



The Perspective

An Editorial by Chief Executive Officer Doug Johnson

As a member of Blue Ridge Electric, you know that you're also an owner of this cooperative, and that member-ownership offers advantages and benefits over simply being a customer. You know that members like yourself elect other members to serve on your board of directors to govern this cooperative. And, you know that cooperatives are not only committed to their local communities; we also provide personalized customer service and the best electric reliability possible.

Link to Communities ... MACs

But did you know that we also link to our communities and hear your voice through four local Member Advisory Committees? Also known as "MACs," these committees are made up of members from across our service area and we meet with these committees six times a year to share information about Blue Ridge Electric and hear their comments and suggestions. Often called the eyes and ears of our board of directors, the MACs perform a vital role in maintaining a member-owner perspective in everything we do.

MAC members learn a lot about their cooperative. In turn, they help educate other members by sharing information with friends and neighbors. They also provide valuable feedback as we listen to their input to help us shape programs and direction.

Recent MAC meetings have covered rate adjustments, new billing software programs, automated meter reading, Operation Round Up®, reliability efforts, right-of-way maintenance, and customer service. Last year, MAC committees played a major part in shaping the new Blue Ridge Electric Members Foundation. They also make up the advisory committee that guides the Foundation in grant recommendations. Members are also frequently part of the Nominating Committee that recommends board candidates, and the Credentials and Election Committee that oversees the director election process.

The relationship we share with our MAC members is a win-win situation. Our MAC members learn a lot about their cooperative. But we also learn a lot, too. We value their insights and suggestions. And as a member-owned cooperative, ensuring your voice is heard is one of your most important cooperative benefits.

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as such officer performs regular or periodic duties of a substantial nature for the Cooperative in its fiscal affairs, may be compensated in such amount as shall be fixed and authorized in advance of such service by the vote of the remaining directors:

The following changes were made to more clearly define the role of the directors when determining compensation and indemnification.

SECTION 5.12

Compensation, Indemnification.

The compensation, if any, of any officer ~~who is also a director or agent, or employee who is also a director or close relative of a director~~ shall be determined as provided in Section 3.10 of these Bylaws, and the powers, duties, and compensation of any other officers, agents, and employees ~~shall~~ may be fixed by the Board of Directors ~~or delegated to the CEO with board oversight and approval, except that the compensation of the CEO is fixed by the Board of Directors.~~ The Cooperative may indemnify the ~~directors, officers,~~ employees and agents, including former employees and agents as well as former directors and officers, against liability to the extent that their acts or omissions constituting the grounds for alleged liability were performed in their official capacity and, if actionable at all, were based upon good faith business judgments in the belief the acts or omissions were in the best interest of the Cooperative or were not against the best interest of the Cooperative; and the Cooperative may purchase insurance to cover such indemnification or to cover any other liability incurred by the ~~directors, officers,~~ employees, and agents, including former employees and agents as well as former directors and officers, acting in their capacity as such, to the extent permitted by law.

The Enlightener



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Corporate Office

P.O. Box 112
Lenoir, NC 28645

Chief Executive Officer

Doug Johnson

Editor

Renée R. Whitener

Production Supervisor

Cornelia Cornell

District Offices

Caldwell	(828) 754-9071
Watauga	(828) 264-8894
Ashe	(336) 246-7138
Alleghany	(336) 372-4646
From Wilkes	(336) 838-4655
PowerLine®	1-800-448-2383
(PowerLine is an automated account information and outage reporting system.)	
Toll Free	1-800-451-5474
(for members outside the service area)	

To report an outage at any time, call one of the numbers listed above.

Office Hours

8:30 a.m. - 5:00 p.m. Monday - Friday
Night deposit available

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www.BlueRidgeEMC.com



November 2007

Bylaws Changes Approved

To comply with the Bylaws of Blue Ridge Electric Membership Corporation, we are utilizing this edition of *The Enlightener* to inform members of changes to the Bylaws approved by the board of directors at their September 27, 2007 board meeting. For a complete copy of the Bylaws, please contact your local Blue Ridge Electric office.

The following changes were made to clarify that membership applications must contain all requested information and may be accepted electronically over the Internet:

SECTION 1.01

Eligibility & Requirements for Membership.

Any person, firm, association, corporation or body politic or subdivision thereof may become a member of the Blue Ridge Electric Membership Corporation (hereinafter called the "Cooperative") by complying with all of the following:

(a) ~~Filing an application for membership therein~~ **Providing all information required by the Cooperative's membership application;**

(No changes were made from b-e in this section.)

(f) An application for membership may be ~~provided to~~ **filed with** the Cooperative by electronic means consistent with the North Carolina Uniform Electronic Transactions Act.

The following change was made to

coordinate with a new method for delivering capital credits checks within the annual report and results in the Credentials and Election Committee being named in January (previously February).

SECTION 2.07

Credentials & Election Committee.

It shall be the duty of the Board of Directors to appoint, not less than sixty (60) nor more than ~~one hundred twenty (120)~~ **one hundred fifty (150)** days prior to the date of a meeting of the members, a Credentials and Election Committee consisting of an odd number of members, not less than nine (9) nor more than twenty-nine (29), who are not existing Cooperative employees, agents, officers, directors or known candidates for director, who are not close relatives thereof (as hereinafter defined) or members of the same household of Cooperative officers, existing directors or known candidates for director, and who, if an election of directors is to be held are not members of the Nominating Committee for such meeting.

The following changes were made to coordinate with a new method for delivering capital credits checks within the annual report and results in the Nominating Committee being named in January

Please see "Bylaws Updated" on page 4



The Trading Post

FOR SALE

1988 24' pontoon, 40hp Johnson motor. In boat slip paid up for one year. Very good condition, \$3,900 OBO. Call 828-396-4381 after 5 p.m.

Three quilt tops, sewn and ready for frame; three quilt tops, blocked; 50 to 60 chop sacks, \$1.25 ea. Call 828-963-4711.

Five-string banjo, Metro Pro 2. Call 828-297-5432.

Work pants & shirt once owned & worn by Richard Petty (autographed), \$150. Life-size cardboard Petty stand-up, \$15. Call 828-758-5947 after 5 p.m.

Bob Timberlake framed proof, number 74 of 75, "Zinnias," \$800. Noritake china service for 8, Crestmont pattern, \$300. Call 336-982-5845.

Vertical blinds, two pairs center-draw, fabric, beige, 1 pr. 100" x 72" and 1 pr. 48" x 72" with all hardware included, \$150. Ex. cond. Call 336-846-6646.

Christmas tree transplanter, 2 seats, excellent condition, \$2,200. Call 336-372-2992.

1999 Airstream Safari, 23', sleeps 4, garaged, low miles, \$9,000. Ford 2001 150 XLT Triton V-8, 4x4, super cab, 42K mi., \$12,000. Call 336-982-6252.

Harley 2002 FLH MET GRW, Road King, 18K miles. Extras include fold-up trailer, \$15,000. Call 954-647-1655 or 828-297-2498.

2004 Honda Civic, 25K miles, one owner, automatic, cruise, power, \$13,950. Call 828-963-4058.

Monogram oil circulator, 70K Btu, good condition. One Seigler oil circulator (mid. size). Call evenings, 336-846-9509.

Capehart radio, table model, bought new in 1956. Call 828-757-0480.

WANTED

Long bed, 8' for 1997 F-250 pickup. Must be in good condition and reasonably priced. Call 828-264-8790.

Cider mill. Must be in working condition. Please state price and contact Zack Ladd at 336-468-2115.

NOTICE - Members of Blue Ridge Electric Membership Corporation are invited to submit ads for the Trading Post. However, no real estate, business, or ads for animals will be accepted. We will place ads in the "Trading Post" on a first-come, first-served basis, and we reserve the right to refuse any ads due to space limitations or questionable content. Ads will be limited to a maximum of four lines. We do not accept ads for wood or coal-burning appliances, or electric thermal storage units. Prices should be included on all items. Ads should be mailed to: Cornelia Cornell, Production Supervisor, the Enlightener, Blue Ridge Electric Membership Corporation, PO Box 112, Lenoir, NC 28645.

Important Notice about Capital Credits

Traditionally, Blue Ridge Electric has retired capital credits in December. We wanted to make you aware that we are now moving the capital credits retirement date to the spring to coordinate with a new format for delivering capital credits checks and information.

Capital credits checks will now be delivered within a new annual report package that will be mailed to members in late May. Checks are sent to members whose capital credits retirements amount to \$15 or more.

Members who qualify for a capital credits retirement of less than \$15 will receive a credit on their bill instead of a check. This bill credit will be applied to their March electric bills and a notification of that credit will appear on their bill that month. These members will also receive a reminder of the bill credit amount in their annual report.

Members who are too new to the cooperative to qualify for a capital credits check or bill credit will receive general information about capital credits in their annual report.

One of the reasons for the change is to bring about greater member awareness of capital credits, which is one of the key benefits of belonging to a cooperative. Research has shown that cooperative members want to be more aware of capital credits and to better understand this cooperative benefit. Pairing it with the annual

report is one way we're working to better educate members and raise awareness of capital credits.

The Capital Credits Process

Since the inception of Blue Ridge Electric, \$23,378,769 in capital credits has been returned to members. Your board of directors decides each year on a capital credits retirement based on the financial health of the cooperative.

Capital credits represent each member's share of ownership in the cooperative. These funds are used to operate the cooperative and are returned to the members over time.

As a not-for-profit electric cooperative, Blue Ridge Electric operates on an at-cost basis and does not make a profit. That's why members receive money back in the form of capital credits.

Look for your capital credits check, bill credit, or information coming in your annual report package next May!

Interested in serving on one of our Member Advisory Committees described on page 5? Please contact Grey Scheer, director of community relations, at (828) 758-2383, Ext. 3294, or gscheer@blueridgeemc.com.

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(previously February) and the committee making board candidate nominations in February (previously March). Additionally, nominations by petition will be due the second Tuesday in March (previously the second Tuesday in April).

SECTION 3.06

Nominations.

It shall be the duty of the Board of Directors to appoint, not less than sixty (60) nor more than one hundred and twenty (120) one hundred and fifty (150) days prior to the date of a meeting of the members at which directors are to be elected, a Committee on Nominations, consisting of twelve (12) persons who are members of the Cooperative, but are not existing Cooperative employees, agents, officers, directors or close relatives thereof or known candidates to become directors, and who are so selected that each of the Cooperative's Directorate Districts shall have representation thereon in proportion to the number of directors who must be residents thereof, plus one member representing the membership at large who must be of the minority membership group as defined in Section 3.02 of these Bylaws.

(No changes were made to the area of Section 3.06 between these two sentences)

Any fifteen (15) or more members of the Cooperative, acting together, may make additional nomination(s) in writing over their signatures, listing their nominee(s) in like manner, not less than sixty (60) ninety-five (95) days prior to the meeting, and the Secretary shall post such nominations at the same place

where the list of nominations made by the Committee is posted.

The following changes were made to clarify that directors may not be employees of the cooperative:

SECTION 3.10

Compensation, Expenses, Indemnification.

For their services as such, director, directors shall receive such compensation as is fixed by the be compensated by policies established and approved by the full Board of Directors. Cooperative's established policies covering such. For the performance of their duties, directors shall also receive advancement or reimbursement of any travel and out-of-pocket expenses actually, necessarily and reasonably incurred, in accordance with the Cooperative's established policies covering such. A director is not and shall not be an employee of the Cooperative entitled to compensation beyond that provided in policy. for services rendered. No director shall receive compensation for serving the Cooperative in any other capacity, nor shall any close relative of a director receive compensation for serving the Cooperative, unless the payment and amount of such compensation shall be specifically authorized by a vote of the members or such payment and amount shall be specifically authorized by the unanimous vote of the remaining directors upon their certification of such as an emergency measure; provided, that a director who is also an officer of the Board of Directors, and who

(Please see "Bylaws" on page 6)