

# Watts Working

## Virtual Annual Meeting Set for Oct. 9, New Voting Process Approved

Each year, hundreds of members gather together at the Annual Meeting of the Membership to hear about the cooperative's accomplishments and plans, to fellowship with one another, and most importantly, elect members of the co-op's board of directors. This year, however, members must come together in a different way to conduct the cooperative's business.

Although we won't be able to congregate and enjoy each other's company at Southwestern Randolph High School, technology is allowing us to carry on with our annual meeting. We plan to host an online event on October 9, 2020, to share updates and achievements and we're also making a temporary change that will bring the voting part of the annual meeting to members.

To conduct this year's directors' election, we are offering members the opportunity to vote for the board of directors through either a mail-in ballot or online prior to the annual meeting.

This temporary change provides a simple, quick way to participate in absence of this year's meeting.



This also gives more members a chance to win the great prizes that always seem to be the highlight of the meeting each year. And this year promises to be extra special, with one of the prizes being a Jeep Liberty vehicle that has been retired from the co-op's fleet!

Be on the lookout in your mailbox for information on this new voting process, how to cast your vote, and how to be entered into the prize drawings. This year's meeting definitely won't be the same without the in-person fellowship that we all enjoy, but our hope is that we'll learn some new things that will help make our future meetings even better!

**See Dale Lambert's AWARE Column on page B and pages D-G  
for more information about the upcoming Annual Meeting**

### INSIDE...

**B** Dale Lambert's  
AWARE Column

**D** Emergency Bylaw  
Provisions

**F** Director, District  
Nominating & Credentials  
& Election Committee Info

**H** Use REMC's Mobile  
App for a Chance to  
Win a \$50 Bill Credit



# A Word About Randolph Electric

From CEO Dale Lambert

## DIFFERENCES IN THIS YEAR'S ANNUAL MEETING

Dear Members,

In the last several months, COVID-19 has impacted everyone, many drastically. The economic, health and life impacts will be felt for a long time.

But we are currently in a transition period to less governmental imposed restrictions. Many businesses are reopening and moving back to some semblance of their pre-COVID operations. But the virus is still active and protective measures will need to be in place for the foreseeable future.

As we communicated in previous Watts Working and AWARE columns, your Board of Directors felt it best to postpone the Annual Meeting of the Membership that was originally scheduled for June 19th. Since annual meeting planning starts months in advance, and with COVID-19 growing at a fast pace at the time of the decision, the delay was the prudent step to take.

The good news is, your Board of Directors have rescheduled the Annual Meeting to Friday, October 9. But it will be different this year.

One of the highlights of my year as your CEO is when the members come together to transact the business of your member-

owned electric utility. I always look forward to meeting new members or members attending the first time and catching up with those members that have faithfully attended for decades. I fondly remember attending the REMC annual meetings with my family as a kid.

But I have mixed feelings this year. For your safety and the safety of the employee team, your Board of Directors and management team felt that a crowded, in-person meeting would not be wise based on the current information available from the health care experts. Normally, attendance ranges from 1,200 to 1,500, counting members and their families. You can see it would be extremely difficult to practice social distancing without limiting member attendance in a face-to-face meeting.

We also have the dilemma of the location. Over the years, due to increasing member participation—and that's a great thing—we moved the annual meeting to the gymnasium at Southwestern Randolph High School, the largest indoor climate-controlled facility in the central area of our service territory.



The Randolph County School System has been great to work with, allowing us to hold our meetings at their facilities for many years. We appreciate them so much. But with so many unknowns about the state of school activities at that time, especially this far in advance, it would be impossible for them to give us approval to hold the meeting there, for a variety of reasons.

The Annual Meeting this year will be held on Friday, October 9, 2020, at 10:00 a.m. The business session will be held virtually, meaning it can be viewed live online. For members who are not able to view it at that time, it will be recorded and posted on our website. We will be providing more details in the months ahead so please continue to read your monthly Watts Working.

What's critical this month, as noted in the enclosed pages, is the nomination, petition and Director election process. To accommodate this year's virtual annual meeting, the Board of Directors approved emergency Bylaws that will expire at the conclusion of

this year's annual meeting. The emergency Bylaws provide the same avenues as previous years for director elections for members interested in running for the Board. The difference this year is the timing. We have contracted with a third party to conduct this year's election in advance of the meeting. Instead of in-person voting, as we usually do at the annual meeting, members who are active as of July 31, 2020, will be mailed an election packet and instructed to vote by mailing in a paper ballot or by casting their vote on a secure site online. Every member who votes will be placed into a drawing for a surplus REMC vehicle and other prizes. Voting details will be provided over the next couple of months as the election draws closer.

Here's an overview of this year's nomination and petition process for members who are interested in running for the Director position in their district. Any member who meets the eligibility qualifications may be included as a candidate in the election either by submitting their name to the Nominating Committee or by providing a petition to the cooperative.

The names of the members of the Nominating Committees for Districts 2, 4 and 7 are printed in this issue and their contact information may be provided upon request.

Interested members should contact a member of the Nominating Committee for their district to let them know of their intent and to submit the necessary forms for the Committee to review. These forms are available online and at each

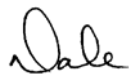
office. This action must be done by 5:00 p.m. on July 14, prior to the Nominating Committee meetings that will be held that evening.

The other option to run for a Director position is through petition. Randolph EMC has a very low petition bar for members interested in running for the Board, with the only difference this year being the timeline, as well.

For 2020, any member in a district where an election is taking place who wishes to be on the ballot (and their name was not put forward by the Nominating Committee) must file a valid petition with Randolph EMC by 5:00 p.m. on July 31, 2020. The requirement, as noted in section 3.03 of the enclosed emergency Bylaws, states a petition is valid if 15 or more members sign for an individual to be placed on the ballot. In addition to the qualifications forms that would need to be completed, we also have a petition form available online and in each office.

If you have any questions or need additional information, please contact Fred Smith or myself at the Asheboro office. I appreciate all the hard work on the part of the member committees, Board of Directors and employee team in planning for a unique annual meeting this year. But I'm still hopeful and looking forward to us meeting in person next year.

Cooperatively Yours,



Dale F. Lambert  
Chief Executive Officer



Randolph Electric Membership Corporation provides safe and reliable power with exceptional value to more than 32,000 member accounts in Randolph, Moore, Montgomery, Chatham and Alamance counties.

This institution is an equal opportunity provider and employer.

### Electric Service

Asheboro ..... (336) 625-5177  
 ..... (800) 672-8212  
 Robbins: ..... (910) 948-3401  
 ..... (800) 868-7014  
 Report Outage ..... (877) REMC-OFF  
 ..... (877) 736-2633  
 Account Info  
 & Bill Payments: ..... (877) 534-2319  
 Business Hours: 8:00 am – 5:00 pm, M-F

### Board of Directors

Jerry Bowman ..... President  
 Tammie Phillips ..... Vice President  
 Billy Maness ..... Secretary-Treasurer  
 Lee Isley ..... Assistant  
    Secretary-Treasurer  
 Scott Cole     Larry Routh  
 Delbert Cranford     Sue Spencer  
 Steve Harris

### Senior Staff

Dale F. Lambert .... Chief Executive Officer  
 Jay Albright ..... District Vice President  
 Adam Hargett .. Vice President of Finance  
 Dennis Mabe ..... Vice President of  
    Engineering & Operations  
 Fred Smith ..... Vice President of  
    Economic Development & Compliance

Jill Vanness ..... Editor

Visit Randolph EMC Online  
[RandolphEMC.com](http://RandolphEMC.com)





# Resolution on Emergency Bylaw Provisions for Promoting Member and Employee Safety During the 2020 Annual Meeting and Election of Directors

**WHEREAS**, protecting the health and well-being of the members of Randolph Electric Membership Corporation are of the highest importance;

**WHEREAS**, the United States Department of Homeland Security advises electric utilities of their status as a critical infrastructure industry and the employees of Randolph EMC as “Essential Critical Infrastructure Workers;”

**WHEREAS**, current legal requirements prohibit large gatherings such as would occur with a traditional Annual Meeting;

**WHEREAS**, there is a reasonably likelihood that pandemic conditions and corresponding social distancing mandates will continue throughout the year; and

**WHEREAS**, it is unlikely that meeting spaces will be available to host any gathering for an in-person Annual Meeting.

**NOW THEREFORE**, be it **RESOLVED**, that the 2020 Annual Member Meeting will be conducted virtually.

Be it further **RESOLVED** that the Bylaws of Randolph EMC are amended temporarily and solely to accommodate the 2020 virtual meeting, as follows:

## ARTICLE II. MEETINGS OF MEMBERS

### SECTION 2.01. 2020 VIRTUAL ANNUAL MEMBER MEETING.

The 2020 meeting of the membership of the Cooperative shall be held virtually on Friday, October 9, 2020, as shall be designated by the Board of Directors of the Cooperative in the Notice of the Meeting. The meeting shall be for the purpose of electing directors, passing upon reports covering the previous fiscal year and transacting such other business as may come before the meeting. It shall be the duty of the Board of Directors to make adequate plans and preparations to encourage member voting according to the standards of these Bylaws and to promote virtual attendance at the annual meeting. The President or the President's delegate shall preside over the meeting.

### SECTION 2.03. NOTICE OF 2020 VIRTUAL ANNUAL MEMBER MEETING.

Written or printed notice of the media platform, date and hour of the 2020 Virtual Member Meeting shall be delivered to each member in the September 2020 issue of Carolina Country, which shall satisfy notice and delivery requirements. The incidental and unintended failure of the Cooperative to send or of any member to receive such notice shall not invalidate any action which may be taken by the members at or during any such meeting, and the participation of a member by registering or voting during or in conjunction with the 2020 Virtual Annual Member Meeting shall constitute a waiver of notice of such meeting unless such attendance shall be for the express purpose of objecting to the transaction of any business, or one or more items of business, on the ground that the meeting shall not have been lawfully called or convened. Any member attending any meeting for the purpose of making such objection shall notify the Secretary prior to the beginning of the meeting of said member's objection.

### SECTION 2.04. QUORUM.

Ballots shall count for the purpose of meeting registration and establishing the quorum for the 2020 Virtual Annual Member Meeting. A quorum of at least one hundred (100) members shall be required for the election of Directors and for transacting any other business. If less than a quorum is present at the meeting, the meeting shall adjourn to a time and date at least twenty (20) days later, or continued until the next year, as determined by the Board; PROVIDED, that the Secretary shall notify any absent members of the new time, date and place of such adjourned meeting by delivering notice thereof as provided in Section 2.03.

### SECTION 2.05. REMOTE VOTING.

1. All voting for Directors during the 2020 Virtual Annual Member Meeting shall be

conducted remotely according to the ballot standards established in Section 3.04.

2. Each Member who is not suspended or terminated shall be entitled to one vote and no more upon each matter submitted to a vote at any Member Meeting. The Member is responsible for ensuring that no unauthorized person votes on the Member's behalf.
3. Members who are not natural persons are responsible for ensuring that no unauthorized person votes on the Member's behalf. A person entitled to cast the vote of such an entity, who is also a Member, may vote on behalf of their own Membership as well as that of the entity the Member represents.

### SECTION 2.08. CREDENTIALS AND ELECTION COMMITTEE.

The board of Directors shall, during the Board of Directors meeting on May 26, 2020, appoint a Credentials and Election Committee consisting of an odd number of members, not less than five (5) nor more than twenty-nine (29), who are not existing Cooperative employees, agents, officers, directors or known candidates for directors, who are not close relatives thereof or members of the same household or cooperative officers, existing directors or known candidates for directors, and who, if an election of directors is to be held are not members of the Nominating Committee for such meeting. In appointing the Committee, the Board shall have regard for equitable representation of the several areas served by the Cooperative. The Committee shall elect its own chairman and secretary prior to the member meeting.

Acting within the parameters of these Bylaws, it shall be the responsibility of the Committee:

1. to review and approve the method and manner of balloting for the election of Directors;
2. to review and approve the adequate delivery of Ballots;
3. to review and approve the Committee's method of receiving the Ballots from the Members, including receipt by its designated agent;
4. to determine and rule upon all questions that may arise with respect to the eligibility of a nominee for election to the Board of Directors;
5. to pass upon all questions that may arise with respect to a Member's eligibility to vote;
6. to supervise vote recounts when a request for recount is made and authorized as set out in this section, or in the case that votes were originally counted by a third-party service or firm, to provide for a recount which may be conducted at any office or customary business location of said third-party service or firm;
7. to rule upon the validity and effect of any Ballots or other vote(s) irregularly or indecisively marked or cast;
8. except as reserved to the Nominating

Committee, to rule upon all other questions that may arise relating to Member voting and the election of Directors, including but not limited to the validity of protests and objections as allowed below.

Subject to retaining its right of oversight and review, the Credentials & Election Committee may delegate its functions to a third-party vendor.

In the event that a candidate files a request for a recount, such filing must be made by the candidate with the office of the Chief Executive Officer of the Cooperative within three (3) business days following the adjournment of the meeting with respect to which the voting was conducted. Upon such filing, the Committee shall be reconvened, not less than seven (7) days or more than thirty (30) days after such request is filed, for the purpose of supervising the recount of votes.

Candidates may only request a re-count of the specific race in which their candidacy was at issue and then only if: (a) the margin of the contested race was less than 2% of the sum of the total number of valid Ballots cast in the challenging candidate's race, and (b) a re-count has not already occurred at the direction of the Committee. Re-counts at a remote location shall be permitted if an independent third party was retained to count Ballots. The Committee's decision, as reflected by a majority of at least three (3) voting Committee members shall be final on all recount matters covered by this Section.

In the event that a candidate files a protest or objection to the conduct of the election (“Candidate Challenge”), such filing must be made by the candidate with the office of the Chief Executive Officer of the Cooperative within three (3) business days following the adjournment of the subject meeting. Candidates may only file protests and objections on their own behalf and may not protest or object to the results of any other candidates' races. The concerns of any candidate who does not file protests and objections as provided for herein shall be deemed waived. The Committee shall be reconvened, not less than seven (7) days or more than thirty (30) days after such protest or objection is filed. It shall be the duty of the Committee to rule upon any protest or objection filed with respect to any election. The Committee shall hear such evidence as is presented by the protesting or objecting candidate(s), their counsel, or both. The Cooperative shall provide legal counsel for the Committee, if requested. The Committee, by a majority of those voting, shall within a reasonable time but not later than thirty (30) days after such hearing, issue a decision on whether to:

1. affirm the results of the election;
2. correct the results of the election; or
3. set aside the election if the Committee determines that there exists a reasonable

likelihood that the results of the election could be different; that a re-run election would likely be a better reflection of the Membership's interest; and that a re-run election is otherwise consistent with the best interests of the Membership in its entirety. The decision of the Committee shall be final.

As determined by the Board, and as allowed by the Governing Documents, the Cooperative may reasonably compensate or reimburse Credentials and Election Committee Members.

### SECTION 3.02. QUALIFICATIONS.

The persons named as directors in the Articles of Incorporation of the Cooperative shall compose the board of Directors until the first Annual Meeting or until their successors shall have been elected and shall have qualified. No person shall be eligible to become or remain a director of, or to hold any position of trust, in the Cooperative, who:

(a) does not have the legal capacity to enter into a binding contract under the laws of the State of North Carolina; or (b) does not have the mental and physical capacity to exercise the corporate standard for business judgment in discharging his/her duties in a manner to be in the best interests of the Cooperative under the laws of the State of North Carolina; or (c) has not been a member of the Cooperative in the Directorate District for which such person seeks election and has received electric service there as his/her primary residential abode in such person's own name for at least one hundred eighty (180) consecutive days next preceding the date of the election; or (d) has, during the ten (10) years preceding the date of nomination, been a regular employee of the Cooperative or of a competing enterprise; or (e) is in any way employed by or financially interested in a competing enterprise; or (f) is engaged in the business of selling electric energy.

A director or director's company may be allowed to sell materials, supplies, equipment, or vehicles to the Cooperative only if at least three bids are submitted to the Cooperative for any such sale, and only if the director or his/her business has submitted the lowest bid. 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 such person to be removed therefrom, as the case may be.

Nothing contained in this 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.

When a membership is held jointly by a husband and wife, either one, but not both may be elected a director; provided, however, that neither one shall be eligible to become or remain a director or to hold a position of trust in the Cooperative unless both shall meet the qualifications hereinabove set forth.

### SECTION 3.03. NOMINATIONS.

It shall be the duty of the Board of Directors to

appoint, during the Board of Directors meeting on May 26, 2020, a District Nominating Committee for each Directorate District in which directors are to be elected. Such District Nominating Committees shall consist of not less than three (3) nor more than five (5) members who shall be selected from the Directorate District from which a director is to be nominated. No officer or member of the Board of Directors or close relative thereof shall be appointed a member of such Committee/Committees. On or before July 15, 2020, the Committees shall prepare and post at the principal office of the Cooperative a list of nominations for directors, but any fifteen (15) or more members may make other nominations in writing over their signatures not later than July 31, 2020 and the Secretary shall post the same at the same place where the list of nominations made by the Committees is posted. The Secretary shall mail with the Notice of the Meeting a statement of the number of directors to be elected and showing separately the nominations made by the District Nominating Committees and the nominations made by petition if any. The members may at any meeting at which a director or directors shall be removed, as hereinbefore provided, elect a successor or successors thereto without compliance with the foregoing provisions with respect to nominations. Notwithstanding anything in this section contained, failure to comply with any of the provisions of this section shall not affect in any manner whatsoever the validity of any election of directors.

### SECTION 3.04. ELECTION.

For the 2020 Virtual Annual Member Meeting, any election of Directors shall be conducted by written or electronic Ballot, which may include United States mail, email, or other methods of electronic voting ("Ballot") but shall not include in-person voting. Each Member entitled to vote in the election of Directors shall be provided access to a Ballot and notified of the date and time by which the Credentials and Election Committee or its designated agent must receive the completed Ballot.

1. Members shall cast their vote for Directors using and appropriately transmitting the Ballots as the exclusive method of balloting.
2. Ballots received prior to 5:00 p.m. on October 7, 2020, shall count in determining whether a Member Quorum exists at the Member Meeting and for the election of Directors. Ballots received after that date and time are void for all purposes.
3. Members may not change the vote of their first-recorded ballot regardless of order of receipt.
4. As determined by the Credentials and Elections Committee, a Ballot procured or cast through fraud or other improper means is void.
5. The Cooperative's inadvertent failure to send, or a Member's failure to receive, a Ballot does not affect a vote or action taken by Ballot.

Directors shall be elected by a plurality vote of the Members. Drawing by lot shall resolve, where necessary, any tie votes.

Directors shall be so nominated and elected that, beginning with the Annual Meeting of the members of 1996, directors from Directorate Districts 2, 4, and 7 shall be elected for three (3) year terms; at the Annual meeting of the members of 1997, directors from Directorate Districts 5, 8, and 9 shall be elected for three (3) year terms; and at the Annual Meeting of the members of 1998, directors from Directorate Districts 1, 3, and 6 shall be elected for three (3) year terms. Beginning with the next succeeding Annual Meeting of the

members, and at each such meeting thereafter, the same number of directors that corresponds to the number whose terms are expiring shall be elected to serve a term of three (3) consecutive years; PROVIDED, that a year as used in this section shall mean the period beginning with one Annual Meeting of the members and ending at the next; and PROVIDED FURTHER, that, notwithstanding the terms for which they are elected, directors shall serve until their successors shall have been elected and qualified.

### SECTION 3.05. DIRECTORATE DISTRICTS.

Directors shall be so nominated and elected that the Board shall be comprised of nine (9) Directorate Districts. A director of a Directorate District must be a resident of, and make his/her primary residential abode, on a premises served by an electrical circuit provided by the Cooperative. All of the Cooperative's electrical circuits, as identified by circuit numbers on the Cooperative's maps and records, shall be divided into nine (9) Directorate Districts. For the purpose of assuring equitable representation, additional circuit numbers may be added to or deleted from a Directorate District. It shall be the duty of the board of Directors to make such additions to, and deletions from, the various Directorate Districts no later than April 1st of each year. Such additions and deletions, along with the existing Directorate District circuit numbers, will be provided to the members. Each of the nine (9) Directorate Districts is:

District Number	Circuit Numbers
1	1, 2, 3, 4, 5, 8, 68
2	6, 7, 24, 25, 27, 30, 71, 73
3	9, 13, 14, 16, 67, 69, 70
4	10, 11, 15, 26, 75, 76, 77
5	17, 19, 20, 22, 23, 29, 60, 78
6	28, 31, 55, 72, 87, 88
7	33, 34, 36, 37, 38, 46, 47, 48, 49, 56, 80, 81, 83, 84
8	39, 40, 50, 51, 52, 53, 82, 85, 86
9	42, 43, 44, 61, 62, 63, 64, 89, 90

(Electrical circuits may be added or deleted on April 1st of each year for the purpose of ensuring equitable representation.)

Be it further **RESOLVED** that any conflicting provisions of the regular version of the Bylaws shall be deemed a nullity for purposes of the 2020 Annual Member Meeting; and

Be it finally **RESOLVED** that these amended Bylaw provisions shall take effect immediately and shall dissolve at the conclusion of the 2020 Annual Member Meeting, for reversion to the regular Bylaws.

# District Nominating, Credentials & Election Committees Appointed

Pursuant to Section 3.03 of the Bylaws of the Cooperative, the Nominating Committees for Districts 2, 4 and 7, from which Directors will be elected at the Annual Meeting, have been appointed. The members who have been appointed to serve on those respective Nominating Committees are listed below and will meet on July 14, 2020, to nominate a candidate who will run for the Board of Directors from each district. Any qualified member wishing to submit their name for consideration should contact a member of their district's nominating committee by 5:00 p.m. on July 14, 2020.

## 2020 Nominating Committee Members

District 2: Cole	District 4: Bowman	District 7: Phillips
James F. Gann	Jeff L. Brantley	Sue S. Copelan
Stephanie Langley	Charles E. Ferree	Bernard Purvis
William Patrick Owens	David J. Grantham	Mark Reynolds Purvis
William S. Parks Jr.	Ruby Lucas Hunter	Vergil L. Shamberger
Dr. Amy Williams	Walker B. Moffitt	Tommy M. Upchurch

## 2020 Credentials & Election Committee

E. Bernard Beck	Yates M. Hussey	Richard D. Seawell
Craig Bray	Charles L. Kemp	Jeffrey Clay Sugg
Philip R. Brown	Wayne D. Lahmeyer	Quinton G. Thompson
Mary Priscilla Clay	Bradley Lanier	Jeff Webb
Sam L. Coble	Eric Lee McInnis	Barry Millard Wright
Lu-Ann Deaton	Beatrice C. Morehead	

# Randolph EMC Board of Directors



**Lee Isley**  
District 1  
Assistant Secretary-Treasurer



**Larry Routh**  
District 3



**Delbert Cranford**  
District 5



**Sue Spencer**  
District 6



**Steve Harris**  
District 8



**Billy Maness**  
District 9  
Secretary-Treasurer

The cooperative's bylaws provide an alternative to the nominating committee. Any fifteen (15) or more members of the cooperative, acting together, may make additional nominations in writing over their signatures, in like manner listing the nominees separately with respect to the directorate districts from which they are nominated, on or before July 31, 2020, preceding the annual meeting at which such directors are to be elected.

Any member nominated by petition as a candidate for any Directorate must meet the qualifications to serve as a director set forth in section 3.02 of the bylaws before the nominee's name may be placed on the ballot for election at the annual meeting.

Qualifications for eligibility to serve, nomination & petition forms are available for download at [RandolphEMC.com](http://RandolphEMC.com) or at your local office if needed.



# Randolph EMC Directorate Districts



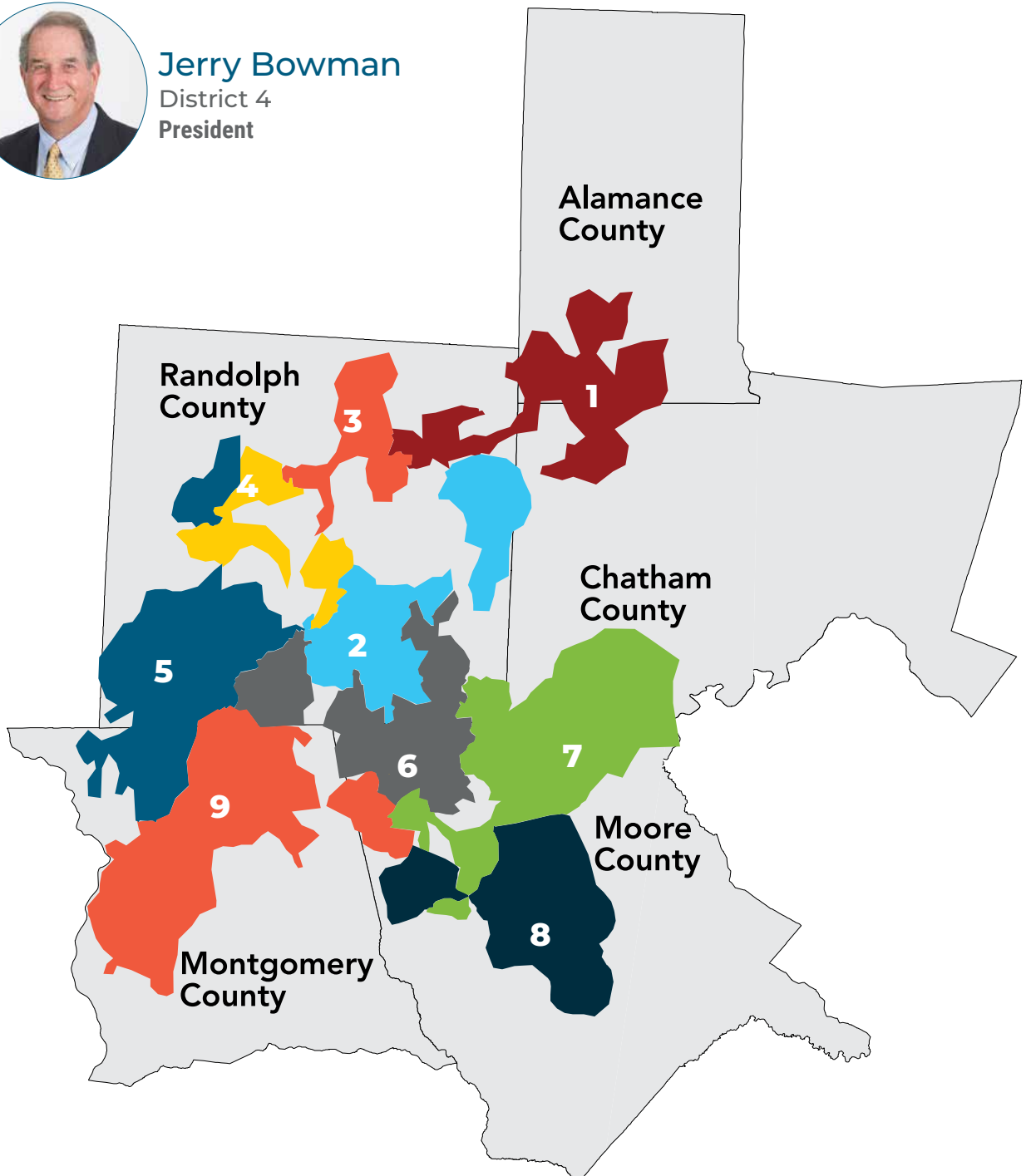
**Scott Cole**  
District 2



**Tammie Phillips**  
District 7  
Vice President



**Jerry Bowman**  
District 4  
President





# PAY ON OUR MOBILE APP!

## FOR A CHANCE TO WIN A

# \$50

## BILL CREDIT

### APRIL - DECEMBER



Download on the  
App Store



GET IT ON  
Google Play

# PLUS!

Each payment enters you  
into a drawing for a Smart  
Home Grand Prize Package!



Learn more about the app at [RandolphEMC.com/MobileApp](http://RandolphEMC.com/MobileApp)