

**2019 ANNUAL MEETING
November 23, 2019
MINUTES**

The Annual Meeting of the Members of Berkeley Electric Cooperative, Inc., was held at the Exchange Park Fairgrounds in Ladson, South Carolina at 8:00 A.M. on Saturday, November 23, 2019.

The meeting was called to order by Jack Williams and Mr. Williams gave a report of the nominees for trustees. The following names of candidates were placed into nomination for trustees:

District No. 2	Carol Caddell
District No. 5	George McFadden
District No. 8	Harry Brunson

Mr. Plowden called for a recess of the meeting for the purpose of registration of members, election of trustees and entertainment until 2:00 P.M.

Mr. Lou Green reconvened the business meeting and welcomed all of the members present. H. Wayne DeWitt gave the invocation. The National Anthem was sung and everyone participated in the pledge of allegiance.

Mr. Green introduced trustees, general counsel, president and chief executive officer, and other special guests.

Mr. Green called for the approval of the minutes of the 2018 Annual Meeting. Upon motion duly made, seconded and passed; it was

RESOLVED, that the minutes of the 2018 Annual Meeting were approved as written.

Mr. Green reported that a **quorum was present with 8,989 members registering** and that a

Financial Report had been sent to each member in their “Living in South Carolina” magazine and in calendars passed out at the annual meeting. Upon motion duly made, seconded and passed; it was

RESOLVED, that the membership hereby accepts the Financial Report as submitted in the “Living in South Carolina” magazine and in calendars passed out at the annual meeting.

Mr. Green then called for the report of the President and CEO. Mr. Cartwright gave his report to the members.

Mr. Green then called for any Unfinished Business. No unfinished business was outstanding.

Mr. Green called for New Business. Mr. Green stated that we have several bylaw changes that needed to be voted on. All the recommended changes are below.

Section One

Recently passed legislation requires Berkeley Electric Cooperative members to act on new provisions as set forth below. The following proposal must be voted on by the membership at the upcoming Annual Meeting of Members on November 23, 2019.

Proposed New Bylaw- Single Member District

The new law requires Cooperatives to submit the question of single member districts to the members.

Summary: Under the present statute in the bylaws, a member votes every year for all candidates. Under the new proposal, a member would vote only once every three years and would only be able to vote amongst candidates for the district in which they reside. This proposal would greatly limit a members control over the election of Trustees.

Section Two

The recently passed legislation requires that Berkeley Electric Cooperative adopt all of the following provisions in order to remain in compliance with state law.

3.03 Notice of Member Meetings

Present: Notice of Annual Meetings shall be delivered to the members not less than 10 days nor more than 25 days before the date of the meeting.

Proposed: Notice of the Annual Meeting shall be delivered to the members not less than 30 days nor more than 45 days prior to date the meeting.

Effect: Provides for an earlier notice of the Annual Meeting.

3.04 Quorum

Present: A member must be present at the meeting to be counted towards a quorum.

Proposed: Members voting at an early site shall also count towards a quorum.
Effect: *Provides for those voting early to be counted towards a quorum.*

3.05 Voting

Present: Must be present at the meeting to vote.
Proposed: When at least one of the races for a Trustee is contested a method for early voting shall be provided.
Effect: *Provides for early voting in contested races.*

3.06 Credentials and Election Committee

Present: An incumbent running for re-election can name someone to the Credentials and Election Committee.
Proposed: An incumbent shall not directly or indirectly influence the Nominating process.
Effect: *Incumbent Trustees running for re-election shall recuse themselves from participating in appointing the committee and any family member of any Trustee cannot be appointed to the committee.*

3.07 Order of Business

Present: Polls are open from 8:00 A.M. until 2:00 P.M.
Proposed: Polls shall remain open for not less than four hours.
Effect: *No effect on proposed policy as our polls are open 6 hours. It will prevent any reduction in the polling hours to less than four hours.*

4.02 Qualifications

Present: Requires candidate to receive service at his primary residential abode.
Proposed: Clarifies that primary residence or principal residence shall be determined according to South Carolina Voter Registration Laws.
Effect: *Clarifies location of primary or principal residence.*

4.06 Nomination Committee

Present: An incumbent running for re-election can name someone to the Nominating Committee.
Proposed: An incumbent shall not directly or indirectly influence the Nominating process.
Effect: *Incumbent Trustees running for re-election shall recuse themselves from participating in appointing the committee and any family member of any Trustee cannot be appointed to the committee.*

4.09 Vacancies

Present: The Board can appoint anyone to fill the remainder of the term of a Trustee who dies or resigns.
Proposed: The Board can appoint a committee to fill a seat of a deceased or Resigned Board Member if the appointed seat is more than 6 months before the next Annual Meeting. If there remains less than 6 months before the Annual Meeting the Board must leave the seat vacant. If an appointment is made more than 6 months prior to the Annual Meeting, the person

so appointed must run for election at the ensuing meeting. Also, a family member of the deceased or resigned member may not be appointed to that seat.

Effect: Restricts the process for filling the seat of a deceased or resigned Board Member.

4.10 Compensation

Present: A Board Member could, under certain circumstances, be employed by the Cooperative.

Proposed: A Board Member cannot be employed by the Cooperative in any Capacity other than their position as a Trustee.

Effect: Prevents Board Members from being employed by the Cooperative.

5.02 Special Meetings

Present: Any business may be conducted at a special Board Meeting.

Proposed: The Board may not act regarding rates, fees, charges, Board compensation or Board composition.

Effect: Limits what business can be conducted in special meetings.

5.04 Notice of Trustee Meetings

Present: Requires 5 days written notice of Trustee Meetings.

Proposed: Requires 10 days written notice of Trustee Regular Meetings and 2 days notice of Special Meetings.

Effect: Requires greater time for notice of Board Meetings.

15.01 Power to Amend

Present: It is assumed that Bylaws are subject to state law.

Proposed: Adds language to expressly state that the Bylaws are subject to State law and Articles of Incorporation.

Effect: Confirms in writing what was already the Law.

Upon motion duly made, seconded and passed; it was

RESOLVED, that the membership approved the proposed bylaw changes.

There being no further business, upon motion duly made, seconded and passed, the members voted to adjourn the meeting and draw for prizes.

The elected trustees were:

District No. 2

District No. 5

District No. 8

Carol Caddell

George McFadden

Harry Brunson

8,989 members were registered.

