

The Annual Meeting of Blue Ridge Electric Membership Corporation was held Thursday, June 27, 2019, at the Corporate Office in Lenoir, North Carolina. This was the 82nd annual meeting (83rd year) of the Cooperative that was incorporated September 19, 1936. (See minutes book for detailed agenda.)

- Call to Order President Joines called the 2019 Annual Meeting to order at 4:00 p.m.
- Welcome Members President Joines welcomed members to the 2019 Annual Meeting.
- President Joines asked the audience to stand for the Pledge of Allegiance to the flag.
- The invocation was given by Vice President David Eggers.
- Special Guest President Joines welcomed Frances Liles, Administrator of the North Carolina Rural Electrification Authority, to the meeting.
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- Business Session President Joines stated the business meeting was now in session and appointed Lisa Bryant, Executive Office Manager, as Recording Secretary for the meeting. He appointed Debbie Harden, General Counsel for the Cooperative, as Parliamentarian.
- Quorum Declared President Joines announced that approximately 6,000 members had registered either in person or by proxy, and declared a quorum (400 registered members) was met in accordance with the certification of quorum by the Credentials and Election Committee.
- Notice of Meeting President Joines stated the Notice of Annual Meeting had been mailed to all members in late April 2019. He then called for the reading of the Notice of Annual Meeting, or a motion to dispense with such reading.
- A MOTION was duly made, seconded, and unanimously adopted to dispense with the reading of the Notice of Annual Meeting.
- Minutes of 2018
Annual Meeting President Joines called for a motion requesting the Board be authorized to approve the minutes of the June 28, 2018, Annual Meeting at their next regular meeting which was scheduled for that evening and to dispense with the reading of the minutes.
- A MOTION was duly made, seconded, and unanimously adopted to dispense with the reading of the 2018 Annual Meeting minutes, and to authorize the Board of Directors to review and approve these minutes at the next regular meeting of the Board to be held on Thursday evening, June 27, 2019.
- Business Session Rules President Joines referred to the “Rules for Annual Meeting of Members” which were on the back cover of the program that each member received when they first arrived. He stated the rules were approved by the Board of Directors.

Review Voting Process for Election of Directors	President Joines relinquished the chair to Attorney Harden to serve as temporary chairman for the purpose of reviewing the voting process for the election of directors.
Director Nomination	Chairman Harden explained the voting options for this year's director elections to the members. Chairman Harden explained director candidates were nominated by either petition of any twenty members (five per district) filed by the first business day in April or by the Nominating Committee. She informed the membership that there were no nominations by petition this year.
Directors Term Expiring	Chairman Harden recognized those directors whose terms were expiring at this annual meeting as follows: Caldwell district: Jeff Joines Watauga district: J.B. Lawrence Ashe district: Bradley McNeill Alleghany district: Bryan Edwards
Nominating Committee	Attorney Harden then recognized members of the Nominating Committee. She stated the Nominating Committee met on March 25 and nominated a slate of five candidates for four open board seats. Attorney Harden then said that Ashe Director Bradley McNeill is retiring as of today's Annual Meeting and did not seek re-election.
Introduction of Director Candidates	She then asked the director candidates (Caldwell – Jeff Joines; Watauga – J.B. Lawrence; Ashe – Chris Robinson and James Young; and Alleghany – Bryan Edwards) who were nominated by the Nominating Committee to stand and be recognized.
Qualifications of Director Candidates	Chairman Harden stated candidates for director must meet qualifications as set forth in Section 3.02 of the Bylaws, and that these candidates met those qualifications. -----
Opening and Closing of Polls	Attorney Harden opened the polls at 4:08 p.m. for the election of directors for any members who had not voted and wished to vote, or desired to change their previously submitted vote by proxy. Ms. Harden noted that one member indicated he wished to vote by ballot and informed the member to follow SVP Merck across the hall to the voting booth. Attorney Harden announced that the polls would be closed at 4:15 p.m. She then returned the chair to President Joines. -----
President's Report	President Joines stated the next order of business was reports from the President, Secretary-Treasurer, Chief Financial Officer, and Chief Executive Officer. He proceeded to give the President's report. (Copy in minutes book.)
Secretary-Treasurer's Report	Secretary-Treasurer Joy Coffey presented the Secretary-Treasurer's report. (Copy in minutes book.)

Financial Report	CFO Katie Woodle presented the financial report. (Copy in minutes book.)
Chief Executive Officer's Report	CEO Doug Johnson presented the report of the Chief Executive Officer. (Copy in minutes book.)

Recess	President Joines recessed the meeting at 4:34 p.m. for a brief break until Attorney Harden returned to the meeting with the Credentials and Election Committee to announce the election results.
Reconvene	President Joines reconvened the meeting at 4:41 p.m.

Update on the Election of Directors	<p>President Joines relinquished the chair to Attorney Harden to serve as temporary chair for the purpose of providing an update on the election of directors.</p> <p>Chairman Harden explained the role of the third party, independent elections vendor, Survey and Balloting Systems (“SBS”). She stated that no Blue Ridge director or employee had access to the member voting designations on the ballots or proxies which were received and maintained by SBS.</p> <p>Chairman Harden then explained the role of the Credentials and Election Committee in the director elections process and thanked the members of the Credentials and Election Committee for their work.</p>
Credentials and Election Committee Recognized	<p>Chairman Harden recognized members of the Credentials and Election Committee as follows:</p> <p>Caldwell district: Ron Kiziah (chairman), Wanda Prince Watauga district: Grant Mastin Ashe district: Marty Norris Alleghany district: Linnea Miller</p>
Recognition of C&E Chair	Attorney Harden recognized Ron Kiziah, chairman of the Credentials and Election Committee, to give his report.
Director Election Results	Ron Kiziah, Chairman of the Credentials and Election Committee reported on the certified results of the 2019 director election. Newly elected directors are: Caldwell District – Jeff Joines, Watauga District – J.B. Lawrence, Ashe District – James Young, and Alleghany District – Bryan Edwards.

Member Questions and Comments	President Joines opened the meeting for questions or comments from members. No questions or comments were voiced.

New Business	President Joines asked if there was any further business to come before the meeting. No new business was mentioned.

Close Business Session President Joines declared the business session adjourned at 4:46 p.m.

Active membership of the Cooperative as of record date, the close of business on June 20, was 59,612.

There was one member who registered and voted by ballot at the Annual Meeting. There were 5,935 members who voted by either electronic proxy or mail-in proxy. (List in minutes book.)

Secretary-Treasurer