

## U.S. Sen. Mark Kirk visits the AIEC

First-term Republican U.S. Sen. Mark Kirk made a scheduled stop at the Association of Illinois Electric Cooperatives in Springfield on Thursday, Jan. 19. He addressed the Board of Directors on issues related to energy. Here, Board Director Kevin Logan from Clay Electric Cooperative spoke directly to the visiting senator, representing your cooperative on the issues. Just a couple days after his visit, Kirk suffered a debilitating stroke, according to doctors. We are hopeful the senator makes a full recovery.



## Class helps Directors learn roles

In today's environment, it is more important than ever for Cooperative Directors to stay abreast of the ever changing electric industry. Recently the Association of Illinois Electric Cooperatives (AIEC), through the National Rural Electric Cooperative Association (NRECA), offered courses on Financial Decision-Making and Board Roles and Relationships. The Directors gained a better understanding of their role in financial planning, and how to maintain effective relationships with their members, and community leaders.

*Pictured are (L-R) Neil Gould, Clay Electric Board Member, and Scott Luecal NRECA consultant.*



# Minutes of Board of Trustees Meeting

**December 19, 2011**

**T**rustees present were: Frank Czyzewski, Bill Croy, Neil Gould, Frank Herman, Kevin Logan, Bob Pierson, Richard Rudolphi, Danny Schnepfer and Greg Smith. Also present were Executive Vice President/General Manager John Meng, and Cooperative Attorney Melanie Pearce. The invocation was given by Frank Herman.

**Approved** the minutes of the regular meeting held November 28, 2011.

**Accepted** 15 new members for service.

**Canceled** 29 members no longer receiving service.

**Approved** work orders in the amount of \$35,339.39.

**Accepted** the disbursement list for the month of November, 2011.

**Approved** the financial and maintenance reports for the month of November, 2011 as presented by Gen. Mgr. Meng.

**Heard** a report by Trustee Logan regarding the recent AIEC Board Meeting along with the Executive Summary.

**Heard** a report by Trustee Herman concerning the recent SIPC Board meeting.

**Appointed** Frank Czyzewski as Voting Delegate and Neil Gould as alternate for NRECA, Neil Gould as Voting Delegate and Bob Pierson as Alternate for CFC, Kevin Logan as Voting Delegate and Bill Croy as Alternate for NRTC, Bill Croy as Voting Delegate and Danny Schnepfer as Alternate for Federated Insurance, at the upcoming NRECA Annual Meeting.

**Approved** write-offs for the month of December in the amount of \$977.77.

**Approved** the change of January meeting date from January 23, to January 30, 2012.

**Approved** Construction Unit charges for 2012 per revised Policy 900-1(i).

**Reviewed and Approved** the changes to Policy 800-4 Director Per Deim.

**Resolved** the Corporate Banking Account at Flora Bank & Trust for the Health Reimbursement Fund (HRA).

**Heard and Approved** a report on one Purchase Power Agreement as presented by Gen. Mgr. Meng. Adjournment.

## Clay County Water Update

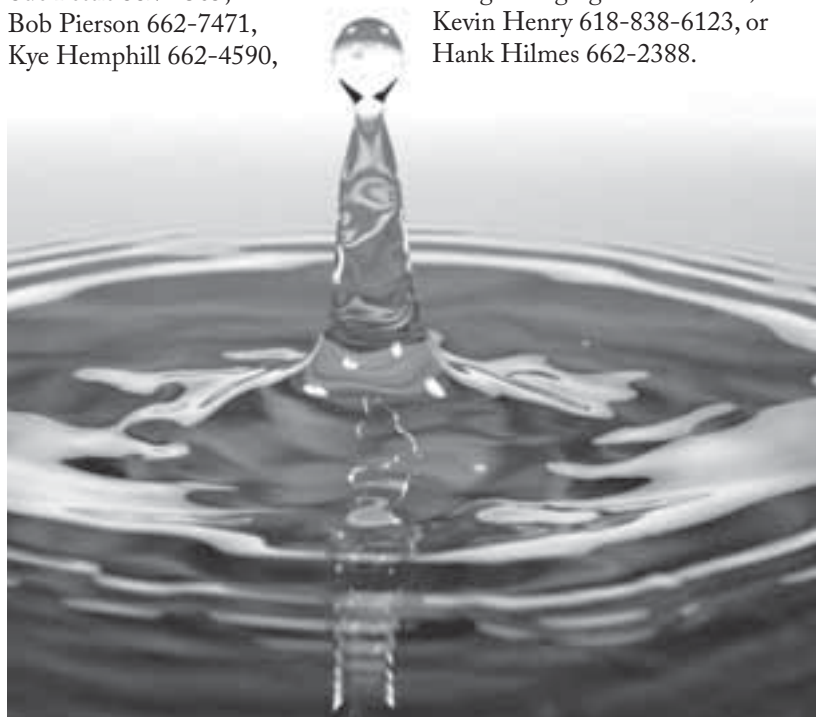
**C**lay County Water, Inc. continues to work on obtaining the necessary easements required for the Phase 3 project. Even if you do not intend to connect to the water, please be considerate of your neighbors that would like to connect. We have let the project out for bidding and will open those bids on Jan. 31, 2012 and will award the bid on Feb. 2, 2012.

The Phase 3 project includes about 50 miles of water line located in Southeast Xenia, South Stanford, South Harter, South Clay City Townships, and a few other short line extensions in the area.

If you have not been contacted, or would like to sign up for water service to your location, please call. Do not put this off any longer.

Doug Hockman 662-6666,  
Sue Pettit 662-4305,  
Bob Pierson 662-7471,  
Kye Hemphill 662-4590,

Bill Seelman 662-8479,  
Dwight Edgington 678-2782,  
Kevin Henry 618-838-6123, or  
Hank Hilmes 662-2388.



# Nominating process for 2012 Annual Meeting

## Article III Trustees

### SECTION 1. General Powers.

The Board of Trustees shall consist of nine members. Except as otherwise provided by law, the certificate of incorporation of the Co-operative, or by these bylaws, the Board of Trustees shall manage the business affairs and property of the Co-operative, authorize contracts, fix charges for its services for furnishing electric energy to its members, and for other services rendered for and to its members, and shall otherwise manage the affairs of the Co-operative in such manner as may be necessary, convenient or proper in order to carry out its objectives and purposes; provided, however, that the Co-operative shall not be operated for pecuniary profit either to itself or to its members.

### SECTION 2. Qualifications and Tenure.

(a) The persons named as Trustees in the certificate of incorporation of the Co-operative shall compose the Board of Trustees until the first annual meeting or until their successors shall have been elected and shall have qualified. At each annual meeting of the members beginning with the year 1941, Trustees shall be elected by ballot, by and from the members, as hereinafter provided, to serve until the next annual meeting of members or until their successors shall have been elected and shall have qualified, subject to the provisions of these Bylaws with respect to the removal of Trustees. No member shall be eligible to become or remain a Trustee, or to

hold any position of trust in the Co-operative who is not a member and is not presently residing in the area served or to be served by the Co-operative, and in addition thereto is not a bona-fide resident of the district from which he is elected, or who is in any way employed by or financially interested in a competing enterprise or a business enterprise or a business selling electric energy or supplies to the Co-operative, or a business primarily engaged in the selling of electrical or plumbing appliances, fixtures or supplies to the members of the Co-operative. When a membership is held jointly by a husband and wife, either one, but not both, may be elected a Trustee; provided, however, that neither one shall be eligible to become or remain a Trustee or to hold a position of trust in the Co-operative unless both shall meet the qualifications hereinabove set forth. Nothing in this section contained shall be construed to affect in any manner whatsoever the validity of any action taken at any meeting of the Board of Trustees. **(As amended July 14, 1978)**

(b) At the first Annual Meeting of Members following the meeting held in the year 1947, three Trustees shall be elected for a term of one year; three for a term of two years; and three for a term of three years; and all nominations made for Trustees to be elected at this meeting, regardless of the method by which said nominations are made, shall specify for what terms said person is being nominated, and no person shall be nominated for more than one of the alternative terms. Thereafter, at each Annual Meeting of the Members, three Trustees shall be elected each for a term of three years, to succeed those Trustees whose term is then expiring. **(As amended February 11, 1947)**

### SECTION 3. Nominations.

(a) For the purposes of nomination of candidates for the office of Trustee, and to determine the number of Trustees elected to represent each district, the following districts and number of Trustees representing each district are established as follows:

DISTRICT	NUMBER OF TRUSTEES
<b>District II</b> to include Blair Township, Clay County; and Union Township, Effingham County	1
<b>District VI</b> to include Oskaloosa Township, and Songer Township, Clay County; and Meacham Township, and Omega Township, Marion County	1
<b>District VIII</b> to include Harter Township Clay County; and Kieth Township, and Indian Prairie Township, Wayne County	1

**(As amended July 14, 1978)**

*Continued on page 16d ▶*



## Clay Electric Co-operative, Inc.

A Touchstone Energy® Cooperative 

7784 Old Hwy. 50, P.O. Box 517, Flora, Illinois 62839

618-662-2171 • 800-582-9012

Office hours: 7:30 a.m. — 4:00 p.m.

◀ *Continued from page 16c*

(b) Any qualified member, a member meeting the requirements of Article III, Section 2 of these Bylaws, from the required District, may be nominated for Trustee by official petition of not less than fifteen (15) members of the Co-operative from the required District. Official petition forms will be available at the Co-operative Headquarters no more than one hundred twenty (120) days prior to the date of the meeting for the calendar year in which Trustee's terms expire.

(c) All candidates' nomination petitions, together with such additional information as may be requested by the Secretary of the Co-operative, shall be submitted by the prospective candidate to the Secretary at the Co-operative headquarters building, not less than forty-five (45) days prior to the date of the meeting at which Trustees will be elected. At the time of delivering the signed written petition to the Secretary, the prospective candidate shall also deliver to the Secretary a completed Statement of Qualifications demonstrating that he or she is qualified to serve as a Trustee under the terms of Article III, Section 2 of the bylaws. All petitions filed by persons waiting in line as of 8:00 a.m. on the first day for filing, or as of the normal opening hour of the headquarters building on that day, shall be deemed filed as of 8:00 a.m. or the normal opening hour, as the case may be. Petitions filed by mail and received after midnight of the first day for filing and in the first mail delivery or pickup of that day shall be deemed as filed as of 8:00 a.m. of that day or as of the normal opening hour of such day, as the case may be. All petitions received thereafter shall be deemed as filed in the order of actual receipt. Where 2 or more petitions are received simultaneously, the Secretary shall break ties and determine the order of filing, by means of lottery or other fair and impartial method of random selection approved by the Secretary. Such lottery shall be conducted within nine (9) days following the last day for petition filing and shall be open to the public. Seven (7)

days written notice of the time and place of conducting such random selection shall be given by the Secretary and such notice shall be posted at the Co-operatives head-quarter building.

(d) The Secretary shall review all candidate nomination petitions to insure that the candidate is qualified to be a Trustee and to insure that the requisite number of qualified signatures (signatures of members residing in the required District) are contained in the petition.

(e) The Secretary shall cause to be posted a list of all qualified nominations at the Co-operative's headquarters building thirty (30) days before the meeting and shall cause to be mailed with the notice of meeting or separately, but at least five (5) days before the date of the meeting at which Trustees are to be elected, a statement of the number of Trustees being elected, the names and addresses of the candidates, and the Districts in which they are candidates. The ballot to be used at the election, if needed, shall list the names of the candidates nominated and the District in which they are candidates. Further, the order of candidates on the ballot shall be determined as follows: for each district, all candidates shall be listed in the order in which their petitions

have been filed; where candidates have filed simultaneously, they shall be listed in the order determined by lot and prior to candidates who filed for the same District at a later time.

(f) In the event petitions are received only for the number of Trustees to be elected in a District and the Secretary determines the petitions are in order and the candidates qualified, no further election process shall be held and those candidates nominated shall be declared elected as Trustees at the meeting.

(g) Nominations by petition is the only means or method of becoming a candidate for Trustee. No nominations shall be made by nominating committee nor from the floor of a meeting at which trustees are to be elected.

(h) In the event the term of Secretary of the Co-operative expires at an upcoming meeting, the duties of the Secretary for the nominating process will be assumed by the President or Vice-President of the Co-operative. If all three officers' terms expire in the same year, another Trustee will be appointed to oversee the nominating process. **(As amended September 2, 2010)**

**Petitions available May 10, 2012  
Deadline to return petitions July 24, 2012**

## Check out our Web site!

Our site offers information about the history of our cooperative, bill payment options, our youth programs (such as Youth to Washington and Youth Day), the Clay County Water, Inc. project, and more.

**Visit us online today!**

**[www.ceci.coop](http://www.ceci.coop)**