

# Transmitter

Egyptian Telephone Cooperative Assn. • March 2021

## Nominating Committee meets

The members appointed to the 2021 Nominating Committee met Thursday, February 11, 2021. The purpose of the meeting was to nominate candidates for three director positions that will expire this year at the 67th Annual Meeting and also to re-nominate three director candidates whose terms expired in 2020.

The committee present for the 2021 nominating committee were: Gene Luthy, Baldwin; Shane Moen, Blair; Alyssa Mueller, Glenn, 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. Doug Zacheis was elected chairman and David Gill was elected secretary. After discussion, the committee nominated the following candidates from the Oakdale, St. Libory, and Venedy exchanges. One director in each exchange expires this year. Nominated candidates for 2021 are:

**Greg Alfeldt – Oakdale**  
**Sue Wennemann – St. Libory**  
**Curtis Wolf – Venedy**

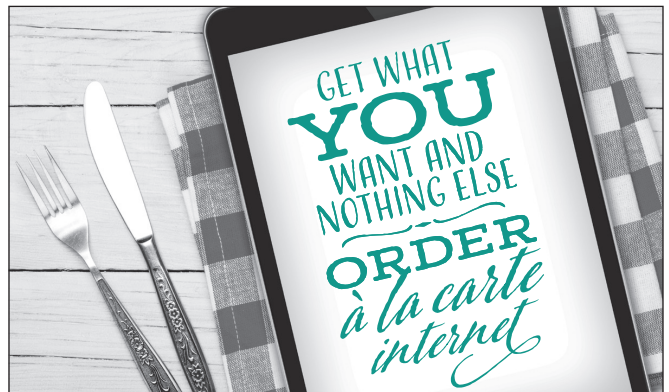
Directors whose terms expired in 2020 and were re-nominated at the nominating committee meeting were David Goetting, Baldwin, Kenny Hollmann, Glenn, and Kevin Nurnberger, Blair.

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, August 13, 2021.



## 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 \$5.25 for telephone service or a monthly discount of \$9.25 for broadband Internet service to eligible households. Contact us for details.



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## 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	Blair.....	774-1234
Rice .....	336-1234	Baldwin .....	785-1234
Glenn .....	763-1234	Venedy .....	824-1234
St. Libory.....	768-1234		



### 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.

Egyptian is an equal opportunity provider and employer.





# 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 Jack Frederking, Wanda Hawkins, Roy Kloth, and Daniel Thessing.

1. Egyptian's 67th Annual Meeting is scheduled for August \_\_\_\_\_, 2021.
2. Eligible low income households can receive a monthly discount of \$\_\_\_\_\_ for telephone service.

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



## Bylaw Summary Election

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 2021 Annual Meeting.

### SECTION 1.1. Eligibility.

Any eligible 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 at least one communications service (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 or electronic application for membership for the Cooperative's records;
- (2) Agree to purchase services from the Cooperative as herein specified;
- (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.

- (1) The Board shall determine, within the limits set by law, what constitutes a "communications service" for the purposes of any class of membership at the Cooperative. At a minimum, communications service for the purpose of membership shall include traditional dial tone that has historically been the basis for membership in the cooperative, but purchase of dial tone is not a requirement for membership as long as at least one other communications service, as defined by this section, is purchased. Once a service is determined to be a communications service for purposes of membership, that determination can only be reversed by vote at a meeting of the members.

- (2) 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.

- (3) Exchange carriers, interexchange carriers, and other communications service providers are eligible for membership and patronage allocation to the extent they utilize the Cooperative's basic communications services in the ordinary course of administrative affairs of their business. However, none of such entities or their customers are eligible for Cooperative membership or patronage allocation by virtue of their:

- (a) Purchase of local access or toll access services
- (b) Purchase of equipment
- (c) Joint participation with the Cooperative in the provision of telecommunications services
- (d) Payment of access or regulatory support program fees or assessments
- (e) Payment of interconnection fees
- (f) Purchase for resale of any of the Cooperative's services or
- (g) Participation with the Cooperative in the provision of communication services.

- (4) A non-natural entity or organization may apply or continue membership in the Cooperative pursuant to the requirements for membership specified in Section 1.1 of this article (Referred to herein as corporate or organizational memberships). Any such non-natural person accepted, or continuing membership, must designate to the Cooperative an individual to represent its voting interests in any meeting of the members or any otherwise needed representation of that membership's interests.

- (5) 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.

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

- (7) 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 transferable 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:

- (a) 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;

- (b) The vote of either separately or both jointly shall constitute one joint vote;
- (c) A waiver of notice signed by either or both shall constitute a joint waiver;
- (d) Notice to either shall constitute notice to both
- (e) Expulsion of either shall terminate the joint membership;
- (f) Withdrawal of either shall terminate the joint membership;
- (g) Either, but not both, may be elected or appointed as an officer or Board member if both are individually qualified;
- (h) 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.

### 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 3.4 Postponement of a Meeting of the Members

In the event of inclement weather or the occurrence of a catastrophic event, the meeting of the members may be postponed by the President. Notice of the adjourned meeting shall be given by the President in any media of general circulation or broadcast serving the area.

### 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 become or remain a director provided that the member:

- (1) Is a member in good standing and presently resides in the area served, or to be served, by the Cooperative. Member must have resided there for more than two hundred and forty (240) days during the last twelve (12) month period. Account must have been in good standing for one (1) year, prior to election or appointment as a director.
- (2) Is not an employee of the Cooperative or in any way financially interested in a competing enterprise or a business engaged in selling communications services, communications supplies, or maintaining communications facilities. However, the Board may grant exceptions for "deminimus" competing enterprises.
- (3) Is not a former employee of the Cooperative who was terminated for cause. A former employee who was not terminated for cause may be eligible to become a Director no sooner than a date three (3) years from the time the member's employment with the Cooperative ended.

- (4) Has not, while a Director, and during the ten (10) years immediately before becoming a Director, been convicted of, or plead guilty to, a felony, two (2) misdemeanors (excluding minor traffic violations), or any offense involving moral turpitude.

- (5) Is not closely related to an incumbent Director or an employee of the Cooperative. As used in these Bylaws, "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 or 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 or she 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.

- (6) To remain a Director, the incumbent must:

- (a) Attend at least two-thirds of the regular monthly board meetings during each 12-month period, beginning with the month of his/her election, unless the remainder of the board excuses such violation because of medical or personal emergency reasons; and

- (b) Attend during each three-year term, at least three board-approved national, state or regional meetings, workshops and/or seminars related or pertaining to the continuing education, training, or industry-informational updating, unless the remainder of the board excuses such violation because of medical or personal emergency reasons.

- (7) Upon establishment of the fact that a Director nominee, or incumbent Director, is in violation of any of the provisions of this section, then that nomination or incumbent office shall be deemed vacant, and the Board shall take the necessary action to remove such nominee from the election or the incumbent from office.

- (8) Nothing in this section shall affect in any manner whatsoever, the validity of any action taken at any meeting 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 principal 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, must be received at least ten (10) days before the meeting. Ballot shall arrange the names of the candidates by geographic areas and shall also designate the candidates nominated by the committee and those nominated by petition. There shall be no nominations from the floor. Incumbent Board members must be re-nominated by the committee or by petition to be re-elected.

### SECTION 4.5 Election of Directors

Contested elections of Directors shall be by a form of printed ballot. The ballot shall list the names of the candidates nominated by the committee and by petition with such names arranged by exchanges.

Each member of the Cooperative present in person at the meeting shall be entitled to vote for one (1) candidate for each director position to be filled from each exchange from which a Director is to be elected or on any issue before the meeting. The candidate from each exchange from which a Director is to be elected receiving a plurality of votes cast for that office at such meeting shall be declared elected as a Director. If an election is not held due to failure to reach a quorum, or any other valid reason, at a meeting where an election is scheduled, that election shall take place either at a special meeting of the members held for that purpose, or at the next regularly scheduled annual meeting where a quorum is present. A director elected under these circumstances, at a special meeting, or at the next annual meeting where a quorum is present, shall serve only the remainder of the three year term as if elected on the date of the originally scheduled election.

In any year which any of the nominees for election as director, as determined in Article IV, Section 4.4, do not have formal challenges for the position after the posted deadline for nominating petitions, secret balloting for that director position may be dispensed with respect to the election, voting may be conducted in any other proper manner, or the Secretary may certify the results of the election to the Board.

