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**SANTEE ELECTRIC
COOPERATIVE NEWS**

Mary Grace McGee, *Editor*
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FIND US ON



A Touchstone Energy® Cooperative

80th SEC Annual Meeting upon us



TUESDAY, OCT. 27 at Santee Electric Cooperative HQ—I hope to see you there! I am really excited about our 2020 Annual Meeting of our membership!

As I said in last month's column, this year's meeting will be quite unusual due to

concerns about COVID-19. First, the meeting will be at our headquarters at 424 Sumter Highway NOT at Kingstree Senior High School. Second, it will be a drive-through format. Register, vote and receive your gift in the comfort of your car! Third, there will be a virtual business meeting that you can watch on your computer or another device from home. We will also open registration at 10 a.m. and have paper ballots for voting (see below). Check out the Santee Extra on pages 12A-D for more details!

Santee Electric had its first membership meeting in 1940. A lot has changed in the past 80 years, but one thing has not: We are still committed to our member-owners.

This year, you will have a couple of important tasks in front of you as you perform your duties as owners of your cooperative. Let's talk about what you will see at the ballot box. While our three trustees up for re-election do not have opposition this year, we do need you to vote on two important items.

Bylaws changes

Last year, the South Carolina General Assembly made some significant changes to the legislation that governs our state's electric cooperatives. These legislative changes have made it necessary to make significant amendments to your cooperative's bylaws to make sure that the bylaws of our cooperative match the laws of our state.

Furthermore, since our bylaws were originally written in 1939, you can

imagine that some of the language is outdated and does not reflect current best practices. Just one example (of many) has to do with the duties of the secretary and treasurer. When the bylaws were adopted by SEC, we had a board of trustees, but we did not have any employees yet! Back then, the board members had to handle the administrative functions and, also pay all the bills. Of course, today, we have employees to handle that. There are many such examples, and I encourage you to read the proposed edits, all of which are documented within this issue.

A question on voting

The General Assembly also required each cooperative to ask its membership how it wants to vote for trustees. While Santee Electric's membership is divided into nine relatively equal districts with one trustee per district, all of you are currently able to vote for all of them when they come up for re-election. The General Assembly has directed us to ask you if you would prefer to only vote by district. That would mean that you each would only vote when YOUR district's trustee is up for re-election.

Of course, we need you to approve these bylaws amendments to make sure that our governing rules comply with current law and current best practices. It's not my place, however, to ask for a specific result in the district voting question. Read over all of this and let us know if you have any questions—today, tomorrow, or any day up to and including Annual Meeting day. I hope to see you there!

ROBERT G. ARDIS III
President and Chief Executive Officer

Georgetown teen's 'Survival Kits' provide supplies during pandemic

Collins gets creative in her commitment to community

BY JOSH P. CROTZER

TAEMAISHA "MAE" COLLINS, of Georgetown, likes to encourage people and she likes to do it creatively. The Waccamaw High School senior often sends stones decorated with simple, uplifting messages like "Hero" and "So very grateful" to her mom's coworkers at East Cooper Medical Center.

While her rocks are providing positive vibes to local healthcare professionals, her latest creative venture is providing supplies to keep her community healthy. "Taemaisha's Survival Kits" are branded, wooden rack stands that offer free masks, hand sanitizers, wipes, even toilet paper and diapers. The stands are located at the North Santee Community Center on Mt. Zion Road and Collins' church, Singleton Chapel A.M.E.

The project was Collins' submission for the R.D. Bennett Community Service Scholarship, a \$5,000 award sponsored by South Carolina's electric cooperatives. Although she did not win the scholarship, Collins said her efforts were not in vain.

"My parents encourage me to take any and every opportunity available to me," says Collins. "Whether I believe I can or cannot make use of the opportunity, I still have the peace of mind that I tried. Being that the application for this project was almost a month into



Collins' pandemic survival kit stands are located the North Santee Community Center and the Singleton A.M.E. Church in Georgetown. Collins also delivers rocks painted with special messages to a local hospital to encourage healthcare workers.

quarantine lifestyle, I thought I could help the community with the scarce items that everyone's trying to get during this pandemic."

Since submitting her project, Collins has continued to expand its reach. She's begun taking supplies directly

to various businesses in her community.

In addition to funding the project with her own money, Collins has gotten a lot of support from her family and local businesses. Her dad helped design and build the stands. Her mom has solicited donations from the hospital, and her aunt helped her keep the stands stocked. She also received supply donations from the local CVS and from Santee Electric Cooperative,

which donated hand sanitizers.

"We are very proud of what Mae has been doing in our community," says Mary Grace McGee, manager of community relations for Santee Electric. "Her commitment to others was one of the reasons why we selected her to participate in this program and why we wanted to help her with it."

Collins was selected by Santee Electric Cooperative to take part in the online Virtual Youth Experience (VYE), which provided students across South Carolina a chance to interact with state leaders during a June web conference. Students that participated in VYE were eligible for the R.D. Bennett Community Service Scholarship. Scholarship applicants plan and facilitate a service project that benefit their community.

Laney Willis, of Johnston, was announced as the winner of the 2020 R.D. Bennett Community Service Scholarship on Sept. 9.

The scholarship is named for Robert D. Bennett, the first general manager and executive vice president of The Electric Cooperatives of South Carolina. Bennett strongly believed that electric cooperatives should support their local communities and his spirit of community service is reflected in this scholarship opportunity.

JOSH P. CROTZER

Proposed bylaw changes for Santee Electric

IN 2019, THE SOUTH CAROLINA General Assembly passed governance reform legislation for the state's electric cooperatives. Furthermore, since Santee Electric Cooperative's bylaws were originally written in 1939, some of the existing language is out of date and/or does not accurately reflect current practices. The recommended bylaws below are designed to comply with the new legislation AND bring our bylaws language current with today's procedures. Your cooperative's leadership recommends that you vote "Yes" for the bylaw changes.

Underlined language means it will be added.

Strikethrough language means it will be removed.

Article I—Membership

Section 1. Membership Requirements

Any person, firm, association, corporation or body politic or subdivision thereof may, except as hereinafter provided in subsection (b), become a member of the Cooperative by:

- (1) filing an ~~written~~ application for membership ~~therein~~;
- (2) agreeing to purchase from the Cooperative electric energy as hereinafter specified;

Article III—Meetings of Members

Section 3. Notice of Members' Meeting

~~Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting or an annual meeting at which business other than that listed in Section 6 of this article is to be transacted, the purpose or purposes for which the meeting is to be called, shall be delivered not less than ten days nor more than twenty-five days before the date of the meeting, either personally or by mail, by or at the direction of the Secretary, or upon default in duty by the Secretary, by the persons calling the meeting, to each member. Written or printed notice stating the place, day, and hour of the meeting and (in case of a special meeting or an annual meeting at which special business is to be transacted) the purpose or purposes for which the meeting is called shall be delivered to each member not less than ten (10) days, or thirty (30) days if the meeting includes an election, nor more than forty-five (45) days before the date of the meeting, either personally or by mail, by or at the direction of the Secretary, or upon default in duty by the Secretary by the persons calling the meeting. 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 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 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 or special meeting of the members shall not invalidate any action which may be taken by the members at such meeting.

Article III—Meetings of Members

Section 4. Quorum

As long as the total number of members does not exceed five hundred, ten per centum of the total number of members present in person shall constitute a quorum. In case the total number of members shall exceed five hundred, fifty members or five ~~percentum~~ per centum of the members, whichever shall be larger, shall constitute a quorum. ~~If less than a quorum is present at any meeting, If less than a quorum has been registered by~~ the commencement of any meeting, a majority of those present in person may adjourn the meeting from time to time without further notice, provided that the Secretary shall notify any absent members of the time and place of such adjourned meeting.

Article IV—Trustees

Section 2. Qualifications and Tenure

To be eligible to become or remain a trustee, a person must:

- (a) ~~be a natural person who is a member, in good-standing for at least 5 years, and living and receiving service in the particular district in which he/she is to represent. A member is not in good standing when that member has had services from the Cooperative or any subsidiary cut off or terminated for nonpayment within the past twelve (12) months; be a natural person who has been (1) a member in good standing for at least the last five (5) years, consecutively, and (2) receiving service at his/her primary residence in the district he/she is to represent for at least the last five (5) years, consecutively. For purposes of this Section, the term 'member in good standing' shall be one who has not had any service from the Cooperative cut off or terminated for nonpayment during the period described. Furthermore, the term 'primary residence' shall be determined according to South Carolina voter registration law.~~
- (b) ~~not be employed by or financially interested in a competing enterprise, or a business selling electric~~

energy, gas, supplies or service to the Cooperative not have a business relationship with the Cooperative that is distinct from or in addition to the Trustee's mandatory cooperative membership;

- (c) have the legal capacity to enter into a binding contract;
- (d) not be employed by the Cooperative nor have been employed by the Cooperative (at any time) during the preceding ~~7~~ ten (10) years;
- (e) ~~any member of the Board of Trustees who misses three (3) not miss more than two (2) regular or special meetings in succession or has attended less than 50 per centum of the trustee meetings between any two annual meetings of the members (A trustee doing so shall automatically forfeit their seat as a member of the Board. A leave of absence may be requested from the Board by any member in advance of any meeting. Approval shall be by majority of the trustees present and voting.);~~
- (f) ~~no member shall take or hold office as a Trustee who is the incumbent of or candidate for a South Carolina state elective position as a Constitutional Officer, a member of the Legislature, or a member of the Judiciary in connection with which a salary is paid not hold any public office which is popularly elected and with which a salary or compensation in excess of one hundred (\$100) dollars per annum is paid;~~
- (g) while a Trustee, and during the ten years immediately before becoming a Trustee, not be convicted of, or plead guilty to (1) any felony or (2) any misdemeanor that involves an element of dishonesty, fraud or theft;
- (h) not be a family member of an incumbent Trustee or of an employee of the Cooperative. For purposes of this Section, "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. (Provided, however, this restriction (1) shall not apply in a case where a marriage causes an incumbent Trustee to become related to an employee or another Trustee but (2) shall apply in a case where a Trustee marries an employee or another Trustee.);
- (i) not have been removed as a Trustee or terminated as an employee at any time in the past;
- (j) possess a reasonable amount of business experience enabling a person to be able to read and understand financial statements as well as legal documents;
- (k) submit to a background check involving employment histories, arrest and conviction records, and credit reports, all of which will be utilized by the Election and Credentials Committee to determine a person's eligibility to serve on the Board of Trustees;
- (l) ~~(h)~~ comply with any other reasonable qualifications

determined by the Board outlined in any Board policy governing Trustee qualifications.

Article IV—Trustees

Section 3. Nominations

It shall be the duty of the Board of Trustees to appoint, not less than ~~ninety one hundred and seventy (170)~~ one hundred and seventy (170) days or more than ~~one hundred and twenty one hundred and ninety (190)~~ one hundred and ninety (190) days before the date of a meeting of the members at which trustees are to be elected, a committee on nominations consisting of not less than five nor more than eleven members who shall be selected from different sections of the project area so as to ensure equitable representation. No member of the Board of Trustees may serve on such committee.

Incumbent trustees seeking reelection shall not directly or indirectly influence the nomination or credentials process. Said Trustees shall recuse themselves from participation in appointing members to such Committee(s), and Cooperative members from their Trustee Districts shall be selected without their input or participation. Trustees may not appoint, direct, or cause a family member to become a member of such Committee(s). For purposes of this Section, "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.

The committee on nominations shall prepare and post at the principal office of the Cooperative at least ~~sixty one hundred (100)~~ sixty one hundred (100) days before the meeting a list of nominations for trustees, but 1% or more of the members of the Cooperative, acting together, may make additional nominations in writing over their signatures, listing their nominee(s) in like manner and filing the same with the Cooperative not less than ~~sixty eighty (80)~~ sixty eighty (80) days prior to the meeting and the Secretary shall post such nominations at the same place where the list of nominations made by the committee is posted. The Board of Trustees shall, by policy, adopt a process allowing petition signatures to be collected electronically according to procedures or standards approved by the Board.

The Secretary shall mail with the notice of the meeting ~~or separately, but at least seven days before the date of the meeting,~~ a list of the number of trustees, shown by district, to be elected and the names and addresses of the candidates nominated for each district, specifying separately the nominations made by petition, if any. The names are to be ...

Article IV—Trustees

Section 5. Vacancies

~~Subject to the provision of these bylaws with respect~~

~~to filling of vacancies, a vacancy occurring in the Board of Trustees, not filled by other provisions of these bylaws, shall 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 whom the vacancy occurs, except that the new trustee must reside in the same district as the trustee in respect to whom the vacancy occurs.~~

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 may only be filled by the membership at the next annual meeting for the remainder of the unexpired term. However, if a vacancy occurs more than six 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 of the Trustee whose departure created the vacancy. For purposes of this Section, "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. 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 or more at fair market value and which constitutes five percent 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.

Article IV—Trustees

Section 6. Compensation

Board members shall not receive any salary for their services as such, except that the Board may by resolution authorize a fixed reasonable sum for each day or portion thereof spent on Cooperative business, such as attendance at meetings, conferences, and training programs or performing committee assignments when authorized by the Board. If authorized by the Board, Board members may also be reimbursed for expenses actually and necessarily incurred in carrying out such Cooperative business or granted a reasonable per diem allowance by the Board in lieu of detailed accounting for some of these expenses.

~~The Board of Trustees may, by resolution, provide for travel, expenses and other benefits of Trustees, and retired Trustees. No Board member shall receive compensation for serving the Cooperative, unless the payment and amount of compensation shall be specifically authorized by a vote of the members or the service by the Board member or his close relative shall have been certified by the board as an emergency measure.~~

Article IV—Trustees

Section 7. Districts

The territory served or to be served by the Cooperative shall be divided into nine districts, each of which shall contain as nearly as possible the same number of members. Each district shall be represented by one trustee whose term will expire in the following list. Maps showing these districts shall be kept on file at the Cooperative Kingtree office and shall be available to all members for viewing during normal business hours. The original nine districts shall be as follows ...

Article V—Meeting of Trustees

Section 1. Regular Meetings

~~Regular meetings of the Board of Trustees shall be held without notice other than this by-law, immediately after, and at the same place as at least seven (7) days after the annual meeting of the members (but not later than the next regularly scheduled Board Meeting) for election of officers for the year. A regular meeting of the Board of Trustees shall also be held monthly at such time and place in the service area of Santee Electric Cooperative, Inc., as the Board of Trustees may provide by resolution. Such regular monthly meetings may be held without notice to Trustees other than such resolution fixing the time and place thereof.~~

Section 2. Special Meetings

Special meetings of the Board of Trustees may be called by the President or by any three trustees, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given hereinafter provided. The President or the trustees calling the meeting shall fix the time and place (which shall be in the service area of the Santee Electric Cooperative, Inc.), for the holding of the meeting. During special meetings, the Board may not act regarding rates, fees, charges, Board composition, or Board compensation.

Section 3. 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 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 five-two (2) days previous thereto, either personally or by mail 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 in the records of the Cooperative, with postage thereon prepaid.

Article VI—Officers

Sections 6 (Secretary) and 7 (Treasurer)

Replace both sections with ...

Section 6. Secretary-Treasurer.

The Secretary-Treasurer shall be responsible for overseeing that the following are accomplished through Cooperative staff ...

- (a) The keeping of minutes of the meetings of the members and of the Trustees;
- (b) The preparation and posting of notices and agendas of these meetings and ensuring that said notices comply with the law and these bylaws;
- (c) Ensuring the safe-keeping of Cooperative records;
- (d) The proper management of all funds and securities of the Cooperative;
- (e) The proper receipt and disbursement of Cooperative funds;

The Secretary-Treasurer shall also be responsible for signing documents on behalf of the Cooperative making official record of Board decisions and/or resolutions.

Finally, the Secretary-Treasurer shall be responsible for performing all other duties incident to the office and such other duties as from time to time may be assigned to the position by the Board of Trustees.

Sections 8–11 to be renumbered as sections 7–10

Section 9 (now 8). Board of Officers

The Treasurer and other officers, employees, or agents of the Cooperative charged with responsibility for the custody of any of its funds or property shall ~~give bond~~ be bonded under a liability policy or other surety in such sum and with such surety as the Board of Trustees shall determine. The Board of Trustees in its discretion may also require any other officer, agent or employee of the Cooperative to ~~give bond~~ be bonded under a liability policy or other surety in such sum and with such surety as it shall determine.

Article X—Financial Transactions

Section 4. Change in Rates.

~~Written notice shall be given to the Administrator of the Rural Utilities Service of the United States of America of any changes in the rates charged by the Cooperative for electric energy.~~

Article XI—Miscellaneous

Section 1. Membership in Other Organizations.

~~The Cooperative shall not become a member of any other organization without an affirmative vote of the Board of Trustees members at a meeting called as provided in these bylaws, and the notice of said meeting shall specify that action is to be taken upon such proposed membership as an item of business; provided, however, that the Trustees shall have full power and authority on behalf of the Cooperative to purchase stock in or to become a member of, any corporation or cooperative organized on a nonprofit basis for the purpose of engaging in or furthering the cause of rural electrification.~~

Section 4. Accounting System and Reports.

The Board of Trustees shall cause to be established and maintained a complete accounting system which, among other things, subject to applicable laws and rules and regulations of any regulatory body shall conform to such accounting system as may from time to time be designated by the Administrator of the Rural Utilities Service of the United States of America. ~~All accounts of the Cooperative shall be examined by a committee on the Board of Trustees which shall render reports to the Board of Trustees at least four times a year at regular meetings of the Board of Trustees.~~ The Board of Trustees shall also after the close of each fiscal year, cause to be made a full and complete audit of the accounts, books and financial condition of the Cooperative as of the end of such fiscal year. A report of such audit shall be submitted to the members at the following annual meeting.

Article XII

Add the following language to the end of Article XII ...

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.