

In Memory of Jim Garner

Ouachita Electric Cooperative Director James “Jim” C. Garner passed away peacefully on Aug. 23. Mr. Garner played an integral role as a director, demonstrating unwavering commitment and leadership throughout his tenure.

In addition to his service on the board, he was a member of the Sulphur Springs Community Church, a respected president of the Ouachita County Farm Bureau and an active participant in various organizations, such as the VFW, the Ouachita County Fair Board and the Ouachita County Cattlemen’s Association.

Our heartfelt thoughts and condolences go out to his family, friends and others impacted by this profound loss.



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OCTOBER IS NATIONAL

C O O P
M O N T H

Electric cooperatives are not-for-profit, community-led utilities. Because we are a co-op, we can adapt to our local members’ needs, providing the programs and services you care about most.
That’s the power of co-op membership.

A graphic for National Co-op Month. It features a background image of a rural landscape with a wooden fence, green fields, and a blue sky with white clouds. Overlaid on the left is a grid of colorful squares in shades of purple, green, and blue. The text "OCTOBER IS NATIONAL" is in a white, handwritten-style font. Below it, the words "CO-OP MONTH" are arranged in a grid of colored squares, with each letter in a different color. At the bottom left, there is a block of text in white, bold, sans-serif font, followed by a line of italicized text.

BYLAWS OF OUACHITA ELECTRIC COOPERATIVE CORPORATION

(As of Aug. 24, 2024)

ARTICLE I MEMBERSHIP

SECTION 1. Requirements for Membership. Any person, firm, association, corporation or body politic or subdivision thereof will become a member of Ouachita Electric Cooperative Corporation (hereinafter called the "Cooperative") upon receipt of electric service from the Cooperative, provided that they or it have first:

- (a) made a written or electronic application for membership therein;
- (b) agreed to purchase from the Cooperative electric energy as hereinafter specified;
- (c) agreed 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
- (d) paid the membership fee hereinafter specified.

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.

SECTION 2. Evidence of Membership. Membership in the Cooperative shall be evidenced by delivery to the Cooperative of the properly completed and executed application with payment of membership fee.

SECTION 3. Joint Membership. Two or more adults may apply for joint membership, 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 two or more adults 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 joint membership shall be as follows:

- (a) the presence at a meeting of any of the joint members shall be regarded as the presence of one (1) member and shall constitute a joint waiver of notice of the meeting;
- (b) the vote of any of the joint members shall constitute one (1) joint vote;
- (c) a waiver of notice signed by any of the joint members shall constitute a joint waiver;
- (d) notice to any of the joint members shall constitute notice to all;
- (e) expulsion of any of the joint members shall terminate the joint membership;
- (f) withdrawal of any of the joint members shall terminate the joint membership;
- (g) any of the joint members may be elected or appointed as a director, provided that he/she meet the qualifications for such office.

SECTION 4. Conversion of Membership.

(a) A membership may be converted to a joint membership upon the written request of the holder thereof and the agreement by such holder and his or her joint members comply with the articles of incorporation, bylaws and rules and regulations adopted by the board.

(b) Upon the death of any party to the joint membership, such membership shall be held solely by the survivor. The estate of the deceased shall not be released from any debts due the Cooperative.

(c) Upon the death of a member leaving a surviving spouse, even though the surviving spouse is not a joint member, the surviving spouse, upon presentation of a death certificate and meeting the requirements for membership, shall succeed to the membership of the deceased spouse and shall be responsible for payment of any account due in connection with the membership. The Cooperative shall transfer the membership to the surviving spouse promptly upon receipt of notice of the death of the member.

SECTION 5. Membership Fees. The membership fee shall be fifteen dollars (\$15), upon the payment of which a member shall be eligible for one or more service connections.

SECTION 6. Purchase of Electric Energy. Each member shall, as soon as electric energy shall be available, purchase from the Cooperative electric energy for use at the premises specified in their application for membership and shall pay therefore at rates which shall from time to time be fixed by the board. It is expressly understood that amounts paid for electric energy in excess of the cost of service are furnished by members as capital and each member shall be credited with the capital so furnished as provided in these bylaws. Each member shall pay to the Cooperative an availability charge per month regardless of the amount of electric energy consumed, as shall be fixed by the board from time to time. Each member shall also pay all amounts owed to the Cooperative as and when the same shall become due and payable. The availability charge provides the backbone for the Cooperative to operate in order to serve its members.

SECTION 7. Termination of Membership.

(a) Any member may withdraw from membership upon compliance with such uniform terms and conditions as the board may prescribe. The board may, by the affirmative vote of not less than two-thirds (2/3) of all the members of the board, expel any member who fails to comply with any of the provisions of the articles of incorporation, bylaws or rules or regulations adopted by the board, but only if such member shall have been given written notice by the Cooperative that such failure makes them liable to expulsion and such failure shall have continued for at least ten (10) days after such notice as given. Any expelled member may be reinstated by vote of the board or by vote of the members at any annual or special meeting. The membership of a member who for a period of six (6) months, after service is available to them has not purchased electric energy from the Cooperative, or of a member who has ceased to purchase energy from the Cooperative, shall automatically terminate. The availability charge meets the requirement for purchased electric energy.

(b) Upon the withdrawal, death (except as set forth in Article I, Section 4), cessation of existence or expulsion of a member the membership of such member shall thereupon terminate. Termination of membership in the Cooperative shall not release the member or their estate from any debts due the Cooperative.

(c) In case of withdrawal or termination of membership in any manner, the Cooperative shall repay to the member the amount of the membership fee paid, provided, however, that the Cooperative shall deduct from the amount of the membership fee the amount of any debts or obligations owed by the member to the Cooperative. ➤



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**OUACHITA ELECTRIC
COOPERATIVE**

ARTICLE II RIGHTS AND LIABILITIES OF MEMBERS

SECTION 1. Property Interest of Members. Upon dissolution of the Cooperative:

- (a) First, all debts and liabilities of the Cooperative shall be paid, and;
- (b) Second, all capital furnished through patronage shall be retired as provided in these bylaws, and
- (c) Third, the remaining property and assets of the Cooperative shall be distributed among its members who participated in the Cooperative's patronage retirement during the preceding ten (10) years (including (b) above) in proportion to such participation.

SECTION 2. Non-Liability of Debts of the Cooperative. The private property of the members shall be exempt from execution or other liability for the debts of the Cooperative and no member shall be liable or responsible for any debts or liabilities of the Cooperative.

ARTICLE III MEETINGS OF MEMBERS

SECTION 1. Annual Meeting. Unless otherwise specified by the Board of Directors, the annual meeting of the members shall be held each year on the fourth Thursday of June at 6 p.m., within the counties of the territory served by the Cooperative and such place may be any town or village within this area, as shall be designated in the notice of meeting, for the purpose of announcing the results of the election of directors, 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.

SECTION 2. Special Member Meetings. Special meetings of the members may be called by resolution of the Board, or on written request signed by a majority of the Board or by ten percent (10%) or more of the members, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held in any place within the counties of the Cooperative area of service as specified in the notice of the special meeting.

SECTION 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 ten (10) days nor more than thirty (30) days before the date of the meeting, either personally or by mail or at the direction of the Board Secretary, or upon a default in duty by the Board Secretary, by the person or persons calling the meeting, to each member. Notice of annual meetings shall be mailed to active memberships as of the close of business on the 31st day of March preceding the meeting. Notice of special membership meetings shall be mailed to active memberships as of ten (10) days prior to mailing the notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at their address as it appears on the records of the Cooperative, with postage thereon prepaid. Failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which shall be taken by the members at any meeting.

SECTION 4. Quorum. As long as the total number of members does not exceed ten thousand (10,000), two hundred (200) of the total number of members present shall constitute a quorum. In case the total number of members shall exceed ten thousand (10,000), five hundred (500) 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. The minutes of each meeting shall contain a list of the members present in person. An absent member submitting a ballot to express their vote shall be considered present insofar as determining the quorum is concerned and their name shall be listed in the list of members present at the meeting.

SECTION 5. Voting. Each member shall be entitled to only one

(1) vote upon each matter submitted to a vote of the members. All questions shall be decided by a vote of a majority of the members voting thereon except as otherwise provided by law, the articles of incorporation, or by these bylaws.

(a) **Mail Voting.** The election of directors shall be by mail ballot and only those persons properly nominated by petition shall be on the ballot. Any other matters may be submitted to the members to vote by mail as may be determined by the board. It is the responsibility of the Board Secretary to ensure enclosure of notice of an annual or special meeting including an exact copy of all such motions or resolutions to be acted upon and ballots for the election of directors is mailed. The member shall mark their ballot as directed by the instructions contained with it, place it in a sealed envelope bearing their name and previously addressed to the Cooperative, and then return it to the Cooperative by mail or by delivering it to the Cooperative offices in Camden or Hampton. Only ballots received by the Cooperative at its Hampton or Camden office or in its mailbox by 1 p.m. the day prior to the annual meeting shall be counted. The counting shall be supervised by an election committee made up of five (5) members of the Cooperative and appointed by the members of the Board who are not up for re-election. The election committee shall elect a chairperson. All such ballots shall be secret, and the vote of any member shall not be disclosed to any board member or employee of the Cooperative. Candidates will be notified immediately after counting is complete. The result of the election of directors shall be announced at the annual meeting. The failure of any member to receive a copy of any such ballot shall not invalidate any action which may be taken by the members. Ballots shall be retained as directed by the election committee for 15 days after the election and then destroyed by the election committee chairperson under the direction of the General Manager.

(b) **Proxies.** There shall be no voting by proxy.

(c) **Majority.** Majority as used in Article III shall mean the highest number of votes cast on any issue or for any person even though fifty percent (50%) or less.

(d) **Member Proposals.** No motion or resolution shall be voted upon at any meeting except in the manner provided in Sub-section (a) of this Section 5. The members may submit a proposal to the meeting by petition signed by not less than ten percent of the total number of members submitting a copy of such proposal to the board secretary not less than sixty (60) days prior to the meeting, and the board secretary shall cause such proposal to be placed on the ballot, together with such other matters to be voted upon; provided, however, that any proposal to sell, lease, or otherwise dispose of all or any substantial portion of the cooperative's property, as provided in Article VIII, must be submitted in the same manner but not less than 120 days prior to the meeting. The Board of Directors shall establish procedures by which both proponents and opponents shall be able to submit to the members a short statement of reasons for or against a proposal, along with other election information.

SECTION 6. 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. report on the number of members present in person or by having mailed a ballot in order to determine the existence of a quorum;
2. 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;
3. reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon;
4. presentation and consideration of reports of officers, directors, and committees;
5. report of the election of directors and swearing in of newly elected directors;
6. unfinished business;
7. new business;
8. adjournment.

Ouachita Electric Cooperative's Bylaws will be continued in the November issue. A full version of the Cooperative's bylaws can be found at oecc.com under My Co-op.