



# Sac Osage Electric Cooperative

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# News



A Touchstone Energy® Cooperative

April 2020

## Attention Members in Districts 4, 5, and 6

The terms of the directors who represent districts 4, 5, and 6 will expire on June 9, 2020, the date of the 2020 Annual Meeting of the Members of Sac Osage Electric Cooperative, Inc. A Nominating Petition is inserted inside this issue for members in districts 4, 5, and 6. Use the petition if you would like to nominate a candidate for director from your district.

### 2020 Annual Meeting

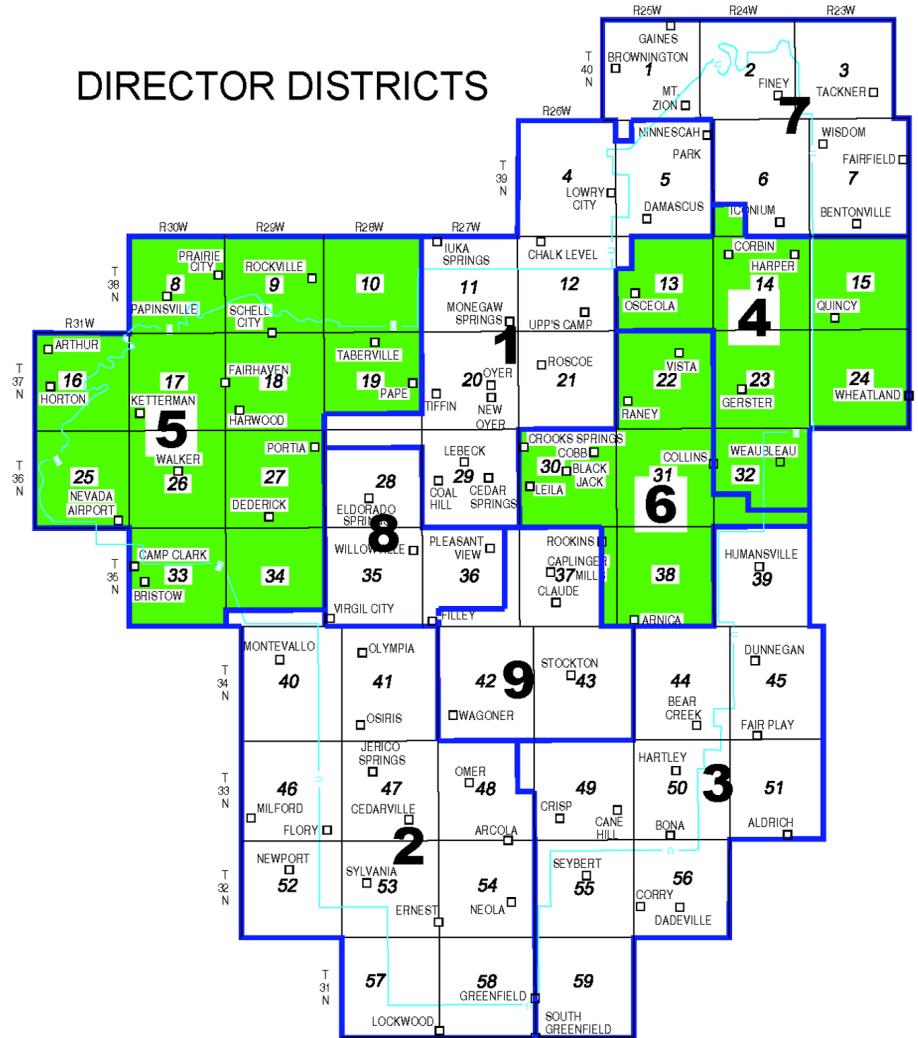
June 9, 2020, has been set as the date for the 2020 Annual Meeting of the Members of Sac Osage Electric Cooperative, Inc. On the date of the meeting the current three-year terms of Ray Huesemann, Gary Ashby and Gene Brockus will expire.

According to the Bylaws of the Cooperative, a Nominating Petition is to be mailed to each member who resides in a district in which a vacancy will exist on the date of the Annual Meeting. Therefore, members in districts 4, 5, and 6 will find a Nominating Petition inserted in this issue of Rural Missouri. The petition includes instructions for nominating a qualified member as a candidate for a position on the Board of Directors.

Sections from the Bylaws of the Cooperative pertaining to the Annual Meeting appear on the following page of this issue. Please read those sections for more information about the Annual Meeting and the nomination and election process. Complete copies of the Bylaws are available at the office of the Cooperative or online at [www.sacosage.com](http://www.sacosage.com).

This year only members in districts 4, 5, and 6 are eligible to receive a ballot for the director election and of those three districts, only members in districts with more than one nominee will receive ballots. If you have a question about which district you live in, please refer to your electric bill.

## DIRECTOR DISTRICTS



Your district number appears in a box labeled "Board District".

This year's Annual Meeting will be held at the Cooperative's headquarters facility located at 4815 E. Highway 54, El Dorado Springs, Missouri (two miles east of El Dorado Springs on Highway 54). Member registration will begin at 5 p.m. and close at 6:30 p.m. The business meeting will begin at 6:30 p.m. This year the Official Notice of the Annual Meeting will be published in the June Rural Missouri issue and will include ballots (if needed) as required by the Bylaws.

### District 4

Ray Huesemann represents members in District 4. Mr. Huesemann plans to seek re-election in his district at the 2020 Annual Meeting.

### District 5

Gary Ashby represents members in District 5. Mr. Ashby plans to seek re-election in his district at the 2020 Annual Meeting.

### District 6

Gene Brockus represents members in District 6. Mr. Brockus plans to seek re-election in his district at the 2020 Annual Meeting.



# 2020 Annual Meeting Tuesday, June 9

The 2020 Annual Meeting of the Members of Sac Osage Electric Cooperative, Inc. will be held Tuesday, June 9, 2020. The following sections from Articles I, III, IV of the Bylaws explain the requirements for membership and the election process.

## ARTICLE I - MEMBERSHIPS

### SECTION 1. Requirements for Membership.

Any person, entity, firm, association, corporation, or body politic or subdivision thereof will become a member in SAC OSAGE ELECTRIC COOPERATIVE (Hereinafter called the "Cooperative") by:

- a. filing a written application for membership therein;
- b. actually purchasing from the Cooperative electric energy as hereinafter specified; or, in the case of a small power producer or cogenerator being inter connected with the Cooperative's line system;
- c. agreeing to comply with and be bound by the articles of incorporation and bylaws of the Cooperative and any rules and regulations adopted by the board, and
- d. paying the membership fee hereinafter specified;

No person, entity, firm, association, corporation or body politic or subdivision thereof may hold more than one membership in the Cooperative, and no membership in the Cooperative shall be transferable, except as provided in the bylaws. No person, entity, firm, association, corporation or body politic or subdivision thereof holding membership in the Cooperative shall have more than one vote on any matter properly coming before the membership at any annual or special meeting thereof, irrespective of the number of services or connections that member may have.

## ARTICLE III - MEETING OF MEMBERS

### SECTION 1. Annual Meeting.

The annual meeting of the members shall be held on such day after the first of June and prior to the first day of October of each year as shall be fixed by the Board beginning with the year 1951 at such place in the County of Cedar, State of Missouri, as shall be designated by the Board. The annual meeting shall be held 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 to make adequate plans and preparations for the annual meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Cooperative.

### SECTION 5. Ballot.

A ballot if required shall be mailed to each member with the notice of meeting. The ballot so mailed shall constitute the sole and only official ballot to be cast by a member pursuant to Section 7 of this Article or in person at the meeting in accordance with Section 6 of this Article. In the event a member fails to receive a ballot or loses or misplaces his ballot, he may make and deliver a sworn affidavit to that effect and shall be issued another ballot, provided however, the affidavit must be delivered to the office of the Cooperative no later than twenty four (24) hours prior to the membership meeting. No additional ballots shall be issued after twenty four (24) hours prior to the meeting.

The ballot may be in two (2) parts and shall be printed or mimeographed. The first part of the ballot shall list the candidates, if there are two (2) or more, standing for election to the office of director from that member's district who have been nominated by nominating petition as provided in Section 4 of Article IV. The names of the candidates shall be arranged by district in the order the nominating petitions were received by the Cooperative.

The second part of the Ballot shall list the propositions, if any, requiring special notice and any other proposition which, in the discretion of the Board, should be put to a vote of the membership.

### SECTION 6. Voting.

Each member shall be entitled to only one vote upon each matter submitted to a vote at a meeting of the members in accordance with Section 1 of Article 1. All questions shall be decided by a vote of a majority of the members voting thereon in person or by mail, except as otherwise provided by law, the articles of incorporation or these bylaws. All voting for directors, removal of directors or bylaws amendments shall be by secret ballot, provided however, the board may adopt a reasonable method of controlling the validity of any ballot.

If a membership is held in the name of the husband individually or the wife individually then only the husband or the wife, as the case may be, may cast the vote represented by the membership. If a membership is held in the name of a husband and wife jointly, then either the husband or wife, but not both, may cast the vote represented by the membership.

### SECTION 7. Mail Voting.

Any member may cast his, her, or its vote by mail or by delivery of his ballot to the office of the Cooperative upon any proposition submitted to a vote at any annual meeting of the members except a vote at an annual meeting for the removal and replacement of a director(s) pursuant to Article IV, Section 6. Such member voting by mail shall enclose the ballot in a sealed, stamped envelope addressed to Inspectors of Election, c/o the Cooperative at the principal office of the Cooperative, deposit same in the United States mail with sufficient postage to insure delivery. All ballots received up to the hour of convening the member meeting shall be held and delivered unopened to the inspectors of election, who shall open, verify and count such ballots at the time other ballots are counted.

## ARTICLE IV - DIRECTORS

### SECTION 2. Election and Tenure of Office.

The persons serving as directors on the day of the adoption of this amendment shall compose the Board of Directors until the first annual meeting following the adoption of the amendment of this article to be submitted to the membership on June 8, 1976, or until their successors have been elected and shall have qualified. Beginning with the annual meeting held in the year 1977, the directors of the Cooperative shall be divided into nine districts numbered 1, 2, 3, 4, 5, 6, 7, 8 and 9. The terms of office of the directors of Districts 1, 2 and 3 shall be for a term of three (3) years and they shall be elected at the annual meeting in 1977 and shall expire at the annual meeting in 1980; the terms of office of the directors serving in Districts 4, 5 and 6 shall be for a term of three (3) years and they shall be elected at the annual meeting in 1978 and shall expire at the annual meeting in 1981. The terms of office of the directors of Districts 7, 8 and 9 shall be for a term of three (3) years and they shall be elected at the annual meeting in 1979 and shall expire at the annual meeting held in the year 1982. At each annual meeting after the annual meeting held in 1979, three directors shall be elected by ballot for a term of three years, such directors to be elected from the districts served by those directors whose terms are expiring, or until their successors shall have been elected and shall have been qualified for a three year term in the order and sequence above set forth as to the nine numbered districts.

If an election of directors shall not be held on the date designated herein for the annual meeting or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members or as soon thereafter as practical.

No member of the Board of Directors shall serve more than five (5) consecutive terms. This limitation shall apply upon completion of a current director's term and any director who has served five (5) consecutive terms shall not be eligible for reelection for a period of three (3) years. Any member appointed

or elected to fill a vacancy on the Board of Directors who serves at least one-half of a term of office shall be considered to have served a term in that office.

### SECTION 4. Nomination and voting.

Not later than sixty (60) days prior to the annual meeting it shall be the duty of the Secretary to prepare or cause to be prepared and mailed to each member residing in the districts in which vacancies will exist at the annual meeting a form of nominating petition. The nominating petition shall inform the members that a vacancy will exist in their district at the annual meeting, the name of that incumbent and whether the incumbent intends to seek reelection. Within twenty days following the mailing of the nominating petitions any qualified member may be nominated as a candidate for election to the office of director in any district in which the candidate resides and a vacancy will exist at the forthcoming annual meeting. The nominating petition shall state the date upon which the nominating process will close, which date shall be the twentieth day following the mailing of nominating petitions to the members.

A qualified member shall be nominated when a petition naming that member is timely delivered to the office of the Cooperative signed by fifteen (15) members residing in the district in which the vacancy will exist. No member shall sign more than one nominating petition. In the event two (2) or more petitions contain the signature or signatures of members who have signed petitions previously submitted to the Cooperative, the signature shall not be counted on any petition after the first petition bearing the same signature has been submitted.

Following closure of the nominating process, no further nominations shall be received, and in those districts in which two (2) or more persons have been nominated it shall be the duty of the Secretary to prepare and mail or cause to be prepared and mailed along with the notice of meeting as described in Article III, Section 3, the official ballot as described in Article III, Section 5. The ballot may be mailed, in accordance with Article III, Section 7, or voted in person at the membership meeting in accordance with Article III, Section 6. Only those members residing in districts in which vacancies on the board will exist at the annual meeting shall be mailed part one of the ballot. Part two of the ballot, if there shall be a part two, shall be mailed to all members. If only one (1) person is nominated for the position of director in any district, ballots shall not be mailed and the person nominated shall be deemed elected at the annual meeting of the members. Any director elected without opposition shall commence serving immediately after the election results are announced at the annual meeting of the members.

Each properly nominated candidate shall be entitled to submit to the Cooperative a biographical sketch and position paper which shall be included with the notice of meeting. The biographical sketch and position paper shall not exceed five hundred (500) words in length. The Cooperative shall be entitled to delete from the materials submitted by a candidate any statements which may be deemed obscene or defamatory of any other candidate. The Cooperative shall have absolute discretion in determining whether the statement contains obscenities or defamation.

Each member of the Cooperative voting by mail or in person shall be entitled to vote only for one candidate residing in the same district as that member. No member shall be entitled to vote in any district election in which the member does not reside. The candidate from each district receiving the highest number of votes cast by mail and in person shall be elected to the board representing the district in which he resides even though such candidate may not receive the majority of votes cast for candidates from that district. Ties between two or more candidates shall be resolved by a coin toss or tosses.