

NE CONNECTION

A PUBLICATION OF NORTHEAST OKLAHOMA ELECTRIC COOPERATIVE

ANNUAL MEMBER MEETING NOTICE

PAGES 11-16

A POWERFUL LEGACY



REC DAY
SEPT 12

MIAMI•PRYOR•VINITA

SEPTEMBER 2024



Touchstone Energy® Cooperatives

NE CONNECTION

A PUBLICATION OF NORTHEAST OKLAHOMA ELECTRIC COOPERATIVE

Northeast Connection is published monthly to communicate with the members of Northeast Oklahoma Electric Cooperative.

OFFICERS & TRUSTEES

Dandy A. Risan - District 5, President
John L. Myers - District 4, Vice-President
Jimmy Caudill - District 9, Secretary-Treasurer
Brian Kelly - District 3, Assistant Secretary-Treasurer
Charles A. Wyrick - District 1
Mike Detherage - District 2
Sharron Gay - District 6
James A. Wade - District 7
Nancy Kimbrell - District 8

MANAGEMENT TEAM

Daniel Webster - General Manager/Chief Executive Officer (CEO)
Sean Friend - Chief Financial Officer (CFO)
Sami Jo Frisby - Administrative Services
Shane Burgess - Engineering
Kristen Sturgess - Human Resources
Ricky Hignite - Information Technology
Nick Sutton - Operations

VINITA HEADQUARTERS

27039 South 4440 Road, Vinita, OK 74301

GROVE OFFICE

600 South Main, Grove, OK 74344

BUSINESS HOURS

Monday-Friday, 8 a.m. to 4:30 p.m.

Offices are closed Saturday, Sunday and holidays.

DISPATCHING AVAILABLE 24 HOURS AT

1.800.256.6405

If you experience an outage:

1. Check your switch or circuit breaker in the house and on the meter pole to be sure the trouble is not on your side of the service.
2. When contacting the cooperative to report an outage, use the name as it appears on your bill, and have both your pole number and account number ready.

Please direct all editorial inquiries to Public Relations at 800.256.6405 or email publicrelations@noec.coop

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ADAPT & OVERCOME

Sami Jo Frisby
Manager of Administrative Services

By now you have driven past a billboard, seen something on social media, or read something in your local newspaper about

our upcoming 86th REC Day. With this year's big event only a few weeks away, I hope you are making plans to join us at one of our three drive-thru registration sites. I know our hard-working employees are looking forward to seeing all of your smiling faces as we continue what we believe is a powerful legacy of cooperative service here in northeast Oklahoma. More about that powerful legacy in a moment.

REC Day will be held this year on Thursday, September 12, with registration taking place that day from 2-6 p.m. Every NOEC member is not only invited—but encouraged—to attend.

While there is one important change to note, much of which makes REC Day so popular will remain the same this year. We are still offering more than \$25,000 in cash prizes and electric credits, including a \$5,000 cash grand prize for one lucky member. No one will leave empty-handed. Even if you don't win one of the bigger prizes, you and every other member who registers at REC Day will receive a \$20 electric credit and one of our popular souvenir caps.

And, yes, you did read right. Despite our best efforts, we are able to offer only three location options this year instead of four. Those sites are: Miami Fairgrounds in Miami, Craig County Fairgrounds in Vinita, and Mayes County Fairgrounds in Pryor.

Continued on page 4.



REC DAY ROUTE MAPS



ANNUAL MEETING NOTICE



PRESIDENT'S REPORT

SAVE THE DATE REC DAY SEPTEMBER 12

Miami | Pryor | Vinita

\$100 IS HIDING!

Search the pages of *Northeast Connection* for a 6-digit account number with an asterisk on each side. For example: *XXXXXX*. Compare it to your account number, which appears on your monthly electric bill. If they match, contact the cooperative at 918.256.6405, by October 1, 2023, to claim a \$100 credit on your electric account.

SEPTEMBER EVENTS

REC Day 2024

Sep 12 | 3 Locations

- Craig County Fairgrounds
- Mayes County Fairgrounds
- Miami Fairgrounds

Labor Day Weekend End of Summer Bash

Sep 1-2 | Bernice

Bernice Nature Center

Delaware County Fair

Sep 3-7 | Jay

Delaware County Fairgrounds

Mayes County Fair

Sep 4-9 | Pryor

Mayes County Fairgrounds

Harvest Fest 2024

Sep 5-7 | Spavinaw

Camp Copperhead

Bluegrass & Chili Festival

Sep 6-7 | Pryor

Downtown Pryor

DAM J.A.M. Bicycle Tour

Sep 7 | Pryor

Pryor Creek Recreation Center

Born & Raised

Sep 13-15 | Pryor

1421 W 450 Rd

Wyandotte Nation Powwow

Sep 13-15 | Wyandotte

64700 E 60 Hwy

Lendenwood Garden's Annual Plant Sale

Sep 14 | Grove

Lendenwood Garden

Pioneer Days

Sep 19-22 | Grove

Har-Ber Village

Events are published as space allows and must be submitted at least 60 days in advance. Send information to Northeast Connection Events Calendar, PO Box 948, Vinita, OK 74301 or email: publicrelations@noec.coop

ADAPT & OVERCOME

CONTINUED FROM INSIDE COVER



NOEC employees entice member's dogs with a treat

Due to **unforeseen circumstances** beyond our control, we were unable to secure a site in Delaware County this year. We are asking members who live in Grove and the northernmost areas of Delaware County to consider making the short drive to either Vinita or Miami to register. Members who live in Jay and the southernmost areas of Delaware County we are asking to consider visiting our Pryor site. We are beefing up each of these sites to accommodate additional traffic and will do our best to get you registered and move you through the line as quickly as possible at whichever location you choose to attend.

As with everything else in life, sometimes it's necessary to **adapt and overcome** when unanticipated circumstances arise. Really, that's been the legacy of electric cooperatives all along. And what a powerful legacy it has been.

We're excited to share the continuation of that legacy with each and every one of you on September 12 in Miami, Vinita, or Pryor.



\$25,000 IN PRIZES

MEMBER PRIZES

Member Gift

\$20 electric credit

Prizes per District

One \$250 electric credit, one \$500 electric credit, one \$500 barcode prize electric credit: (must present barcode to be eligible,) and one \$1,000 electric credit

Grand Prize

\$5,000 cash

Member Survey Prize

\$500 cash (must present completed survey, found at the end of this month's edition)

EVENT SCHEDULE

2 - 6 p.m.

Drive-thru registration

7 p.m.

Annual member meeting live broadcast:
facebook.com/neokrec or www.noec.coop

NOTICE

REQUIREMENT TO REGISTER AT 2024 ANNUAL MEMBER MEETING:

In accordance with Article II and III of Northeast Oklahoma Electric Cooperative, Inc.'s Bylaws, only eligible members may register and cast a ballot at the Annual Member Meeting. In order to register and vote you **MUST** be one of the following:

- Primary on an individual account
- Primary or secondary on a joint account (only one joint member may vote)
- Named representative of a business or organization (present the completed voting delegate form, available on our website at: noec.coop/member-services/form-downloads/).

If you are not listed on the account, regardless of marital status, or are a suspended member, you will **NOT** be able to register and vote. We strongly encourage you to check your account. It is simple to add a person to make a joint account. Call member services at 918.256.6405.

REC DAY ROUTE MAPS

SEPTEMBER 12, 2024 | 3 LOCATIONS



Craig County Fairgrounds

915 E Apperson Rd, Vinita, OK 74301

Directions: Enter site from south 4410 Road by turning east onto the driveway just south of the fairgrounds.

YOU CHOOSE!

Choose any of the following REC Day locations to attend. You may only register once.

- **Craig County Fairgrounds, Vinita**
- **Mayes County Fairgrounds, Pryor**
- **Miami Fairgrounds, Miami**

MAP KEY



Entry



Exit

..... Entry Path

..... Exit Path

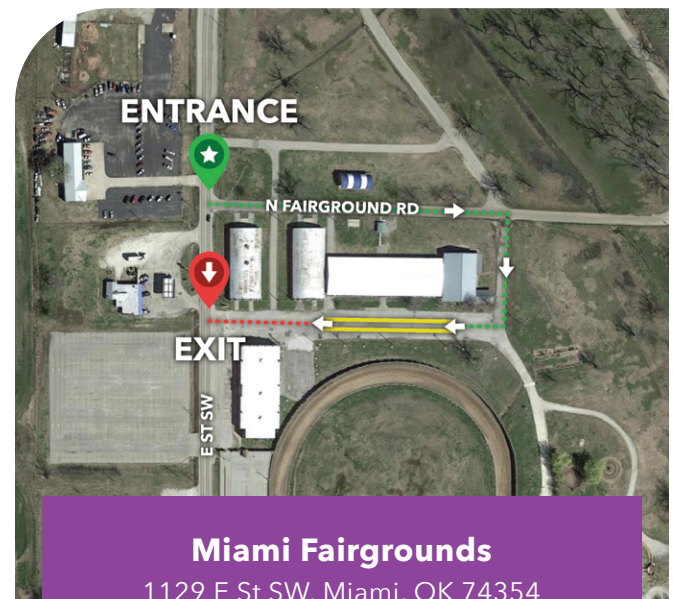
———— Drive-Thru



Mayes County Fairgrounds

2200 NE 1st St, Pryor, OK 74361

Directions: Enter site from NE 1st Street by turning south onto the driveway just west of the fairgrounds.



Miami Fairgrounds

1129 E St SW, Miami, OK 74354

Directions: Enter site from E Street SW by turning east onto North Fairground Road.

DISTRICT MEETINGS COMPLETE

THREE FILE FOR NOEC BOARD CANDIDACY

Three individuals filed for candidacy for the Northeast Oklahoma Electric Cooperative board of trustees during the designated filing period of June 17-21, 2024.

Section 3.06 of the organizational bylaws requires any member to file with the cooperative their notice of candidacy. Only pre-qualified candidates can be nominated at district meetings.

Incumbent trustees filing in 2024 for another three-year term on the cooperative board included: Dr. John L. Myers of Vinita (District 4), Sharron Gay of Adair (District 6), and Nancy Kimbrell of Oaks (District 8).

THREE TRUSTEE CANDIDATES

Northeast Oklahoma Electric Cooperative's district meetings this summer produced three candidates for the office of trustee. NOEC members in attendance at the meetings received a \$10 electric bill credit, a complimentary meal for themselves and one guest, and an opportunity to win a combined \$1,200 in electric credit prize drawings.

Below is a review of the three 2024 district meetings:

District 4

The District 4 meeting convened July 8 at the Craig County Fairgrounds with 21 registered members in attendance. Incumbent Dr. John L. Myers of Vinita received the lone nomination for the District 4 seat and will be unopposed in his bid for a three-year term on the cooperative board. Electric credit prize winners were: David Cusick of Vinita (\$250), Teresa Heard of Vinita (\$100), and Jay & Joyce Hensley of Afton (\$50).



District 8

Incumbent Nancy Kimbrell hosted the District 8 meeting July 9 at the Northeast Tech Kansas campus with 35 registered members in attendance. Ms. Kimbrell received the lone nomination and will be unopposed in her bid for another three-year term on the cooperative board. Allen Engle of Colcord won the \$250 grand prize electric credit at the meeting, while a Ridge Chapel Association representative was presented with the \$100 credit. A \$50 credit went to a representative of the Oaks Indian Mission.

District 6

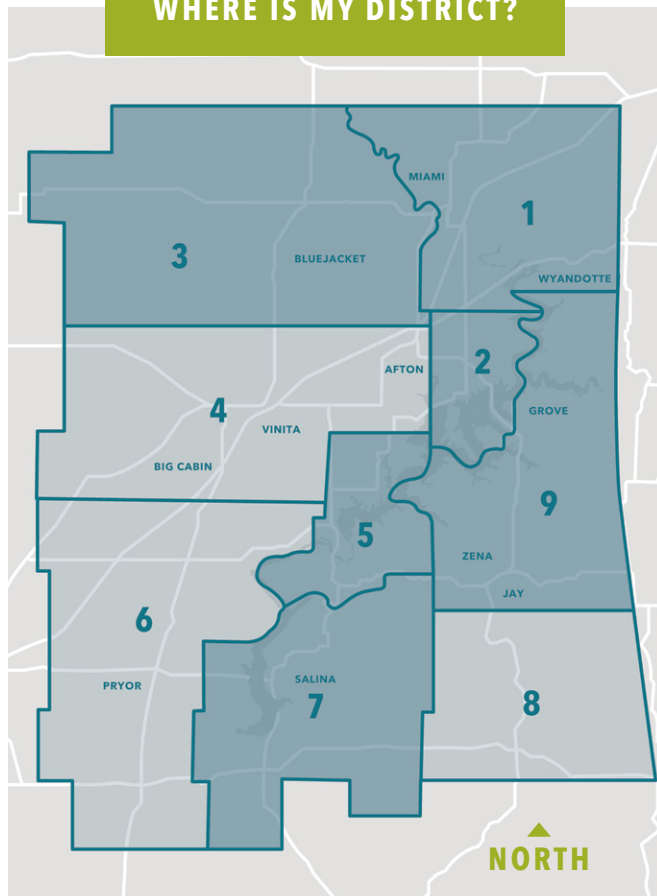
Incumbent Sharron Gay hosted the District 6 meeting July 11 at the Adair Schools Cafeteria with 31 registered members in attendance. Ms. Gay received the lone nomination and will be unopposed in her bid for another three-year term on the cooperative board. At the conclusion of the meeting, electric credit prizes were presented to the following drawing winners: Vernon Melton of Adair (\$250), Carole Couch of Pryor (\$100), and Susan Bruch of Pryor (\$50).

Vernon Melton (left) receives a check from Sharron Gay (middle)

MEET THE CANDIDATES

FOR TRUSTEE

WHERE IS MY DISTRICT?



JOHN L. MYERS, DVM
DISTRICT 4

Place of residence: Vinita

Place of birth: Tulsa

Years at present address: 38

Years of cooperative membership: 38

Education background: Bachelor's in Animal Science and Doctorate in Veterinary Medicine from Oklahoma State University in Stillwater.

Work background: U. S. Army Veterinary Corps Captain. Veterinarian and owner of Pecan Drive Veterinary Services. Owner of Summit Cattle, a commercial Angus operation.

Community involvement: Northeast Oklahoma Electric Cooperative Board VP. Member of First United Methodist Church in Vinita. FUMC Administrative Church Council Chair. Vinita Calf Fry co-founder. Vinita Lion's Club & Vinnie Ream Cultural Center past-president. Vinita Area Chamber of Commerce Past VP. Court Appointed Special Advocate (CASA) of NE OK board member. Vinita American Legion member. Grand Laker newspaper weekly columnist.

Accomplishments: OSU College of Veterinary Medicine Distinguished Alumnus Award. Oklahoma & American Veterinary Medical Association Member. President NE Oklahoma Veterinary Medical Association. Oklahoma Veterinary Medical Association Ethics Committee Chair. Oklahoma Animal Disease Diagnostic Laboratory Director. American College of Theriogenology Board Certified. Society for Theriogenology 2017 National Practitioner of the Year. NRECA Credentialed Cooperative Director & Board Leadership Certificate.

Family: Married 52 years to Debbi. They have three children and three grandchildren.

922307



SHARRON GAY

DISTRICT 6

Place of residence: Adair

Place of birth: Pryor

Years at present address: 44

Years of cooperative membership: 44

Education background: 1965 Adair High School graduate. Bachelor's Degree in Education from Northeastern State University, Tahlequah.

Work background: Retired from 27-year career as classroom teacher.

Community involvement: Attends First United Methodist Church in Pryor. Member of Mayes County Retired Teachers, Member of the Oklahoma and National Education Associations. Former chairperson for the Mayes County Red Cross Blood Drive. Volunteered nine years for the Mayes County Ministry Center.

Accomplishments: Teacher of the Year at Adair Schools, 1993-94. Has earned both Credentialed Cooperative Director (CCD) and Board Leadership Certificate (BLC) certifications from NRECA.

Family: Three daughters and eight grandchildren.



NANCY KIMBRELL

DISTRICT 8

Place of residence: Oaks

Place of birth: Nowata

Years at present address: 11

Years of cooperative membership: 6

Education background: Graduated from Oaks Mission High School as class valedictorian. Associate of Technology from Northeastern A&M College in Miami. Bachelor of Science (and Master's) from Oklahoma State University in Stillwater.

Work background: Computer programmer with 25-plus years of experience working in Dallas and Tulsa. Oaks town clerk for six years. Eight-plus years spent as a full-time caregiver for both parents.

Community involvement: Member of Eben Ezer Lutheran Church and Kansas Order of the Eastern Star.

Family: Single with no children. Father Bill served on the NOEC Board of Trustees for 34 years.

Bylaws Regarding Election of Trustees and Voting:

SECTION 3.03. Election

At each Annual Member Meeting, Members shall elect Trustees by secret written or secret electronic ballot; PROVIDED, when the number of nominees does not exceed the number of Trustees to be elected from a particular Trustee District, and if there is no objection, secret written or electronic balloting may be dispensed with for that particular election and voting may be conducted in any other manner. The candidates receiving the highest number of valid votes cast shall be elected. If Trustee Candidates from any District receive the same number of votes (tie votes), the winner shall be determined by drawing of lots.

SECTION 3.07. Voting for Trustees; Validity of Board Action

In the election of Trustees, each Member shall be entitled to vote for one (1) candidate from or with respect to each of the Trustee Districts from which Trustees are to be elected. Ballots marked in violation of the foregoing restriction shall be invalid and shall not be counted with respect to the affected Trustee District. Notwithstanding the provisions contained in this Section and in Section 3.06, failure to comply with any such provisions shall not affect in any manner whatsoever the validity of any action taken by the Board after the election of Trustees.

CAPITAL CREDITS RETIREMENT AUTHORIZED

Northeast Oklahoma Electric Cooperative's Board of Trustees recently authorized the distribution of \$1,350,000 in capital credits. These credits represent member equity in the cooperative.

Current and former members who received electric service from the cooperative in 1990 and 2023 are eligible for a refund. Checks will be mailed to eligible members in September 2024 for their portion of the credit retired. Please see the explanation below on how capital credits work.

TYPES OF UTILITIES

INVESTOR-OWNED

Privately owned by
shareholders/investors
For profit

MUNICIPAL

Owned by cities, states,
and counties
Not-for-profit

COOPERATIVE

Owned by the members
they serve
Not-for-profit

• When you signed up to receive
electrical service from Northeast
Oklahoma Electric Cooperative,
you became a MEMBER.

HOW CAPITAL CREDITS WORK

1



NOEC tracks how much electricity you purchase and how much you pay for service throughout the year.

2



Then, we pay operating costs for things like power generation, maintenance, depreciation, and taxes.

3



Any remaining operating revenue is then allocated as capital credits to NOEC members.

4



Capital credits are accumulated under each unique member and retired (paid out) on a rotation cycle.

5



As NOEC's financial condition permits, your board of trustees decides to retire and pay out capital credits TO YOU!

HOW DO I RECEIVE MY CAPITAL CREDITS REFUND?



CHECK PAYMENT

Members will receive their capital credits as a CHECK. A \$10 minimum must be met before checks are written.

THE COOPERATIVE DIFFERENCE

This is just one of the many ways it PAYS to be a member of the cooperative!



MOVING?

Update your address so you will continue to receive your benefit.

2024 ANNUAL MEMBER MEETING OFFICIAL NOTICE

NOTICE IS HEREBY GIVEN

That the 2024 Annual Member Meeting of Northeast Oklahoma Electric Cooperative, Inc. (NOEC) will be held on Thursday, September 12, 2024, at three (3) locations from 2:00 p.m. to 6:00 p.m., and without geographic location via live broadcast beginning at 7:00 p.m. The three (3) meeting locations (hereinafter referred to as "Locations") shall be: (i) Miami Fairgrounds, 1129 E. Street SW, Miami, Oklahoma 74354; (ii) Mayes County Fairgrounds, 2200 NE 1st Street, Pryor, Oklahoma 74361; and (iii) Craig County Fairgrounds, 915 E. Apperson Rd, Vinita, Oklahoma 74301.

Meeting Purposes:

One purpose of the 2024 Annual Member Meeting is to elect District 4, 6, and 8 Board Trustees to serve three-year terms. The following Members were nominated as official Trustee Candidates for this year's election at their respective District Meetings, to wit:

District 4: John Myers

District 6: Sharron Gay

District 8: Nancy Kimbrell

In addition, another purpose of the 2024 Annual Member Meeting is to consider the proposed Bylaw Amendments set forth below. If the Bylaw Amendments are approved at the Annual Meeting, the Amendments will be effective immediately upon approval.

Prizes:

Members must register at one of the Locations to be eligible for the grand prize drawing that will occur during the live broadcast of the Annual Meeting. Bring the barcode sheet from your electric bill when you register to be eligible for additional prize drawings.

Order of Business for Annual Member Meeting:

- In-Person Registration/Member Voting for Trustee Elections and Proposed Bylaw Amendments at Locations - 2:00 p.m. to 6:00 p.m.¹
- Annual Member Meeting Live Broadcast - 7:00 p.m.
 - o Opening Remarks & General Information
 - o Quorum Declaration
 - o 2024 Annual Member Meeting Notice
 - o 2023 Annual Member Meeting Minutes (see page 17 of this September issue of the *Northeast Connection*)²
 - o Trustee Election Results (if certified by Credentials & Election Committee)
 - o Results of vote on proposed Bylaw Amendments (if certified by Credentials & Election Committee)
 - o Grand Prize Drawing
 - o Adjournment

The Annual Member Meeting live broadcast will be available on NOEC's website: www.noec.coop or on Facebook: facebook.com/neokrec

¹In-Person Registrations shall be counted toward the required five percent (5%) of Members necessary to constitute a quorum (Okla. Stat. tit. 18, § 437.7).

²The reading of the 2023 Annual Member Meeting Minutes will be omitted and the Minutes will stand approved as written unless a Member requests a reading and/or submits appropriate corrections by delivering the reading request and/or appropriate corrections in writing to the NOEC staff member assisting the applicable Member with in-person registration at one of the Locations, provided that no reading request or correction submission shall be valid unless the submitting Member expressly notifies the assisting NOEC staff member of the submission.

PROPOSED BYLAW AMENDMENTS

Pursuant to NOEC's Bylaws³ (i.e. Article 13), the Board of Trustees sponsors amending and restating NOEC's current Bylaws as follows:

► PROPOSED BYLAW AMENDMENT SUMMARY FOR ARTICLE 2 (MEETINGS OF MEMBERS), SECTION 2.01

The proposed amendment to Article 2, Section 2.01 further clarifies with specificity (by providing examples) the geographic locations available for holding, in whole or in part, NOEC annual or regular Member meetings. These clarifications are prudent to ensure that NOEC can continue to coordinate the use of third-party locations and venues that are large enough and reasonably convenient to accommodate member meeting needs. Further, these clarifications are consistent with and authorized under the Oklahoma rural electric cooperative enabling act, e.g., Okla. Stat. tit. 18, § 437.7(D).

ACTUAL PROPOSED BYLAW AMENDMENT TO ARTICLE 2 (MEETINGS OF MEMBERS), SECTION 2.01

Blue and red text below represents the proposed changes.

Section 2.01 Annual And Regular Member Meetings. ~~Within the service area of the Cooperative;~~ The Cooperative: (a) shall annually hold a meeting of Members ("Annual Member Meeting"); and (b) may regularly hold meetings of Members "Regular Member Meetings") at a geographic location or locations determined by the Board, including, but not be limited to, the following: (1) any geographic location(s) existing within the borders of an Oklahoma county wherein the Cooperative Provides Electric Service; and/ or (2) any geographic location(s) existing outside the borders of an Oklahoma county wherein the Cooperative Provides Electric Service, provided that such location(s) is/are contiguous thereto.

Notwithstanding the foregoing, to the extent authorized by the Board, however, and subject to guidelines and procedures adopted by the Board, an Annual or Regular Member Meeting may be held, in whole or in part, without a geographic location if the Meeting is held through the Internet or other electronic communications technology in a manner: (1) permitting the Cooperative to verify that each Person participating in the Meeting is a Member; and (2) permitting Members the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Members, and otherwise participate in any such Meetings as permitted in accordance with these Bylaws. If the election of Trustees shall not be held on the day designated for an Annual Member Meeting or an adjourned Annual Member Meeting, the Board may cause the election to be held at a subsequent meeting of the Members, which may be a Special Member Meeting or the next applicable Annual Member Meeting.

The Board shall determine the date, time, and location or manner of an Annual or Regular Member Meeting. Unless the Board determines otherwise, the President or the President's designee presides over the Annual or Regular Member Meeting. The Cooperative's failure to hold an Annual or Regular Member Meeting at a pre-determined time and place shall not affect any action taken by the Cooperative and shall not work a forfeiture or dissolution of the Cooperative.

.....
³NOEC's current Bylaws are available at <https://www.noec.coop/wp-content/uploads/2021/02/NOEC-Bylaws-2021.pdf>.

► **PROPOSED BYLAW AMENDMENT SUMMARY
FOR ARTICLE 2 (MEETINGS OF MEMBERS),
SECTION 2.04(a)**

The proposed amendment to Article 2, Section 2.04(a) is a clean-up item from the 2020 Bylaw amendments and merely includes reference to Section 3.06, which is currently (and has always been) an exception to certain Section 2.04(a) requirements. Section 3.06 specifically governs District Meeting procedures and currently contains different rules and requirements in accordance with the Oklahoma rural electric cooperative enabling act, e.g., Okla. Stat. tit. 18, § 437.9.

**ACTUAL PROPOSED BYLAW AMENDMENT TO
ARTICLE 2 (MEETINGS OF MEMBERS), SECTION
2.04(a)**

Blue text below represents the proposed change.

Section 2.04 Quorum

(a) Except as otherwise provided in this Section 2.04, in Section 3.06 of these Bylaws, or by applicable law, business may be transacted at any meeting of the Members if there are present in person or by Mail Ballot at least five percent (5%) of the Total Membership or the minimum amount required by applicable law, whichever is less.

► **PROPOSED BYLAW AMENDMENT SUMMARY
FOR ARTICLE 3 (TRUSTEES), SECTION 3.02(f)**

The proposed amendment to Article 3, Section 3.02(f) is grammatical in nature and is intended to more definitively identify the specific circumstances under which a perspective or current Trustee is ineligible to become or remain a Cooperative Trustee.

**ACTUAL PROPOSED BYLAW AMENDMENT TO
ARTICLE 3 (TRUSTEES), SECTION 3.02(f)**

Blue text below represents the proposed changes.

Section 3.02. Qualifications No person shall be eligible to become or remain a Trustee of the Cooperative who:

(f) while a Trustee, and during the one (1) year immediately before becoming a Trustee, :(1) is or was employed by :(2) controlled :(3) owned more than ten percent (10%) of :(4) served as a trustee, director, or officer of :(5) received more than ten percent (10%) of annual gross income from :(6) an Entity that advances the Entity's financial interest by: (1) competing with the Cooperative or a Cooperative subsidiary; or (2) providing electric energy or a good or service related to providing electric energy; PROVIDED, however, that a Trustee shall be permitted to serve as a director or Trustee of such an Entity on the Cooperative's behalf.

► **PROPOSED BYLAW AMENDMENT SUMMARY
FOR ARTICLE 3 (TRUSTEES), SECTION 3.06**

District Meetings require NOEC to expend significant resources. The proposed amendment to Article 3, Section 3.06 would allow the Board to elect not to hold a District Meeting if only the incumbent Trustee for the applicable District files a notice of candidacy during the official filing period. Further, if the Board makes such election, then the incumbent Trustee will be declared the applicable District's Trustee for the ensuing term.

ACTUAL PROPOSED BYLAW AMENDMENT TO ARTICLE 3 (TRUSTEES), SECTION 3.06

Blue text below represents the proposed change.

Section 3.06. Nominations The Board shall call, not less than thirty (30) nor more than ninety (90) days prior to the date of an Annual Member Meeting at which Trustees are to be elected, a District Meeting of the Members in each Trustee District ("District Meeting") in which a Trustee's term is about to expire for the purpose of nominating no more than two (2) candidates to stand for election of Trustee in accordance with the applicable Bylaw provisions herein. District Meeting Notices shall be given to each Trustee District Member; PROVIDED, if a Member has active Electric Service connections in more than one (1) Trustee District, the Member shall receive notice of the Trustee District Meeting in which the Member's primary residential abode is located; PROVIDED, in the event a Member has active Electric Service connections in more than one (1) District, but does not receive Electric Service from the Cooperative at the Member's primary residential abode, then the Member shall receive notice of the Trustee District Meeting at the Member's Location which reflects the highest Usage of Electric Service on an annual basis, unless the Member in writing notifies the Cooperative of a desire to receive notice of and to vote at another Trustee District Meeting in which the Member has an active Electric Service connection. District Meeting Notices shall be made as provided in Section 2.03 of these Bylaws. Any Member desiring to be nominated as a Trustee candidate from the District of their primary residence, shall file with the Cooperative written notice, on a form provided by the Cooperative, of their candidacy and intention to seek nomination for the office of Trustee from their District at such time as the Board may designate as the official filing period. Only Members filing such written notice of candidacy and intention to seek nomination shall be eligible for nomination at the applicable District Meeting.

If no Member files such notice of candidacy and intention to seek nomination during the official filing period, then the office shall be declared vacant by the Board at their next regular meeting and said office shall be filled in accordance with the provisions of Article III, Section 3.10 of these Bylaws. Any Member desiring to seek nomination for Trustee from their District must file said notice of candidacy during the filing period inside the Cooperative's principal office, with the General Manager/Chief Executive Officer or the designee, during regular business hours. The filing period shall officially close at 4:00 p.m. on the last day of said designated filing period.

The order of business for District Meetings shall be determined by the Board. The Credentials and Election Committee shall dictate the Trustee Candidate nomination procedure. Fifteen (15) Members of the District, present in person, shall constitute a quorum. Members of other Districts present at the District meeting shall have no vote on any matter of business, including the nominations of candidates for Trustee. Nominees must meet the qualifications for Trustees as contained in Section 3.02 of these Bylaws and must have filed written notice of candidacy as set forth in this Section.

Voting on candidates shall be in accordance with the provisions of Sections 3.03 and 3.07 of these Bylaws; PROVIDED, no Member at any District Meeting shall vote by proxy or by mail. Each Member eligible to vote may vote for only one (1) candidate. The two (2) candidates receiving the highest number of votes shall be declared the official candidates of the District. Tie votes shall be resolved by the drawing of lots. All District Meeting minutes shall set forth, among other matters, the name of each person nominated at the meeting, the number of votes received by each nominee, and shall specify the one (1) or two (2) official candidates of the District. A certified copy of the District Meeting minutes, signed by the secretary and the chairman of the District Meeting, (as determined by the Board) shall be delivered to the Cooperative Secretary within five (5) days after the adjournment of the District Meeting.

If no Member from the applicable District files a notice of candidacy and intention to seek nomination during the official filing period, other than said District's incumbent Trustee, then the Board of Trustees may, in the Board's sole discretion, elect not to hold a District Meeting in the applicable District. If a District Meeting is not held in accordance with this Section, then the applicable incumbent Trustee shall be declared that District's official Trustee for the ensuing term.

► **PROPOSED BYLAW AMENDMENT SUMMARY FOR ARTICLE 7 (NON-PROFIT OPERATION), SECTIONS 7.02 & 7.03**

Section 7.02. NOEC currently has both patronage revenue in the form of electrical sales and non-patronage revenue from other sources. The proposed amendment to Section 7.02 changes the capital credit allocation method to match federal taxable income to align tax deductions with taxable income to minimize any potential tax obligations.

Section 7.03. In the event that NOEC were to operate at a loss in any given year, the proposed amendment to Section 7.03 allows the Board flexibility in the allocation of losses to equitably allocate patronage capital (if any patronage allocation is approved by the Board) to the membership.

ACTUAL PROPOSED BYLAW AMENDMENT FOR ARTICLE 7 (NON-PROFIT OPERATION), SECTIONS 7.02 & 7.03

Blue and red text below represents the proposed changes.

SECTION 7.02. Patronage Capital in Connection with Providing Electric Service. In the Providing of Electric Service, the Cooperative's operations shall be so conducted that all Members will through their patronage furnish Patronage Capital for the Cooperative.

In order to induce patronage and to assure that the Cooperative will operate on a nonprofit basis, the Cooperative is obligated to account on a patronage basis to all Members for all amounts received and receivable from the Provision of Electric Service, ~~in excess of operating costs and expenses properly chargeable against the Provision of such service~~ and to declare a patronage dividend in an amount equal to the Cooperative's federal taxable income, if any, from its patronage sourced business done with or for its patrons (computed before the reduction for patronage dividends paid by the Cooperative and taking into account Section 7.03). All such amounts in excess of operating costs and expenses are received with the understanding that they are furnished as capital. The Cooperative is obligated to record and maintain all capital accounts for each Member of such amounts. The books and records of the Cooperative shall be maintained in such a manner that at the end of each fiscal year the amount of capital, if any, so furnished is clearly reflected and recorded to the capital account of each Member, and the Cooperative shall, within a reasonable time after the close of the fiscal year, make available upon request a report as to the amount of capital so credited. All such amounts credited to the capital account of a Member shall have the same status as though they had been paid to the Member in pursuance of a legal obligation and the Member had then furnished the Cooperative corresponding amounts for capital.

If the Board determines that the financial condition of the Cooperative will not be impaired thereby, the capital then credited to Members' accounts may be retired in full or in part. The Board shall determine the method, basis, priority, and order of retirement, if any, for all amounts furnished as capital. In the event of dissolution or liquidation of the Cooperative, after all outstanding indebtedness of the Cooperative shall have been paid, outstanding Patronage Capital shall be retired and paid without priority on a pro-rata basis before any payments are made on account of Members' property rights.

If, at any time prior to dissolution or liquidation, the Board shall determine that the financial condition of the Cooperative will not be impaired thereby, the capital then credited to Members' accounts may be retired and paid in full or in part. Notwithstanding any other provisions of these Bylaws, the Board, at its discretion, shall have the power at any time upon the death of any Member, who was a natural person, if the legal representatives of the Member's estate shall request in writing that the capital so credited or assigned, as the case may be, be retired prior to the time such capital would otherwise be retired under the provisions of these Bylaws, to retire such capital immediately upon such terms and conditions as the Board, acting under policies of general application, and such legal representatives, shall agree upon; PROVIDED, however, the financial condition of the Cooperative will not be impaired hereby.

Regardless of a statute of limitation or other time limitation, the Cooperative may recoup, offset, or setoff an amount owed to the Cooperative by the Member or former Member, including any compounded interest and late payment fee, by reducing the amount of Patronage Capital to be repaid to the Member or former Member by the amount owed to the Cooperative.

SECTION 7.03. ~~Carry-Over of Losses to Future Years.~~ ~~No allocations will be made to Members' accounts should the annual determination demonstrate that amounts received from the Provision of Electric Service were less than operating expenses properly chargeable against the Provision of such Services. The amount by which such expenses exceed such revenues in any annual determination shall be carried forward to the next fiscal year and be used as expense in the determination of the amount of Patronage capital assignable to individual Members' accounts for that year.~~ **Allocation of Losses.** The Board of Trustees shall have complete discretion and authority to determine the handling and ultimate disposition of the Cooperative's patronage sourced losses, as well as the form, priority, and manner in which such losses or portions thereof shall be considered, retained and ultimately disposed of or recovered.

Without limiting the generality of the foregoing, the Board of Trustees may determine to cause any such patronage losses to be retained by the Cooperative and subsequently disposed of:

- (1) By offset against net earnings of the Cooperative in one (1) or more subsequent years;
- (2) By application to the patronage allocations of the Cooperative for one (1) or more prior years through offset and cancellation against patrons' capital credits or other equity account balances; or
- (3) By any other method of disposition (or combination of methods) as the Board of Trustees, in its sole discretion, shall determine from time to time to be in the Cooperative's best interest.

This Annual Member Meeting Official Notice is authorized by, and delivered at the direction of:

Jimmy Caudill, Secretary-Treasurer
September 1, 2024

2023 ANNUAL MEMBER MEETING MINUTES

SEPTEMBER 14, 2023

In accordance with the Annual Meeting Official Notice provided to the Membership, the 85th NOEC Annual Member Meeting was held on September 14, 2023. Member registration (for purposes of determining quorum and casting votes for Trustee elections) began at 2:00 p.m. and closed at 6:00 p.m. at four (4) locations around the area.

The Annual Meeting live broadcast from NOEC's Headquarters in Vinita, Oklahoma, began at 7:00 p.m. President Dandy Risman announced that the 2023 Credentials & Election Committee (CEC) declared a quorum after 2,545 Members registered representing more than 5% of the total Membership. President Risman continued by confirming that the Annual Meeting Official Notice was provided to the Members in accordance with the Bylaws. President Risman addressed the 2022 Annual Member Meeting minutes, previously distributed to the Membership (the reading of which was omitted), and confirmed that the 2022 Annual Member Meeting minutes stood approved as written.

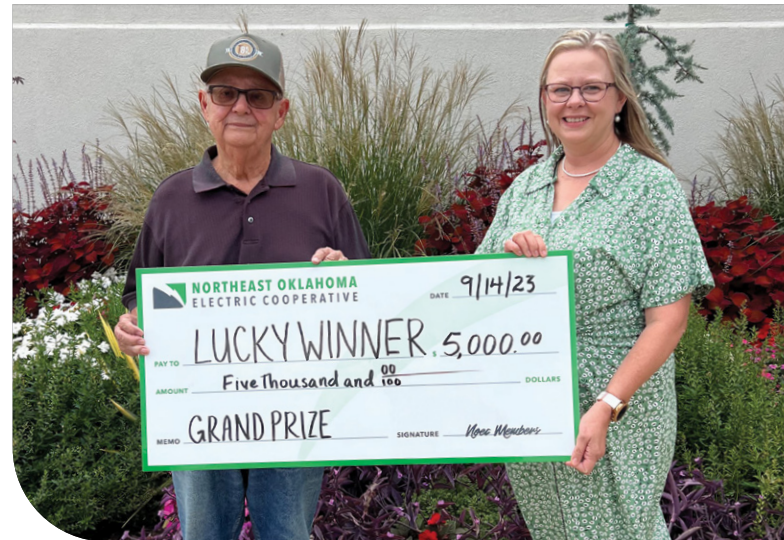
Before announcing the 2023 Trustee election results, President Risman acknowledged and thanked the CEC for the significant time and effort expended in overseeing the District and Annual Member Meetings. President Risman announced that the CEC certified the 2023 Trustee election results for Districts 1, 3, and 5. President Risman reported that each Trustee Candidate (i.e., Charles A. Wyrick (District 1), Brian P. Kelly (District 3), and Dandy A. Risman (District 5)) ran unopposed and received the requisite votes to be elected to serve their respective District for the next three (3) years.

The \$5,000 Grand Prize Winner of the Annual Member Meeting Prize Drawing was announced.

President Risman entertained a motion to adjourn the 2023 Annual Member Meeting. Member Brian Kelly made a motion to adjourn the meeting and Member Ricky Hignite seconded the motion. The motion carried and the meeting was adjourned at 7:08 p.m.

Hereby certified as true and accurate minutes of the September 14, 2023, Annual Member Meeting:

Jimmy Caudill, Secretary-Treasurer



Jarrell of Grove receives the 2023 grand prize check from NOEC's Leslie Taylor

2024 PRESIDENT'S REPORT



DANDY A. RISMAN
PRESIDENT OF THE BOARD

As president of the board of trustees here at Northeast Oklahoma Electric Cooperative, I'm always pleased to review reports from our organization and share encouraging news with our membership.

I am once again happy to deliver a **favorable report** for fiscal year 2023. As one might expect, it was another busy year for NOEC, and one not without obstacles.

It is important to note that many of the challenges we faced in 2023 were actually residual hindrances created during the pandemic. Life is slowly returning to normal and certain business functions related to the pandemic are behind us; however, broken links in the supply chain that put many of our projects on hold have not completely repaired. We would certainly prefer to forget lead times of up to 24 months that challenge our ability to acquire the equipment we need to maintain our business.

What may never return to normal is the increased cost of doing business. It has been significant, to say the least. The cost of equipment alone has increased 70% over the last five years.



You can always count on **Mother Nature** to make an appearance. Thankfully, NOEC Manager of Operations Nick Sutton and his team are always up to the task of restoring service safely and efficiently. Several storms rolled through our service territory in 2023 and a few of those dealt severely with us, as well as a few our neighboring cooperatives. NOEC received **mutual aid assistance** twice—once in June and once in August—and was able to repay the favor by sending crews to Arkansas (in February) and Kansas (in August).

Fortunately, there is plenty of good news to offset the bad news. Often, that good news centers around our organization's resilience in the face of difficulty.

► In 2023 alone, our operations team was responsible for replacing 1,240 poles systemwide (not including contractor contributions). Additional achievements in 2023 that strengthened our **system reliability** included clearing 641 right-of-way line-miles (including contractor contributions), foliar application of 523 right-of-way line-miles (contractor only), and replacement of 13,172 feet of aging primary underground conductor.

The year 2023 was also a time for us to greet some new faces. Even though retirement attrition has claimed several experienced linemen in recent years, local line schools are doing an excellent job of preparing young apprentices for employment. We were able to bring in nine interns in 2023, four of which are now full-time NOEC employees. On top of all of that, our operations team still makes time to help out in the community. When they weren't working hard to keep our system in tip-top shape, you could find them performing **community service**. In 2023 they could be found helping a local town hang its Christmas lights, assisting with some maintenance work at a local fairgrounds, helping a local VFW chapter erect a flag pole, and setting a light pole for a city park—just to name a few of those community service endeavors. Our employees maintain an active presence in their communities. They don't do it begrudgingly or because they feel obligated, either; they do it **because they care**.

Utility work will never be without its obstacles, and 2023 was no different. Every year brings new opportunities for our organization to unite around a singular mission to keep electrical service safe, reliable, and affordable here in northeast Oklahoma. We expect more of those opportunities to present themselves in the years ahead and—with your loyal support—we will meet them without equivocation.

HIGHLIGHTS

70%

The increase in cost of equipment over the last 5 years.



1,240

Poles replaced systemwide



641

Right-of-way line miles cleared



13,172

Feet of aging primary underground conductor replaced



4

Lineman interns now full-time employees



ANNUAL REPORT

2023 | 2022

The NOEC Financial Services team is pleased to report another successful year in 2023. Patronage capital, or margins, totaled \$2,286,796 for the year and the cooperative finished the year in compliance with all lender requirements. NOEC's net utility plant increased 8.83% in 2023 and kWh sales revenue rose 0.76% compared to 2022. The certified public accounting firm of Eide Bailly, LLP prepared the 2023 audit. Statements are available for review at NOEC headquarters in Vinita.

	2023	2022
OPERATING REVENUE	\$89,943,334	\$89,155,064
EXPENSES		
Purchased Power	48,586,919	47,430,900
Transmission Expense	-	-
Distribution Expense - Operation	2,954,959	2,929,270
Distrib. Expense - Maintenance	12,229,226	9,551,137
Consumer Accounts Expense	3,116,826	3,123,003
Customer Service Expense	1,002,734	927,884
Sales Expense	134,869	124,377
Admin. and General Expense	5,405,764	5,353,626
Depreciation Expense	9,113,629	8,243,465
Tax Expense - Property	1,707,924	1,679,542
Tax Expense - Other	100,293	97,883
Interest on Long-Term Debt	3,924,678	3,897,130
Interest Expense - Other	418,238	21,162
Other Deductions	37,765	27,942
COST OF ELECTRIC SERVICE	88,733,824	83,407,321
Operating Patronage Capital	1,209,510	5,747,743
Non Operating Margins - Interest	622,316	622,050
Income (Loss) from Equity Investment	(1,550,559)	(830,027)
Non Operating Margins - Other	1,351,689	(1,259,098)
Gener. & Transm. Capital Credits	198,617	139,699
Other Capital Credits	455,223	482,952
TOTAL PATRONAGE CAPITAL	\$2,286,796	\$4,903,319

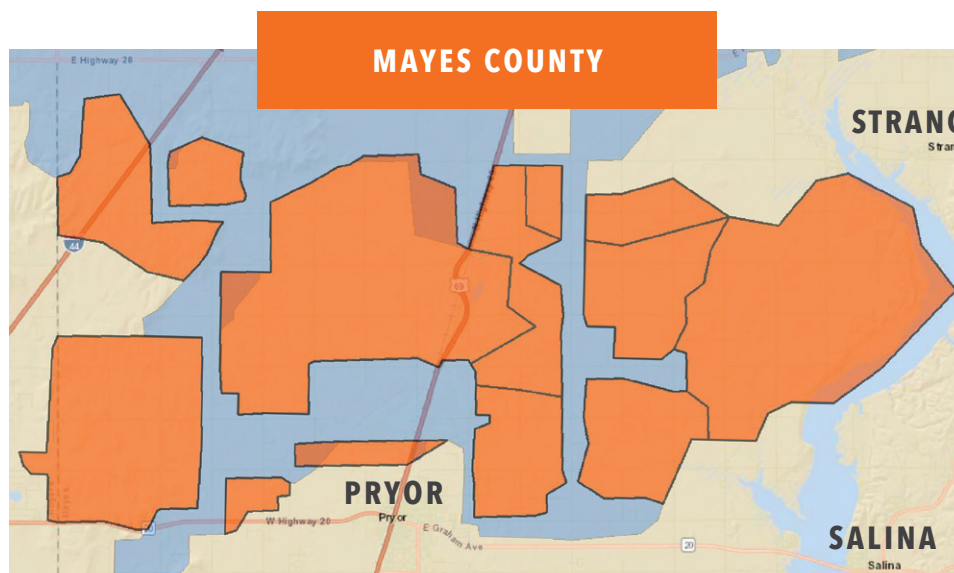
ASSETS & OTHER DEBITS	2023	2022
Total Utility Plant in Service	275,225,483	255,217,209
Construction Work in Progress	2,991,548	3,921,610
Total Utility Plant	278,217,031	259,138,819
Acc. Prov. for Depreciation	(91,753,897)	(87,805,118)
NET UTILITY PLANT	186,463,134	171,333,701
Investment in Subsidiary Companies	37,289,984	38,840,543
Invest. Assoc. Patronage Capital	7,585,455	7,169,013
Invest. Assoc. Other - General Funds	2,500	2,500
Invest. Assoc. Other - NonGen Funds	1,505,002	1,507,002
Other Investments/Special Funds	18,781,402	17,685,452
TOTAL OTHER PROPERTY & INVESTMENTS	65,164,343	65,204,510
Cash-General Funds	1,116,785	1,554,109
Special Deposits	9,130	9,230
Temporary Investments	860,008	1,498,626
Cash - Construction Funds	1	1
Accounts Receivable	9,041,988	9,333,290
Accounts Receivable - Other	3,162,404	1,459,699
Materials & Supplies	2,677,015	2,543,746
Prepayments	52,647	158,922
Other Current & Accrued Assets	17,719	15,998
TOTAL CURRENT & ACCRUED ASSETS	16,937,697	16,573,621
Deferred Debits	2,627	301,128
TOTAL ASSETS & OTHER DEBITS	268,567,801	253,412,960
LIABILITIES & OTHER CREDITS		
Patronage Capital	97,698,195	92,986,573
Operating Margins - Prior Years	-	-
Operating Margins - Current Year	1,209,511	6,375,144
Non-Operating Margins	1,077,286	(1,471,826)
Other Margins & Equities	4,699,705	5,197,874
TOTAL MARGINS & EQUITIES	104,684,697	103,087,765
Long-Term Debt RUS CFC CoBank	3,691,937	4,050,058
Long-Term Debt - Other	117,784,628	100,643,573
TOTAL LONG-TERM DEBT	121,476,565	104,693,631
Other Noncurrent Liabilities	11,461,033	12,386,225
Notes Payable	3,000,000	8,500,000
Accounts Payable	7,963,757	5,433,005
Consumers Deposits	1,676,865	1,759,588
Curr. Maturities Long-Term Debt	4,690,000	4,632,000
Other Curr. & Accrued Liabilities	3,532,249	3,504,630
TOTAL CURRENT & ACCRUED LIABILITIES	32,323,904	36,215,448
Deferred Credits	10,082,635	9,416,116
TOTAL LIABILITIES & OTHER CREDITS	268,567,801	253,412,960

BOLT FIBER OPTICS

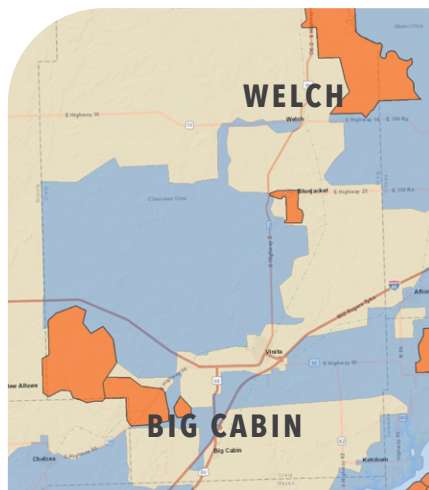
ANNOUNCES EXPANSION

PROJECT REACHING ELIGIBLE MAYES COUNTY LOCATIONS FIRST

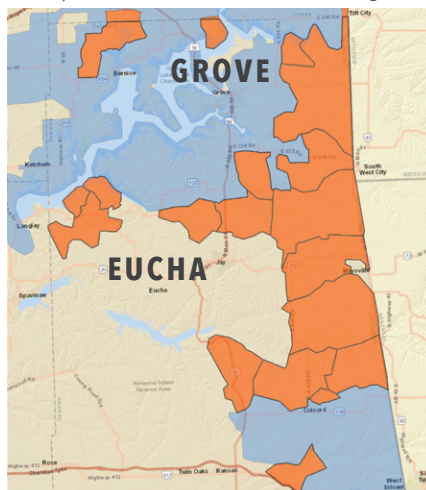
BOLT Fiber Optics is excited to announce an expansion of its footprint, fueled by more than \$22 million in grant funding from the American Rescue Plan Act State and Local Fiscal Recovery Fund (ARPA SLFRF). Including an investment from BOLT, the fiber expansion project will carry a price tag of \$40 million. This infusion of capital is expected to help BOLT reach nearly 7,000 additional serviceable locations here in northeast Oklahoma by the end of 2026.



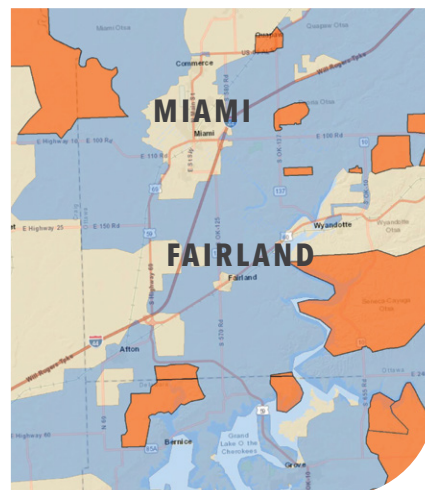
Expansion areas denoted in orange.



CRAIG COUNTY



DELAWARE COUNTY



OTTAWA COUNTY

- Along with the ARPA SLFRF funding and subsequent distribution of monies by the Oklahoma Broadband Office, the joint effort included grant application assistance from the National Rural Telecommunications Cooperative (NRTC).

“We are truly appreciative of the teamwork involved in making this expansion possible,” remarked BOLT Fiber Optics CEO Daniel Webster. “Ultimately, what this means is that our mission of providing high-speed fiber internet to our underserved and unserved rural communities continues into the foreseeable future.”

The current BOLT footprint passes almost 27,000 locations in northeast Oklahoma with a take rate of over 60%. Including an investment from BOLT, the fiber expansion project will carry a price tag of \$40 million and reach nearly 7,000 additional serviceable locations.

Added Webster: “The potential now exists for thousands more living here in northeast Oklahoma to access high-speed broadband internet. Many who have been waiting patiently for fiber-based services won’t be waiting much longer. This project will guarantee digital equity and inclusion while solidifying both future employment and educational opportunities to ensure the continued growth of our communities.”



Pre-registration is now available for eligible locations in Mayes County (see map on page 21). Please scan the QR code provided or visit online at boltfiber.com to register your location for service. Eligible residents in Craig, Delaware, and Ottawa counties are encouraged to be on the lookout for information regarding expansion in their respective areas in the months ahead by following BOLT Fiber Optic Services on Facebook or visiting online at boltfiber.com.



**PRE-REGISTER!
MAYES COUNTY ONLY**

*Scan this code using
your smartphone
camera.*

FEATURED RECIPES

FROM OUR SERVICE TERRITORY

WE WANT TO
HEAR FROM YOU!

IT'S BACK! SUBMIT YOUR RECIPE

Submit this recipe card at REC Day for your chance to be featured in the *Northeast Connection*.
You may also email your submission(s) to publicrelations@noec.coop.

MEMBER INFORMATION:

Name(s):

Address:

City, State, Zip:

County:

Phone:

Email:

Account Number:

RECIPE NAME:

Ingredients:

Directions:

BE ENTERED TO WIN \$500!

RETURN THIS COMPLETED SURVEY AT REC DAY TO WIN \$500 CASH
All questions must be completed to be eligible.

STEP 1
Contact Information

Name	Account Number	Your Age	
Address	City	State	Zip
Email Address	Phone	Alternate Phone	

STEP 2
Survey Questions

1. Would you be interested in FREE energy audits?

☐ Yes

☐ No

2. Would you be interested in financing energy efficiency upgrades for your home or business through NOEC if this billing feature were available?

☐ Yes

☐ No

3. Where do you find information about the cooperative? Please check all preferred methods.

☐ Northeast Connection magazine

☐ Local newspapers, print or digital

☐ Website: www.noec.coop

☐ Facebook page: www.facebook.com/neokrec

☐ Other: _____

4. Did you know you can pay your bill, report an outage, and track your usage on the SmartHub app?

☐ Yes

☐ No

5. What do you consider the most important attributes of electricity? Please rank your answers below with 1 being most important, 2 being second most important, and 3 being least important.

Reliable

Affordable

Zero carbon and/or renewable

