

CEO CORNER



Ryan Bartlett,
President / CEO

Cooperative Spirit

Have you ever taken a moment to consider what makes a company successful over a long period of time? What keeps people coming to the same business for ten years, or twenty years or even more? Last year, as we celebrated our 80th anniversary, I reflected on this question: What has kept this cooperative thriving for over eighty years? I came to realize our long-term sustainability and relevance aren't rooted in just the services we offer our members, or the fact we have the best employees, or even our deeply committed board of directors. Our success is a mixture

hardiness of our linemen who willingly venture into all types of weather. It is our employees' desire to care for our members and the determination and foresight of our board of directors to venture into an entirely new service like fiber internet. It is our drive to push the envelope in member service and provide innovative products for our membership. It is the perseverance and humanity of our local communities supporting one another during fires that seem to pop up out of nowhere. Throughout

2020 we will delve further into what the cooperative spirit

“What is the cooperative spirit? It's the grit and tenacity that brought us through tough times...”

means and explore all the ways in which we each make a difference.

The year 2020 for our cooperative will be full of exciting change and continued innovation. We are nearing completion of our work at the Abilene office and this will help better serve our members in 2020 and beyond. I have my team focused on constructing new fiber-optic cables and installing new Access Taylor Fiber internet members as quickly as possible. As I'm sure you have noticed, we have updated the appearance of our pages in Texas Co-op Power magazine. I wanted to change how we present monthly information to better reflect our 2020 vision, so I hope you enjoy the new look. Along with change and innovation, this year you will see and hear inspirational stories from new voices and from those who personify our cooperative spirit. I am so thankful that you have chosen Taylor Electric to serve you and I wish each of you a happy and prosperous new year!



of all these things combined with a certain drive and determination that has set us apart and which makes us special. I think of it as our cooperative spirit.

What is the cooperative spirit? It is the grit and tenacity that brought us through tough times like the rise and fall of the economy, the oil booms and busts, and even times of extreme weather. It is the persistence in the face of legislative battles and the

CEO CORNER

SAVE THE DATE!



TAYLOR EC ANNUAL MEETING

Thursday, April 16
Abilene Convention Center

TAPHOUSE_STUDIOS | ISTOCK.COM



226 County Road 287 • P.O. Box 250
Merkel, TX 79536

PRESIDENT/CEO
Ryan Bartlett

BOARD OF DIRECTORS
Cecil Davis, Board Chairman, *Zone 1*
Leland Robinson, Board Vice Chairman, *Zone 1*
David McFall, Secretary-Treasurer, *Zone 2*
Garland Carter, *Zone 2*
Richard Petree, *At-Large*
Kathryn Rainey, *Zone 3*
Gay Simmons, *Zone 3*

HANDY WAYS TO PAY YOUR BILL

Online
taylorelectric.com

Taylor Electric App
Available on your Apple or Android device

By Phone
(325) 793-8500
Payments credited immediately.

In Person
Office hours:
7:30 a.m.–5:30 p.m., Monday–Friday

Merkel location:
226 CR 287, Merkel 79536

Abilene location:
7966 Highway 83, Abilene 79602
Payments credited immediately.

Drop Box
Merkel office at front gate
Abilene office next to first door on the left
Payments credited next business day.

Pay Stations

- **United Supermarket**, 521 S. Access Road, Clyde
- **Food Plaza #4**, 109 S.E. Fifth St., Cross Plains
- **Cash Saver**, 155 Sayles Blvd., Abilene
- **United Supermarket**, 2160 Pine St., Abilene
- **Check Express**, 906 E. Broadway Ave., Sweetwater

Payments credited next business day.



WE RESOLVE TO

Provide you with the most reliable electric service possible.

Keep our rates as low as possible.

Provide friendly and efficient customer service at all times.

Never forget that you are a member-owner of this cooperative.

Happy new year from the directors and employees of Taylor Electric Cooperative.

Our offices will be closed Wednesday, January 1, for the holiday.



DAVE SHIFFER

Nominating Committee To Meet February 18

Candidate applications due February 3 at 5:30 p.m.

TAYLOR ELECTRIC COOPERATIVE'S NOMINATING COMMITTEE WILL MEET

February 18 at 10 a.m. to elect candidates for the 2020 board of directors ballot.

Committee members, who each represent a respective zone within Taylor EC's service territory, will screen and interview applicants to be placed on the ballot. Voting for the director seats will take place at the 81st annual meeting.

If you or someone you know is interested in running for a seat on the board of directors, an eligibility checklist can be found below, and the application begins on the adjacent page. Additional copies are available at Taylor EC's headquarters.

Applications are due by 5:30 p.m. February 3. Completed applications can be mailed or faxed to the Taylor EC headquarters:

Taylor Electric Cooperative, Attn: Nominating Committee
P.O. Box 250, Merkel, TX 79536
Fax: (325) 793-9680

Nominating Committee Members

Zone 1—Taylor County

Craig Bessent, Chairman, (325) 692-5937
 Colleen Richards, (325) 692-7122

Zone 2—Callahan, Jones, Eastland, Shackelford counties

Tom Edd Johnson, (806) 928-8872
 Ashley Thompson, (325) 529-6643
 Dee Vinson, (325) 537-9323

Zone 3—Coke, Fisher, Nolan counties

Terry Locklar, (325) 320-6349
 Jesse Mulanax, (325) 235-4278
 Mary Ussery, (325) 798-3645

How To Serve as a Taylor EC Director

Requirements To Serve as a Director:

- ▶ Be a Taylor Electric Cooperative member in good standing for 10 years.
- ▶ Have no criminal history.

Process To Serve as a Director:

- ▶ Must complete and return application by February 3 (can be found on Page 21 and requested anytime at Taylor EC's headquarters).
- ▶ The Nominating Committee meets February 18, when it will interview candidates.
- ▶ Directors elected at the 81st annual meeting April 16.

Duties of a Director:

- ▶ Review and approve work plans and budgets.
- ▶ Review the annual financial audit and management letter.
- ▶ Approve all applications for cooperative membership.
- ▶ Select and appoint legal counsel.
- ▶ Select and appoint auditors.
- ▶ Ensure an adequate and reliable supply of power for the members.

- ▶ Review and approve major contracts, such as wholesale power contracts, loan agreements and construction contracts.
- ▶ Hire and supervise the president/CEO, who hires cooperative staff.
- ▶ Comply with all board policies and bylaws, including attendance at cooperative meetings, training and certifications.
- ▶ Conduct membership meetings.
- ▶ Authorize the construction of major facilities necessary for the efficient operations of the cooperative.
- ▶ Protect the cooperative's assets through review, approval and procurement of appropriate insurance coverage and adhere to all regulatory requirements on local, state and federal levels.
- ▶ Review and approve cooperative strategies, ideas and objectives for future membership needs.

Directors must expect to spend at least 16–20 days a year conducting cooperative business. This time includes regular board meetings and additional

workshops or conventions associated with state and national affiliations. Directors must also expect and plan for extended overnight travel each year.

Local board policy requires directors to secure certification through the National Rural Electric Cooperative Association. These courses train directors in the fundamentals of the power industry and explain all personal liabilities associated with the position.

Taylor EC directors receive no salary for their work on behalf of the cooperative. They may receive a per diem and mileage payments for their time and service. No other benefits are provided.

The directors have made extensive efforts to reduce expenses for out-of-state travel.

In recent years, the directors have voted to eliminate the payment of expenses for spouses to travel and voted to eliminate health insurance for directors.

For the protection of the cooperative, all nominees are subject to personal and financial background checks.

TAYLOR ELECTRIC COOPERATIVE

BOARD OF DIRECTORS APPLICATION

Director Candidate Eligibility Application

NAME		EMAIL ADDRESS	
CONTACT NUMBER(S)	HOME	WORK	FAX
MAILING ADDRESS		CITY	STATE ZIP
RESIDENCE ADDRESS		CITY	STATE ZIP
OCCUPATION		EMPLOYER	YEARS
TAYLOR EC ACCOUNT NUMBER		NAME(S) ON ACCOUNT	

Please note that Taylor Electric Cooperative bylaws provide the guidelines for director candidate eligibility. A “Yes” answer to any question 1–5 may indicate a conflict of interest. If you answer “Yes” to any question 1–5 below, please explain below:

- Are you currently holding an elected public office for which compensation is paid? YES NO
- If your membership account is currently held jointly by husband and wife, is your spouse currently a director? YES NO
- Have you or a close relative (spouse, brother, sister, son, daughter, mother or father, including any of the above by marriage) been employed by or received compensation for serving the cooperative in the past year? YES NO
- In the past year, have you been employed by or had a financial interest in an entity that competes with the cooperative or poses a conflict of interest; or, have you been employed by or shared a material financial interest with another director? YES NO
- Does your employer or business sell products or services to the cooperative? YES NO
- Do you attend the cooperative’s annual meeting each year and vote in director elections? YES NO
- Do you have any experience on other boards or committees such as assemblies, councils, school boards, hospitals, churches, etc., that you think should be considered among your qualifications? If so, please list below.

ORGANIZATION	YEARS SERVED	STILL SERVING?	YOUR CAPACITY
_____	_____	<input type="radio"/> YES <input type="radio"/> NO	_____
_____	_____	<input type="radio"/> YES <input type="radio"/> NO	_____
_____	_____	<input type="radio"/> YES <input type="radio"/> NO	_____
_____	_____	<input type="radio"/> YES <input type="radio"/> NO	_____

continued on reverse

BOARD OF DIRECTORS APPLICATION *continued*

8. Aside from your membership with Taylor Electric Cooperative, what other cooperative memberships have you held?

COOPERATIVE	YEARS	YOUR CAPACITY
_____	_____	_____
_____	_____	_____

9. A director typically spends about 50 hours each year in cooperative business meetings in Merkel. Additional time may be required for meetings and training away from Merkel. If you become a cooperative director, how difficult will it be for you to find time for the following commitments?

	NO PROBLEM	RARE PROBLEM	REAL PROBLEM
Monthly, half-day to daylong board meeting	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Board committee meetings, usually two hours or less, with one or two weeks' notice	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Two- or three-day state or national meetings or seminars with at least one month's notice	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Two- or three-day meetings or seminars anywhere in the United States with at least one month's and usually several months' notice	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

10. Are you willing to attend state and national training courses for directors? YES NO

11. In your opinion, what are the greatest challenges facing Taylor Electric Cooperative in the future?

12. What is your most important qualification to serve as a Taylor Electric Cooperative director?

13. Why do you want to serve on the Taylor Electric Cooperative Board of Directors?

By signing this application, I agree to allow the Taylor Electric Cooperative Board of Directors to check my background and credit history as a part of my qualification to serve on the board of directors.

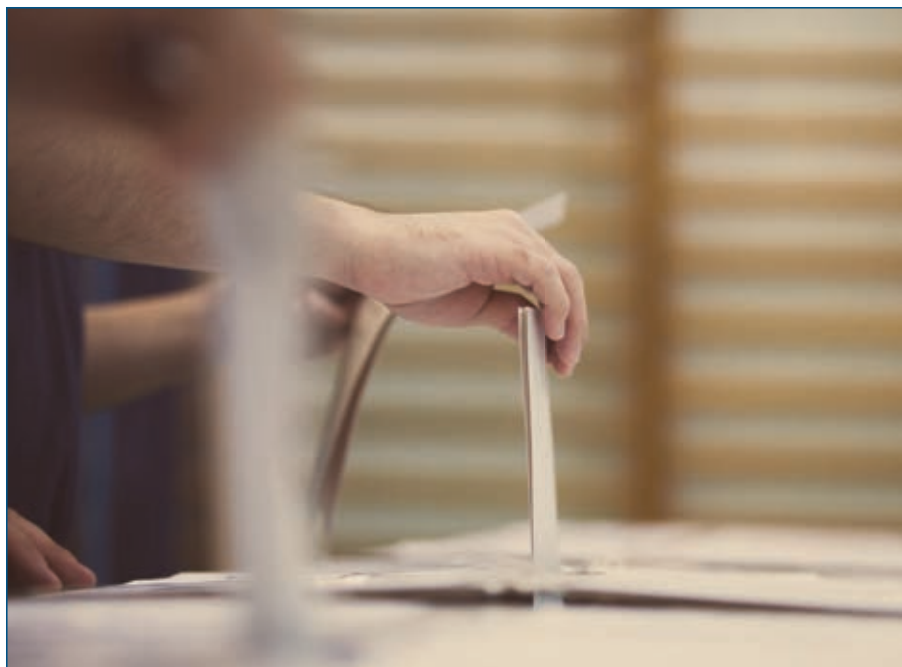
SIGNATURE

DATE

Please submit a résumé, references or a letter of application if you desire to add more information.

DEADLINE FOR SUBMISSION IS FEBRUARY 3.

Taylor Electric Cooperative, Inc., Director Candidate Eligibility Checklist Approved 07/16/07



BIZOO_N | ISTOCK.COM

Notice of Deadline To File Applications for Board Election

NOTICE IS HEREBY GIVEN THAT APPLICATIONS FOR A PLACE ON THE TAYLOR Electric Cooperative Board of Directors regular election ballot may be filed during the following time.

FILING WINDOW

Begins: January 2, 2020

Ends: February 3, 2020, 5:30 p.m.

Office hours: Weekdays 7:30 a.m.-5:30 p.m.

Physical addresses for filing board applications in person:

Taylor Electric Cooperative
Headquarters office
226 CR 287, Merkel 79536

Taylor Electric Cooperative
Abilene office
7966 Highway 83, Abilene 79602

Address to send board applications by mail—
must be postmarked on/before February 3, 2020:

Taylor Electric Cooperative
Attention: Early election clerk
P.O. Box 250, Merkel, TX 79536

ELECTRICITY AND YOU

What To Do for ...

Electrical Fires

- ▶ Get out.
- ▶ Call 911. Tell the operator it is an electrical fire.
- ▶ Stay away.

Electrical Shock

- ▶ Do not touch anyone or anything you think might have been electrically shocked. The victim may still be in contact with the electricity.
- ▶ Call 911. Tell the operator the incident involves electricity.
- ▶ Keep other people away from the continued danger.
- ▶ Understand that electrical shock may cause internal injuries. The person needs to be seen by a doctor, even if you don't see any burn marks.

Downed Power Lines

- ▶ Move quickly away even if you don't see sparks.
- ▶ Call 911.
- ▶ Stay away from anything that might touch the wire: a fence, tree, building or car.
- ▶ Wait for help.

Power Line on Your Vehicle

- ▶ Stay in the car.
- ▶ If people move toward the vehicle, motion for them to stay away. Have someone call 911.
- ▶ Stay in the car until help arrives.



DRAZEN_ | ISTOCK.COM

Taylor EC Bylaws Excerpts

ARTICLE 4—BOARD OF DIRECTORS

Section 4.1 Board of Directors. The business and affairs of the Cooperative shall be managed by a Board of nine (9) Directors which shall exercise all of the powers of the Cooperative conferred upon or reserved to the members. In a process developed by the Board, the number of Directors shall be reduced to seven (7) over an eight (8) year period in order to reflect governance in line with similarly-situated Cooperatives and to utilize the long-term cost savings of having fewer Directors. The Board shall have full power and authority to exercise all of the general powers as stated in the Texas Utilities Code, including, but not limited to, the following: Said Board may perform any other acts for the Cooperative or its members or for another electric Cooperative or its members, and exercise any other power that may be necessary, convenient or appropriate to accomplish the purpose for which the Cooperative is organized, including other or additional purposes benefiting members and non-members whether directly or through affiliates. The Board shall further have full power and authority to create and organize for profit and/or non-profit, subsidiary corporations, which shall be owned by the Cooperative.

Section 4.2 Director Zones. The service area of the Cooperative is divided into three (3) Zones for the purpose of election of Directors. The Zones are as follows: Zone 1—part of Taylor County from south of IH-20 to the Callahan County line and the Coleman County line and the Runnels County line; from the boundary line to the west of Taylor County that begins on IH-20 going south on Taylor County road 385 until it turns into Farm to Market road 126; still traveling south on Farm to Market road 126 until it becomes Taylor County road 389 while still traveling south in Taylor County until Taylor County road 389 runs into Taylor County road 355; turn right (to the West) on Taylor County road 355 until it runs into Farm to Market road 126; continue south on Farm to Market road 126 until it reaches Taylor County road 350; travel south on Taylor County road 350 until it runs into Taylor County road 351 where you will continue south on Taylor County road 351 until you reach Farm to Market road 89; from Farm to Market road 89 traveling south to east you will reach State Highway 277; travel south on State Highway 277 until it reaches the Nolan County line or leaves Taylor County; Zone 2—Callahan, Eastland, Jones, Shackelford, Coleman Counties and part of Taylor County using IH-20 as the southern boundary; Callahan County line as the eastern boundary and Taylor County road 412/Wells Lane from IH-20

traveling north until it curves into Taylor County road 410 traveling north until it curves into Taylor County road 414 traveling north until you reach the Jones County line; and Zone 3—Coke, Fisher, Runnels, Mitchell, Nolan Counties and part of Taylor County that is north of IH-20 and not in Zone 2 or Zone 1. And part of Taylor County that is west of the boundary established as the western boundary in Zone 1. The zone boundaries are established to address parity of membership numbers in each zone while keeping communities of interest together in each zone. The entire membership of the Cooperative shall be eligible to vote in the election of Directors from all three Zones. At each Annual Meeting of the members, Directors shall be elected by ballot, by and from the members, to serve until their successor shall have been elected and shall have qualified, subject to the provisions of these Bylaws with respect to the removal of Directors.

The Board of Directors for the cooperative shall consist of two (2) Directors from each Zone and one (1) at-large Director who may be from any Zone. Directors shall be elected at each Annual Meeting of the membership to serve for a three (3) year term. No more than one (1) Director from each Zone can be up for election in any one year; however, the at-large Director may come up for election in the same year as any other Director.

Periodically the Board may review the Director Districts to ensure that the Director Districts equitably represent the Members while keeping communities of interest together in each zone.

Section 4.3 Director Qualifications. A Director or Director candidate must comply with this Bylaw.

(a) General Director Qualifications. To become and remain a Director, a Person must comply with the following general qualifications:

- (1) be an individual;
- (2) have the capacity to enter legally binding contracts;
- (3) not have been previously removed or disqualified as a Director;
- (4) while a Director, and during the five (5) years immediately before becoming a Director, not be convicted of, or plead guilty to, a felony or two (2) misdemeanors; or found guilty of any offense involving moral turpitude;
- (5) except as otherwise provided by the Board for good cause, receive a credentialed Cooperative Director designation, Directors certificate, or similar designation or certification from the National Rural Electric Cooperative Association within three (3) years of

becoming a Director;

(6) before becoming a Director, graduate from high school or earn an equivalent degree or certification;

(7) except as otherwise provided by the Board for good cause, attend at least two-thirds (2/3) of all Board Meetings during each twelve (12) month period;

(8) comply with any other reasonable qualifications determined by the Board; and

(9) maintain the confidentiality of Cooperative business discussed by the Board. Confidential Cooperative business includes: all undisclosed matters covered or discussed in executive session of the Board; as well as all confidential information and business plans and trade secrets; private directors, employee or member information; potential or pending acquisition of real or personal property of the Cooperative; operational plans and business promotions; power supply and generation interests; and all power distribution plans; until the Board has collectively agreed to the terms and timing for public disclosure of such information.

(b) Membership Director Qualifications. To become and remain a Director, an individual must comply with the following membership qualifications:

(1) Natural Person Member

A natural person Member, while a Director and during the ten (10) years immediately before becoming a Director:

(A) be an unsuspended Member; and

(B) permanently reside or use electric energy provided by the Cooperative, at the individual's principal residence as defined under federal tax law within either the Cooperative Service area, or the Director Zone from which the Director is nominated or elected.

(C) Independent Director Qualifications. To become and remain a Director, an individual must comply with the following independence qualifications:

(1) annually complete and sign an independence certification and disclosure form approved by the Board;

(2) while a Director and during the eight (8) years immediately before becoming a Director, not be an employee of the Cooperative or an employee of an entity controlled by the Cooperative or in which the Cooperative owns a majority interest;

(3) while a Director and during the three (3) years immediately before becoming a Director, not be an employee of an entity in which the Cooperative is a Member or owner;

(4) while a Director, not be a close relative of a Cooperative official, Director or Cooperative employee;

(5) while a Director, not be employed by

another Director, or be employed by, or receive more than ten percent (10%) of Annual gross income from, an entity for which another Director controls, owns more than ten percent (10%), or is a Director or Officer; and

(6) while a Director and during the one (1) year immediately before becoming a Director, not be employed by, control, own more than ten percent (10%) of, serve as a Director or Officer of, or receive more than ten percent (10%) of Annual gross income from an entity that:

(A) advances the entity's pecuniary interest by competing with the Cooperative or a Cooperative subsidiary or Cooperative affiliate, providing a good or service similar to a good or service provided by the Cooperative or a Cooperative subsidiary or a Cooperative affiliate providing electric energy or a good or service related to providing electric energy.

(7) while a Director, not engage in any behavior, actions or activities that (i) subject either the Director or the Cooperative to ridicule or embarrassment; (ii) adversely affect the Directors or the Cooperatives reputation; (iii) interfere with or diminish the Directors standing as a Cooperative ambassador and representative; or (iv) are contrary to the best interests of the Cooperative and its employees.

(d) Director Disqualification. After being elected, designated, or appointed, if a Director does not comply with all general Director Qualifications, Membership Director Qualifications, and Independent Director Qualifications (collectively, Director Qualifications) existing when the Director was elected, designated, or appointed, then, except as otherwise provided by the Board for good cause, the Board shall disqualify the Director and the individual is no longer a Director if:

(1) the Board notifies the Director in writing of the basis for, and provides the Director an opportunity to comment regarding, the Board's proposed disqualification; and

(2) within twenty (20) days after the Board notifies the Director of the proposed disqualification, the Director neither complies with nor meets the Director qualification.

If a majority of Directors authorized by these Bylaws complies with the Director qualifications and approves a Board action, then the failure of a Director to comply with the Director qualifications does not affect the Board action.

Section 4.4 Director Nominations. For each Director position scheduled for election by Members at a meeting, the nominating members or Members shall nominate individuals as provided in this Bylaw.

(a) Nominating Committee Nominations. At least forty-five (45) days before the meeting at which members are scheduled to elect Directors, the N&E Committee, as formed

under Section 3.8, shall meet for the purpose of considering candidates to be nominated for Director. The Cooperative's Board Attorney shall attend the Nominating Committee meetings and provide counsel to the Nominating Committee. The committee shall—

(1) nominate at least one (1) individual to run for election for each Director position scheduled for election by Members at the meeting; and

(2) display the Nominating Committee nominations at the Cooperatives principal office.

Nominating Committee members and three (3) generations of their immediate family shall not be eligible for nomination for a Director position while said appointee serves on the Nominating Committee. In cases where there is no incumbent Director seeking reelection, the open seat on the Board shall have at least two nominees on the ballot at the Annual Meeting.

(b) Member Petition Nominations. In addition to Nominating Committee Nominations, Members may nominate, through a petition, individuals to run for election for a Director position scheduled for election. Members make Member Petition nominations by delivering to the Nominating Committee at least fifteen (15) business days before the meeting of the Nominating Committee to set the Annual Meeting ballot a writing for each Member Petition Nomination:

(1) listing, on each page of the Member Petition, the name of the Member Petition Nominee;

(2) indicating, on each page of the Member Petition, the Director position for which the Member Petition Nominee will run; and

(3) containing the printed names, addresses, and telephone numbers, and original dated signatures signed within sixty (60) days of the first signature, of at least thirty-five (35) nominating members.

After verifying that a Member Petition complies with this Bylaw, the Cooperative shall display the Petition Nomination in approximately the same location as the Committee Nominations.

(c) No Nominations from the Floor. Members may not nominate at, or from the floor of, a meeting an individual to run for election to a Director position scheduled for election at the meeting, due to the lack of proper notice to the membership.

(d) Notice of Director Nominations. At least ten (10) days before a meeting at which Members are scheduled to elect Directors, the Cooperative shall notify Members of the:

(1) Director positions scheduled for election by Members;

(2) names and corresponding Director positions of all Committee Nominations; and

(3) names and corresponding Director

positions of all Petition Nominations.

Section 4.5 Director Elections. At each meeting at which a Director position is scheduled for election by Members, Members shall elect the Director from the Committee Nominations or Petition Nominations by a majority of votes cast by Members with a quorum present in person. Members may not vote for write-in candidates. As determined by the individual presiding at the meeting, the number of votes received by each nominee will or will not be announced. The candidate receiving the plurality of votes shall be the winner of the election. In cases of a tie, the winner shall be decided by lot, pursuant to a method determined by the presiding officer.

If only one individual is nominated to run for election for a Director position scheduled for election by Members at the Meeting, then the individual presiding at the Meeting may announce that the nominated individual is elected by acclamation and no vote is required.

Section 4.6 Director Terms. Except as otherwise provided in these Bylaws, a Directors term is three (3) years or until a successor Director is elected or appointed and takes office. A Directors term begins: (1) after the individual consents to being elected or appointed as a Director; and (2) immediately after adjournment of the Meeting at which the Director is elected, or at the beginning of the first Board meeting held after the Director is appointed. A Directors term ends after: (1) a successor Director consents to being elected as a Director; and (2) immediately after adjournment of the meeting at which a successor Director is elected, or at the beginning of the first Board meeting held after a successor Director is appointed.

The Cooperative shall stagger Director terms by dividing the total number of authorized Directors into groups of approximately equal number. Members must annually elect Directors. Subject to a Directors consent, decreasing the number of Directors or length of Director terms may not shorten an incumbent Directors term.

Section 4.7 Director Resignation. A Director may resign at any time. To resign, a Director must sign and deliver a Notice of Resignation to the Board, Board Chairman or Secretary. Except as a later date is otherwise provided in a Notice of Resignation, a Directors Resignation is effective when the Board, Board Chairman or Secretary receives the Notice of Resignation. If a Director's Resignation is effective at a later date, and if the successor Director does not take office until the effective date of the Director's Resignation, then the pending Director vacancy may be filled before the effective date of the Director's Resignation.