...Continued from inside.
SECTION 6.04. Tenure. To facilitate the election of Directors on a regional
basis at an annual meeting held in the vicinity of the Districts up for election
the tol the following procedures shall be implementedid (a) Commencing 2020, and
continuing thereater, Directors shall be so nominated and elected that one Director from or with respect to each Director District Nos. Three (3) and Four (4) shall be elected for three-year terms at the annual member meeting; (b) the
 (7) shall be elected for thre--year terms at the succeeding year annual member meeting and (c) the following year, Directors shall be so oominated and elected
that one Director from or with respect to each Director District Nos. One ( 1 ) that one Director from or with respect to each Director District Nos. One (1)
and Two (2) shall be elected for three-year terms at the next succeeding annual member meeting, and so ororth. Upon their election, Directors shall, ssiject to
the provisions of these Bylaws with respect to the removal of Directors, serve
 unti the annual meeting of the members of the eyear in which hheir terाs expire any reason an election of Directors shall not be held at an annual meeting of the
members duly fixed and acaled purssuant to theses byyaus. such election may be
tell members duly fixed and called pursuant to these byaws, such election may be
held ata an adiournment of such meeting or ata asubsequently held special meeting or the next annual meeting of the members. Failure of a e election for a given year
shall allow incumbents whose directorships would have been voted on to hold over only until the next member meeting at which a quorum is present.
SECTION 605 D iecte Districe SECTION 6.05 . Director Districts. There is hereby created Director District
Number One (i), Director District Number Two (2), Director District Number
Ther Three (3), Director District Number Four (4), Director District Number Five (5),
Director District Number Six $(6)$, and Director District Number Seven ( 7 . The Director or Nomineess) shall be elected or nominated to or from each Director
District so as to give equitable representation on the Baard to the geographical District so as to give equitable representation on the board to the geographical
areas servec or or to be served by the Cooperative. Director Districts shall be as so
 Cooperative headquarters
SECTION 6.06. Nominations. IT shall be the duty of the Board of Directors to
 elected, a committee on Nominations. The Committee shall consist of members
of the Cooperative, being Two
(2) members from each of the Diriector Districts for
 (2t-large Committee members. The Committee shall not include members who are cooperative employes, agents, officers, directors or known candidates for
director, or who are close relatives (as hereinater defined), or members of the

 office of the Cooperative at least twenty (20) days prior to the meting a list or
nominations for directors to be electede, isisting separately the nemineess for


 Cooperative, acting together, may make additional nominations in writing over
their signatures, isting their nominees() in like manner, not tess than twenty 20
 Secretary shall mail to the members with the notice of the meeting, or separately,
but at least ten (10) days prior to the date of the meeting, a statement of the but at least ten (1i) days prior to the date of the meeting a statement of the
names and addresses of all nominee(s) for each Director District from or with respect to which one or more directors must be elected, showing clearly those
nominated by the Committe and those nominated by petition, if any. Only

 provisions contained in this section, tailure to comply with any of such provisions
shall not effect tin any manner whatsoevert the validity of any action taken by the

 cumulatively which corresponds to the total number of directors to be elected.
Each member of the Cooperative shall be entited to vote for one nominee from or with respect to any particular Director District. Votes cast in violation of
the foregoing restriction with respect to one or more Director Districts shall
 Notwithstandingt the provisions contained in this section, failure to comply with
any of such provisions shall not affect in any manner whatsoever the validity of any of such provisions shall not affect in any manere whatsoever the vilidity of
any action taken by the Baard of ofiectors atter the election of directors.
 more charges for cause against any no or more diriectors sen man requust t the
removal of such directorss) by reason thereof by filing with the Secretary such removal of such directors(s) by reason thereof by fling with the Secretary such
charge(s) in writing together with a petition signed by not less than ten (10\%)




Subsequent annual member meeting if such meeting will be held no sooner than
forty 40 thay dayster the fling of such petition. Each page of the eetition shall. forty (40) dyys ater the fling of such petition. Each page of the petition shall)
in the forepart thereref, state the name(s) and addresss(s) of the members) fling Such charge(s) a verbatim statement of such charges(s) and the name(s) of the
director(s) against whom such charge(s) is
are $)$ being made. The petition shall be


 be contained in the notice of the meeting, or separately noticed to the members not less than ten (1I) days prior to the member meeting at which the matter will
be acted upon: PRONIDED, that the notice shall set orth only twenty (20) of the
 (20) or more members file the same charges(s) against the eame director(s). Such directorss shall be informed in witinin of the charges atere they have been validy
filed and at east wenty ( 20 ) days prior to the meeting of the members at which
 to be heard In person, by witnesses, by counsel or any combination of such, and to present evicicnce in respect of he chargees), and the person(s) brining the
charge(s) shall have the same opportunit, but must be heard first. The question
of of the removal of such directorss shall, separately for each if more than one has
been charged, be considereand voted upo nat such meeting: PROVIDED, that
the the question of the remoral of a director shall not be voted upon at all unless
some evidence in support of the chargets
 appointed director shan be f rom or with respect to the same birectori District as
was the director whose effice he succeeds and shall serve the unexpired portion of the removed director's term
SECTION 6.09. Vacancies
SECTION 6.09. Vacancies. $A$ vacancy occurring in the Board of Directors by
removal by members, death, resignation or otherwise, shall be filled by the Board
 director whose office was originaly yacated and until successor is elected and
qualified: PROVIDED, that such a director shall be from or with respect to the
 SECCITNe. 6.10. Compensation; Expenses. Directors shall, as determined by
resolution of the Baard of Directors, receive, on a per diem basis, a fixed fee, (a) for attending meetings of the Board of Directors and, when such has had prior
approval of the Baard of Directors, (b) for the pertormance of other Coperative business and atending all other ocoperative realtedence meetinters The fee firaved
for attending goard meetings need not be the same as the fee or fees fixed for
 or reimbursement of any trave and ontut-of-pocket expenses actually, necessarily
and reasonably incurredinatending such meetings and performing such business and reasonable
The members of board may adopt resolutions authorizing the payment of
insurance benefts


 the members or such payment and amount shall be specifically authorized by
the Board of Directors upo their certification of such as an emergency measure:



 Board of Directors shall have powert make, adopt, amend, abolish and promulgate
such rules, policies, resulations, rate schedules, contracts, security deposits
 in aid of construction, not inconsistent with law or the Cooperatives Articles
of Incorporation or yylaws, as it may deem advisable for the management, SECTION 6.12. Accounting System and Reporots. The Bearrd of Directoters shall cause to be established and maintained a complete accounting system of the
Coopertan Cooperatives financial operations and condition, and shall, atter the close of
each fiscal year, cause to be made a full, complete and independent audit of eath fosederatives accounts books and records reflecting financial operations
thuring during, and financial condition as of the end off such year. A Aull and accurate summer succeding annual meeting of the members. The Board may authorizes ppecial
the sut audits complete or partia, at any time and for any specififed period of time.
SECTION 6.13 Subscrition to Statewide Publication. For the SECTION 6.13. Subscription to statewide Pubication. For the purpose of
disseminating information devoted to the economical, effective and conservative use of electric energy, the Board of directors shall be empowered. on behalf of
and for circulation to the members periodicall, to subscribe to the esald and for circulation to the members periodically to subscribe to the statewide
publication, and which shall be deductuced from any funds accruins in tavor of such
 expense of the Coloperative,
SECTION 6.4 . "Close Relative" Defined. As used in these Bylaws, "close relative"
 kin, is a spouse, child, grandchild, parent, grandparent, brother, sister, aunt,
uncle, nephew or niece of the principal. The above are excerpts from the copperative's Bylaws. Copis
available online and at each Cooperative office upon request.

BIG COUNTRY Membergram


Notice to Members of
Big Country Electric Cooperative
Notice of Appointment of Committee on Nominations,
Pursuant to Rules Governing Annual Meeting Notices
SECTION 5.01. Annual ARTICLE V MEETINGS OF MEMBERS S.C. passing upon reports covering the previouses of tiscal year, the the annual meeting of the
and
members shall be held at such place in one of the counties in Texas with members shall be held at such place in one of the counties in Texas within which the
Cooperative services beginning at such a date, and time as the Board of Directors shall
from year to year fix from year to year fix. PROVIDED FURTHER, to the extent authorized by the Board of
Directors, and subject to guidelines and procedures adopted by the Board, an annual Directors, and subject to guidelines and procedures adopted by the Board, an annual
Member Meeeting may be held withouta geographic location if the meeting is held through
the Member Meeting mat be held withouta a eographic location it the meeting is heda through
the internet, electronic, or other communications technology in a manner: (1) permitting
the Cooperative to verify that each perso prich the Cooperative to verify that each person participating in the meeting is a a member; and
(2) permitting members the opportunity to read or hear the proceedings substantially (2) perritting members the opportunity to read or hear the proceedings substantially
concurrently with their occurrence, vote on matters submitted to the members, ask
. questions, and make comments (a virtual Meeting). The Board is also authorized to
utilize at its discretion a Virtual Meeting with or in place of an in-person meeting which utilize at its discretion a Virtual Meeting with or in place of an in-person meeting which
may include a meal limited to a designated number of members and guests who may be required to RSSP before a designated deadline to qualify forb in person attendance. It shal
be the responsibility of the Board of Directors to make adequate plans and preparations be the responsibility of the Board of Directors to make adequate plans and preparations
for, and to encourage member attendance at, the annual meeting. Failure to hold the
annual meeting at the designated time and place shall not work a forfeiture or dissolution of the Cooperative.
SECTIIN 5...2. Special Meetings. A special meeting of the members may be called by the
President, the Board of Directors or by any three (3) directors or by petition signed by President, the Board of Directors or by any three (3) directors or by petition signed by
not less than ten (10) percent of all the members, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be begiven as hereinatter provided in section
5.03. Such a meeting shall be held at such place in one of the counties in Texas within 5. $\begin{aligned} & \text { which the Cooperative serves, or to the extent authorized by the the Board, be conducted } \\ & \text { as a virtual Meeting as described in Section } 5.01 \text { above, on such date, not sooner }\end{aligned}$, forty (40) days after the call for such meeting is made or a petition therefor is filed, and beginning at such hour and on such day of the week as customary for holding the annuad
meeting.
Continued inside
www.bigcountry.coop

## ENERGY EFFICIENCY

## 


Remember, ceiling fans cool peopre but dort actually
lower the indoor temperature. Turn them off when you
eaurce energysov
eave the room.
Vote and Participate in the Virtual Annual Meeting of YOUR Electric Cooperative? Cooperative Principle \#2:
Democratic Member Controi
Cooperatives are democratic organizations controlled by their members, who actively participate in setting policies and making decisions. Directors are elected from among
the membership and are accountable to them. Cooperative members have equal voting rights: one member, one vote
SAVE


September 24, 202
Member Appreciation Open House 4-7:00 p.m.
Virtual Annual Meeting online all day!

Continued from front page.
SECTION 5.03. Notice of M
SECTION 5.03. Notice of Member Meetings. Written or printed notice of the
place, day and hour of the meeting and, in the case of a special meeting or of an annual meeting at which business requiring special notice is to be transacted,
the purpose or purposes of the meeting shall be delivered to each member not the purpose or purposes of the meeting shall be delivered to each member not
less than ten (10) days nor more than thirty (30) days prior to the date of the meeting, either personally or by mail, by or at the direction of the President or
the Secretary (and, in the case of a special meeting, at the direction of him or hose calling the meeting). Any such notice may be included with member service
billings or as an integral part of, or with the Cooperative's monthly newsletter and or its monthly insert, if any, in Texas Co-op power. No matter the carrying
of which, as provided by law, or by the Cooperative' Articles of Incorporation or Bylaws requires the affirmative votes of a t least a majority of all the Cooperative's members shall be acted upon at any meeting of the members unless notice of
such matter shall have been contained in the notice of the meeting If mailed such matter shall have been contained in the notice of the meeting. If mailed, mail addressed to the member at his address as it appears on the records of the Cooperative, with postage thereon prepaid and postmarked at least ten (10) days
prior to the meeting date. In making such computation, the date of the meeting shall not be counted. The incidental and non-intended failure of any member to receive a notice deposited in the mail addressed to the member at his address
as shown on the Cooperative's books shall not invalidate any action whic be taken by the members at any such meeting, and the attendance in person of a member at any meeting of the members shall constitute a waiver of notice of such meeting unless such attendance shall be for the express purpose of
objecting to the transaction of any business, or one or more items of business, on the ground that the meeting shall not have been lawfully called or convened. Any member attending any meeting for the purpose of making such objection shall SECTION 5.04. Quorum. A quorum for the transaction of all business at all meetings of the members shall be at least 2 percentum ( $2 \%$ ) of the total number
of members. Such number of persons shall be (i) present in person; (ii), digitally confirmed to be antending on pauthorized Virtual Meeting of the members, or or (iii) Cooperative through electronic voting or by regular mail no later than the day prior to the scheculed meeting. firss than a quorum is present at any meeting adjourn the meeting from time to time without further notice. SECTION 5.05. Voting. Each member who is not in a status of suspension, as
provided for in Section 3.01 , shall be entitled to only one vote upon each matter submitted to a vote at any meeting of the members. Voting by members other than members who are natural persons shall be allowed upon the presentation
to the Cooperative prior to or upon registration at each to the Cooperative, prior to or upon registration at each member meeting, of
satisfactory evidence entitling the person presenting the same to vote. At satisfactory evidence entititing the person presenting the same to vote. At
all meetings of the members, all questions shall be decided by a majority of
the members voting thereon, except as otherowise provided by law or by te the members voting thereon, except as otherwise provided by law or by the
Cooperative's Articles of Incorporation or these Bylaws. The Board may authorize Cooperatives Articles of Incorporation or these Bylaws. The Board may authorize
mail in voting or digital voting and will adopt rules and guidelines for such alternative voting methods at its discretion to ensure the integrity of voting.
SECTION 5.06. Credentials and Election Committee. The Board of Directors SECTION..0.C Credentials and Election Com mittee. .me Boardor Directors shall, at least ten (10) days before any meeting of the members, appoint a Credentials
and llection Committee. The Comittee shall consist of an uneven number of members not less than nine (9) who are not members of the Nominating Committee or existing Cooperative employees, agents, officers, directors or
known candidates for director, and who are not close relatives (as hereinatter
defined) or members defined) or members of the same household of members of the Nominating
Committee or existing Cooperative employees, agents officers directors or Committee or existing Cooperative employees, agents, officers, directors or
known candidates for director. The Committee shall elect its own chairman and secretary prior to the member meeting. It shall be the responsibility of the Committee to establish or approve the manner of conducting member
registration and any ballot or other voting, to pass upon all questions that may registration and any ballot or other voting, to pass upon all questions that may
arise with respect to the registration of members in person, to count all ballots or other votes cast in any election or in any other matter, to rule upon the effect of
any ballots or other vote irregularly or indecisively marked or cast, to rule upon any ballots or other vote irregularly or indecisively marked or cast, to rule upon
all other questions that may arise relating to member voting and the election of directors (including but not limited to the validity of petitions of nomination of the qualifications of candidates and the regularity of the nomination and election
of directors), and to pass upon any protest or objection filed with respect to of directors), and to pass upon any protest or objection filed with respect to
any yelection or to conduct affecting the results of any election. In the exercise
 or within three (3) business days following the adjournment of, the meeting in which the voting is conducted. The Committee shall thereupon be reconvened,
upon notice from its chairman, not less than seven (7) days after such protest upon notice from its chairman, not less than seven (7) days after such protest
or objection in filid. The Committee shall hear such evidence as is presented by
the protestor $(s)$ or objector(s), who may be heard in person, by counsel, or both, the protestor(s) or objector(s), who may be heard in person, by counsel, or both,
and any opposing evidence; and the Committee, by a vote of a majority of those
present and voting, shall, within a reasonable time but not later than thirty ( 30
days after such hearing render its decision the result of which may be to affirm days atter such hearing, render its decision, the result of which may be to affirm
the election, to change the outcome thereof, or to set it aside. The Committee
may not affimatively act on any matter unless a majority of the Committee is may not affirmatively act on any matter unless a majority of the Committee is
present. The Committee's decision (as reflected by a majority of those actually present and voting) on all matters covered by this section shall be final. SECTION 5.O7. Intentionally Omitted.
SECTION 5.08. Order of Busines
SECTION 5.08. Order of Business. The order of business at the annual meetin of the members and, insofar as practicable or desirable, at all other meetings or
the members shall be essentially as follows: (1) Report of the number of members present in person, virtually, or by submission of an official ballot for the meeting
with a vote cast for at least one item on the ballot in orde to existence of a a uorum; ; ) Reading of the notice of the meeting and proof of the due giving thereof, or of the waiver or waivers of notice of the meeting, as the case
may be; (3) Reading of unapproved minutes of previous meetings of the embers may be; (3) Reading of unapproved minutes of previous meetings of the members
and taking of necessary action thereon; (4) Presentation and consideration and taking of necessary action thereon; (4) Presentation and consideration
of reports of officers, directors and committes; (5) Election of irectors; (6)
Unfinished business; (7) New businesss and (8) Ajournment. Notwithtand Unfinished business; ( 7 ) New business; and (8) Adjourrment. Notwithstanding the
foregoing, the Board of Directors or the members themselves may from time to foregoing, the Board of Directors or the members themselves may from time to
time establish a different order of business for the purpose of assuring the earlie consideration of and action upon any item of business the transaction of which
is necessary or desirable in advance of any other item of business: PROVIDED is necessary or desirable in advance of any other item of business: PROVIDED,
that no business other than adjournment of the meeting to another time, format that no business other than adjournment of the meeting to another time, format
method, and/or place may be transacted until and unless the existence of a
quorum in first established.
ARTICLE VI DIRECTORS
SECTION 6.01. Number and General Powers. The business and affairs of the
Cooperative shall be managed by a Board of seven (7) Directors. The Board shall Cooperative shall be managed by a Board of seven (7) Directors. The Board shall
exercise all of the powers of the Cooperative except such as are by law or by exercise all of the powers of the Cooperative except such as are by law or by
the Cooperative' Articles of Incorporation of the Cooperative or by these Blyaws
conferred upon or reserved to the members. The Board of Directors shall have full power and authosity tod exercice all of the general powers as stated in Section
161.121 of the Texas Utilities Code, including, but not limited to, the following 161.121 of the Texas Utiilities Code, including, but not limited to, the following
Said Board may perform any other acts for the Cooperative or its members or for another electric cooperative or its members, and exercise any other powe that may be necessary, convenient or appropriate to accomplish the purpos
for which the Cooperative is organized, including other or additional purpose benefiting members and non-members whether directly or through affiliates The Board of Directors shall further have full power and authority to create and
organize for profit and/or non-profit subsidiary corporations which shall be organize for profit and/or non-profit subsidiary corporations which shall be
owned by the Cooperative SECTION 6.O2. Qualifications. A director must be a bonafide resident in the
12-county area served by the Cooperative a member of the Coperative 12-county area served by the Cooperative, a member of the Cooperative, and
actively taking service from the Cooperative in the District he iselected. No person shall be eligibibe to become or remain a director of the Cooperative who is: (1) a close reative of an incumbent director or of an employee of the Cooperative, (2) is
not a member in sood standing of the Cooperative, or (3) is a former employee of not a member in good standing of the Cooperative, or (3) is a former employe of
the Cooperative within the past five years immediately preceding the date of the
tection PROvDED election; PROVIDED, that the operating or chief executive of any member which is
not anatural person, such as a corporation church etc or his designee shall be not a natural person, such as a corporation, church, etc., or his designee, shall be
eligible to become a director, if he or such designee (1) is in substantial permanent occupancy, direction or use of the premises served by the Cooperative, and (2) is a permanent and year-round resident within the 12 county area served by the
Cooperative; BUT PROVIDED FURTHER, that no more than one (1) Such person Cooperative; BUT PROVIIED FURTHER, that no more than one (1) such person
may serve on the Board of Directors at the same time. No person shall be eligible
to become or remain and may serve on the Board of Directors at the same time. No person shall be eligible
to become or remain a director of, or to hold any other position of trust in the
Cooperative is in any way employed by or financially interested in a competing Cooperative is 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 prumbing appliances
fixtures or supplies to, among others, the member of the Cooperative Upon fixtures or supplies to, among others, the members of the Cooperative. Upon
establishment of the fact that a nominee for director lacks eligibility under this establishment of the fact that a nominee for director lacks eligibility under this
section or as may be provided elsewhere in these Bylaws, it shall be the duty of the chairman presiding at the meeting at whics such nominee would otherwise
be voted apon to disqualify such nominee. Upon the establishment of the fact be voted upon to disqualify such nominee. Upon the establishment of the fact
that any person being considered for, or already holding, a directorship or other that any person being considered for, or already holding, a directorship or other
position of trust in the Cooperative lacks eligibility under this section, it shall be
the duty of the Baard of Directors to withhold such position from such person the duty of the Board of Directors st withhold such position from such person,
or to cause him to be removed therefrom, as the case may be. Nothing contained or to cause him to be removed therefrom, as the case may be. Nothing contained
in the section shall, or shall be construed to, affect in any manner whatsoever the validity of any action taken at any meeting of the be Board of Diriectors, untevss such
action is taken with respect to a matter which is affected by the provisions of this action is taken with respect to a matter which is affected by the provisions of this
section and in which one or more of the directors have an interest adverse to that of the Cooperative.
SECTION 6.03 Elect
SECCITN 6.03. Election. At each annual meeting of the members, directors shal
be elected by the verified members using a method or methods authorized and be
adopted by the Board of Directors and, except as provided in the first provisions
of adopted by the Board of Directors and, except as provided in the first provisions
of Section 6.02 of these Bylaws, from among those members who are natura
persons: PROIIDED, that, when there is only one nominee for a aparticular director place, and if there is no objection, secret written balloting may be dispensed with in respect of that particular director place and voting may be conducted in any other proper manner. Directors shall be elected by a majority of the votes cast.
Drawing by lot shall resolve, where necessary, any tie votes.
Continued on back page.

Office Hours
Monday - Thursday: 7:30-12:00, 1:00-5:30
Friday: 7:30-11:30

Contact Us
Toll Free: 1-888-662-2232
Roby: (325) 776-2244
Stamford: (325) 773-3684
Snyder: (325) 573-3161

## Report Outages

Please call your local BCEC office to report
power outages.

## We're Mobile



Access your BCEC account anytime with SmartHub! Download the app for your mobile device today by visiting www.bigcountry.coop or sear
SmartHub in the app store.

## Ask about our partnerships with:

## - A) AirMedCare <br> TWN

## 

## E

Rural Development Assistance Available Through BCEC
BCEC is an Equal Opportunity Lender.
Big Country Electric Cooperative, Inc. has a limited amount of funds available for low-interest loans to qualified applicants to stimulate rural development. Applicant does not have to be a member of Big Country Electric Cooperative. Please
contact Sarah McLen at smclen@bigcountry.coop for details.


