

Spotlight

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JEC employees Beautify the Bluegrass



As winter gives way to spring this month, we look forward to a little more sunshine, opening the windows and a sense of renewal. We take our cues from nature with its blossoming flowers and bees and butterflies spreading their wings.

For a third year, Jackson Energy Cooperative will join our fellow electric cooperatives all across Kentucky in the Beautify the Bluegrass initiative, a springtime encouragement to show pride in our local communities by cleaning, sprucing up or renovating a public space that could use a little TLC.

You might recall that last year Jackson Energy employees helped beautify two welcome signs in Mt. Vernon with new mulch, flowers, landscaping and tree trimming.

A Beautify the Bluegrass project can be as simple as picking up litter, or as ambitious as renovating a dilapidated baseball field.

Whether you are already involved in a beautification project, or you are interested in completing a new one, we encourage you to take “before and after” photos and enter the contest. By sharing your project with the rest of the commonwealth, you can inspire Kentucky’s renewal.

All the information you need is available at KentuckyLiving.com/beautify. Be sure to register your project by June 25 to be considered for recognition by Governor Andy Beshear.

Just as co-ops partnered with Governor Matt Bevin on



PHOTOS: TIM COYLE

Beautify the Bluegrass in 2018 and 2019, we are proud to continue this celebration of community with Governor Beshear in 2020, a reflection that Jackson Energy Cooperative is non-partisan and eager to work with anyone, regardless of party affiliation, who shares our mission of improving the quality of life in the communities we serve.

SPOTLIGHT

Lisa Baker, Editor
Published by Jackson Energy

A Touchstone Energy™ Cooperative 

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www.jacksonenergy.com
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REGULAR OFFICE HOURS

Monday-Friday, 7:30 a.m.-4:30 p.m.

OFFICES

KY HWY 290, McKee
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Jackson Energy

Working for You

Sustainability, the co-op way



ROBERT KNESCHKE

Sustainable. We frequently hear that word, usually referring to environmental stewardship. But let's not forget that sustainable also means continuous, viable, feasible or, my personal favorite, worthwhile. No matter which word you choose, the same definition applies: endurance.

The incorporators of Jackson Energy understood that access to electricity was essential to the economic endurance of rural communities throughout Jackson, Rockcastle, Laurel, Clay, Owsley, Lee and Estill counties.

Bringing power to the southeastern region of Kentucky has improved the quality of life for rural residents. It put running water in homes, lights in schools and heat in churches. It attracted businesses and industries. In short, it made our communities worthwhile places to call home.

Though electricity is now widely accessible, Jackson Energy's role as a community sustainer has not changed. Today your cooperative is fueling community endurance by:

- **Attracting businesses and jobs.** We're using cutting-edge technology, such as data from aerial drone flights, online videos and mobile mapping to aggressively attract new businesses from across the globe to create local jobs.
- **Creating a quality workforce.** SOAR-STEM, a cooperative-led program in our schools, is aimed at building a world-class science, technology, engineering and math workforce right here in Kentucky.
- **Caring for our world.** We honor the "green" definition of sustainability through renewable energy programs like Cooperative Solar and cooperative-sponsored environmental stewardship projects that care for our Kentucky home—such as Beautify the Bluegrass.
- **Ensuring the financial health of the cooperative.** First and foremost, we are committed to operating our member-owned business efficiently to provide members reliable, safe electricity at the lowest possible cost.

From Mt. Vernon to Beattyville—and all local communities in between—Jackson Energy is making its mark on local sustainability, the co-op way.



Carol Wright
President & CEO

JACKSON ENERGY MEMBER BYLAWS

ARTICLE II: MEMBER MEETINGS

Section 5. Voting

Each member is entitled to one vote upon each matter submitted to a vote at a member meeting. All matters shall be decided by vote of a majority of the members, unless otherwise provided in the Bylaws, Articles of Incorporation, or other law. With respect to joint memberships, the name and Social Security number of a joint member must be on file in the Cooperative's records to entitle that joint member to vote. Non-individual entities, such as corporations, churches and unincorporated associations are entitled to one vote, provided that the entity submits a written statement appointing an individual to vote for the member and that such statement is presented to the Cooperative at the place of voting. Any member entitled to vote upon a matter may appoint another member to vote in his or her stead by signing and dating a proxy form provided by the Cooperative which must specify the member meeting at which the proxy will vote for the member. A proxy is effective when received by the Cooperative either in advance of or at the member meeting. A proxy is valid for no more than six months. A member proxy may not vote for more than three members. A proxy may not be obtained by fraud or other improper means. As determined by the Cooperative, a member proxy appointment procured through fraud or other improper means is invalid. All business conducted at a member meeting shall be voted upon in person by the members, with the exception of voting done by proxy.

Section 6. Director Nominations by Committee

It shall be the duty of the Board of Directors to appoint, not less than sixty (60) days and not more than ninety (90) days before the date of a meeting at which the election of directors will be announced, a Nominations Committee, consisting of nine (9) members of the Cooperative who are not current Cooperative employees, agents, officers, directors or director candidates, or close relatives or members of the same household of current Cooperative employees, agents, officers, directors or director candidates, and who are selected so that each of the Cooperative's director districts are represented. The Committee shall take action based upon a majority of a quorum present at the meeting. A quorum is defined as five (5) or more members of the Committee. The Committee will prepare and post at the Cooperative's principal office at least fifty (50) days prior to the meeting a list of nominations for directors to be elected, listing separately the nominee(s) for each director district. The Committee may include as many nominees as it deems desirable for each district. However, the Committee shall automatically include the incumbent Director as a nominee, unless the incumbent has resigned his position or otherwise informed the Cooperative that he or she does not desire to be nominated.

Section 7. Director Nominations by Petition

A member may be nominated by a membership petition signed by five hundred (500) or more members. The petition shall be on a form provided by the Cooperative and shall contain each signing member's full name, address, verifiable contact telephone number, account number and signature. If any of these items are missing with respect to a signature, it will not be considered a valid signature and will not be counted toward the five hundred (500) signatures required for nomination by petition. All signatures shall be affixed on the petition within six (6) months of the date it is submitted. The petition must be submitted to the Cooperative's principal office at least sixty (60) days before the member meeting. The Secretary shall post all qualified nominees by petition in the same way as nominees by Committee.

Section 8. Election of Directors

All voting for candidates for directors shall be exclusively in person voting at the annual meeting, or such other time and place designated by the Board of Directors, with the exception of votes cast by proxy. Each member may cast only one vote for each director district. All members may vote for directors even though the member resides outside the director's district. If a member has multiple accounts, the member is entitled to only one vote. For the holders of a joint memberships, either person, but not both, may cast the vote for that membership. After the Credentials and Elections Committee has certified the names of the candidates nominated by petition, it shall be the responsibility of that Committee to prepare the ballot to be used at the annual meeting, which shall contain the names of those persons nominated by Committee and by petition. The ballot shall state which candidate was so nominated. The candidates' names will be placed on the ballot in alphabetical order. The Secretary of the Cooperative shall include with the notice of the meeting a statement of the number of directors to be elected and showing separately the nominations made by Committee and nominations made by petition, if any, and stating the address of each nominee and the director district from which each must be elected, showing clearly those nominated by petition and those nominated by the Nominating Committee. At each annual meeting, the membership will vote to elect a director for each district open for election in that year, even if there is only one nominee for the director position. Any objection or protest to the election must be filed in writing at the Cooperative's corporate office to the attention of the Elections and Credentials Committee within three (3) days after the election.

Section 9. Credentials and Election Committee

If there are two or more nominees for a director position, or there are other disputed matters submitted to a vote by the membership, at least thirty days before the member meeting, the Board shall appoint a Credentials and Election Committee, which shall have at least three (3) but no more than five (5) members who are members of the Cooperative, but are not members of the Nominating Committee or current Cooperative employees, agents, officers, directors, or candidates for director, and who are not close relatives or members of the same household of current Cooperative employees, agents, officers, directors, or candidates for director. Prior to the member meeting, the Committee shall elect a chairperson and secretary. The Board may appoint such a Committee at any other time that it deems desirable. The Committee shall have the following duties and responsibilities:

- a. To examine and audit petitions for the nomination of directors to ensure that such petitions comply with the Bylaws and other rules of the Cooperative and applicable law;
- b. To pass upon the validity of the signature, printed names, addresses, telephone numbers, and account numbers on the petitions to determine if those signing are qualified members in good standing with the Cooperative;
- c. If a signee to a petition is disapproved, the Committee shall state in writing the reason or reasons for such disapproval;
- d. To determine if the required number of members have signed the petition after having deducted from the petition the names disapproved;
- e. Upon completion of the examination and audit of any petitions, certify to the Secretary of the Cooperative the name or names of those persons properly nominated by petition, so that those names may be placed on the official ballot;
- f. To rule upon any protest or objection to any aspect of the director election as set forth in the Bylaws;
- g. To tabulate all votes cast on the official ballot;
- h. To establish and approve the manner of conducting member registration;
- i. To rule upon the legitimacy of any ballot cast;
- j. To rule upon any objections or protests to an election which shall include hearing evidence presented by the challenger to the election results in person, by counsel, or both, and any opposing evidence, within thirty (30) days after the election, which may alter the results of the election, or set the results aside and order a new election at a special meeting.
- k. All action taken by the Committee requires a majority vote of a quorum. A majority of the members of the Committee constitutes a quorum.
- l. In conducting its business, the Committee may seek the advice of legal counsel, and the assistance of the management and staff of the Cooperative as it sees fit.

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Section 10. Voting Districts

The territory served by the Cooperative shall be divided into nine voting districts, with each district to be represented by one director as follows:

- District 1: All members in Jackson County residing East and North of Hwy. 421, beginning at the Rockcastle and Jackson County boundary line and running with Hwy. 421 to its junction with Hwy. 587; thence running East with Hwy. 587 to its junction with Hwy. 1119; thence running South with Hwy. 1119 to its junction with Hwy. 1118; thence Northwest with Hwy. 1118 to its junction with Hwy. 421; thence South with Hwy. 421 to the Clay and Jackson County boundary line.
- District 2: All members in Jackson County not residing in District 1.
- District 3: All members in Laurel County residing North of Hwy. 1956, beginning at the Laurel and Rockcastle County boundary line and running with Hwy. 1956 to its junction with Hwy. 80; thence running east with Hwy. 80 to the Laurel and Clay County boundary line.
- District 4: All members residing in Estill and Powell counties.
- District 5: All members residing in Rockcastle, Lincoln, Garrard, Pulaski and Madison counties.
- District 6: All members residing in Clay and Leslie counties.
- District 7: All members residing in Owsley and Breathitt counties.
- District 8: All member residing in Lee and Wolfe counties.
- District 9: All members in Laurel County not residing in District 3.

ARTICLE III: DIRECTORS

Section 2. Qualification

To be eligible to become or remain a member of the Board of Directors a person must:

- a. Be a natural person;
- b. Be a member in good standing, a resident in the area served by the Cooperative and a resident of the district for which he or she is elected;
- c. Receive electric service from the Cooperative at his or her primary place of residence;
- d. Have the legal capacity to enter into a binding contract;
- e. Not be an employee, former employee or retired employee of the Cooperative, or an employee, former employee or retired employee of the former Cooperative in the event of a consolidation;
- f. Not be a close relative of an employee or Director of the Cooperative. A close relative is defined as a person who by blood or in-law, including half, foster, step and adoptive kin, is either a spouse, child, grandchild, parent, grandparent, brother or sister;
- g. Not have entered a plea of guilty to, or no contest to, or been convicted of a felony;
- h. Not be an incumbent or a candidate for an elected public office, or an incumbent or a candidate for a position on the Board of Directors of any electric, telephone, water or sewer utility, with the exception of a utility in which Jackson Energy Cooperative has an ownership interest;
- i. Be a high school graduate or have passed the General Educational Development (GED) test or some equivalent level of education in the discretion of the Board;
- j. Not use his or her position on the Board for personal or political gain;
- k. Not have a final judgment entered against him or her involving civil fraud, an ethical violation, discrimination and/or acts of harassment while a Director or prior to becoming a Director;
- l. Not have been a debtor in a federal bankruptcy proceeding or a similar proceeding under applicable state law such as insolvency, liquidation, receivership, reorganization or assignment for the benefit of creditors while a Director and for seven years prior to becoming a Director;
- m. Not have been a party to a foreclosure or other proceeding (judicial or non-judicial), which proceeding is or was instituted because of the Director's default on indebtedness while a Director or for seven years immediately prior to becoming a Director;
- n. Except as otherwise provided by the Board of Directors for good cause shown, receive a Credentialed Cooperative Director designation, Director's Certificate or similar designation or certification from the National Rural Electric Cooperative Association within 18 months of becoming a Director and after becoming a Director, participate in and complete required Director training as established by the Board of Directors;
- o. Not breach the Director's fiduciary duties to the Cooperative, violate confidences or engage in illegal activity under the color of authority as a Director; and
- p. Consent to a background check upon election to the Board or nomination to be on the ballot for election to the Board in the discretion of the Board of Directors.

The Board of Directors, in its sole discretion and for good cause shown, may waive any of these qualifications on a case-by-case basis. Nothing contained in this Section shall affect in any manner the validity of any action taken at any meeting of the Board of Directors. Within ninety days of the nomination of a member to serve as a Director by either petition or by committee, and no more than thirty days prior to the meeting at which the election of Directors will be conducted, the Board shall consider whether the nominee meets the qualifications stated in this Bylaw. If a member has been nominated by petition, the Credentials and Election Committee shall first certify to the Secretary of the Cooperative that the member has been properly nominated. If the Board determines that a nominee does not meet the qualifications to be a Director, it shall inform the nominee in writing and that person shall not be eligible for election to the Board.

Section 3. Tenure

The standard term for a Director is three years. The Directors' terms shall be staggered with elections being held each year, if applicable, in the following rotations: first, districts 1, 3 and 5; second, districts 7, 8 and 9; and third, districts 2, 4 and 6. A Director's term begins at the next Board meeting immediately following his or her election or appointment. A Director's term ends at the beginning of the first Board meeting held after a successor Director is elected or appointed, unless the Director's term is ending due to resignation, death or removal, in which case the Director's term shall end immediately or at such time as may be set by the Board.

Section 5. Removal of a Director for Absence

Any Board member who is absent from three (3) consecutive regular meetings of the Board, unless excused by a majority vote of the other Board members, is deemed to have vacated his office.

A complete copy of the Jackson Energy Bylaws is available at www.jacksonenergy.com