



**Big Country Electric
Cooperative, Inc.**

**Membergram
January 2018**

**Notice to Members Of Big Country Electric Cooperative
Notice of Appointment of Committee on Nominations
Pursuant to Rules Governing Annual Meeting Notices**

ARTICLE V MEETINGS OF MEMBERS

SECTION 5.01. Annual Meeting. For the purposes of electing directors, hearing and passing upon reports covering the previous fiscal year, and transacting such other business as may properly come before the meeting, the annual meeting of the members shall be held during the month of April each year, at such place in one of the counties in Texas within which the Cooperative services, and beginning at such hour, as the Board of Directors shall from year to year fix: PROVIDED, that, for cause sufficient to it, the Board of Directors may fix a different date for such annual meeting not more than thirty (30) days prior or subsequent to the anniversary of the last annual meeting of the members. It shall 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.

ARTICLE VI DIRECTORS

SECTION 6.01. Number and General Powers. The business and affairs of the Cooperative shall initially be managed by a Board of sixteen (16) Directors, which number shall be reduced to nine (9), during the first three years of the Cooperative. The Board shall exercise all of the powers of the Cooperative except such as are by law or by the Articles of Incorporation of the Cooperative or by these Bylaws conferred upon or reserved to the members. The Board of Directors shall have full power and authority to exercise all of the general powers as stated in Section 161.121 of the Texas Utilities 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 power that may be necessary, convenient or appropriate to accomplish the purpose for which the Cooperative is organized, including other or additional purposes 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 owned by the Cooperative.

SECTION 6.02. Qualifications. A director must be a bona fide resident in the 12-county area served by the Cooperative, a member of the Cooperative, and actively taking service from the Cooperative in the District he is elected. No person shall be eligible to become or remain a director of the Cooperative who is: (1) a close relative of an incumbent director or of an employee of the Cooperative, (2) is not a member in good standing of the Cooperative, or (3) is a former employee of

the Cooperative within the past five years immediately preceding the date of the election; PROVIDED, that the operating or chief executive of any member which is 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 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 enterprise, or a business selling electric energy or supplies to the Cooperative, or a business primarily engaged in selling electrical or plumbing appliances, 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 section or as may be provided elsewhere in these Bylaws, it shall be the duty of the chairman presiding at the meeting at which such nominee would otherwise 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 position of trust in the Cooperative lacks eligibility under this section, it shall be the duty of the Board of Directors to withhold such position from such person, 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 Board of Directors, unless such 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. Election. At each annual meeting of the members, directors shall be elected by secret written ballot by the members and, except as provided in the first provisions of Section 6.02 of these Bylaws, from among those members who are natural persons: PROVIDED, that, when there is only one nominee for a particular 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 inside...



Big Country Electric Cooperative, Inc.



Monday - Thursday 7:30 a.m. - 5:30 p.m.

Friday 7:30 a.m. - 11:30 a.m.

Call Toll Free: 1-888-662-2232

Roby: (325) 776-2244 Stamford: (325) 773-3684

Snyder (325) 573-3161

www.bigcountry.coop

Please call to report all power outages! For outage and safety tips, visit www.bigcountry.coop and click on the Outages icon.

We're mobile!

Access your BCEC account anytime, from anywhere!

www.bigcountry.coop

Click on the Smart Hub icon.

Pay your bill, request service and more!

You can also download the SmartHub app from the App Store or Google play for free!



Call 811 at least 2 working days before you dig. Visit www.texas811.org for more information.

Rural Development Assistance Available Through BCEC

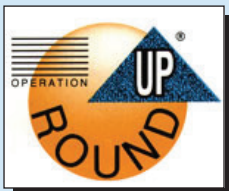
Big Country Electric Cooperative, Inc. has a limited amount of funds available for low-interest loans to qualified applicants to stimulate rural development. Applicant does not have to be a member of Big Country Electric Cooperative. Please contact Sarah McLen at smclen@bigcountry.coop for details.



BCEC is an Equal Opportunity Lender

Agricultural Tax Exemptions - In order to claim an exemption from Texas sales and use taxes on electricity and other items used in agricultural and timber operations, you are required to provide us with a registration number on Texas Agriculture Sales and Use Tax Exemption Certification Form 01-924. All water wells should be exempt if used for irrigation or watering livestock. The Texas Comptroller's Office issues the registration number and those wanting to claim the exemption must fill out an application. Registration numbers must be renewed every four years. Applicants can request a paper application to mail in by calling 1-800-252-5555 or download a copy from the comptroller's website, www.getreadytexas.org. The generic exemption certificate, Form 01-339, cannot be used to claim the agricultural exemption. Accounts that do not have the new required form on file will be subject to taxation.

Commercial Tax Exemption Records - A completed and signed exemption form is required for each commercial tax exempt account. Accounts that do not have current exemptions on file will be changed to taxable accounts. Any refunds for taxes must be claimed from the State of Texas. Thank you for your help.



For complete information about our Operation Round Up program or to opt out of participation, visit our website and click on the Operation Round Up icon.

SECTION 6.04. Tenure. To facilitate the election of Directors on a regional basis, so that the annual meeting at which Directors are elected can be held in the vicinity of the Districts up for election: (a) the 2006 nominations and elections at the annual meeting will be for three-year terms for Director District Nos. Seven (7), Eight (8) and Nine (9) [the Director District Seven (7) existing three year-term being reduced for this election cycle only to a two-year term so that such District is placed in a regional election cycle] and with the Director District No. Two (2) election being deferred until 2007, resulting in a one-time four-year term for the existing Director for such District; (b) the 2007 nominations and elections at the annual meeting will be for three-year terms for Director District Nos. One (1), Two (2) and Three (3) [the Director District One (1) existing three year-term being reduced for this election cycle only to a two-year term so that such District is placed in a regional election cycle], with the Director District No. Four (4) election being deferred until 2008, resulting in a one-time four-year term for the existing Director for such District; and (c) the 2008 nominations and elections at the annual meeting will be for three-year terms for Director District Nos. Four (4), Five (5) and Six (6). Commencing 2009 and continuing thereafter Directors shall be so nominated and elected that one director from or with respect to each of Director District Nos. Seven (7), Eight (8) and Nine (9), shall be elected for three-year terms at an annual member meeting, one director from or with respect to each of Director District Nos. One (1), Two (2) and Three (3) shall be elected for three-year terms at the next succeeding annual member meeting; and one director from or with respect to each of Director District Nos. Four (4), Five (5) and Six (6) shall be elected for three-year terms at the next succeeding annual member meeting, and so forth. Upon their election, directors shall, subject to the provisions of these Bylaws with respect to the removal of directors, serve until the annual meeting of the members of the year in which their terms expire or until their successors shall have been elected and shall have qualified. If for any reason an election of directors shall not be held at an annual meeting of the members duly fixed and called pursuant to these Bylaws, such election may be held at an adjournment of such meeting or at a subsequently held special meeting or the next annual meeting of the members. Failure of an election for a given year shall allow the incumbents whose directorships would have been voted on to hold over only until the next member meeting at which a quorum is present.

SECTION 6.05. Director Districts. There is hereby created Director District Number One (1), Director District Number Two (2), Director District Number Three (3), Director District Number Four (4), Director District Number Five (5), Director District Number Six (6), Director District Number Seven (7), Director District Number Eight, and Director District Number Nine (9). The Director or Nominee(s) shall be elected or nominated to or from each Director District so as to give equitable representation on the Board to the geographical areas served or to be served by the Cooperative. Director Districts shall be as so designated by the Board of Directors from time to time as approved by the Board of Directors. A map of the service area and Director Districts is available at the Cooperative headquarters.

SECTION 6.06. Nominations. It shall be the duty of the Board of Directors to appoint, not less than thirty (30) nor

more than one hundred of a meeting of the m elected, a Committee (6) members of the C from each of the Dire is to be elected at the Cooperative employee known candidates for (as hereinafter defin of such existing empl or known candidates prepare and post at th at least twenty (20) d nominations for direc the nominee(s) for ea respect to which a dir be elected at the meet many nominees for a respect to any Directo twenty-five (25) or m acting together, may r writing over their sign like manner, not less meeting, and the Secr at the same place wh by the Committee is p to the members with separately, but at leas the meeting, a statem all nominee(s) for ea respect to which one showing clearly those those nominated by p nominations from the as may be allowed pu 6.08. Notwithstanding section, failure to con not effect in any man action taken by the B directors.

SECTION 6.07. Voting Action. In the election entitled to cast the nu which corresponds to elected. Each member to vote for one nomin particular Director Di of the foregoing restr Director Districts sha with respect to such I the provisions contain with any of such prov whatsoever the validi Directors after the ele

SECTION 6.08. Removal. Any member may bri against any one or m removal of such direc with the Secretary su a petition signed by n the total membership calls for a special me which shall be to hear or more directors are and specifies the plac

ed twenty (120) days prior to the date members at which directors are to be on Nominations, consisting of Six cooperative, being Two (2) members Director Districts for which a director meeting and who are not existing es, agents, officers, directors or r director, who are not close relatives d) or members of the same household oyees, agents, officers, directors for director. The Committee shall e principal office of the Cooperative ays prior to the meeting a list of to be elected, listing separately ch Director District from or with r director must, pursuant to this Article, ing. The Committee may include as ny director to be elected from or with or District as it deems desirable. And ore members of the Cooperative, make additional nominations in atures, listing their nominee(s) in than twenty (20) days prior to the retary shall post such nominations ere the list of nominations made osted. The Secretary shall mail the notice of the meeting, or t ten (10) days prior to the date of ent of the names and addresses of ch Director District from or with or more directors must be elected, e nominated by the Committee and etition, if any. There shall be no floor at the annual meeting, except rsuant to the provisions of Section g the provisions contained in this mply with any of such provisions shall mer whatsoever the validity of any oard of Directors after the election of

Filing for Directors; Validity of Board
n of directors, each member shall be mber of votes (but not cumulatively) the total number of directors to be r of the Cooperative shall be entitled ee from or with respect to any istrict. Ballots marked in violation iction with respect to one or more ll be invalid and shall not be counted istrict or Districts. Notwithstanding ned in this section, failure to comply visions shall not affect in any manner ty of any action taken by the Board of ction of directors.

Removal of Directors by Members.
ing one or more charges for cause ore directors and may request the ctor(s) by reason thereof by filing ch charge(s) in writing together with ot less than ten (10%) percent of of the Cooperative, which petition mber meeting, the stated-purpose of r and act on such charges and, if one recalled, to elect their successor(s) e, time and date thereof not less

than forty (40) days after filing of such petition, or which requests that the matter be acted upon at the subsequent annual member meeting if such meeting will be held no sooner than forty (40) days after the filing of such petition. Each page of the petition shall, in the forepart thereof, state the name(s) and address(s) of the member(s) filing such charge(s), a verbatim statement of such charge(s) and the name(s) of the director(s) against whom such charge(s) is (are) being made. The petition shall be signed by each member in the same name as he is billed by the Cooperative and shall state the signatory's address as the same appears on such billings. Notice of such charge(s) verbatim, of the director(s) against whom the charge(s) have been made, of the member(s) filing the charge(s) and the purpose of the meeting shall be contained in the notice of the meeting, or separately noticed to the members not less than ten (10) days prior to the member meeting at which the matter will be acted upon: PROVIDED, that the notice shall set forth only twenty (20) of the names (in alphabetical order) of the members filing one or more charges if twenty (20) or more members file the same charge(s) against the same director(s). Such director(s) shall be informed in writing of the charges after they have been validly filed and at least twenty (20) days prior to the meeting of the members at which the charge(s) are to be considered, and shall have an opportunity at the meeting to be heard In person, by witnesses, by counsel or any combination of such, and to present evidence in respect of the charge(s); and the person(s) bringing the charge(s) shall have the same opportunity, but must be heard first. The question of the removal of such director(s) shall, separately for each if more than one has been charged, be considered and voted upon at such meeting, and any vacancy created by such removal shall be filled by vote of the members at such meeting without compliance with the foregoing provisions with respect to nominations, except that nominations shall be made from the floor: PROVIDED, that the question of the removal of a director shall not be voted upon at all unless some evidence in support of the charge(s) against him shall have been presented during the meeting through oral statements, documents or otherwise. A newly elected director shall be from or with respect to the same Director District as was the director whose office he succeeds and shall serve the unexpired portion of the removed director's term.

SECTION 6.09. Vacancies. Subject to the provisions of these Bylaws with respect to the filling of vacancies caused by the removal of directors by the members, a vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A director thus elected shall serve out the unexpired term of the director whose office was originally vacated and until a successor is elected and qualified: PROVIDED, that such a director shall be from or with respect to the same Director District as was the director whose office was vacated.

SECTION 6.10. Compensation; Expenses. Directors shall, as determined by resolution of the Board 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 Board of Directors, (b) for the performance of other Cooperative business and attending all other cooperative related meetings. The fee fixed for attending Board meetings need not be the same as the fee or fees fixed for performing other Cooperative business. Directors shall also receive advancement or

reimbursement of any travel and out-of-pocket expenses actually, necessarily and reasonably incurred in attending such meetings and performing such business. The members of the board may adopt resolutions authorizing the payment of insurance benefits for directors. No director shall receive compensation for serving the Cooperative in any other capacity, nor shall any close relative of a director receive compensation for serving the Cooperative, unless the payment and amount of such compensation shall be specifically authorized by a vote of the members or such payment and amount shall be specifically authorized by the Board of Directors upon their certification of such as an emergency measure: PROVIDED, that a director who is also an officer of the Board, and who as such officer performs regular or periodic duties of a substantial nature for the Cooperative in its fiscal affairs, may be compensated in such amount as shall be fixed and authorized in advance of such service by the Board of Directors.

SECTION 6.11. Rules, Policies, Regulations, Rate Schedules and Contracts. The Board of Directors shall have power to make, adopt, amend, abolish and promulgate such rules, policies, regulations, rate schedules, contracts, security deposits and any other types of deposits, payments or charges, including contributions in aid of construction, not inconsistent with law or the Cooperative's Articles of Incorporation or Bylaws, as it may deem advisable for the management, administration and regulation of the business and affairs of the Cooperative.

SECTION 6.12. Accounting System and Reports. The Board of Directors shall cause to be established and maintained a complete accounting system of the Cooperative's financial operations and condition, and shall, after the close of each fiscal year, cause to be made a full, complete and independent audit of the Cooperative's accounts, books and records reflecting financial operations during, and financial condition as of the end of, such year. A full and accurate summary of such audit reports shall be submitted to the members at or prior to the succeeding annual meeting of the members. The Board may authorize special audits, complete or partial, at any time and for any specified period of time.

SECTION 6.13. Subscription to Statewide Publication. 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 periodically, to subscribe to the statewide publication, "Texas Co-op Power", the annual subscription price for which shall be not less than \$2.62 per year (22 cents per copy) nor more than \$5.00 per year (42 cents per copy), and which shall be deducted from any funds accruing in favor of such members, so as to reduce such funds in the same manner as would any other expense of the Cooperative.

SECTION 6.14. "Close Relative" Defined. As used in these Bylaws, "close relative" means a person who, by blood or in law, including half, foster, step and adoptive kin, is a spouse, child, grandchild, parent, grandparent, brother, sister, aunt, uncle, nephew or niece of the principal. The above are excerpts from the Cooperative's Bylaws. Copies of the Bylaws are available at each Cooperative office.

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The Board of Directors has appointed the following members to serve on the Nominating Committee to select nominees from District 7, District 8 and District 9: Frank Garcia, Carl Bureson, Max Jones, Kent Holmes, Bruce Noble, and Lonnie Blackard. A meeting of the Nominating Committee will be held on January 11, 2018 at 8:00 a.m. at Big Country Electric Cooperative's Snyder District Office, located at 1600 McCowen in Snyder. Nominations made by the above committee will be voted on at the Annual Meeting of the Membership Thursday, April 19, 2018.



College Bound? We have scholarships!

- **Big Country Electric Cooperative Academic Scholarship** – Two \$4,000 scholarships will be awarded to graduating seniors whose parent(s)/ guardian(s) are members of Big Country EC. Deadline: February 28, 2018.
- **Directors Memorial Scholarship, Golden Spread Electric Cooperative** - \$2,000 scholarships will be awarded to selected recipients who are 1) entering freshmen college or university students and; 2) child or spouse of a Big Country EC member. Deadline: March 1, 2018.
- **Texas Rural Electric Women's Association**

(TREWA) Scholarship - Twenty (20) TREWA scholarships of \$1,500 each will be awarded to CURRENT TREWA members and their children. Applicant or applicant's parent or guardian must also be a current member or an employee of a Texas electric cooperative such as Big Country EC. Scholarships will be awarded to graduating high school seniors, full-time college students or adults, who have been accepted as a full-time student to attend any accredited college, university, junior college, community college, trade/technical school or business school of their choice. Deadline: March 15, 2018.

• **Western Texas College Lineman Training Program Scholarship** – BCEC will award two \$1,500 scholarships to students enrolled in the program. Deadline August 16, 2018.

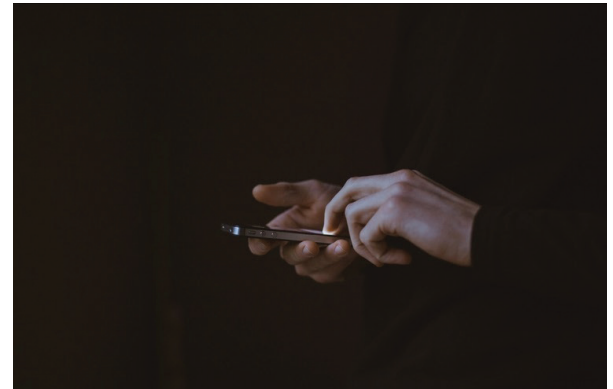
Down and Out... of Power? Call us!

Our goal is to respond to your outage and get power restored as quickly and as safely as possible. You can **CALL** or **TEXT** your outage info to any of BCEC's three local office numbers 24 hrs. per day!



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Stamford: (325) 773-3684
Snyder (325) 573-3161

You can call, but not text, our toll-free number as well:
1-888-662-2232



We kindly ask that you **DO NOT** rely on Facebook to report power outages. Never post personal information such as your address or account number! Facebook is not monitored by our system operators and cannot be used to officially record your outage. Our Facebook page is checked regularly but is not constantly monitored, so a response to a Facebook post or message may not be immediate. Our phone lines, however, are answered constantly. Calling or texting your outage information to one of the above numbers is the best way to notify us of your outage. This also allows us to follow up with

you once repairs have been made, so we can make sure that you are taken care of. In extreme outage situations, our phone lines can get very busy and you may be prompted to leave a message. If you do leave a message, our first available Customer Service Representative will be notified and will respond to you needs as quickly as possible.



*We strive to meet your needs and serve you as quickly and efficiently as possible.
Thank you for trusting us and for being a co-op member!*