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BROWNSVILLE, TENN.
PERMIT NO. 16

ENTERTAINMENT



THE SINGING AMERICANS
FRIDAY, AUGUST 10th AT 6:30 P.M.
HAYWOOD HIGH SCHOOL
BROWNSVILLE, TENNESSEE
SOUTHWEST TENNESSEE EMC

Entertainment for this year's Annual Meeting will be provided by the Singing Americans of Maiden, North Carolina. The Singing Americans were voted "Male Group of the Year of 1983" by The Southern Gospel Music Association. They continually receive national radio attention through their songs which are consistently in the top forty of the gospel trade papers' charts. Singing Americans are recognized by many in the gospel music industry as having excellent talent, youth, and a sincere approach to their singing.

Attend Your ANNUAL MEETING

VOTE FOR YOUR TRUSTEES.
TAKE YOUR CHANCE ON WINNING A PRIZE.
ENJOY THE ENTERTAINMENT.

DRAWING FOR THE PRIZES --

Bring Your Ballot--When we check your ballot you will receive a ticket which will entitle you to participate in the drawing for one of the FIFTY ELECTRICAL APPLIANCES. Your ticket must be signed and deposited in the box which represents your district. Only Members of the Cooperative are eligible to register for the prizes. One member of the Winner's immediate family must be present at the drawing in order to claim the prize.



50

Prizes

To Be Given Away

Free!

SOUTHWEST NEWS

HEADQUARTERS
Brownsville, TN

Southwest Tennessee
Electric Membership Corporation
AUGUST 1984

DISTRICT OFFICES
Jackson, TN
Henderson, TN
Covington, TN

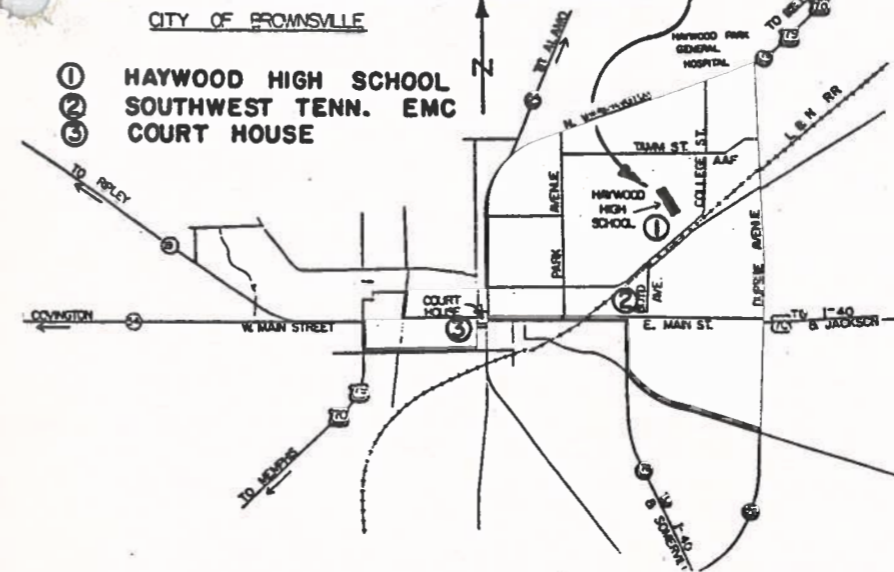
SOUTHWEST'S 47TH ANNUAL MEETING

WHERE Haywood High School

WHEN Friday Night,
August 10

TIME 6:00 P.M.

SITE OF ANNUAL MEETING



Your Annual Meeting will be held in the air conditioned cafeteria of Haywood High School located on East College Street in Brownsville. Mr. Robert Turner, President of the Board of Trustees, will be in charge of the members' business meeting. Your attendance at this important event of your electric system is needed each year to keep your Cooperative strong. Come and bring your friends.

6:00 P.M.
MEMBERS' REGISTRATION
BEGIN VOTING FOR TRUSTEES
7:30 P.M.
MUSIC BY: THE SINGING AMERICANS
7:30 P.M.
VOTING CLOSED FOR TRUSTEES
7:30 TO 8:15 P.M.
MEMBERS' BUSINESS MEETING
8:15 TO 8:45 P.M.
DRAWING OF ATTENDANCE PRIZES
8:45 P.M.
ADJOURNMENT

ENERGY DISPLAYS AND ENERGY SAVER HOME PROGRAM

A series of displays relating to energy conservation, solar water heaters, heat pump water heaters and other energy programs will be featured at this year's meeting. All displays will have someone on hand to answer questions and to discuss with you the efficient use of electricity. Information will also be available on how to build an energy saver home.

INSIDE IS YOUR BALLOT... MAIL OR BRING IT WITH YOU

NOTICE OF ANNUAL MEETING

The Annual Meeting of the members of the Southwest Tennessee Electric Membership Corporation will be held at Haywood High School, East College Street, Brownsville, Tennessee, on Friday, August 10, 1984, beginning at 6:00 P.M., to take action upon the following matters.

1. The report of officers, trustees, and committees.
2. The election of three (3) trustees 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 Trustees by the Committee of Nominations appointed by the Board of Trustees of the Cooperative pursuant to the Bylaws:

DISTRICT NO. 1 - composed of Haywood County, Hardeman County, Crockett County and the northeast corner of Fayette County.

Rick Downing, Route 4, Box 30, Brownsville, TN
Allen G. King, Route 2, Brownsville, TN

DISTRICT NO. 2 - composed of Tipton County, Lauderdale County, and the northwest corner of Fayette County.

Reid Dunavant, Route 1, Henning, TN
C. P. "Doc" Meyer, Route 2, Box D-86, Henning, TN

DISTRICT NO. 3 - composed of Madison County, Chester County, and Henderson County.

Hugh H. Harvey, Route 1, Jackson, TN
Sidney H. McLeary, Route 5, Box 113, Humboldt, TN

Additional nominations for Trustees may be made by petition pursuant to the provisions of the Bylaws.

The following amendments to the Bylaws have been proposed, and each member is requested and urged to vote, either for or against said proposed amendments which are as follows:

Amend Article I, Section 4, of the By-laws by striking and deleting the paragraph which reads as follows:

Section 4. Purchase of Electric Energy. Each member shall, as soon as electric energy shall be available, purchase from the Cooperative all electric energy used on the premises referred to in the application of such member for membership, and shall pay therefor monthly at such rates as shall be appropriately fixed by the Board of Trustees; provided, however, that the electric energy which the Cooperative shall furnish to any member may be limited to such amount as the Board of Trustees shall from time to time determine and that each member shall pay to the Cooperative such minimum amount per month as shall be fixed by the Board of Trustees from time to time, regardless of the amount of electric energy consumed. Each member shall also pay all obligations which may from time to time become due and payable by such member to the Cooperative as and when the same shall become due and payable.

so that said Section 4 of Article I, of said amendment shall read as follows:

Section 4. Purchase of Electric Power and Energy; Power Production by Member; Application of Payments to All Accounts. The Cooperative shall use reasonably diligent efforts to furnish its members with adequate and dependable electric service, although it cannot and therefore does not guarantee a continuous and uninterrupted supply thereof; and each member, for so long as such premises are owned or directly occupied or used by him, shall purchase from the Cooperative all central station electric power and energy purchased for use on all premises to which electric service has been furnished by the Cooperative pursuant to his membership, unless and except to the extent that the Board of Trustees may in writing waive such requirement, and shall pay therefor at the times, and in accordance with the rules, regulations, and rate schedules (including any monthly minimum amount that may be charged without regard to the amount of electric power and energy actually used) established by the Board of Trustees and, if in effect, in accordance with the provisions of any supplemental contract that may have been entered into. Production or use of electric energy on such premises, regardless of the source thereof, by means of facilities which shall be interconnected with Cooperative facilities, shall be subject to appropriate regulations as shall be fixed from time to time by the Cooperative. Each member shall also pay all other amounts owed by him to the Cooperative as and when they become due and payable. When the member has more than one service connection from the Cooperative, any payment by him for service from the Cooperative shall be deemed to be allocated and credited on a pro rata basis to his outstanding accounts for all such service connections, notwithstanding that the Cooperative's actual accounting procedures do not reflect such allocation and proration.

Amend Article I, Section 7 and Section 8, of the By-laws by striking and deleting the entire sections which deal with the expulsion, transfer, terminations, and withdrawal of membership and reads as follows:

Section 7. Expulsion of Members. The Board of Trustees of the Cooperative may, by the affirmative vote of not less than two-thirds (2/3) of the members thereof, expel any member who shall have violated or refused to comply with any of the provisions of the Tennessee Electric Cooperative Act of 1939, or of the articles of conversion of the Cooperative or these bylaws or any rules or regulations adopted from time to time by the Board of Trustees. Any member so expelled may be reinstated as a member by a vote of the members at any annual or special meeting of the members. The action of the members with respect to any such reinstatement shall be final.

Section 8. Transfer, Terminations, and Withdrawal of Memberships.

(a) When any member desires to transfer his membership to any other person who is qualified for membership in the Cooperative, he may assign the same according to the following procedure, unless the Board of Trustees finds that it is not feasible for the Cooperative to extend service to the proposed assignee:

- (1) The assignor and assignee shall fill out an assignment blank which the Secretary shall make available, showing the location of the premises which have been served in connection with the membership, the character and approximate amount of service which has been taken, the location of the premises for which the assignee desires service and the type of and approximate amount thereof which is desired;
- (2) the assignor and assignee shall make satisfactory arrangements with the Board of Trustees for the payment to the Cooperative of any obligations of the assignor to the Cooperative and for the making of any repairs or replacements which are required on the meter boxes or other facilities owned by the Cooperative and used in service to the premises in question;
- (3) the sum of fifty cents (50c) shall be paid to the Treasurer of the Cooperative to cover the expense of each assignment; and
- (4) upon the assignment of any membership the assignor shall endorse the certificate of membership on the back of the same and the assignment shall be recorded on the books of the Cooperative. The assignment of a membership shall operate to transfer to the assignee all interest, rights, privileges, duties and obligations of the assignor, which shall thereafter be enjoyed and assumed by the assignee, and shall divest the assignor of all right, title and interest in the property and assets of the Cooperative.

(b) A membership may be transferred by a member to himself or herself and his or her spouse, as the case may be, jointly upon the written request of such member and compliance by husband and wife jointly with the provisions with respect to transfers of membership set forth in paragraph (a) of this section. When a membership is held jointly by a husband and wife, upon the death of either such membership shall be deemed to be held solely by the survivor with the same effect as though such membership had been originally issued solely to him or her, as the case may be, and the joint membership certificate may be surrendered by the survivor and upon the recording of such death on the books of the Cooperative the certificate may be reissued to and in the name of such survivor; provided, however, that the estate of the deceased shall not be released from any membership debts or liabilities to the Cooperative.

(c) Upon the death, cessation of existence or expulsion of a member the membership of such member shall thereupon terminate, and the certificate of membership of such member shall be surrendered forthwith to the Cooperative. Termination of membership in any manner shall operate as a release of all right, title and interest of the member in the property and assets of the Cooperative; provided, however, that such termination of membership shall not release the member from the debts or liabilities of such member to the Cooperative.

(d) Any member may withdraw from membership upon payment in full of all debts and liabilities of such member to the Cooperative and upon compliance with such terms and conditions as the Board of Trustees may prescribe.

Continued on page 3

BALLOT FOR TRUSTEES

Instructions For Marking Ballot And Voting

BRING THIS BALLOT WITH YOU TO THE MEETING

You will vote for and elect ONE trustee each from Districts One, Two, and Three. PLEASE mark your choice for Trustees and sign your name.

VOTE FOR ONE IN EACH DISTRICT.

PLACE (X) OPPOSITE THE NAMES YOU VOTE FOR.

No one except a member holding membership in the Cooperative is entitled to vote for trustees. Each member is entitled to only one vote regardless of the number of memberships held.

You may bring this ballot and cast it at the Annual Meeting.

If you cannot attend the meeting you may vote by mail. After marking and signing your ballot, mail it so that it will arrive at the office of the Cooperative in Brownsville, Tennessee by 6:00 P.M., August 10, 1984

BE SURE TO BRING THIS BALLOT WITH YOU. IT IS THE ONLY BALLOT YOU WILL RECEIVE.

COME TO YOUR ANNUAL MEETING AND BRING YOUR NEIGHBOR-MEMBERS

A VOTE FOR THE AMENDMENTS IS RECOMMENDED BY THE BOARD OF TRUSTEES.



DISTRICT NO. 1 composed of Haywood County, Hardeman County, Crockett County, and the northeast corner of Fayette County.

(Vote for ONE) ○○○○○○○○○○○○○○○○○○○

Rick Downing, R-4, Box 30, Brownsville, TN ()
Allen G. King, R-2, Brownsville, TN ()

DISTRICT NO. 2 - composed of Tipton County, Lauderdale County, and northwest corner of Fayette County.

(Vote for ONE) ○○○○○○○○○○○○○○○○○○○

Reid Dunavant, R-1, Henning, TN ()
C.P. "Doc" Meyer, R-2, Box D-85, Henning, TN ()

DISTRICT NO. 3 - composed of Madison County, Chester County, and Henderson County.

(Vote for ONE) ○○○○○○○○○○○○○○○○○○○

Hugh H. Harvey, R-1, Jackson, TN ()
Sidney H. McLeary, R-5, Box 113, Humboldt, TN ()

For the Proposed By-Laws Amendments ()
Against the Proposed By-Laws Amendments ()

Member's Signature _____

Address _____

SOUTHWEST TENNESSEE ELECTRIC MEMBERSHIP CORPORATION

so that said Section 7 and Section 8 of Article I, of said amendment shall read as follows:

Section 7. Suspension Reinstatement. Upon his failure, after the expiration of the initial time limit prescribed either in a specific notice to him or in the Cooperative's generally publicized applicable rules and regulations, to pay any amounts due the Cooperative or to cease any other non-compliance with his membership obligations, a person's membership shall automatically be suspended; and he shall not during such suspension be entitled to receive electric service from the Cooperative or to cast a vote at any meeting of the members. Payment of all amounts due the Cooperative, including any additional charges required for such reinstatement, and/or cessation of any other non-compliance with his membership obligations within the final time limit provided in such notice or rules and regulations shall automatically reinstate the membership, in which event the member shall thereafter be entitled to receive electric service from the Cooperative and to vote at the meetings of its members.

Section 8. Terminations.

(a) **Termination by Expulsion; Renewed Membership.** Upon failure of a suspended member to be automatically reinstated to membership, as provided in Section 7 above, he may, without further notice, but only after due hearing if such is requested by him, be expelled by resolution of the Board of Trustees at any subsequently held regular or special meeting of the Board. Any person so expelled may, by delivering written notice to that effect to the Cooperative at least ten (10) days prior to the next meeting of the members, appeal to and be present and heard at such meeting, which may vote approval of such expulsion or disapproval thereof, in which latter event such person's membership shall be reinstated retroactively to the date of his expulsion. After any finally effective expulsion of a member, he may not again become a member except upon new application therefor duly approved as provided in Article I, Section 1. The Board of Trustees, acting upon principles of general application in such cases, may establish such additional terms and conditions for renewed membership as it determines to be reasonably necessary to assure the applicant's compliance with all his membership obligations.

(b) **Termination by Withdrawal or Resignation.** A member may withdraw from membership upon such generally applicable conditions as the Board of Trustees shall prescribe and upon either (a) ceasing to (or, with the approval of the Board of Trustees, resigning his membership in favor of a new applicant who also shall) own or directly occupy or use all premises being furnished electric service pursuant to his membership, or (b) except when the Board of Trustees specifically waives such condition, abandoning totally and permanently the use of central station electric service on such premises.

(c) **Termination by Death or Cessation of Existence; Continuation of Membership in Remaining or New Partners.** Except as provided in the following subparagraph "d" of this Section, the death of an individual human member shall automatically terminate his membership. The cessation of the legal existence of any other type of member shall automatically terminate such membership; Provided, that upon the dissolution for any reason of a partnership, or upon the death, withdrawal or addition of any individual partner, such membership shall continue to be held by such remaining and/or new partner or partners as continue to own or directly to occupy or use the premises being furnished electric service pursuant to such membership in the same manner and to the same effect as though such membership had never been held by different partners; Provided further, that neither a withdrawing partner nor his estate shall be released from any debts then due the Cooperative.

(d) **Effect of Termination.** Upon the termination in any manner of a person's membership, he or his estate, as the case may be, shall be entitled to refund of his membership fee (and to his service security deposit, if any, theretofore paid the Cooperative), less any amounts due the Cooperative; but neither he nor his estate, as the case may be, shall be released from any debts or other obligations then remaining due the Cooperative. Notwithstanding the suspension or expulsion of a member, as provided for in Section 7 above, paragraph (a) of this Section, such suspension or expulsion shall not, unless the Board of Trustees shall expressly so elect, constitute such release of such person from his membership obligations as to entitle him to purchase from any other person any central station electric power and energy for use at the premises to which such service has theretofore been furnished by the Cooperative pursuant to such membership.

(e) **Effect of Death, Legal Separation or Divorce upon a Joint Membership.** Upon the death of either spouse of a joint membership, such membership shall continue to be held solely by the survivor, in the same manner and to the same effect as though such membership had never been joint: Provided, that the estate of the deceased spouse shall not be released from any debts due the Cooperative. Upon the legal separation or divorce of the holders of a joint membership, such membership shall continue to be held solely by the one who continues directly to occupy or use the premises covered by such membership in the same manner and to the same effect as though such membership had never been joint: Provided, that the other spouse shall not be released from any debts due the Cooperative.

(f) **Board Acknowledgement of Membership Termination; Acceptance of Members Retroactively.** Upon the termination of a person's membership for any reason, the Board of Trustees, so soon as practicable after such termination is made known to it, shall by appropriate resolution formally acknowledge such termination, effective as of the date on which the Cooperative ceased furnishing electric service to such person. Upon discovery that the Cooperative has been furnishing electric service to any person other than a member, it shall cease furnishing such service unless such person applies for, and the Board of Trustees approves, membership retroactively to the date on which such person first began receiving such service, in which event the Cooperative, to the extent practicable, shall correct its membership and all related records accordingly; Provided, that should the Cooperative acquire any electric facilities dedicated or devoted to the public use, it may for the purpose of continuing service and avoiding hardship and to an extent which shall not exceed forty percent (40%) of the total number of persons served by the Cooperative, continue to serve the persons served directly from such facilities at the time of such acquisition without requiring that such persons become members; Provided further, that such nonmembers shall have the right to become members upon nondiscriminatory terms.

Amend Article I, Section 12 of the By-Laws by adding a second paragraph which shall read as follows:

Each member shall make available to the Cooperative a suitable site, as determined by the Cooperative, whereon to place the Cooperative's physical facilities for the furnishing and metering of electric service and shall permit the Cooperative's authorized employees, agents and independent contractors to have access thereto, safely and without interference from hostile dogs or any other hostile source, for meter reading and bill collecting and for inspection, maintenance, replacement, relocation, repair or disconnection of such facilities at all reasonable times. As part of the consideration for such service, each member shall be the Cooperative's bailee of such facilities and shall accordingly desist from interfering with, impairing the operation of or causing

damage to such facilities, and shall use his best efforts to prevent others from so doing. Each member shall also provide such protective devices to his premises, apparatuses or meter base as the Cooperative shall from time to time require in order to protect the Cooperative's physical facilities and their operation and to prevent any interference with or damage to such facilities. In the event such facilities are interfered with, impaired in their operation, or damaged by the member, or by any other person when the member's reasonable care and surveillance should have prevented such, the member shall indemnify the Cooperative and its employees, agents and independent contractors against death, injury, loss or damage resulting therefrom, including but not limited to the Cooperative's cost of repairing, replacing or relocating any such facilities and its loss, if any, of revenues resulting from the failure or defective functioning of its metering equipment. The Cooperative shall, however, in accordance with its applicable service rules and regulations, indemnify the member for any overcharge for service that may result from a malfunctioning of its metering equipment or any error occurring in the Cooperative's billing procedures. In no event shall the responsibility of the Cooperative for furnishing electric service extend beyond the point of delivery.

Amend Article I, Section 13, of the By-Laws by striking and deleting the title "Easements For Cooperative's Lines" and the paragraph which reads as follows:

Section 13. Easements for Cooperative's Lines. Members shall, without charge to the Cooperative, grant to it easements over land owned by them for the transmission and distribution lines of the Cooperative, and the Board of Trustees may require from applicants for membership the return of any payments previously made to such applicants for easements.

so that said Section 13 of Article I, of said amendment shall read as follows:

Section 13. Member to Grant Easements to Cooperative and to Participate in Required Cooperative Load Management Programs. Each member shall, upon being requested so to do by the Cooperative, execute and deliver to the Cooperative grants of easement or right-of-way over, on and under such lands owned or leased by or mortgaged to the member, and in accordance with such reasonable terms and conditions, as the Cooperative shall require for the furnishing of electric service to him or other members or for the construction, operation, maintenance or relocation of the Cooperative's electric facilities. Each member shall participate in any required program that may be established by the Cooperative to enhance load management, more efficiently to utilize or conserve electric energy or to conduct load research.

Amend Article I, Section 14, of the By-Laws by striking and deleting the title "Removal of Trustees and Officers" and the paragraph which reads as follows:

Section 14. Removal of Trustees and Officers. Any member may bring charges against an officer or trustee by filing them in writing with the Secretary, together with a petition signed by ten per centum (10%) of the members, requesting the removal of the officer or trustee in question. The removal shall be voted upon at the next regular or special meeting of the members and any vacancy created by such removal may be filled by the members at such meeting; provided, however, that any vacancy shall be filled by a successor trustee who is a member residing in the same voting district as his predecessor trustee. The trustee or officer against whom such charges have been brought shall be informed in writing of the charges previous to the meeting and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence; and the person or persons bringing the charges against him shall have the same opportunity.

so that said Section 14 of Article I, of said amendment shall read as follows:

Section 14. Removal of Trustees by Members. Any member may bring one or more charges for cause against any one or more trustees and may request the removal of such trustee(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 petition 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 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 trustee(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 trustee(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 notified to the members not less than five (5) days prior to the member meeting at which the matter will be acted upon. Such trustee(s) shall be informed in writing of the charges after they have been validly filed and at least twenty (20) days prior to the meeting of the members at which the charge(s) are to be considered, and 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 charge(s); and the person(s) bringing the charge(s) shall have the same opportunity, but must be heard first. The question of the removal of such trustee(s) shall, separately for each if more than one has been charged, be considered and voted upon at such meeting, and any vacancy created by such removal shall be filled by a majority vote of the remaining trustees, and trustees thus elected shall serve until the next annual meeting of the members or until their successors shall have been elected and shall have qualified; provided, however, that any vacancy shall be filled by a successor trustee who is a member residing in the same voting district as his predecessor trustee.

Amend Article II, Section 6, of the By-Laws by striking and deleting the third sentence which reads as follows:

When such written vote so enclosed is received by mail from any absent member, it shall be accepted and counted as a vote of such absent member at such meeting.

so that said sentence of Article II, Section 6, of said amendment shall read as follows:

When such written vote so enclosed is received by mail, or otherwise delivered by the member or a personal courier, from any absent member, it shall be accepted and counted as a vote of such absent member at such meeting.

Continued on Page 4

Amend Article III, Section 3, of the By-Laws by striking and deleting the eighth sentence which reads as follows:

When such ballot so enclosed is received by mail from an absent member, it shall be accepted and counted as a vote for trustees by ballot of such absent member at such meeting.

so that said sentence of Article III, Section 3, of said amendment shall read as follows:

When such ballot so enclosed is received by mail, or otherwise delivered by the member or a personal courier, from an absent member, it shall be accepted and counted as a vote for trustees by ballot of such absent member at such meeting.

Amend Article III, Section 5, of the By-Laws by striking and deleting the period following the word "Trustees" in the first sentence, and adding a comma, and the following words:

", committee meetings, and meeting of affiliated associations."

Amend Article V, Section 8(b) of the By-Laws by inserting two words "or invest" in the first sentence which reads as follows:

(b) receive and give receipts for moneys due and payable to the Cooperative from any source whatsoever, and deposit all such moneys in the name of the Cooperative in such bank or banks as shall be selected in accordance with the provisions of these bylaws; and

so that said Article V, Section 8(b) of said amendment shall read as follows:

(b) receive and give receipts for moneys due and payable to the Cooperative from any source whatsoever, and deposit or invest all such moneys in the name of the Cooperative in such bank or banks as shall be selected in accordance with the provisions of these bylaws; and

Amend Article V, Section 13, of the By-Laws by adding the following sentence:

As used in these By-Laws, "close relative" means a person who, by blood in law, including step and adoptive kin, is either a spouse, child, grandchild, parent, grandparent, brother, sister, aunt, uncle, nephew, or niece of the principal.

Amend Article V of the By-Laws by adding a new section to follow Section 13. The new section number shall be Section 14, entitled "Delegation of Secretary and Treasurer's Responsibilities" and shall read as follows:

Section 14. Delegation of Secretary and Treasurer's Responsibilities.
Notwithstanding the duties, responsibilities and authorities of the Secretary and of the Treasurer herein before provided in Section 7 and 8, the Board of Trustees by resolution may, except as otherwise limited by law, delegate, wholly or in part, the responsibility and authority for, and the regular or routine administration of, one or more of each such officer's such duties to one or more agents, other officers or employees of the Cooperative who are not Trustees. To the extent that the Board does so delegate with respect to any such officer, that officer as such shall be released from personal performance of such duties, responsibilities and authorities, but shall not be released from being held accountable for the proper discharge of such duties, responsibilities and authorities.

Amend Article VII, Section 1 of the By-Laws by striking and deleting the word "shall" in the first sentence which reads as follows:

"Membership in the Cooperative shall be evidenced by a Certificate of Membership-----"

so that said Section 1 of Article VII of said amendment shall read as follows:

"Membership in the Cooperative may, if the Board of Trustees so resolves, be evidenced by a Certificate of Membership-----"

Amend Article VIII, Section 2, subsection (e), of the By-Laws by striking and deleting the paragraph which reads as follows:

(e) Payment of twenty-five cents (25c) per year per member for subscription of Southwest News to be paid from the amount accruing to each individual member.

so that said Subsection (e) of Section 2, of Article VIII, of said amendment shall read as follows:

(e) Payment of an amount not to exceed the actual cost to the Cooperative per year per member for subscription to the Southwest News, a publication of the Cooperative and to the Tennessee Magazine, the publication of the Tennessee Electric Cooperative Association, to be paid from the amount accruing to each individual member.

Amend Article XIV of the By-Laws by striking and deleting the paragraph on "Amendments" and adding the following paragraph on "Rules of Order" so that said Article XIV shall read as follows:

Rules of Order

Parliamentary procedure at all meetings of the members, of the Board of Trustees, of any committee provided for in these By-Laws and of any other committee of the members or Board of Trustees which may from time to time be duly established shall be governed by the most recent edition of Robert's Rules of Order, except to the extent such procedure is otherwise determined by law or by the Cooperative's Articles of Incorporation or By-Laws.

Amend the By-Laws by adding a new Article, which will be Article XV, which shall be entitled "Dissolution", and said Article XV shall read as follows:

Dissolution

In the event of dissolution of the Cooperative, its affairs shall be liquidated in the manner provided by law. The Trustees in charge of such liquidation shall use the proceeds derived from liquidation to satisfy and discharge all outstanding liabilities and obligations of the Cooperative. To the extent permitted by law, any remaining proceeds of liquidation shall be disposed of as follows:

- (1) The aggregate amount of capital contributed by members of the Cooperative during the period of its existence shall be determined and such remaining proceeds up to such aggregate amount shall be returned to such members in proportion to the respective amounts of capital contributed by them.
- (2) The remaining liquidation proceeds, if any, shall be distributed ratably among the members holding membership as of the time it ceases to conduct its business of supplying electric power and energy.

Amend the By-Laws by adding a new Article designated to be Article XVI, said Article to be entitled "Amendments" and shall read as follows:

Amendments

These bylaws may be altered, amended or repealed by the members at any regular or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal.

This the 27th day of July, 1984

Allen G. King

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

YOUR ELECTRIC CO-OP IS
OWNED BY THOSE IT SERVES

