

## **MACON ELECTRIC COOPERATIVE**

### **MINUTES OF BOARD MEETING**

**February 23, 2021**

The regular meeting of the Board of Directors was held February 23, 2021 at the Headquarters' Office in Macon, MO. The meeting convened at 4:00 p.m. and was called to order by President Jay Collins.

Those present included Larry Abernathy, Mary Almond, Jay Collins, Rick Kemp, Bill Lear, Danny Smithson, Paul Unterbrink, Alvin Weimer and Ben Williams. Those also present included MEC employees Todd Schroeder, Lindsey Howell, Jamie Maupin, Tim Korman and legal counsel Sheri Smiley.

Manager Schroeder invited the staff in to be introduced to the board. The staff, excluding Lindsey Howell, Jamie Maupin and Tim Korman, were then excused from the meeting.

President Collins presented Manager Schroeder with a plaque for his years of service to Macon Electric Cooperative. This will be Manager Schroeder's last board meeting as he will be moving on to serve as the General Manager at Indian Electric in Oklahoma. Tim Korman has accepted the position of General Manager/CEO at Macon Electric.

A motion was made, seconded and approved to accept the consent agenda which included the following:

- Minutes from the January board meeting
- General accounts payable checklist
- Capital credit estates for payment
- New members
- Credit card statements

Jamie Maupin presented the January financials. A motion was made, seconded and approved to accept the financials as presented.

Meetings reported on included the AMEC monthly board meeting as well as the Northeast Power monthly board meeting.

Manager Schroeder reviewed all departmental reports as presented.

Meeting recessed at 4:44 p.m.

Meeting reconvened at 5:13 p.m.

Manager Schroeder reviewed the Manager's report.

A motion was made, seconded and approved to include a by-law change on the ballot for the 2021 Annual Meeting of the Members. The by-law language will read as follows:

*Section 4. Nominations. The geographical areas of the Cooperative have been divided into Districts and shall be known as the Northern Area, the Northeastern Area, the Eastern Area, the Southeastern Area, the Southern Area, the Southwestern Area, the Western Area, the Northwestern Area and the Central Area- Each area shall be represented by one Board Director who shall be qualified under and serve pursuant to these Bylaws. When a Board Director's term is up for election, any fifteen (15) or more members acting together may make director nominations by petition not less than seventy-five (75) days prior to the meeting and the Secretary shall post such nominations. The member signing the Petition can be from any District, however no member shall sign more than one (1) nominating petition for a candidate seeking election for the same district. If the incumbent Director desires to run, and they are qualified under the provisions of the Bylaws, they must also submit a Petition with the required fifteen (15) signatures. The Secretary shall mail with the notice of the meeting or separately, but at least five 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 incumbents shall be listed first on the ballot. The remaining nominees shall be listed on the official ballot in the order of the receipt of the nominating petition.*

Motion accepted.

Lindsey Howell reviewed Policy 302- “Policy on Alcohol and Substance Abuse.”

A motion was made, seconded and approved to nominate Jay Collins as the voting delegate for the NRECA Annual Meeting. Tim Korman will serve as his alternate. Motion accepted.

A motion was made, seconded and approved to add Julie Gander, Tim Korman and Danny Smithson to the Macon Electric bank accounts. Motion accepted.

Lindsey Howell discussed the 2021 Annual Meeting, Nominating Committee and upcoming meetings.

A motion was made, seconded and approved to accept the directors’ expenses as presented.

Meeting recessed at 5:57 p.m.

Meeting reconvened to general session at 6:14 p.m.

Meeting broke for executive session at 6:30 p.m.

Meeting reconvened to general session at 7:01 p.m.

A motion was made, seconded and approved to accept the revisions to Policy 302 – “Policy on Alcohol and Substance Abuse.”

With nothing further to discuss, the meeting adjourned at 7:03 p.m.

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Richard L. Kemp, Secretary

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James D. Collins, Board President