



OFFICIAL NOTICE AND INVITATION

The Cooperative's 78th Annual Meeting will be held in person, Wednesday, August 17, 2022 at Gilbertsville-Mount Upton Central School located at 693 NY-51, Gilbertsville, NY 13776. Registration will open at 5:00 PM with the business meeting to begin promptly at 7:00 PM.

Official notice and an open invitation are hereby extended to all bona fide members and their families of the Cooperative and take part in the proceedings. We have also proposed bylaws changes that are set forth on the following pages. Full text versions are available on our website at www.otsegoec.coop and on our social media sites. Please call if you prefer a paper copy.

REGISTRATION 5:00—6:45 PM BUSINESS MEETING: 7:00 PM

Brooks' House of BBQ will be serving a chicken dinner from 5:00 to 6:30 PM by **Reservation ONLY**. There will be bill credits to all members who are registered and seated in the auditorium before 7:00 PM and there will be two Grand Prize drawings - one at the beginning of the meeting and one at the end.

If you would like to join us and participate in the chicken BBQ dinner, please complete the ticket that can be found on the back and return it with the \$10.00 per dinner payment by 8/8/2022. Please make checks payable to "Otsego Electric Cooperative" and please **DO NOT** include this payment in your check for payment of your electric bill. Dinner tickets will not be sold at the meeting.

OFFICIAL BUSINESS

The official business meeting of the Cooperative will include: a CEO Report (including an OEConnect broadband update), the official reports of the officers, and the election of two directors. OEC's Financial Report, as audited by Mostert, Manzanero & Scott, CPAs, will also be available at the registration table.

A Nominating Committee composed of: Paula Matteson, Glen Kohler, Richard Eldridge, Bruce Phillips, Susan Mathiesen, Thomas Clapperton, and Stacey Frazier met on June 15, 2022 to confirm the petitions for the slate of nominees for directors to be elected to a new term. Nominees are Steve Child (3 year term), and Patrick Hooker (3 year term).

Otsego Electric Cooperative
P.O. Box 128,
Hartwick, NY 13348

Office Hours
7:30 – 4:00
Monday – Friday

Phone:
607-293-6622

Pay-by-Phone
1-844-843-6842

After Hours and Outages:
1-866-591-3192

Call **UDig New York** before
you dig at **811** or
1-800-962-7962

Board of Directors

Gary Potter
President

Charles Arnold
Vice President

Edward Clarke
Treasurer

Steve Child
Secretary

Fred Braun, Jr.
Director

Amy Parr
Director

Patrick Hooker
Director

Timothy R. Johnson
CEO

www.otsegoec.coop

www.oconnect.coop

Howard S. Marlette Memorial Scholarship Winners Announced!

This year the family of Howard Marlette and OEC awarded scholarships to four outstanding high school seniors, Sara Brean of Brookfield Central and Monica Kennedy, Hartwick were winners; and Ronnie Hickling of Edmeston Central, Camilla Tabor of Cherry Valley, were given alternate awards. These awards are given annually in memory of Howard Marlette who was an active and well-respected member of the community and served Otsego Electric Cooperative, Inc. for 37 years as a Director and President of the Board. The Marlette family and OEC established these awards to honor Howard's lifetime of service.

2021 Breakthrough Business Award by the Otsego County Chamber of Commerce

OEConnect, the wholly-owned gigabit fiber broadband business owned by Otsego Electric Cooperative (OEC), has been awarded the 2021 Breakthrough Business Award by the Otsego County Chamber of Commerce. This is a wonderful recognition for the outstanding efforts of the employees of OEConnect and OEC! This Award is truly a Team Award and many people contributed to our success. The employees, Board of Directors, and members of OEC made this possible. Tim Johnson, the CEO of the two companies said, "OEC and OEConnect are fortunate to have dedicated and capable employees who put tremendous efforts into the new business. Our Board of Directors and our members demanded quality broadband service and they answered the call."

OEC created this Start Up business with the existing team of employees within the cooperative without adding new employees for the first three years. The effort created some stress as we figured out how we could possibly build a fiber business while running a full-time electric utility business but it has worked out very well. There were 17 employees at OEC upon start up and now OEC employs 4 full-time OEConnect employees.

OEConnect is happy to report that we are still growing. We will be building 110 miles this year and we look forward to the Federal Infrastructure Investment and Jobs Act funding to see what future opportunities may arise. Thank you to the members and subscribers of Otsego Electric Cooperative and OEConnect for your support!

If you would like to order chicken or to pre-register, please call us and/or return the coupon located below along with the \$10.00 per dinner payment. Please make your check payable to Otsego Electric Cooperative. Please do not include this in your electric bill payment. No chicken tickets will be sold at the meeting.



78th Annual Meeting — Brooks' Chicken Bar-B-Q

\$10.00 Per Serving

Enclosed Please Find \$ _____

Please Reserve _____ Tickets at \$10.00 Each (*NO Takeout*)

Name(s) _____

(Otsego Electric Cooperative Members and Family Only Please)



2022 Bylaw Revisions:

The Board of Directors has proposed bylaw changes to update, revise, or add provisions regarding electronic meetings and voting, broadband, easements, arbitration, and member-generation purchases. The changes are set forth below and are available on the OEC website. Please call the office if you have questions or comments before the meeting. These will be considered for adoption at the Annual Meeting on August 17, 2022.

Article I Membership. Section 1. REQUIREMENTS FOR MEMBERSHIP. Any person, firm, association, corporation, trust, estate, partnership, federal or state government, or agency, body politic or subdivision, or body politic thereof (collectively a "person") may become a member ~~of~~ Otsego Electric Cooperative, Inc., (hereinafter called the "Cooperative") by:(a) filing a written or electronic application for membership therein; (b) agreeing to purchase from the Cooperative electric energy; or, if desired, energy-related or other services; as hereinafter specified; (c) agreeing 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 of Directors; and (d) no member may hold more than one membership in the Cooperative, and no membership in the Cooperative shall be transferable, except as provided in these Bylaws. Each membership application shall be reviewed by the Board of Directors and approved if it meets the requirements. ...Section 5. PURCHASE OF ELECTRIC ENERGY. Each member shall, as soon as electric energy shall be available, purchase from the Cooperative all electric energy used on the premises specified in the application for membership except for electricity that might be generated by the member on his, her, their, or its premises, if the Board of Directors agrees to accept said electricity as a matter of its discretion.....Section 3. JOINT MEMBERSHIP. Members may apply for a joint membership in accordance with the laws of New York State on marriages and, subject to ~~their~~ compliance with the requirements set forth in Section 1 of this Article, may be accepted for such membership. The term "member" as used in these Bylaws shall ~~be deemed to include a~~ married couple husband and wife holding a joint membership and any provision 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 to the holders of a 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 have the effect of revoking a proxy executed by either or both, ~~and~~ shall constitute of constituting a joint waiver of notice of the meeting;...

Article II RIGHTS AND LIABILITIES OF MEMBERS. Section 3. RIGHTS-OF-WAY ACROSS MEMBER PROPERTIES. Each member shall grant to the Cooperative an easement or right-of-way across the member's property, in an existing easement location or a location to be agreed upon in advance between the member and the Cooperative, for the purposes of extending electric and fiber broadband service provided by the Cooperative or a subsidiary thereof to member and to other member/consumers, erection, maintenance and replacement of electric transmissions and distribution lines. ~~This amendment shall not apply to any existing members receiving service prior to August 24, 1988.~~ Section 4. DISPUTE RESOLUTION. All disputes, claims, or controversies arising from or related in any way to the Cooperative's provision of electric, internet, telecommunications or other services, or its furnishing of any goods or its conduct of its operations, other than disputes or claims related to the payment for electric energy provided

by the Cooperative that are not resolved by agreement of the parties, shall at the request of any party, be resolved by binding arbitration by an impartial arbitrator or panel, pursuant to written procedures to be established from time to time by the Board of Directors. Each member of the Cooperative agrees to arbitrate all such disputes, claims, or controversies according to this Bylaw and the policies or regulations prescribed by the Board of Directors and to abide by and perform any awards made hereunder. This bylaw provision shall survive any withdrawal from or termination of a member's membership in the Cooperative.

Article III MEETINGS OF MEMBERS.Section 1. ANNUAL MEETING. The Annual Meeting of the members shall be held during the month of August of each year ~~beginning with the year 1968...~~Section 3. NOTICE OF MEMBERS' MEETINGS. Written, electronic, 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 other than that listed in Section 7 of this Article is to be transacted, the purpose or purposes for which the meeting is called, shall be delivered not less than ten days nor more than ~~twenty-five~~ sixty days before the date of the meeting, either personally, electronically, or by mail, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the person calling the meeting, to each member...Section 4. QUORUM. If the total number of members exceeds five hundred, then fifty members shall constitute a quorum. As long as ~~If~~ the total number of members does not exceed five hundred, then ten per centum of the total number of members present in person or by electronic means (if put into effect by the Board of Directors for that specific meeting) shall constitute a quorum. ~~In case the total number of members shall exceed five hundred, fifty members shall constitute a quorum.~~ If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting from time to time without further notice, provided, that the Secretary shall notify any absent members of the time and place of such adjourned meeting. If the Board of Directors decides to allow electronic attendance at such meeting, it shall adopt a resolution to that effect at a board meeting held prior to the meeting with notice thereof to be given to all members as set forth above in Section 3. Section 5. VOTING. Each member shall be entitled to only one vote. Votes can be cast in person, by electronic means, by absentee ballot, or by proxy. All questions shall be decided by a vote of a majority of the members voting thereon in person or by proxy, or by electronic attendance, except as otherwise provided by law, the Articles of Incorporation or these Bylaws. Section 6. PROXIES, ELECTRONIC VOTING, and ABSENTEE BALLOTS.b.) At the discretion of Board, the Board may adopt a resolution at a regularly held Board Meeting to allow voting by electronic means or by absentee ballot. Section 7. ORDER OF BUSINESS. The order... shall be essentially as follows: 1. Report as to which members are present in person or electronically and which members are represented by proxy in order to determine the existence of a quorum...

Article V MEETINGS OF DIRECTORS...Section 3. NOTICE OF DIRECTORS' MEETINGS. Written or electronic notice of the time, place and purpose of any special meeting of the Board of Directors shall be delivered not less than five days previous thereto, either personally, ~~or~~ by mail, or electronically...Section 4. QUORUM. A majority of the Board of Directors shall constitute a quorum, provided, that if less than such majority of the directors is present either in person, electronically, or by telephone, at said meeting a majority of the directors present may adjourn the meeting from time to time; and provided further, that the Secretary shall notify any absent directors of the time and place of such adjourned meeting. The act of the majority of the directors, present in person, electronically, or by phone, at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in these Bylaws.