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MISSION STATEMENT

Blue Ridge Electric Cooperative will operate as a competitive provider of energy services and a partner with local communities, with a focus on safety, service and integrity.

BOARD OF DIRECTORS

Joel R. Davis, *Chairman*
Joel Spencer Dalton, Jr.,
Vice-Chairman
Len D. Talley, *Secretary*
Franklin M. Looper, Jr., *Treasurer*
Ben G. Bolt
Jimmy Lee Dodgens
William G. Elrod
Kenneth G. Southerlin
J. Mendel Stone

PRESIDENT AND CHIEF EXECUTIVE OFFICER

Jim Lovinggood

This organization is an equal-opportunity provider.



A Touchstone Energy® Cooperative

Bylaw vote at the Annual Meeting



FOR AS LONG as I can remember, Blue Ridge Electric Cooperative has conducted business in an open and transparent way. The co-op has always utilized the most democratic of procedures for nominating and electing individuals to serve on our board of directors.

Be that as it may, in 2019, the S.C. General Assembly enacted Act 56 that applies to all 20 of the state's electric cooperatives. The purpose of this legislation is to ensure that cooperative members have full access to both information and voting.

New state statute

Consequently, Blue Ridge will need to change our bylaws in order to bring them in line with the new state statute. In the adjoining pages of this magazine, we've reproduced the exact amended wording that will align our bylaws with the Act 56 provisions. I invite you to examine those proposed changes. You will be asked to vote on these bylaw changes at the upcoming meeting. In accordance with the new state law, these revisions will go into effect on May 1, 2020.

Most of these alterations will have little or no impact on Blue Ridge. We were already operating in a manner that dovetails quite well with the legislature's instructions.

Changes in 2020 Annual Meeting

The annual meeting is the most important event that happens at Blue Ridge, and we all look forward to being able to greet our members, shake hands and visit with each of you. Unfortunately, right now, those very aspects that make our Annual Meeting so special would create potential health

risk. Therefore, we've changed the format of our meeting to prevent the spread of coronavirus.

These changes are outlined on the wrap of this magazine. Along with your registration information, there are other important details you'll want to read concerning our upcoming Annual Meeting. Registration will be held on multiple days, at several locations, and designed so that you never have to leave your vehicle. You'll receive an Annual Meeting "door prize," a goody bag and a ballot to cast for both director elections and bylaw changes. Your account registration will automatically enter you into the door prize drawings. Winners will be notified, and the results of the drawings will be posted on our website.

For the business session of the 2020 Annual Meeting, we'll have a link on our website, blueridge.coop, for members to view a video of the cooperative management report. The voting results for the trustee elections, the referendum and the bylaw changes will also be available for your inspection.

As you practice social distancing or self-isolation, remember our call center representatives are available at (800) 240-3400, our customer service portal can be accessed at blueridge.coop, and the Blue Ridge app is available for download. Now is a good time to take advantage of these options. Please call us if you need assistance.

Finally, I encourage you all to practice healthy habits and stay informed. We're counting on your attendance at the 2021 Annual Meeting.

JIM LOVINGGOOD
President and CEO

Capital refunds will soon be on the way

ACCORDING TO Blue Ridge President and CEO Jim Lovinggood, refunding patronage capital is a key element of the cooperative business model. "As a member-owned organization, we believe it's good business practice to employ regular rotations of capital credits. These payments represent the return of a portion of the investment members have made in the cooperative through their purchases of electricity. We take pride in fulfilling this responsibility."

On April 6, Blue Ridge Electric Cooperative will refund \$1 million in capital credits to its members. Checks will go into the mail on that date and will represent margins earned by the cooperative in previous years of operation. Each check amount represents that member's pro-rata share of the net earnings during the years covered by the payment.



In each of the last 38 years, Blue Ridge has returned capital credits to its members. Through the years, more than \$28 million has been forwarded to recipients.

Blue Ridge Electric Cooperative also has unclaimed capital credits for a number of members. Please find a complete list of the names and last-known address of former members whose unclaimed amount is \$50 or more at blueridge.coop.

If your name appears on the list, please contact us. In order to claim a capital credit, the cooperative will need to be presented with a picture I.D. If you are claiming the capital credit for a deceased person, you will need a copy of his/her death certificate and a copy of the Certificate of Appointment from the Judge of Probate. In order to claim funds, please contact Kathy Ellenburg at (800) 240-3400.



Members to decide on single member district voting

THE SOUTH CAROLINA General Assembly has passed a new law requiring cooperative members to consider single member voting districts. Members will decide in a referendum at Blue Ridge Electric Cooperative's Annual Meeting on April 23.

Explanation

Your cooperative is divided into four districts, represented by nine trustees on the board. This structure ensures that our entire service territory is represented. Currently, you can vote in every district election, regardless of where you live. However, if the cooperative adopts single voting districts, you would only be allowed to vote for a board candidate who lives in the district where you live, and that election would occur every third year. Your cooperative's board recommends that you vote "YES" because it believes the cooperative is best served by full member voting rights every year.

Would you like to continue to be able to vote every year for every seat on the Board up for election?

YES: I want the opportunity to keep voting for every seat on the Board every year. *****THIS IS WHAT WE DO NOW*****

NO: I only want authority to vote for candidates in my own district every third year

Blue Ridge Fest Cancelled

Blue Ridge Fest has been successful for twenty-two years, raising almost \$3 million for more than 70 Upstate charities serving the needs of thousands of individuals and families in our local communities. Once more Blue Ridge Fest will raise funds for 12 deserving organizations but without the much anticipated music and cars that make this event so special.

It is with great regret that Blue Ridge Fest will be cancelled this year with the growing unrest surrounding COVID-19. CEO Jim Lovinggood recently announced to the employees that host this premier event, "The safety and health of our communities is paramount and we cannot continue to plan an event that attracts such a large crowd in the light of growing uncertainty."

However, Blue Ridge Fest will work to insure that the charities chosen this year will receive funding. With proceeds from corporate sponsors, as well as fund-raising by co-op employees, plans are to present checks to these agencies in early June.

If you purchased event tickets already, your money will be fully refunded. We hope this same great line-up of musicians—Ronnie Milsap, Restless Heart, and The Tams will join us in 2021.

BLUE RIDGE EXTRA

Proposed bylaw changes presented

Blue Ridge Electric Cooperative's membership will vote on proposed changes to the cooperative's bylaws April 23 at the 80th Annual Meeting of Members. To help members stay informed, this month we present the proposed changes on Pages 24A-D in the Blue Ridge Extra section.

Bylaw amendments to be voted on at Blue Ridge Annual Meeting

BLUE RIDGE ELECTRIC Cooperative encourages you to review the proposed bylaw changes that will be voted on at the Annual Meeting of Members. The full document showing these material changes, along with some additional typographical corrections, will be available for download on our website, blueridge.coop.

Section 1.02 Joint Membership

A legally married couple~~husband and wife~~ may apply for a joint membership and, subject to their compliance with the requirements set forth in Section 1 of this Article, may be accepted for such membership. The term “Member” as used in these Bylaws shall be deemed to include a legally married

What does this mean?

A joint membership is available to any legally married couple.

couple ~~husband and wife~~ holding a joint membership and any provisions relating to the rights and liabilities of membership shall apply equally with respect to the holders of a joint membership. Without limiting the generality of the foregoing, the effect of the hereinafter specified actions by or in respect to the holders of a joint membership shall be as follows:

- a. The vote of either separately or both jointly shall constitute one (1) joint vote;
- b. A waiver of notice signed by either or both shall constitute a joint waiver;
- c. Notice to either shall constitute notice to both;
- d. Expulsion of either shall terminate the joint membership; and
- e. Either but not both may be elected or appointed as an officer or Trustee, provided that both meet the qualifications for such office.

Section 3.03 Notice of Members’ Meeting

Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, a district meeting, or an Annual Meeting at which business other than that listed in Section 3.08 of this Article is to be transacted, the purpose or purposes for which the meeting is called, shall be delivered not less than

What does this mean?

This update increases the notice time for the Annual Business Meeting of Members.

tenfive (105) days, or thirty (30) days if the meeting includes an election, nor more than forty-five sixty (45 60) days before

the date of the meeting, either personally or by mail, by or at the direction of the Secretary, or upon a default in duty by the Secretary by the persons calling the meeting, to each Member. No matter, the carrying of which, as provided by law or these Bylaws, requires the affirmative votes of at least a clear majority of all of 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 notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the Member at his/her address as it appears on the records of the Cooperative, with postage thereon prepaid. The failure of any Member to receive notice of an Annual, district, or special meeting of the Members shall not invalidate any action which may be taken by the Members at any such meeting.

Section 3.04 Quorum

The minimum required by South Carolina law, shall constitute a quorum. If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting from time to time without further notice. When a quorum is once present to organize a meeting, the Members who remain present may continue to do business at the meeting, or at any adjournment thereof,

What does this mean?

This update states that the Cooperative will count early votes cast according to the updated Section 3.07 as Members being “present” for purposes of determining if there is a Quorum.

notwithstanding the withdrawal of enough Members to leave less than a quorum. A vote cast by a Member at an early voting site, as provided in Section 3.07, counts for purposes of determining the presence of a quorum at the meeting where the election is to be held.

Section 3.05 Voting

Each Member shall be entitled to only one (1) vote regardless of the number of service connections. All questions shall be decided by a vote of a majority of the Members voting thereon in-person, except as otherwise provided by law, the Articles of Incorporation, or these Bylaws. No proxy voting shall be permitted, nor

What does this mean?

This update requires your Cooperative to hold polls open for at least four hours on the day of the Annual Meeting.

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shall any Member be allowed to vote by mail. For meetings that include the election of Trustees, polling locations must be open for a minimum of four (4) hours.

Section 3.06 Voting Districts

The territory served or to be served by the Cooperative shall be divided into four (4) districts and have representation by Trustees as follows:

What does this mean?

This update allows for periodic review of representation within districts.

District No. 1—All of Oconee County, which shall be represented by three (3) Trustees.

District No. 2—All of Pickens County, which

shall be represented by four (4) Trustees.

District No. 3—The northern part of Greenville County and the northwestern part of Spartanburg County which shall be represented by one (1) Trustee.

District No. 4—The northern and western portions of Anderson County, which shall be represented by one (1) Trustee.

Not less than sixty (60) days before any meeting of the Members at which Trustees are to be elected, From time to time, the Board of Trustees shall review the composition of the districts, and, if it shall be found that substantial inequalities in representation have developed which can be corrected by a re-delineation of districts, the Board of Trustees may shall reconstitute the districts to correct substantial inequalities in representation so that the respective Trustee shall represent as nearly as possible the same number of Members.

**Section 3.07
Nomination and Election of Trustees**

a. Nomination at District Meetings.

Not less than thirty (30) days nor more than ninety sixty (90 60) days before any meeting at which Trustees are to be elected, the Board of Trustees shall call a separate meeting

What does this mean?

This update defines the actions of incumbent trustees at district meetings and requires each candidate’s personal residence to be within the district they desire to serve. This update also requires your Cooperative to hold early voting for members for a full day, from 7 a.m. to 7 p.m., during the week prior to the scheduled Annual Meeting during contested elections to allow more voter participation.

of the Members of each district at a suitable place in such district for the purpose of nominating candidates for each Trusteeship allocated to a given district to represent the Members located within said district. The notice of such meeting shall be delivered to each Member located in such district as provided in Section 3.03 of this Article and shall indicate the district to which such Member belongs.

The notice shall state that nominations for Trustees are to be made at the meeting. The meeting shall, however, be open for the discussion of any other matters pertaining to the business of the Cooperative, regardless of whether or not such matters were listed in the notice of the meeting, and recommendations with respect thereto may be submitted to the Board of Trustees or the entire membership.

The district meeting shall be called to order by the Trustee representing the district or by another designated representative of the Board of Trustees, or, in his/her absence, by any Member residing within the district. The presiding officer shall then proceed to appoint a chairman, who shall be someone other than a Trustee, and who shall then appoint a secretary to act for the duration of the meeting. Incumbent Trustees seeking reelection may not appoint, direct, or cause a Close Relative or Family Member to serve as the chairman or secretary at the district meeting. Fifteen (15) Members residing in the district present at such duly called district meeting shall constitute a quorum; however, the chairman may declare a quorum. Members of other districts present at the meeting may be heard but shall have no vote. Nominations for candidates for Trustee shall be made from the floor at the meeting, and any Member residing in the district shall have the right to nominate one (1) candidate. The meeting shall remain open for nominations until no further nominations are forthcoming. Candidates must be Members whose principal residence, as determined by South Carolina voter registration law, is located residing in the district and must possess the qualifications for Trustee specified in Section 4.02 of Article IV of these Bylaws. Incumbent Trustees seeking reelection shall not directly or indirectly influence the nomination or credentials process.

Voting shall be by ballot. Each registered Member may vote for one (1) candidate. The three (3) candidates receiving the highest number of votes shall be declared the official candidates of the district, provided however, that in order to be an official candidate of the district, a candidate must receive at least twenty percent (20%) of the total votes cast by registered Members for the district. If a candidate does not receive at least twenty percent (20%) of the total votes cast at the district meeting, he or she will not be included as one of the district’s official candidates on the ballot at the Annual Meeting. The minutes of such district meeting shall set forth, among other matters, the total number of registered Members, the name of each person nominated at the meeting and the number of votes received by each, and shall specify the three (3) candidates of the district. A copy of the minutes shall be kept on file at the Cooperative office.

b. Election of Trustees.

Not less than thirtyten (310) days before an Annual or special meeting of the Members at which Trustees are to be elected, Secretary of the Cooperative shall mail to each

Member a list of the candidates selected at all district meetings, the names to be arranged by districts and in the order of preference indicated by the respective district vote. This list may be included with the notice of the meeting. At the meeting, the names of the official candidates of each district shall be placed in nomination. Election of Trustees shall be by ballot unless there is only one (1) candidate nominated at the district meeting, in which case, said nominee may be elected as Trustee by acclamation of the Members present at the Annual Meeting. When at least one (1) of the races for Cooperative Trustee is contested prior to the Annual Meeting, the Cooperative will provide a method by which the Members may cast a ballot in an election for Trustees on a day other than, and before, the Annual Meeting day. The method for this alternative early voting will allow for voting by Cooperative Members from the hours of 7:00 a.m. to 7:00 p.m. and will include reasonable accommodations for elderly, disabled, or infirmed Members. The ballots shall list the candidates selected at the district meetings, the names to be arranged by district and in the order of preference indicated by the respective district vote. Each Member of the Cooperative ~~present at the meeting~~ shall be entitled to vote for one (1) candidate from each district. The candidate from each district receiving the highest number of votes ~~at this meeting~~ shall be considered elected as Trustee.

Section 4.02
Qualifications and Tenure

The Board of Trustees shall be composed of nine (9) persons as heretofore and hereafter duly elected by and from the Members at the Annual Meeting in compliance with these

What does this mean?

This update requires the principal residence of a Trustee be in the district he or she is elected to serve. It also defines the terms Close Relative and Family Member as related to these bylaws.

Bylaws. At each Annual Meeting of the Members, three (3) Trustees shall be elected by ballot by and from the Members to serve for a term of three (3) years and until their respective successors shall have been elected and

shall have qualified. The principal residence, as determined by South Carolina voter registration law, of Each Trustee elected at each such meeting shall be located in a resident of the district in which the Trustee resides whom he or she is to succeed.

No person shall be eligible to become or remain a Trustee or to hold any position of trust in the Cooperative who:

- a. is not a Member of the Cooperative for at least two (2) years and a bona fide principal resident of the particular district which he or she is to represent; or
- b. is in any way employed by or holds a financial interest in

a competing energy enterprise, a business selling electric power to the Cooperative, or a business that is primarily engaged in the sale of electrical appliances, fixtures, or supplies to Members of the Cooperative; or

- c. is or has been employed by the Cooperative as a regular employee; or
- d. holds any public office which is popularly elected; or
- e. has been convicted in a state or federal court of record of a crime punishable by imprisonment for more than one (1) year and not having had the civil rights restored by pardon or amnesty; or
- f. has a Celose Rrelative or Family Member who is a regular employee of the Cooperative; or
- g. has been party to legal actions involving the Cooperative or other affiliated Cooperative organizations in a court of law within the thirty-six (36) month period preceding nominations at the district meeting.

g.h. has a direct business relationship with the Cooperative that is distinct from or in addition to the Trustee's mandatory Cooperative membership.

As used in these Bylaws, "Celose Rrelative" and "Family Member" includes a spouse, parent, brother, sister, child, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, grandparent, grandchild, and a member of the individual's immediate family. ~~means a person who is related to the principal person, by consanguinity or affinity, to the second degree or less – that is, a person who is either a spouse, child, grandchild, parent, grandparent, brother or sister, by blood or in law, of the principal.~~ Upon establishment of the fact that a Trustee is holding office in violation of any of the foregoing provisions, it shall immediately become incumbent upon the Board of Trustees to remove such Trustee from office. Nothing contained in this section shall affect in any manner whatsoever the validity of any action taken at any meeting of the Board of Trustees.

Section 4.04 Vacancies

~~A vacancy occurring in the Board of Trustees, except a vacancy occurring under Section 3 of this~~

~~Article, removal of Trustees by Members hereof, may be filled by the affirmative vote of a majority of the remaining Trustees for the unexpired portion of the term of the Trustee in respect of who the vacancy occurs. The Member elected as Trustee to fill the vacancy must reside in the same district as the Trustee to whose office he succeeds and meet all other qualifications as set forth in these Bylaws. Subject to the provisions of these Bylaws with respect to the filling of vacancies caused by the removal of Trustees by the Members, a vacancy occurring on the Board must be filled by the membership at the next Annual Meeting for the remainder of the unexpired term. However, if the vacancy occurs more than~~

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What does this mean?

This update allows a Nominations Committee to fill a vacant trustee position if the vacancy occurs at least six months or more before the Annual Meeting. Upon the date of the Annual Meeting, the interim trustee seat must be elected by the membership. If the vacancy occurs less than six months prior to the Annual Meeting, the seat remains vacant until the membership can vote. The Nominations Committee may not elect a family member or close acquaintance to fill the vacancy.

six (6) months from the next Annual Meeting, a Nominations Committee may be appointed by the Board of Trustees to choose an Interim Trustee to serve until the next Annual Meeting. At the next Annual Meeting, the Interim Trustee may run for the remainder of the unexpired term. In exercising its authority pursuant to this provision, the Nominations Committee

may not appoint a Family Member or Close Relative of the Trustee whose departure created the vacancy. Additionally, the Nominations Committee may not appoint an individual associated with the Trustee whose departure created the vacancy. For purposes of this Section, “associated” includes an individual with whom the person or a member of their immediate family mutually has an interest in any business of which the person or a member of their immediate family is a director, officer, owner, employee, compensated agent, or holder of stock worth one hundred thousand dollars (\$100,000) or more at fair market value and which constitutes five percent (5%) or more of the total outstanding stock of any class. Any Interim Trustee or successor Trustee must be from the same Trustee district as the Trustee whose office was vacated.

Section 4.05 Compensation

For their services as such, Trustees shall receive such compensation, which may include travel, expenses, and other benefits, as is provided by resolution of the Board of Trustees;

What does this mean?

This update removed language allowing employment or payment to a trustee for serving the Cooperative beyond their role as a trustee in an emergency.

provided however, such compensation shall be paid only for actual attendance at activities authorized by the Board of Trustees. A Trustee, ~~except in emergencies,~~

shall not be employed by the Cooperative in any other capacity involving compensation.

Section 5.02 Special Meetings

Special meetings of the Board of Trustees may be called by the Chairman, by any three (3) Trustees, or by the President and CEO. It shall be the responsibility of either the Secretary or the President and CEO to provide proper notice of such meeting. The Chairman, the three (3) Trustees, or the President

What does this mean?

This update prevents the Board of Trustees from making decisions regarding rates, fees, charges, Board composition, or Board compensation during any special meetings called by the Board.

conference call, without regard to the actual location of the Trustees at the time of such a telephone conference meeting, if all the Trustees consent thereto. During special meetings, the Board may not act regarding rates, fees, charges, Board composition, or Board compensation.

Section 5.03 Notice of Trustee Meetings

Written notice of the time, place, and purpose of any regular meeting of the Board of Trustees shall be posted on the Cooperative’s website and at the Cooperative’s principal place

What does this mean?

This update requires your Cooperative to notify members of any board meetings at least ten days prior to the meeting being held. It also requires your Cooperative to notify members of any special meetings called by the Board of Trustees within two days of the meeting.

of business at least ten (10) days in advance of the regular meeting. Written notice of the time, place, and purpose of any special meeting of the Board of Trustees shall be posted on the Cooperative’s website and at the Cooperative’s principal place of business

at least twenty-four (24) hours in advance of the special meeting. Such special meeting notice shall be delivered not less than two (2) days previous thereto, by written, oral, or electronic means, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the President or the Trustees calling the meeting, to each Trustee. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Trustee at his address as it appears on the records of the Cooperative, with postage thereon prepaid.

What does this mean?

This update confirms that the Cooperative’s bylaws are subject to state law and the Articles of Incorporation. Adds language to expressly state that bylaws can be overridden when in conflict with state law or the Articles of Incorporation.

Section 11.06 Law and Articles

These Bylaws are subject to Law and the Articles of Incorporation of the Cooperative. If, and to the extent that, a Bylaw conflicts with Law or the Articles, then the Law or Articles control.