

NOTICE OF ANNUAL MEETING

The Annual Meeting of the Members of Southwest Tennessee Electric Membership Corporation will be held Friday, August 13, 1993. Member registration begins at 6 p.m., at College Hill Auditorium, Grand Avenue, Brownsville, TN. Order of business at the annual meeting shall be as follows:

1. Call of the roll, report of officers, directors and committees.
2. Election results for three (3) directors of the Cooperative.
3. Any and all other business which may properly come before the meeting or any adjournments or adjournments thereof.

The following members have been nominated for Director positions by the Committee of Nominations appointed by the Board of Directors of the Cooperative pursuant to the Bylaws.

DISTRICT NO. 1 - composed of Tipton County, Lauderdale County, Fayette County and those portions of Haywood County and Hardeman County which are south or west of the Hatchie River.

POSITION 4 - Robert L. Henry, Sr., Route 2, Box 73, Henning, TN 38041
William S. Thomas, Route 5, Ripley, TN 38063

DISTRICT NO. 2 - composed of Madison County, Chester County, Henderson County, Crockett County and those portions of Haywood County and Hardeman County which are north or east of the Hatchie River.

POSITION 1 - James A. Allen, 39 Poplar Plains, Jackson, TN 38305
Hugh H. Harvey, 79 Passmore Lane, Jackson, TN 38305

POSITION 2 - Allen G. King, 2695 Highway 54 N, Brownsville, TN 38012
James (Jim) C. Nunn, Jr., 5543 Tibbs Road, Brownsville, TN 38012

BYLAW ADDITION

A bylaw section was inadvertently omitted from the 1990 bylaw update. Section 4.08 is necessary to bring the Cooperative bylaws into compliance with the Tennessee Rural Electric and Community Services Cooperative Act. Southwest's Board of Directors and Management request that you review this proposed addition and vote either for or against said proposal. Please note that the Board of Directors of Southwest Tennessee EMC recommends the adoption of the proposed addition (Section 4.08) and the renumbering of section 4.09 through 4.13.

This the 23rd day of July, 1993.



ALLEN G. KING, SECRETARY-TREASURER
SOUTHWEST TENNESSEE ELECTRIC
MEMBERSHIP CORPORATION

SOUTHWEST'S 56TH ANNUAL MEETING

FRIDAY NIGHT - AUGUST 13 - COLLEGE HILL AUDITORIUM

PROGRAM

6:00 P.M. - MEMBER'S REGISTRATION
7:00 TO 7:30 P.M. - BUSINESS MEETING
7:30 TO 8:45 P.M. - ENTERTAINMENT BY THE
JIMMY MELTON BAND AND KIM EDMONDS MAGIC ACT
8:45 P.M. - DRAWING FOR DOOR PRIZES

VOTE BY MAIL, USE THE CONVENIENT POSTAGE PAID ENVELOPE
NOTE! BALLOT MUST BE RECEIVED BY NOON, TUESDAY, AUGUST 10, 1993

RESUMÉS FOR CANDIDATES FOR DIRECTORS

DISTRICT NO. 1 POSITION 4

DIRECTOR WILLIAM S. THOMAS, JR., resides in the Durhamville Community of Lauderdale County. He was elected to the Southwest Board of Directors in 1987 and has been a consumer of Southwest since 1958. Mr. Thomas is a former member of ASCS County Committee and is a member of the Farm Bureau. He has retired from farming and is a World War II Vet.

Mr. Thomas, and his wife, Inez, attend St. Paul United Methodist Church. They have one daughter and one grandchild. (Address: Route 5, Ripley, TN 38063)

NOMINEE ROBERT L. HENRY is a native of Lauderdale County and has been an active member of Southwest since 1968. After his retirement from the Army's Special Forces in 1966, he worked for the Fort Pillow State Park and retired as the superintendent of the park in 1982. He is a full-time farmer and is a member of the Farm Bureau, Farmers Cooperative and the Masonic Lodge.

Mr. Henry is married with two children and four grandchildren. His wife, Marie, works as personnel officer for Fort Pillow Prisons. His son is also employed at the prison, while his daughter works for the TBI. (Address: Route 2 Box 73, Henning, TN 38041)

DISTRICT NO. 2 POSITION 1

DIRECTOR HUGH H. HARVEY presently holds the office of vice-president on the Board of Directors. He is a native of Madison County with a B.S. degree from Union University. He was a tank commander in the U.S. Army and a member of the Tennessee National Guard. He has previously been employed with the Jackson and Madison County School Systems as a junior and senior high school coach and teacher. He has also been a property appraiser and is now engaged in farming.

Mr. Harvey served fourteen years on the Madison County Commission. He is a past president of the North Side Lions Club and served as board chairman of the Madison County Farmers Cooperative. He presently serves on the board of directors of the Tennessee Electric Cooperative Association. He is a member of Harris Grove Methodist Church and has served as chairman of its board.

Mr. Harvey is married to the former Dorothy Pearson, a retired secondary supervisor with the Jackson-Madison County Schools. Their son, Hugh Jr., is an attorney and is married to the former Sue Tipton of Brownsville. They have one daughter and are expecting another child in July. (Address: 79 Passmore Lane, Jackson, TN 38305)

NOMINEE JAMES A. ALLEN is a native of Raymond, Mississippi, and has lived in the Jackson area for 11 years. He has a B.S. in Accounting from Mississippi State and is currently enrolled in the MBA program at UT Martin. He has been employed for 11 years as assistant vice-president for Business Affairs at Jackson-Madison County General Hospital. Previously, he was employed by the College of Veterinary Medicine at Mississippi State. Also, he worked for the Hinds General Hospital in Jackson, Mississippi. He spent six years in the Army National Guard, military police battalion in Jackson, Mississippi. He is a member of the Tennessee Chapter Health Care Financial Management Association. He is a member of Forest Heights United Methodist Church and is chairman of the administrative board.

Mr. Allen is married to the former Jackie Hubbard. She employed as controller for the Jackson Country Club. They have a son and daughter who live at home. (Address: 39 Poplar Plains, Jackson, TN 38305)

DISTRICT NO. 2 POSITION 2

DIRECTOR ALLEN G. KING has served on the Board of Directors as secretary-treasurer since 1979. He is a native of Haywood County and has an agricultural degree from UT Knoxville. He is a full-time farmer and is active in the AAM Producers Organization, the National Cotton Council, the Staplcotton Marketing Cooperative, the Haywood Farmers Cooperative and the Haywood County Commission. He is an elder at the First Presbyterian Church.

Mr. King is married and his wife, Patsy, is a homemaker. They have two sons who farm with their father and one daughter who is married and lives in Brownsville. (Address: 2695 Highway 54 North, Brownsville, TN 38012)

NOMINEE JAMES C. (JIM) NUNN, JR., is a native of Haywood County and has a B.S. in agriculture from University of Tennessee. He is the owner of Nunn Cotton Company and is presently a cattle farmer in addition to other farming interests in Haywood County. He has worked as an Asst. Agricultural Extension Agent with the University of Tennessee in Tipton County. He is a member of the Brownsville Rotary Club, American Cotton Shippers Association, Southern Cotton Association, and past president of Haywood County District 9 Fire Department. He is a member of Brownsville Baptist Church.

Mr. Nunn is married and has two sons. His wife, Alice, is a homemaker and a former school teacher. (Address: 5543 Tibbs Road, Brownsville, TN 38012)

PROPOSED BYLAW ADDITION: SECTION 4.08.

SECTION 4.08. Removal of Directors by Members. Any member may bring one or more charges against any one or more directors, alleging acts or omissions adversely affecting the business and affairs of the Cooperative and amounting to actionable negligence, malfeasance, misfeasance, nonfeasance, fraud or criminal conduct, and may request the removal of such director(s) by reason thereof by filing with the Secretary such charge(s) in writing together with a petition, signed by not less than ten (10%) percent of the total membership of the Cooperative, which calls for a special member meeting thereon and specifies the place, time and date thereof not less than forty (40) nor more than forty-five (45) days after the filing of such petition, or which requests that the matter be acted upon at the subsequent annual member meeting if such meeting will be held no sooner than forty (40) nor more than ninety (90) days after the filing of such petition. Each page of the petition shall, in the forepart thereof, state the name(s) and address(es) of the member(s) filing such charge(s), a verbatim statement of such charge(s) and the name(s) of the director(s) against whom such charge(s) is (are) being made. The petition shall be signed by each member in the same name as he is billed by the Cooperative and shall state the signatory's address as the same appears on such billings. Notice of such charge(s) verbatim, of the director(s) against whom the charge(s) have been made and of the member(s) filing the charge(s) shall be contained in the notice of the meeting or separately noticed to the members not less than five (5) days prior to the member meeting at which the matter will be acted upon; PROVIDED, the notice shall set forth (by random selection but otherwise in alphabetical order) only twenty (20) of the names and addresses of the charging members, if twenty (20) or more members file the same charges(s) against the same director(s). Such director(s) shall be informed in writing of the charges after they have been validly filed and at least twenty-five (25) days prior to the meeting of the members at which the charge(s) are to be considered, shall have an opportunity at the meeting to be heard in person, by witnesses, by counsel or any combination of such, and to present evidence in respect of the charges(s), and shall be heard last; and the person(s) bringing

the charge(s) shall have the same opportunity, but shall be heard first. The question of the removal of such director(s) shall be considered and voted upon at such meeting. A two-thirds vote of members attending the meeting would be required for removal. Any vacancy created by such removal shall be filled by the Board of Directors without compliance with the foregoing provisions with respect to nominations; PROVIDED, the question of the removal of a director shall not be voted upon at all unless some evidence in support of the charge(s) against him shall have been presented during the meeting through oral statements, documents, or otherwise; AND PROVIDED FURTHER, no director shall be so removable from office for the reason that he, in good faith and believing such to be in the best interests of the Cooperative and of its present and future members, failed or declined to support, or that he opposed, (1) a proposal to sell or lease-sell all or a substantial portion of the Cooperative's assets and properties or to dissolve the Cooperative, or (2) a motion to notify the Cooperative's members of a proposal received by the Cooperative for such a sale, lease-sale or dissolution, or (3) a motion or other effort to call a meeting of the Cooperative's members consider and act upon a proposal for such a sale, lease-sale or dissolution. A newly elected director shall be from or with respect to the same Directorate District as was the director whose office he succeeds and shall serve out the unexpired portion of the removed director's term.

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