

OFFICIAL NOTICE OF THE 2024 ANNUAL MEETING

To the members of Lewis County Rural Electric Cooperative Association:

This is your official notice of the Annual Membership Meeting, Thursday, August 1, 2024, at the Lewis County Rural Electric Cooperative Association office, Lewistown, MO.

The Annual Meeting of the members of Lewis County Rural Electric Cooperative Association will be held as a drive-thru meeting in the Lewis County Rural Electric Cooperative Association office parking lot, Lewistown, MO on Thursday, August 1, 2024. Registration and voting will begin at 3:00 p.m. and continue through 6:00 p.m. An in-person Business Meeting will be held in the warehouse facility promptly at 6:00 p.m. The Membership will receive a ballot within their July edition of Rural Missouri Magazine that may be mailed prior to July 12, 2024. Absentee registration and voting will be held in the office of the Lewis County Rural Electric Cooperative Association beginning at 7:30 a.m. on July 24, 2024, through noon on August 1, 2024. (Office hours are 7:30 a.m.- 4:00 p.m.) The following business will come before the meeting:

- 1. Written reports of Officers and Financials will be printed in the July edition of Rural Missouri Magazine. In-person reports will be given at 6:00 p.m. on August 1, 2024.*
- 2. The election of three directors.*
- 3. Amendment to By-Laws*

In accordance with the provisions of the By-Laws of the Cooperative, the following members will serve as candidates for directors to be voted upon mail-in, absentee or at the drive-thru Annual Membership Meeting to be held August 1, 2024, at the Lewis County Rural Electric Cooperative Association headquarters.

District #1 - 3 Year Term Expiring in 2027

Donna Flood

Canton, MO

District #2- 3 Year Term Expiring in 2026

Jeff Whiston

Canton, MO

District #3 – 3 Year Term Expiring in 2026

Larry Smoot

Bethel, MO

PROPOSED BYLAW AMENDMENTS

The following proposed bylaw amendments recommended by the board of directors shall be submitted to a vote of the members at the 2024 Annual Meeting.

PROPOSITION A

Shall the Bylaws of Lewis County Rural Electric Cooperative be Amended to allow additional qualifications of Directors?

PURPOSE

The purpose of the proposed bylaw amendment is to ensure directors do not have conflicts of interest.

FULL TEXT OF PROPOSED AMENDMENT

ARTICLE IV - DIRECTORS

Section 3: Qualifications

~~No person shall be eligible to become or remain a director who:~~ To be eligible to become or remain a Director of the Cooperative, any such person must:

- (a) ~~is not a member and bona fide resident in the district they will be representing.~~ be an individual and a member of the Cooperative, with their primary residence within the geographical area served by the Cooperative and the applicable district set forth in these bylaws;
 - (b) ~~is not be,~~ 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) be a Cooperative member in good standing by not being on a list for disconnection of electric service for nonpayment of a delinquent debt to the Cooperative or any subsidiary thereof while a director and during the three (3) years immediately before becoming a director;
 - (d) not be an applicant for employment with the Cooperative or any subsidiary thereof;
 - ~~(e)~~(e) not in any way be employed by, nor have been separated from duty for less than three (3) years from, the Cooperative;
 - (f) not have been convicted of, pled guilty to, nor entered a plea of no contest to, a felony crime;
 - (g) not be a close relative of an employee of the Cooperative or of any subsidiary thereof;
 - (h) be an individual with the capacity to enter into legally binding contracts;
 - (i) not be engaged in a personal relationship with a fellow director or an employee of the Cooperative, or any subsidiary thereof, that could, in the sole judgement of the Board of Directors, interfere with the Director's independent judgement, disrupt or negatively impact the workplace, undermine members' confidence in the operations of the Cooperative, or reasonably create even the appearance of a conflict of interest;
 - (k) disclose all monetary and in-kind contributions and direct, or indirect, expenditures by the director candidate from third-parties, or other outside sources, in support of the member's campaign for election or re-election to the Board. The Board of Directors shall establish a policy setting forth rules and deadlines for reporting campaign contributions and expenditures consistent with this provision;
 - (l) once elected, not receive any money, financial benefit, or contributions of any kind from any third-party or outside source related to their service as a director of the Cooperative.
- ~~or is a close relative of an employee.~~

The term "close relative" as used in these bylaws shall mean spouse, child, stepchild, father, stepfather, father-in-law, mother, stepmother, mother-in-law, brother, stepbrother, half-brother, brother-in-law, sister, stepsister, half-sister, sister-in-law, son-in-law, daughter-in-law, grandfather, grandmother, aunt, uncle, niece, nephew, first cousin and any other persons cohabitating within the same household. ~~be defined as grandfather, grandmother, mother, father, son, daughter, brother, sister, aunt, uncle, wife, husband, niece, nephew, brother in law, sister in law, or first cousin.~~ An individual qualified and elected, designated, or appointed to a position

does not become a close relative as defined herein while serving in the position because of a marriage or legal action to which the individual was not a party.

(d) ~~is not a member in good standing of the cooperative and has not reached the age of majority in the state of Missouri.~~

Upon establishment of the fact that a director is holding office in violation of any of the foregoing provisions, the Board of Directors shall, ~~remove such~~ by a majority vote of the remaining Directors, from office. disqualify the non-compliant Director who shall thereafter no longer be a Director.

Nothing contained in this section shall affect in any manner whatsoever the validity of any action taken at any meeting of the Board of Directors.

PROPOSITION B

Shall the Bylaws of Lewis County Rural Electric Cooperative be Amended to state the style of the annual meeting?

PURPOSE

The purpose of the proposed bylaw amendment is to provide for more accuracy in the description of the style of member meetings.

FULL TEXT OF PROPOSED AMENDMENT

ARTICLE III – MEETING OF MEMBERS

Section 1: Annual Meeting

The annual meeting of the members shall be held within each calendar year beginning in 2015 and at such place within the territorial limits served by the Cooperative, and in the manner of a traditional assembly or drive-thru style meeting or any combination thereof, as the Board of Directors may determine by resolution duly made at a regular meeting of said Board, for the purpose of electing directors, passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting. It shall be the responsibility of the Board of Directors to make adequate plans and preparations for the annual meeting. Failure to hold the annual meeting as herein provided shall not cause forfeiture or dissolution of the Cooperative.

(omitted Sections contain no changes)

Section 3. Notice of Members' Meetings.

Written or printed notice stating the place, day, hour, and style (traditional assembly, drive-thru or some combination) of the meeting and, in case of a special meeting or an annual meeting at which business requiring special notice is to be transacted, the purpose or purposes for which the meeting is called, shall be delivered not less than five days nor more than forty-five days before the date of the meeting, either personally 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 record 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.

(omitted Sections contain no changes)

Section 7. Order of Business.

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

1. Report as to which members are 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 thereon.
4. Presentation and consideration of reports of officers, directors and committees.
5. Election of directors.
6. Unfinished business.
7. New business.
8. Adjournment.

By Direction of the Board of Directors.

Larry L. Clark, Secretary
