

# ADAMS



## Rural Electric Cooperative, Inc.

P.O. Box 247, 4800 St. Rte. 125  
West Union, OH 45693  
Phone: 937-544-2305  
Toll-free 1-800-283-1846

### Trustees

Charles Grimes ..... President  
Charles L. Newman ..... Vice President  
Donald Holton ..... Secretary  
Blanchard Campbell M. Dale Grooms  
Kenneth McCann Donald C. McCarty, Sr.  
William Seaman William Wylie

### Personnel

Bill Swango General Manager  
Erika Ackley Rodney Little  
Alice Baird Ronald Lynch  
Monica Baldwin Dave McChesney  
August Brooks Kristina Orr  
Gary Call John Polk  
Rex Chapman David Ralston  
Joyce Grooms Jack Ross  
Keith Grooms C. Wayne Sears  
Ronald Carl Hanson Donnie Shoemaker  
John Hayslip Kimberly Smith  
David Henry Gary Tolle  
Steve Hoop Mike Whitley  
Dave Kirker Charlotte Willett  
Chris Koenig Betty R. Young

### Pay stations

Failure to receive your electric bill in no way relieves you, the member, from paying it. If you do not receive your bill, contact the office before the due date and we will issue another.

For the convenience of Adams REC members, we have established several ways to pay your bill:

Pay online at [www.adamsrec.com](http://www.adamsrec.com).

Pay by phone at 1-800-809-6352.

Pay directly from your bank account.

Pay at these collection points:

The 5/3 Bank of Southern Ohio  
Manchester, Peebles, West Union

The First State Bank of Adams County  
Manchester, Seaman, Winchester,  
Peebles and West Union

The National Bank of Adams County  
218 N. Market St., West Union

A Touchstone Energy® Cooperative

## Voting procedure

In this issue of *Country Living*, you can read the proposed changes to the Amended Code of Regulations that would revise the method of electing trustees for Adams Rural Electric Cooperative, Inc. (Adams REC).

To my knowledge, the present system of electing trustees has always been done at the Adams REC Annual Meeting. Each person is permitted to cast their own ballot plus the ballot of three additional Adams REC members who have given signed proxies.

The changes to the Amended Code of Regulations would permit each member of Adams REC to vote by mail. The ballot and return envelope would be received with *Country Living* magazine. A date would be set as to when the ballot must be received by an independent auditing firm and, as in the past, the election results would be announced at the annual meeting.

The management and trustees have received numerous complaints over the past few years. The most common complaint was that they had a conflict, could not attend the annual meeting and the only way they could vote was to give a signed proxy to another Adams REC member. These members felt they had been denied the right to vote themselves. A vote FOR the change in voting procedure would allow every Adams REC member to cast a ballot by mail.

Another reason for changing the voting procedure is to get more people involved in the business of the cooperative. Currently there are approximately 7,600 members of Adams REC; however, at recent elections, there have only been between 400 and 500 ballots cast by members, including proxies.

An argument against the change in voting procedure could be that it will decrease attendance at the annual meeting. I would hope that this would not happen, because this is the best opportunity we have to directly report the current work of your cooperative and plans for the future.

If you like the current system, you would vote against the changes. If you would like more flexibility in being able to cast your ballot, you would vote for the changes. The decision is strictly up to the membership. There will be time allowed for questions before voting at the Adams Rural Electric Cooperative, Inc. 69th Annual Meeting on Oct. 17. Hope to see you there.

Sincerely,  
Charles W. Grimes, President  
Board of Trustees  
Adams Rural Electric Cooperative, Inc.

# Proposed Code of Regulations changes

RESOLVED, that this Board of Trustees recommends for adoption by the membership at the 2009 annual meeting of members the resolutions attached hereto as Exhibit A, which resolutions amend the Amended Code of Regulations of Adams Rural Electric Cooperative, Inc.

## EXHIBIT A

RESOLVED, that the Amended Code of Regulations of Adams Rural Electric Cooperative, Inc. be, and the same hereby is, amended as follows:

In each designated provision of the Amended Code of Regulations set forth below, the words with a line drawn through them are deleted (e.g. ~~deletion~~) and the words that are underlined are added (e.g. addition) so that the designated provisions read as follows:

ADAMS RURAL ELECTRIC COOPERATIVE, INC.  
AMENDED CODE OF REGULATIONS  
**ARTICLE III**  
**MEETING OF MEMBERS**

### Section 3

#### Notice of Member's 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 ~~thirty ten~~ thirty days nor more than ~~sixty twenty five~~ sixty 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 his address as it appears on the records of the Cooperative, with postage thereon prepaid. The 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. Notice of the adjournment of a members' meeting need not be given at the time and place to which it is adjourned are fixed and announced at such meeting.

### Section 4

#### Quorum

The members entitled to vote present in person or ~~represented~~ represented by mail proxy at any meeting of the members shall constitute a quorum.

### Section 5

#### Voting

Each member shall be entitled to one vote and no more upon each matter submitted to a vote at a meeting of the members. All questions shall be decided by a vote of a majority of the members voting thereon ~~in person or by mail proxy~~ except for any change to the order of business, and approval of the minutes of previous meetings of the members, and except for the removal of a Board member pursuant to Section 5 of ARTICLE IV and the removal of an officer pursuant to Section 4 of ARTICLE VI, which matters shall be decided by a majority of the members voting thereon in person, and except as otherwise provided by law, the Articles of Incorporation or this Code of Regulations. A description of the subject matter to be voted on, and a ballot and instructions for return of the ballot, shall be included with the notice of any meeting of members.

### Section 6

#### Proxies

~~At all meetings of the members, a member may vote by proxy executed in writing by the member. Such proxy shall be filed with the Secretary before or at the time of the meeting. No proxy shall be voted at any meeting of the members unless it shall designate the particular meeting at which it is to be voted, and no proxy shall be voted at any meeting other than the one so designated or any adjournment of such meeting. No member shall vote as proxy for more than three (3) members at any meeting of the members. No proxy shall be valid after sixty (60) days from the date of its execution. The presence of a member at a meeting of the members shall revoke a proxy theretofore executed by him and such member shall be entitled to vote at such meeting in the same manner and with the same effect as if he had not executed a proxy. In case of a joint membership, a proxy may be executed by either husband or wife. The presence of either husband or wife at a meeting of the members shall revoke a proxy theretofore executed by either of them and such joint member or members shall be entitled to vote at such meeting in the same manner and with the same effect as if a proxy had not been executed. No person other than a member shall vote a proxy. Notwithstanding anything contained in this ARTICLE III, no proxy shall be voted on any matter requiring the approval by the affirmative vote of not less than two thirds of all the members of the Cooperative pursuant to ARTICLE VIII of this Code of Regulations.~~

[Reserved].

### Section 7

#### Order of Business

The order of business at the annual meeting of the members and, so far as possible, at all other meetings of the members shall be essentially as follows, except as otherwise determined by the members at such meeting:

1. Reading of the notice of the meeting and proof of the due publication or mailing thereof, or the waiver or waivers of notice of the meeting, as the case may be.
2. Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon.
3. Presentation and consideration of reports of officers, Board members and committees.
4. Reports on the results of the ~~e~~ Election of Board members and votes on other matters.
5. Unfinished business.
6. New business.
7. Adjournment.

## ARTICLE IV

### BOARD OF TRUSTEES

#### Section 2

#### Election and Tenure of Office

The Board shall divide the service area of the Cooperative into nine (9) districts so that equitable representation may be given to the geographic areas served by the Cooperative. The Board shall have the power to change the boundaries of such districts whenever in their opinion the purpose of this Section requires such a change. Each district shall be represented by not less than one Board member. Three Board members shall be elected each year by ~~mail secret ballot~~ mail at the annual meeting of the members, or at any meeting held in lieu thereof as hereinbefore provided, by and from the members to serve for a term of three (3) years or until their successors shall have been elected and shall have qualified, subject to the provisions of this Code of Regulations with respect to the removal of Board members. Board members may be elected by a plurality vote of the members.

# Official Notice

## 69th Annual Meeting of Adams Rural Electric Cooperative, Inc.

This is your official notice of the Annual Meeting of Members of Adams Rural Electric Cooperative, Inc., at Peebles Elementary School, Peebles, Ohio, on Saturday, Oct. 17, 2009, from 7 to approximately 9 p.m. for the purposes listed below. Registration will begin at 5:15 p.m., with dinner being served at 5:45 p.m.

1. Reading of the notice of the meeting and proof of the due publication or mailing thereof.
2. Reading of the unapproved minutes of previous meeting of the members and the taking of necessary action thereof.
3. Presentation and consideration of the reports of the officers, board members and committees.
4. Election of board members:

The three terms that expire this year, with the candidates for election, are:

District 1—Blanchard (Buck) Campbell and Phillip R. Cox

District 5—Kenneth McCann and Roger Thornberry

District 8—Stephen Huff and Robert Ruggles

5. Unfinished business.
6. New business.
7. To conduct such other business as may properly come before the annual meeting of the members.
8. Adjournment.

—Donald Holton, Secretary

## Nominating committee report

A meeting of the nominating committee, appointed by the board of trustees, was held at the Adams Rural Electric Cooperative office in West Union on July 30. Members of the committee present were Gaylen Richard, Ed Scott, Frank Nance, Rick Brown and Milford Brown.

All nominees were contacted and agreed to run and accept the position if elected. The election will take place at the Annual Meeting of the Membership on Saturday, Oct. 17, at the Peebles Elementary School, 1 Simmons Avenue, Peebles.

Nominees are listed on page 32.

## Proposed Code of Regulations changes

### Section 4 Nominations

It shall be the duty of the Board to appoint, not less than thirty (30) days nor more than ninety (90) days before the date of the mailing of the notice of a meeting of the members at which members of the Board are to be elected, a committee on nominations consisting of not less than five (5) nor more than eleven (11) members who shall be selected so as to insure equitable representation on the committee to the geographic areas constituting the service area of the Cooperative. No members of the Board or officer may serve on such a committee. The committee shall prepare and post at the principal office of the Cooperative at least twenty (20) days before the mailing of the notice of the meeting of the members a list of nominations for Board membership which shall include at least two candidates from each district for each position for a Board member representing such district which is to be filled at the next annual meeting of members or at any meeting held in lieu thereof as hereinbefore provided. The Secretary shall be responsible for mailing with the notice of the meeting of members, but at least thirty (30) ~~ten (10)~~ days before the date of such meeting of members, a statement of the number of Board members to be elected and the names and addresses of

the candidates nominated by the committee on nominations and a ballot for their election and instructions for return of the ballot. Any twenty-five (25) or more members may make other nominations by petition more ~~not less~~ than fifteen (15) days prior to the mailing of the notice of the meeting of the members. The Secretary shall include the names and addresses of any persons so nominated which are received more than fifteen (15) days prior to the mailing of the notice of the meeting of members on the ballot for the election of Board members and with said notice. ~~The chairman of the meeting at which Board members are to be elected shall call for additional nominations from the floor.~~ No person shall be voted upon for membership on the Board who has not signified his willingness to serve if elected. Nothing contained in this Section shall affect in any manner whatsoever the validity of any election of Board members or any action taken by the Board.

RESOLVED FURTHER, that any provisions of the Amended Code of Regulations of Adams Rural Electric Cooperative, Inc. not amended by deletion or addition as indicated above by strikethrough (e.g. ~~deletion~~) or underline (e.g. addition) shall remain unchanged and in full force and effect.

# Candidates for the board of trustees

## DISTRICT 1

**Blanchard (Buck) Campbell, 930 Chapparral Rd., West Union**



Buck has been a lifelong resident of Adams County, currently residing on Chapparral Rd, West Union. Buck and his wife, Janet (Perrin), have been married for 46 years. They have two children, Marie and Craig. They also have five grandsons.

Buck retired from Emerson Electric, Browning Division, Maysville, Ky., after 36 years of service. He greatly enjoys golf and college sports. He is a member of the West Union Bible Baptist Church.

Buck has enjoyed serving on the Adams Rural Electric Cooperative, Inc. Board of Trustees for three years. He feels that he is more informed on cooperative operations after attending various meetings and completing necessary courses concerning cooperative government.

**Phillip R. Cox, 2694 St. Rte. 125, West Union**



Phillip is a native of Cincinnati currently residing on St. Rte. 125 for the last two years. Phil has five children—Kelly, Kimberly, Ethan, Arin and Ashley.

For more than 35 years, he has been the president and CEO of Cox Financial Corporation. Phillip has served on a number of boards, including Duke Energy for 15 years.

He currently serves as the chairman of the board for Cincinnati Bell.

Phillip is a frequent speaker for companies, universities and civic organizations throughout the country and has been the keynote speaker for scores of national and local organizations.

## DISTRICT 5

**Kenneth McCann, 166 Compton Hill Rd., West Union**



Kenneth is a lifelong resident of Adams County. He currently resides on Compton Hill, but also has a small farm just outside of West Union where he raises beef cattle. He and his wife, Judith, have been married for 33 years and have three children—Rachel, Eric, and Aaron.

Kenneth and his family attend the Stone Chapel United Methodist Church where he is superintendent and a teacher. He has been an employee of General Electric Peebles Test Operation for 22 years. Kenneth is the president of the Peebles Test Operation Employees Association; also president of the Ramblin Relics of Southern Ohio. He enjoys working on the farm and spending time with his granddaughter, Alyson.

He has served on the Adams Rural Electric Cooperative, Inc. Board of Trustees for three years.

**Roger Thornberry, 60 Thornberry Rd., Blue Creek**



Born in Kentucky, Roger's family moved to Ohio when he was 8 years old. He has lived most of his life in Adams County and for the last 39 years has lived on a farm in the Blue Creek area with his wife, Judy. Roger and Judy have been married for 45 years and have four children: Roger Keith, Denise Renee, Melissa Ann and Jason Todd. They also have 10 grandchildren.

Roger was in the Navy for three years. After his discharge, he worked in construction for 40 years and also as a part-time farmer. He is a retired union heavy equipment operator.

He enjoys spending time with his children and grandchildren, working on the farm and helping out his neighbors. Most of all, he enjoys going to church. Roger was saved and baptized in 2005 at the little church in Cedar Mills, where he loved teaching Sunday School.

## DISTRICT 8

**Stephen Huff, 5744 Huff Hill Road, Decatur**



Huff lives in Byrd Township just south of Decatur on the family farm in the house where he was born and raised. He graduated from Eastern High School in 1966; spent one and a half years in Germany serving in the U.S. Army; and upon returning from the military, took over operations of the farm. Steve and his wife Susan

have been married for 35 years and have five children, Jason, Adam, Jared, Abigail and Zachary, and six grandchildren. He enjoys spending time with his grandchildren and traveling.

Stephen has been an employee of the Ohio Dept. of Transportation for 26 years and is currently a Transportation Manager at the Brown County Maintenance Facility in Georgetown. He is the president of the Byrd Township School Preservation Committee, a member of the Brown County Cattlemen's Assn., as well as, the Hillsboro-Chillicothe-Gallopis Area Feeder Calf Assn.

**Robert Ruggles, 10148 Hickory Ridge Rd., Manchester**



Robert Ruggles was born and raised on a 120-acre farm in Huntington Township that he now owns. His family has been a member of Adams Rural Electric since 1947.

Bob has been privileged to announce the Adams County Fair Horse Show and Demolition Derby and the Brown County Fair Horse Show for 25 years. He served 18 years on the Brown County Board of Elections. Bob is a licensed auctioneer and has owned and operated Ruggles Auction Service and Ruggles Auto Sales for 50 years.

Bob and his wife, Shirley, have been married for 58 years and have two children and four grandchildren.