL BE CLOSED on
Friday, July 4. We will be back in the
offices on Monday, July 7.**

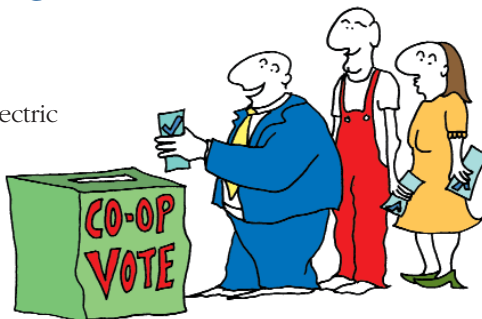
Annual Meeting Notice

To: All Members of Middle Georgia EMC

Subject: 2003 Annual Meeting of Members

Date: Thursday, July 10

The Annual Meeting of Members of Middle Georgia Electric Membership Corporation (EMC) will be held at the Dooly Campground, west of Vienna, on Thursday, July 10, 2003. Action will be taken on the following matters during the business session at 1:30 p.m.:



1. The report of Officers, Directors, Management and Committees.
2. The election of three (3) Directors of the Cooperative to serve three-year terms each. The Nominating Committee has nominated the following three candidates:

Dooly County

District No. 1, Post 1

Johnny Noble

Vienna

Pulaski County

District No. 2, Post 1

Ronnie Fleeman

Hawkinsville

Wilcox County

District No. 3, Post 1

John David McCall

Rochelle

No other petitions have been received.

A barbecue meal will be provided for each member and their immediate family starting at noon. Entertainment will be provided from 1 p.m. to 1:30 p.m. by the gospel group Five for One. Registration gifts will be provided for members and a drawing for prizes will be held at the conclusion of the business session.

Physically impaired members needing assistance at the Annual Meeting should contact the Vienna office in advance of the meeting: (229) 268-2671.

Years of Service Recognition

On June 9, Member Services Supervisor **Robert Herman** celebrated 27 years at Middle Georgia EMC. Robert lives in Hawkinsville with his wife, Debbie, and their daughter, Tiffany. Another employee celebrating

an anniversary is one of our best first-class linemen, **Charles Humphries**, who has been a dedicated employee for 30 years as of June 1. Charles lives in Hawkinsville with his wife, Brenda.

Middle Georgia EMC Bylaws

ARTICLE II MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall be held during the month of July of each year on such day during such week as designated by the Board of Directors. The annual meeting of the members shall be held at such place in Dooly County, Georgia, as shall be designated in the notice of the meeting, for the purpose of electing directors, passing upon reports covering the previous year, and transacting such other business as may come before the meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Corporation.

Section 2. Special Meetings. Special meetings of the members may be called by a majority vote of the Board of Directors or upon written request signed by at least 10% of all the members, and within five (5) business days after notification of such action, it shall be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members shall be held at such place in Dooly County, Georgia, as may be specified in the notice of the special meeting.

Section 3. Notice to Members. Written or printed notice of the annual meeting shall be given to each member not less than fifteen (15) days nor more than thirty (30) days before the date of the meeting, either personally, by mail, or by newsletter. Said notice shall state the place, the day and hour of the meetings; the director posts to be filled and the terms of each; and shall further show separately the nominations made by the committee on nominations and the nominations made by the petition, if any, to each post.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Corporation with postage thereupon prepaid. The failure of any member to receive notice of any annual meeting or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting. Written or printed notice of any special meeting shall be given to each member stating the place, day, hour of the meeting, and the purpose or purposes for which such special meeting is called, not less than seven (7) days before the date of the meeting, either personally or by mail. (As to amending the bylaws, see Article XIII.)

Section 4. Quorum. Fifty (50) members or 1% of the members to whom the notice of the meeting is given, whichever is less, present in person, shall constitute a quorum for the transaction of business at all meetings of the members in case of a joint membership, the presence at a meeting of either husband or wife, or both, shall be regarded as the presence of one member. If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting to another time without further notice.

Section 5. Voting. (A). Each member shall be entitled to one (1) vote upon each matter submitted to a vote. All questions shall be decided by a vote of the members in attendance, voting thereon in person. Voting shall not be permitted by mail or by proxy. Voting for directors shall be secret ballot, except as otherwise provided in these bylaws, and on all other questions may be by voice vote. If the husband and wife hold a joint membership, they shall be jointly entitled to one (1) vote and no more in each matter submitted to a vote at a meeting of the members. At all meetings of the members, a majority of the members voting upon any questions shall decide the issue except as otherwise provided by law, the Articles of Incorporation of the Corporation, or by these bylaws.

(B). The chairman of the board, the president and vice president, the secretary, or the treasurer or other officer of the Corporation, club, school, church, or unincorporated association which is a member of the Cooperative shall be deemed by the Cooperative to have authority to vote such membership and to execute written waivers and consents in relation thereto, unless before a vote is taken or a waiver or consent is acted upon it is made to appear by a certified copy of the bylaws or resolution of the board of

directors, executive committee, or other governing body of the corporation, club, school, church, or unincorporated association holding such membership that such authority is vested in some other officer or person. In absence of such certification, a person executing any such waiver or consent or presenting himself or herself at a meeting as one of such officers of such a member shall be deemed prima-facie to be duly elected, qualified, and acting as such officer and to be fully authorized to so act in case of conflicting representation, such member shall be deemed to be represented by its senior officer in the order first stated in this section.

(C). The Board of Directors, before or during an annual meeting, may appoint a credentials and elections committee, if needed. This committee shall be composed of members who are not officers or directors of the Corporation or candidates for such positions. This committee shall be responsible for the counting of all ballots or votes cast and for ruling on the effect of any ballots or votes irregularly marked or cast and on all other questions that may arise relating to a member voting and the election of directors, including, but not limited to, the validity of petitions of nomination or qualification of candidates and the regularity of the nomination and election of directors. Any committee member related within the third degree by affinity or consanguinity computed according to the civil law, to any candidate for director shall refrain from participating in any deliberation or vote of the committee concerning such candidate.

Section 6. Determination and Certification of Questions Submitted to Vote. The result of any election for directors as declared by the Chairman and Secretary of the meeting from certification of the tally votes by the credentials and elections committee, shall be final as to the result. The Secretary of the meeting shall certify and the Chairman shall approve the result of said election and the successful candidates therein, and shall cause the same to be transmitted forthwith to the Secretary of the Board of Directors of the Corporation, who shall record said results in the records of the Corporation. All other questions, matters or actions, including amendments to the bylaws, and the result reported to the Secretary of the Board of Directors and recorded in the records of the Corporation by the Secretary of the Board of Directors.

Section 7. Order of Business. Unless otherwise provided in the Articles of Incorporation or bylaws, meetings of the members shall be conducted in accordance with latest edition of "Robert's Rules of Order." 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 on the number of members present in person 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 thereof;
- (4) Presentation and consideration of reports of officer, of the Manager, and Committees;
- (5) Election of Board Members;
- (6) Unfinished business;
- (7) New business;
- (8) Adjournment.

ARTICLE III DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by a Board of nine (9) directors who shall exercise all of the powers of the Corporation except such as are by law, or by the Articles of Incorporation of the Corporation, or by these bylaws, conferred upon or reserved to the members.

Section 2. Voting Districts. The territories served, or to be served by the Corporation shall be divided into three (3) Districts. Each District shall be represented by three (3) Directors. The voting Districts of the Corporation shall be as follows:

DISTRICT NO. 1 – Dooly County and that part of Macon County served by the Corporation.

DISTRICT NO. 2 – Pulaski County and that part of Houston County served by the Corporation.

DISTRICT NO. 3 – Wilcox County and those parts of Turner County and Ben Hill County served by the Corporation.

Each of said voting Districts shall provide three (3) Directors and no more. Each Director shall be a resident of the area represented.

Section 3. Tenure and Election of Directors. Each Director shall be elected for a 3-year term at the annual meeting and shall serve until the expiration of his or her term or until a successor has been qualified and elected. The election of Directors shall be staggered between the different Districts as set forth in the following guide.

1984	1985	1986
District No. 1 (Post 1)	District No. 1 (Post 2)	District No. 1 (Post 3)
District No. 2 (Post 1)	District No. 2 (Post 2)	District No. 2 (Post 3)
District No. 3 (Post 1)	District No. 3 (Post 2)	District No. 3 (Post 3)

Except as otherwise provided in these bylaws, Directors for each District shall be elected by secret ballot and shall be voted upon only by those members present in person who reside within each such District. If an election of Directors shall not be held on the day designed herein for the annual meeting or at any adjournment thereof, the Board of Directors shall cause an election to be held at a special meeting of the members to be held not less than seven (7) days nor more than twenty one (21) days thereafter. Directors shall be elected by a majority vote of the members of each District and voting in person.

No member shall be eligible to become or remain a Director, or to hold any position of trust in the Corporation, who is not a bona fide resident of the area served by the Corporation or the District which he's or she's to represent, or who is in any way related to any incumbent director or employee of the Corporation within the third degree by affinity or consanguinity computed according to civil law, or employed by or financially interested in a competing enterprise or a business selling electric energy or supplies to the corporation, and no person shall take or hold office as Director, who is the incumbent of an elective public office in connection with each remuneration is received either as salary, fee per diem, or reimbursement for services in any form. No person shall take or hold office as a Director who is an employee of the cooperative, or has been an employee of the cooperative within three (3) years of the date of the annual meeting at which said directorship is to be voted on. When a membership is held jointly by a husband or wife, either one, but not both, may be elected a Director, provided, however, that neither one shall be eligible to become or to remain a Director or to hold a position of trust in the Corporation unless both shall meet the qualifications herein above set forth. Nothing in this section contained 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.

Section 4. Nominations and Elections of Directors. (A). Nominations: 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 a meeting of the members at which Directors are to be elected, a committee on nominations consisting of not less than seven (7) members, at least two (2) of whom shall be selected from each District from which a Director is to be elected, no member of the Board of Directors may serve on such a committee. Members will be informed, either by special mailing or Cooperative newsletter, of the date, place, and time of the Nominating Committee meeting at least 15 days and no more than 30 days prior to the Nominating Committee meeting.

The committee shall prepare and post at the principal office of the Corporation at least thirty (30) days before the meeting a list of nominations for Directors. One candidate shall be nominated from each District by the Committee.

Fifteen (15) or more members in good standing acting together may

make other nominations by petition not less than thirty (30) days prior to the meeting. Said member petitioners must be from the District in which the nomination for Director is to be made.

Such petition shall be an original and shall set forth the name of the nominee, the District and post in which the nominee is to be a candidate, the date of the meeting of the members at which the said nominee is to appear on the ballot as a candidate for Director, and shall contain the signature of each member petitioner. An accepted form of the petition shall be made available at the corporate headquarters in Vienna, Georgia. All such nominations by petition shall be filed with the Secretary of the Board of Directors at the corporate headquarters in Vienna, Georgia, by certified mail or registered mail, addressed to the Secretary of the Board of Directors, Middle Georgia Electric Membership Corporation, P. O. Box 190, Vienna, Georgia 31092, the date of the postmark of said certified or registered mailing being the date of the filing. The Secretary of the Board of Directors shall post such nominations at the place where the list of nominations made by the Committee on nominations is posted.

The Secretary shall mail with the notices of the meeting, or separately, at least fifteen (15) but no more than thirty (30) 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 statements shall also designate the candidates nominated by the committee and those nominated by a petition. No nominations shall be received from the floor at any meeting of the members at which Directors are to be elected.

At any meeting in which a Director shall be removed, the members residing in the District represented by such Director, may, as provided in these bylaws, elect a successor thereto without compliance with the foregoing requirements with respect to nominations, provided, however, that any successor must reside in the same District as the Director in respect to whom the vacancy occurs. Notwithstanding anything herein contained, 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.

(B). Election of Directors: Election of Directors shall be by printed or mimeographed ballot. The ballots shall list the names of the candidates nominated by the Committee on nominations and by petitions. Such names shall be arranged by Districts and shall be listed in alphabetical order in such Districts.

If there are no nominations by petitioner, the persons nominated by the committee on nominations may be elected by acclamation of the members from each District without the necessity of ballot.

Section 5. Removal of Board Members by Members. Any member may claim charges against a Board Member and, by filing with the Secretary of the Board of Directors such charges in writing, together with a petition signed by at least ten percent (10%) of the members residing in the District represented by the Director against who such charges may be brought, may request the removal of such Board member by reason thereof. Such Board member shall be informed in writing of the charges at least ten (10) days prior to the meeting of the members 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 to the charges; and the person or persons bringing the charges against him or her shall the same opportunity. The question of the removal of such Board member shall have been considered and voted upon at any annual meeting of the members, or any special meeting of the members called for that purpose. Removal of such Board member shall require two-thirds (2/3) vote of the members from such District and present at such meeting. Such meeting shall be held at such place in Dooly County, Georgia, as may be designated by the President, or by resolution of the Board of Directors, and any vacancy created by such removal may be filled by majority vote of the members from such District and present at such meeting without compliance with the foregoing provisions with respect to nominations, provided that the resulting vacancy, if any, shall be filled by a member residing in the District in which such vacancy occurs.

Section 6. Vacancies. Subject of the provisions of these laws with respect to the filling of vacancies caused by the removal of Board Members by the members, a vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Board members for the unexpired portion of the term.