

The Carroll Electric Membership Corporation 2019 Annual Meeting Minutes

The 2019 Annual Meeting of The Carroll Electric Membership Corporation was held Thursday, October 3, 2019 at the Headquarters Building, 155 N. Highway 113, Carrollton, Georgia, in compliance with the bylaws of the Corporation, with the registration beginning at approximately 4:30 p.m. Attached is a list of all members who registered at the Annual Meeting.

Entertainment by *Homegrown* began at approximately 5:30 p.m. followed by an early prize drawing.

At 7:04 p.m., Cooperative Attorney, Steve T. Minor called upon Dr. Mason Bush, pastor of Tallapoosa East Baptist Church in Buchanan, to give the invocation.

At 7:06 p.m., Attorney Minor instructed Mr. Phil Stamps, Credentials & Election Committee Chairman, to close registration of members, and Mr. Minor called the business session of the meeting to order. He asked that the membership adopt the agenda as presented (which was done without objection). He then called upon Secretary-Treasurer, Nan Philpot, to declare a quorum and read the proof of meeting notification.

Without objection, Ms. Philpot declared that a quorum was present with 1,053 members registered as of 6:45 p.m. She then certified that mailing of the official notice of the Annual Meeting was given by mailing the official Carroll EMC newsletter in the *GEORGIA Magazine* from Thomaston, Georgia on August 26, 2019. Total copies mailed were 43,460. A copy of the newsletter and mailing certification is attached as part of these minutes.

Attorney Minor called for approval of the Minutes of the 2018 Annual Meeting as printed on the agenda. A motion was made from the floor to waive the reading of the minutes and to approve them as presented and on file in the Cooperative's offices. The motion was seconded and approved without dissenting vote.

Attorney Minor introduced Carroll EMC's Board of Directors and the Carroll EMC Foundation Trustees. He then introduced the Cooperative's President/CEO, Tim Martin, to give the executive report.

Mr. Martin thanked everyone for their attendance. Mr. Martin began his remarks by noting that the Cooperative's theme for the year is "Our Future is Bright" and made mention of the five "C's" he feels are indicative of "Our Future is Bright," including:

1. Cooperative;
2. Community;
3. Children;
4. Change; and
5. Core Values.

Mr. Martin noted that the Cooperative is here to improve the lives of those it serves.

Mr. Martin then reported that a copy of the 2018 Annual Report is in each bucket and contains detailed financial information. Also in the bucket is a copy of the 2018 Cooperative Responsibility Report, which contains information regarding some of the Cooperative's recent accomplishments.

In conclusion, he thanked the Cooperative's Board of Directors, employees, Foundation Trustees and members, and wished everyone luck in the door prize drawings.

Attorney Minor then announced that there was no unfinished business from the last meeting. Under "new business," he explained the process for nominating candidates, and for conducting the election of directors. Since none of the nominated candidates had opposition, he called for a voice vote to elect the nominees, as specified in Bylaw Section 3.08(b). A motion was then made and seconded to re-elect Mr. Donnie Brannon in District 4, Mr. Eddie Gore in District 5 and Ms. Nan Philpot in District 8. After calling for the vote, Attorney Minor declared that the motion passed, and announced that the three nominees were thus each elected for a three-year term in accordance with the bylaws.

Attorney Minor then asked if anyone had any other new business to bring before the meeting. A member inquired about the status of broadband, and Attorney Minor called on Mr. Martin to give an update. Mr. Martin indicated that the Cooperative certainly recognizes the need for broadband in its service territory and noted that it is looking at different options.

As there was no further business brought before the meeting, a motion was made, seconded, and adopted by member vote to adjourn the meeting at 7:23 p.m. After adjournment, the Cooperative's staff conducted the remainder of the prize drawings. The Grand Prize was a 2006 Chevrolet Trailblazer SUV retired from the Cooperative's fleet. The Grand Prize winner was William Arthur Vaughn. Each member who registered to vote received a bucket of bulbs and miscellaneous items.

Ronnie Jordan
Chairman

Nan Philpot
Secretary