

# SOUTHERN PINE CONNECTION

News & Notes from Southern Pine Electric



## Time marches on

The first half of 2018 has been a busy and productive year that has left me amazed at how time has marched by. In particular, the month of May marked a special milestone for me, as I observed my one-year anniversary as CEO at the cooperative.

It was a year characterized by several challenging projects that kept us all on our toes, but perhaps none was, and continues to be, more gratifying than the construction project of our new Taylorsville campus. With each layer of brick and mortar, excitement at the thought of moving into the new facility is growing within the walls of our 1938 headquarters building, where we continue to patch and pray that the old structure will keep the rain off our heads a little while longer.



Jason S. Siegfried  
President/CEO

We are all more than ready to enjoy the “fresh” atmosphere that the campus will bring, but I cannot help but wonder at the nostalgia of this building that we have called home for 80 years.

If these old walls could talk, the stories would resonate about the perseverance of a determined, hard-nosed breed of people with a mission to bring a better life to some of the most rural areas of our state. Throughout those years, we have been doing things right because we have listened to our members in order to cultivate strong relationships with them and the communities we serve. Working hand-in-hand with our members, Southern Pine has done more than provide electricity; we have helped create jobs, promoted economic growth and invested in the people within the 11 counties of our service area.

As we prepare for the much-needed move to the new buildings, we will not just shut the doors and leave the “old” behind. The commitment to our communities, our determination to



Southern Pine Electric's new headquarters building, above, is located on the main campus, below, in Taylorsville.

strengthen our infrastructure and our mission to persevere in enhancing the life of our members—all will be making the move with us.

At the 2017 annual membership meeting, I promised members that I would continue to look for ways to connect in a personal way while keeping our core values intact. A decade from now, if the new walls could talk, I am confident they will say we have kept our word and Southern Pine members

have reaped the benefits of being part of this organization.

Throughout the years faces have changed, technology has evolved and our co-op has taken on challenges that our forefathers would not be able to comprehend. Yet, the reason we are here—the reason there is a Southern Pine—will never change. We will continue to serve our members by Bringing the Power to make their life better.

## Southern Pine bylaws outline annual meeting, election

### Article III: Meetings of Members

#### Section 3.01: Annual Meeting

For the purposes of electing directors, hearing and passing upon reports covering the previous fiscal year, and transacting such other business as may properly come before the meeting, the annual meeting of the members shall be held on the second Thursday of the month of November of each year, at such place in one of the counties of Mississippi within which the Cooperative serves, and beginning at such hour, as the Board of Directors shall from year to year fix; PROVIDED, that, for cause sufficient, the Board of Directors may fix a different date for such annual meeting not more than thirty (30) days prior or subsequent to the day other-wise established for such meeting in this Section. Failure to hold the annual meeting at the designated time and place shall not work a forfeiture or dis-solution of the Cooperative.

It shall be the responsibility of the Board of Directors to make adequate plans and preparation for the annual meeting, and to encourage attendance by the membership at these meetings.

### Article IV: Directors

#### Section 4.03: Tenure and Qualifications

(a) At each annual meeting of the members, directors shall be elected by ballot, by and from the membership of the Cooperative, one director to be elected from each of the counties of Copiah, Covington, Newton, Scott, Simpson, Forrest, Jasper, Jefferson Davis, Smith, Lawrence and Rankin Counties, Mississippi, each director to be elected for a term of three (3) years, in accordance with the following formula, to-wit:

(1) At the annual meeting of November 1984, and every three (3) years thereafter, one director shall be elected from each of the counties of Copiah, Covington and Newton Counties, Mississippi, each of whom shall serve for a term of three (3) years from the date of election as provided by law.

(2) At the annual meeting of November 1985, and every three (3) years thereafter, one director shall be elected from each of the counties of Scott, Simpson, Forrest and Jasper Counties, Mississippi, each of whom shall serve for a term of three (3) years from date of election as provided by law.

(3) At the annual meeting of November,



1986, and every three (3) years thereafter, one director shall be elected from each of the counties of Jefferson Davis, Smith, Lawrence and Rankin Counties, Mississippi, each of whom shall serve for a term of three (3) years from the date of election as provided by law.

If the election of directors shall not be held at the annual meeting or if such annual meeting is not held, each director shall hold office until their successors shall have been elected and qualified. (b) At any meeting, the Credentials and Election Committee shall determine the manner in which votes are to be cast and counted.

At any meeting, ballots shall not be necessary in the event the number of persons nominated for directors does not exceed the number of directors to be elected, but in such case if there be no objections, the directors may be elected in any other proper manner. Drawing by lot shall resolve, where necessary, any tie votes. If an election of directors shall not be held on the day designated for the annual meeting, a special meeting of the members may be held for the purpose of electing directors within a reasonable time thereafter.

(c) No person or non-natural person as described in subsection (e) of this section shall be eligible to become or remain a director or to hold any position of trust in the Cooperative who is not an active member in good standing of the Cooperative, has not been a bona fide resident of the county from which they are to be elected for six months immediately preceding the nomination to directorship, or who is in any way employed by or financially interested in a competing enterprise.

(d) No person shall be eligible to become or remain a director who has been finally convicted of a felony or misdemeanor involving moral turpitude.

(e) In order to be eligible to become or remain a director of the Cooperative, a person must be a member of the

Cooperative and receiving service therefrom, and not be a close relative as defined in Section 4.08 of an incumbent director, or the director being replaced. However, the operating or chief executive officer of any member which is not a natural person, such as a corporation, church, etc., or its designee, shall, notwithstanding that they do not receive service from the Cooperative, be eligible to become a director, from the county in which such member is located, if they be so designated.

(1) Is in substantial permanent occupancy, direction or use of the premises served by the Cooperative, and (2) Is a permanent resident within the county where such member is served by the Cooperative; provided further, that no more than one (1) such person may serve on the Board of Directors at the same time.

(f) No person shall be eligible to become or remain a director of, or to hold any other position of trust in the Cooperative, unless such person has the legal capacity to enter into a binding contract.

(g) No employee of the Cooperative shall be eligible to become or remain a director of the Cooperative.

(h) 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 chair presiding at the meeting at which such nominee would be otherwise 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 them to be removed therefrom, as the case may be.

(i) Nothing in this section contained 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 intent averse to that of the Cooperative.

#### Section 4.04: Committee on Nominations, Credentials and Elections

(a) Committee on Nominations. It shall be the duty of the Board of Directors to appoint, at its regular August meeting of each year, a committee on nominations consisting of not less than five (5) nor more than eleven (11) members who shall be selected so as to ensure equitable geographic representation. No existing Cooperative employee, agent, officer, director or unknown candidate for director, may serve on such committee. The committee shall receive and consider nominees submitted by the members of the Cooperative. The submission should include the member's name, address, account number and contact information and be mailed to the Committee on Nominations, P.O. Box 60, Taylorsville, MS 39168. Nominations must be received by August 9, 2018. The committee shall meet at a time and place set by the Board of Directors. The committee shall prepare and post at the principal office of the Cooperative within fifteen (15) days after the date of their appointment a list of nominations for directors. The Secretary shall mail with the notice of the membership meeting a statement of the number of directors to be elected and showing separately those candidates nominated by the Committee on Nominations and those candidates nominated by petitions, which have been received on, or prior to the second Thursday of September of the year of such meeting. Any fifty (50) members acting together may make nominations by petition and the Secretary shall post such nominations at the same place where the list of nominations by the committee is posted. Any petition or nomination shall be submitted on a form designated and provided by the Cooperative. Each member signing such petition shall place thereon the date of signing, address and account number of the member. At the membership meeting, the Chairman shall call for additional nominations from the floor. No member may nominate more than one candidate.