

# Transmitter

Egyptian Telephone Cooperative Assn. • March 2020



## Egyptian Telephone Cooperative Association's 66<sup>th</sup> Annual Membership Meeting

Friday, April 17, 2020 at the American Legion

5–7pm registration and barbeque meal

7:15 – business session

All members attending receive a gift.

*On behalf of the board of directors and employees, we wish to extend a special invitation to you, our members, to attend the 66th Annual Membership Meeting on Friday, April 17 at the American Legion in Steeleville. The official notice and annual report will be mailed to members on April 3, 2020. Participate and enjoy your annual meeting.*

**First 50  
members to  
register receive  
an additional  
gift!**



### Telephone Assistance

Eligible low income households can receive financial help with the cost of basic local phone service. A federal program provides a monthly discount of \$7.25 for telephone service or a monthly discount of \$9.25 for broadband Internet service to eligible households. Contact us for details.

## Nominating Committee meets

The members appointed to the 2020 Nominating Committee met Thursday, February 20, 2020. The purpose of the meeting was to nominate candidates for three director positions that will expire this year at the 66th Annual Meeting.

The committee present for the 2020 nominating committee meeting were: Gene Luthy, Baldwin; Shane Moen, Blair; Kenny Jarrett, Glenn; Doug Zacheis, Oakdale; David Gill, Rice; Jeanne Koeller, St. Libory;, and Lowell Shubert, Venedy. Also present were Cooperative Attorney Ron Arbeiter and General Manager Matthew Bollinger.

Mr. Arbeiter reviewed cooperative bylaws and policies pertaining to the committee's responsibilities and duties from nominating candidates. Lowell Shubert was elected chairman and Douglas Zacheis was elected secretary. After discussion, the committee

nominated the following candidates from the Baldwin, Glenn, and Blair exchanges. One director position in each exchange expires this year. Nominated candidates are:

**David Goetting – Baldwin**

**Ken Hollmann – Glenn**

**Kevin Nurnberger – Blair**

These candidates, along with any nominations by petition, as prescribed in Article IV, Section 4.4 of the bylaws and meeting the qualifications to be a board member, as prescribed in Article IV, Section 4.3, and any nominations from the floor at annual meeting will be voted on by the members present at the annual meeting on Friday, April 17, 2020.

### IMPORTANT- 24-Hour Trouble-Reporting Numbers

To report trouble from ETCA Exchanges, use the following free telephone numbers 24 hours a day:

Oakdale.....329-1234

Rice .....336-1234

Glenn .....763-1234

St. Libory.....768-1234

Blair.....774-1234

Baldwin .....785-1234

Venedy .....824-1234



**Egyptian Telephone Cooperative Association**

1010 W. Broadway, Steeleville, Illinois 62288

Business Office: 618.774.1000

Toll Free: 888.774.1638

Office Hours: • 8:00 a.m. – 4:30 p.m. Mon. - Fri.





# Win a \$10 Bill Credit



Correctly complete the following questions and mail the completed form with your telephone bill before the due date. Your name will be placed in a drawing for a \$10 bill credit. There will be four winners drawn in April. February winners were Kyle Schoenherr, Jim Kozuszek, Milton Gerler, and Gordon Gale.

1. On April 17, 2020, Egyptian will be hosting its \_\_\_\_\_ Annual Meeting.
2. The first \_\_\_\_\_ members to register at the Annual Meeting received an additional gift.

Name \_\_\_\_\_ Telephone Number \_\_\_\_\_



## Bylaw Summary Election

Each member has been furnished their own copy of the cooperative bylaws and a copy of the bylaws may be inspected during normal office hours at the cooperative's headquarters. Listed below are sections of the Bylaws, which pertain to the 2020 Annual Meeting:

### SECTION 1.1. Eligibility.

Any person, firm, association, corporation, or body politic or subdivision thereof will become a member of Egyptian Telephone Cooperative Association (hereinafter called the "Cooperative") upon receipt of telecommunications and information services (hereinafter referred to simply as "services") from the Cooperative. Membership is automatic and instantaneous upon receipt of service; however, each member shall:

- (1) Make a written application for membership for the Cooperative's records;
- (2) Agree to purchase services from the Cooperative in accordance with established tariffs, as well as pay other charges for services that the member uses which the Cooperative is obligated by law or contract to collect;
- (3) Agree to comply with, and be bound by, the Articles of Incorporation and Bylaws of the Cooperative and any rules and regulations adopted by the Board; and
- (4) Pay any membership fee as hereinafter may be specified.

The status of all memberships shall be as reflected upon the books of the Cooperative and no membership certificates will be issued.

### SECTION 1.2. Definition And Classifications.

(a) Membership in the Cooperative is effected by:

- (1) Procuring the Cooperative's central office dial tone, or
- (2) Providing a continuing periodic telecommunications revenue stream for the cooperative.

The Board will determine under rules of general application the types and amounts of revenue streams or the types and amounts of patronage that give rise to the privileges and obligations of membership.

(b) The Cooperative may have one or more classes of members to accommodate the various types of services. If the Cooperative has more than one class of membership, the definitions, the types, the qualifications and rights of each class shall be determined by the Board and set forth in these Bylaws.

(c) Exchange and interexchange carriers who participate with the Cooperative in the provision of telecommunications services to members are neither members nor patrons by virtue of division of revenue contracts, settlement or access arrangements and other tariffed charges these carriers pay in the provision of services to their end users. The Board has the authority to determine all questions dealing with member or patron status as well as capital credit allocation issues for large users of the cooperative's facilities.

(d) Each time sharing or interval ownership premise is considered as a single-corporate member. The corporation holding the seasonal, recreational and short interval rental properties will be deemed to hold the membership.

### SECTION 3.1. Annual Meeting.

The annual meeting of the members shall be held at a date and place within the State as selected by the Board, and shall be designated in the Notice of the Meeting for the purpose of electing Board members, passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting. It shall be the responsibility of the Board to make adequate plans and preparations for the annual meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Cooperative nor affect the validity of any corporate action.

### SECTION 3.3. Notice of Members' Meetings.

Written or printed notice stating the place, day and hour of the meeting, and, in case of a special meeting or an annual meeting at which business requiring special notice is to be transacted, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) days nor more than forty (40) days before the date of the meeting, either personally or by mail, by or at the direction of the secretary, or upon a default in duty by the secretary, by the persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at the address appearing on the records of the Cooperative, with postage thereon prepaid. The incidental or unintended failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

### SECTION 3.5. Quorum.

Business may not be transacted at any meeting of the members unless there are present in person at least fifty (50) members or two percent (2%) of the then total members of the Cooperative, whichever is greater, except that, if less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting to another time and date, provided that the secretary shall notify any absent members of the time, date, and place of such adjourned meeting by delivering notice thereof as provided in Section 3.3. At all meetings of the members, whether a quorum be present or not, the secretary shall affix to the meeting minutes, or incorporate therein by reference, a list of those members who were registered as present in person.

### SECTION 4.2. Election Process And Tenure of Office.

Directors shall be elected by a secret ballot at each annual meeting when there is competition for the Board seat(s) to be filled. They shall be elected by and from the members to serve a three (3) year term or until their successors shall have been elected and shall have qualified. The terms of the directors shall be staggered to insure continuity. If an election of directors is not held on the day designated herein for the annual meeting or at any adjournment thereof, a special meeting of the members shall be held for the purpose of electing directors at a reasonable time thereafter.

The Board of Directors shall consist of one member from each exchange in the Cooperative. The remaining two (2) board members shall be selected from the service areas to maintain geographical area representation, however, no exchange shall have more than two (2) board members.

### SECTION 4.3. Qualifications To Become Or Remain A Director.

Any member shall be eligible to be elected and remain a Director of the Cooperative provided that he/she:

- (1) Resides in the geographic area from which he or she is elected, and has resided there for more than two hundred and forty (240) days during the last twelve (12) month period. However, residency is not a requirement for members who are not natural persons.
- (2) Is NOT an employee of the Cooperative or in any way financially interested in a competing enterprise or a business engaged in selling communication services or communication supplies or maintaining communication facilities. However, the Board may grant exceptions for "de minimus" competing enterprise.
- (3) Is NOT closely related to an incumbent Director or an employee of the Cooperative. As used here, "closely related" means a person who is related to the principal person by consanguinity or affinity, to the second degree or less that is, a person who is either a spouse, child, grandparent, parent, brother, sister, aunt, uncle, nephew, or niece, by blood or in law, of the principal. However, no incumbent Director shall lose eligibility to remain a Director or to be reelected as a Director if he becomes a close relative of another incumbent Director or of a Cooperative employee because of a marriage to which he was not a party; neither shall an employee lose eligibility to continue in the employment of the Cooperative if he or she becomes a close relative of a Director because of a marriage to which he or she was not a party. Notwithstanding the foregoing, the Cooperative shall adopt a written policy which will govern the application in practice of this Bylaw section to assure no employee will suffer unjust or unreasonable discrimination because of marital status.
- (4) Is a director serving a three (3) year term immediately preceding an election who has, unless excused by a majority vote of the board, received three (3) Leadership Points from board approved continuing education, training, and/or instruction during such preceding term.

To remain a Director, the incumbent must attend two thirds (2/3) or more of the regular meetings during each twelve month period, beginning with the month of his/her election unless his/her absence from a board meeting is excused by a majority vote of the board. Upon establishment of the fact that a Director or nominee is in violation of any of the provisions of this Section, that office or nomination shall be deemed vacant by the board.

Nothing in this Section shall affect, in any manner whatsoever, the validity of any action taken at any meetings of the Board.

### SECTION 4.4. Nominations.

It shall be the duty of the Board to appoint a committee on nominations consisting of not less than 5 nor more than 11 members who shall be selected from different geographic areas so as to ensure equitable representation. At least one (1) member of the committee shall be selected from each geographic area where a Director is to be elected. This Committee shall be appointed not less than forty (40) days nor more than ninety (90) days before the date of a meeting of the members at which Board members are to be elected. No member of the Board, close relative of a Board member, or employee may serve on such committee. The committee, keeping in mind the principle of equitable representation, shall prepare and post at the principle office of the Cooperative at least twenty (20) days before the meeting, a list of nominations for Board members which shall include as many nominees for each Board position as the committee deems desirable. The secretary shall be responsible for mailing with a Notice of the Meeting, or separately, but at least five (5) days before the date of the meeting, a statement of the number of Board members to be elected and the names by exchange of the candidates nominated by the committee on nominations. Any fifteen (15) or more members acting together may make other nominations by petition and the secretary shall post such nominations at the same place where the list of nominations made by the committee is posted. Nominations made by petition, if any, received at least ten (10) days before the meeting shall be included on the official ballot. Such ballot shall arrange the names of the candidates by geographic area and shall also designate the candidates nominated by the committee and those nominated by petition. Later nominations by petition shall be treated as nominations from the floor. The chairman shall call for additional nominations from the floor and nominations shall not be closed until at least one (1) minute has passed during which no additional nomination has been made. No member may nominate more than one candidate. Incumbent Board members must be re-nominated by the committee, by petition or from the floor to be re-elected.

No member may hold more than one membership of each class in the Cooperative. No membership in the Cooperative shall be transferrable, except on the books of the Cooperative and as provided for in these Bylaws.

All memberships in the Cooperative are extended only to individual persons (natural or corporate) who meet the requirements of 1.1. Memberships formerly issued to husbands and wives, previously referred to as joint memberships, will be allowed to continue. However, from the date of this current edition of Bylaws, no new joint memberships will be established. Individual memberships will be freely transferrable on the books of the Cooperative between any persons in the same household or corporation upon request in writing. Thus, the term "member" as used in these Bylaws shall refer to an individual but can, on a grandfathered basis, be deemed to include a husband and wife still holding a joint membership and any provisions relating to the rights and liabilities of membership shall apply equally with respect to the holders of a joint membership. Without limiting the generality of the foregoing, the effect of the hereinafter specified actions by or in respect of the holders of a grandfathered joint membership shall be as follows:

- (1) The presence at a meeting of either or both shall be regarded as the presence of one member and shall constitute a joint waiver of notice of the meeting;
- (2) The vote of either separately or both jointly shall constitute one joint vote;
- (3) A waiver of notice signed by either or both shall constitute a joint waiver;
- (4) Notice to either shall constitute notice to both;
- (5) Expulsion of either shall terminate the joint membership;
- (6) Withdrawal of either shall terminate the joint membership;
- (7) Either, but not both, may be elected or appointed as an officer or Board member if individually qualified;
- (8) Upon the death of either spouse who is a party to the joint membership, such membership shall be converted to an individual membership. However, the estate of the deceased shall not be released from any debts due the Cooperative.

