THE
Southwestern
A SOUTHWESTERN ELECTRIC COOPERATIVE MEMBER MAGAZINE
AUGUST 2026 • VOLUME 78 • ISSUE 8

Annual Meeting Edition

- Official Notice of the 88th Annual Meeting of Members
- Report for the Fiscal Year 2025

Official Notice of the Annual Meeting

The 88th Annual Meeting of Southwestern Electric Cooperative members will be held at the American Farm Heritage Museum in Greenville, Illinois, on Saturday, September 12, 2026. The business meeting, beginning at 10 a.m., will take action on the following matters:

1. Roll call: Reporting on the number of members present in order to determine if a quorum is met.
2. Election of directors.
3. Proposed amendment to the bylaws.
4. Reading of the Official Annual Meeting Notice and proof of due publication and mailing thereof (or the waiver or waivers of the Notice, as the case may be).
5. Reading of the unapproved minutes from the previous Annual Meeting and taking of necessary action thereon.
6. Presentation, consideration, and acting upon the reports of officers, directors and committees.
7. Unfinished business.
8. New business.
9. Announcement of election results.
10. Adjournment.

Pursuant to the election of three directors (one from each voting district), the members listed below are presented as candidates for Southwestern Electric Cooperative's board of directors. Candidate names are listed in the order they'll appear on the ballot.

DISTRICT I (Macoupin, Madison, and St. Clair Counties): Incumbent Marvin Warner, Pocahontas.

DISTRICT II (Bond, Clinton, and Montgomery Counties): Incumbent Brad Lurkins, Greenville and Challenger Clayton Hilderbrand, Sorento.

DISTRICT III (Clay, Fayette, Effingham, Marion, and Shelby Counties): Incumbent Annette Hartlieb, Vandalia, Challenger Cassie Abendroth, Beecher City, and Challenger Vance Moore, Brownstown.

Voting will be offered at Southwestern Electric's Greenville office Aug. 28 – Sept. 11, weekdays from 8 a.m. – 4:30 p.m., with hours extended to 7 p.m. on Sept. 2 and Sept. 10. We are closed Monday, Sept. 7, in observance of Labor Day. Voting will also be offered at our St. Elmo warehouse Sept. 3 and Sept. 8 from 4 p.m. – 7 p.m., at our St. Jacob warehouse Sept. 1 and Sept. 9 from 4 p.m. – 7 p.m., and on Annual Meeting Day, Saturday, Sept. 12 from 8 a.m. – 10 a.m., at the American Farm Heritage Museum, 1395 Museum Avenue, Greenville, IL 62246.

Members who vote at the Annual Meeting will receive a $20 bill credit. Those who present the registration card from the back cover of this publication or the July issue of The Southwestern when voting will receive an additional $10 bill credit, for a total of $30.

For additional voting and bill credit information see page 4.

Annette Hartlieb
Board Secretary

Annette Hartlieb

Southwestern Electric Cooperative, Inc.
Greenville, Illinois

July 23, 2026

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Southwestern Electric Cooperative, Inc.
Your Touchstone Energy® Cooperative

SOUTHWESTERN ELECTRIC COOPERATIVE, INC.
525 US Route 40, Greenville, IL 62246
800-637-8667
www.sweci.com

FACILITY LOCATIONS
10031 Ellis Road, St. Jacob, IL 62281

2117 East 1850 Avenue, St. Elmo, IL 62458

Auditor: CliftonLarsonAllen LLP
109 North Main Street,
Austin, MN 55912-0217

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Southwestern Electric Cooperative provides energy to 25,000 members in communities throughout Southwestern Illinois and the St. Louis-Metro East.

As a not-for-profit utility, Southwestern Electric works to reduce the cost of service by encouraging residential, commercial and industrial development within its service area, dividing the fixed cost of service by a larger membership base.

Southwestern Electric Cooperative is guided by the premise that a member-owned and locally operated utility should serve the best interests of our families, neighbors and communities.

American Farm Heritage Museum Venue for 88th Annual Meeting

Southwestern Electric Cooperative's 88th Annual Meeting of Members will be held Saturday, September 12, 2026 at the American Farm Heritage Museum, located at 1395 Museum Avenue, Greenville, IL 62246.

Doors will open at 8 a.m., with the business meeting beginning at 10 a.m. A complimentary breakfast will be served starting at 8 a.m.

Before the business meeting, members can enjoy the Live Line Demonstration presented by Southwestern Electric Cooperative's linemen. This demonstration will cover electrical safety, illustrate the dangers of downed and energized power lines, and explain the proper steps to take if you ever find yourself in a live-wire situation.

Morning train rides will be available for members, and cooperative staff will have informational booths set up throughout the event to answer questions and provide information about cooperative programs and services.

The first 150 members to attend will receive a multi-charger as a special gift.

Parking will be available on the grounds of the American Farm Heritage Museum.

Questions or comments regarding the meeting may be directed to Brooke Scott, Manager of Member Services. You can reach her at (800) 637-8667 or by email at community@sweci.com.

Voting Schedule

$30 bill credit with your pre-printed registration card, $20 bill credit without your pre-printed registration card.
Bill credit to be applied on the October bill — same credit amounts offered for early and day-of-meeting voting.

Greenville office, 525 US Route 40, Greenville	Sept. 2 remains open to 7 p.m. Sept. 10 remains open to 7 p.m.
St. Jacob warehouse, 10031 Ellis Road, St. Jacob	Sept. 1 from 4 to 7 p.m. Sept. 9 from 4 to 7 p.m.
St. Elmo warehouse, 2117 East 1850 Avenue, St. Elmo	Sept. 3 from 4 to 7 p.m. Sept. 8 from 4 to 7 p.m.
American Farm Heritage Museum, 1395 Museum Avenue, Greenville, IL 62246	Sept. 12 from 8 to 10 a.m.

In addition to the above times, any member of the cooperative can vote during normal business hours at our Greenville office beginning at 8 a.m. on Friday, Aug. 28 through 4:30 p.m. on Friday, Sept. 11. We are closed on Monday, Sept. 7 in observance of Labor Day.

Voting Eligibility

Business Memberships
Business members are advised that any representative wishing to vote will be required to present a letter authorizing them to act as an agent of the business. Like any other member, a business member is entitled to a single vote in the cooperative elections.

Joint Memberships
Joint memberships are also entitled to one vote per membership.

Active Memberships
Each active member is entitled to a single vote in the cooperative elections in accordance to the cooperative's bylaws. Members who have more than one account may vote only once.

Inactive Memberships
Only active members of the co-op are eligible to vote in the election.

If you have any questions about your membership status or would like to verify your voting eligibility, please contact us at 800-637-8667.

Meeting Minutes

87th Annual Meeting of Southwestern Electric Cooperative Members September 6, 2025

The 87th Annual Meeting of Southwestern Electric Cooperative Members was held on Saturday, September 6, 2025, at the American Farm Heritage Museum in Greenville, Illinois. Notice of the Annual Meeting was given to the members in accordance with the cooperative's bylaws.

At 10 a.m., Board President Jerry Gaffner called the business meeting to order. The invocation was given by Vice President Jared Stine, followed by the Pledge of Allegiance.

President Gaffner introduced his fellow directors, Chief Executive Officer Bobby Williams, and Corporate Counsel Aaron Leonard from the law firm of Taylor Law Office. Director Ted Willman was absent.

Steven Laesch, chairperson of the Credentials and Election Committee, reported that the quorum was met for the meeting.

President Gaffner and CEO Williams acknowledged special guests and fellow cooperative staff.

The next order of business was the election of three members to the Board of Directors. Each would be elected to serve a three-year term, beginning on September 6, 2025. The term of each elected Director would end on the date of the 2028 Annual Meeting or when a qualified successor could be duly appointed. Chairperson Kyra Willenborg read the Nominations Committee report. She stated that on May 22, 2025, the members of the Nominations Committee met to nominate candidates for the Board of Directors. The candidates nominated were as follows: Sandy Grapperhaus and Kevin Kirby in District I; Michael Willman and Amy Marcoot in District II; Ann Schwarm in District III. In accordance with the bylaws, Heidi Schulte filed for candidacy by petition in District III.

Attorney Leonard stated that the 2025 nine-member Credentials and Election Committee, consisting of three active members representing each district, was officially appointed on July 24, 2025. The Credentials and Election Committee was duly informed of their responsibilities on August 21, 2025. Voting was conducted at the American Farm Heritage Museum from 8:00 a.m. to 10:00 a.m. on September 6th. Absentee voting was offered at the cooperative's Greenville headquarters during regular business hours, Monday through Friday from 8 a.m. to 4:30 p.m., between August 22nd and September 5th (excluding Labor Day) with hours extended until 7 p.m. on August 27th and September 4th. Absentee voting was also available at the co-op's St. Jacob warehouse on August 26th and September 3rd from 4 p.m. to 7 p.m., and at the St. Elmo warehouse on August 28th and September 2nd from 4 p.m. to 7 p.m.

Attorney Leonard stated that there were no proposed amendments to the bylaws.

Secretary Hartlieb read the Official Notice of the Annual Meeting and provided proof of its mailing.

The minutes of the 86th Annual Meeting of Members, which was held on September 7, 2024, were printed in the Official Notice. Rebecca Cummings made a motion to approve the 2024 Annual Meeting minutes as reported in the Official Notice with no corrections, additions, or comments. The motion was seconded by Sandy Nevinger and carried.

Treasurer Grapperhaus announced that the 2024 Treasurer's Report had been published with the Official Notice, in accordance with the cooperative's bylaws. She reported margins of $2.2 million in 2024 and that Southwestern Electric remains in compliance with all loan covenants.

CEO Williams reported on the cooperative's current initiatives and future plans, focusing on rising generation, transmission, and distribution costs affecting utilities nationwide. He shared that the cooperative completed a rate study and is restructuring rates to simplify the number of classes, while also ensuring cost are allocated fairly. He explained that demand charges and time of use rates are planned for next year, and they will give members more control over their energy bills. Williams explained rising capacity prices and encouraged grassroots advocacy to help protect rural community interests as gas and coal resources continue to be phased out.

President Gaffner gave his report to the membership on behalf of the Board of Directors. He discussed emerging technology, the growing demand for artificial intelligence, and the opportunities created by the data centers that support it. He noted that these large loads can generate revenue and potentially bring jobs, tax revenue, and infrastructure improvements that benefit cooperative members. Gaffner also emphasized the importance of easements for infrastructure projects and encouraged members to return the cooperative's calls, noting that delays in securing easements can increase project costs and that easements help protect both the cooperative and the landowner.

President Gaffner asked if there was any unfinished or new business to discuss. Hearing none, President Gaffner opened the floor to any member that had questions or would like to speak. Several topics were discussed including, rate restructuring, net metering, virtual power plants (VPP), data centers, strategic plan, future increases, and member advisory committee.

Credentials and Election Committee Chairman Laesch came forward and announced the election results. Laesch stated that the election was fairly and impartially conducted. In District I, Kriby received 533 votes and Grapperhaus received 1,403 votes. In District II, Willman received 833 votes and Marcoot received 1,098 votes. In District III, Schulte received 764 votes and Schwarm received 1156 votes. Langham certified on behalf of the Credentials and Election Committee that Sandy Grapperhaus had been elected as director in District I, Amy Marcoot had been elected as director in District II, and Ann Schwarm had been elected as director in District III.

With no further business to come before the membership, the meeting adjourned at 10:55 a.m.

Respectfully submitted,

Annette Hartlieb

Annette Hartlieb
Secretary

ANNUAL REPORT 2026

Q&A with Board President Jerry Gaffner & CEO Bobby Williams

American politician and educator Pauline R. Kezer once said, "Continuity gives us roots; change gives us branches, letting us stretch and grow and reach new heights."

It's an apt sentiment for this year's annual report. As your electric provider, Southwestern Electric is always striving to strike a balance between the two—evolving as technology, legislation and our membership does while also providing the steady and reliable service you've come to expect. Continuity and change, roots and branches, all working in synergy.

With those concepts at top of mind, Board President Jerry Gaffner and CEO Bobby Williams recently sat down to discuss both the present and the future of the cooperative. In the pages that follow, the two Southwestern Electric leaders address rate restructuring, the cooperative's new Greenville headquarters, legislative challenges, resource planning and more.

One of the big topics of last year's address was rate restructuring. What were the changes being made, and what did they aim to achieve?

President Jerry Gaffner: The comprehensive rate study we had done found that not all members were paying their fair share for the electricity we provide to our entire membership. To fix that, we restructured the rates to ensure that every member—from the biggest commercial account to the low-usage residence next door—contributes fairly to the overall wellbeing of the cooperative.

The process required taking a hard look at every line on members' bills to make sure the numbers were both equitable and correct. Charges for service availability, distribution, capacity and transmission were among those assessed and updated in the wake of that rate study. Additionally, the wholesale power cost adjustment (WPCA) was reset to zero.

The biggest change, though, was the introduction of a demand charge. With the demand charge, based on the single hour in the month when your account uses the most power, we're giving members more control over their electric bill—while ensuring they're not subsidizing their neighbors every time they pay it.

CEO Bobby Williams: As Jerry said, everything with this rate restructuring was done with the aim of reflecting the true cost of serving each member.

It's a capability we have thanks to the technology advancements that have been made over time. Smart meters like the ones we recently began deploying not only allow us to provide more reliable service but also deliver more detailed information. In turn, you can use that information to better manage your energy usage.

We've got some great tools on our website to assist members in managing their demand, and we're also planning a series of town hall meetings in August to provide additional information and assistance to members. Keep an eye out for those meetings, which will take place across our service area, in the coming weeks.

"With the demand charge, based on the single hour in the month when your account uses the most power, we're giving members more control over their electric bill—while ensuring they're not subsidizing their neighbors every time they pay it." Board President Jerry Gaffner

You mentioned reliability—what are currently the biggest threats to reliability for Illinois electric cooperatives, and what can be done to address them?

Bobby Williams: The most obvious threat to reliability in our state remains the Climate and Equitable Jobs Act (CEJA), which aims to have natural gas and coal-fired power plants shuttered in the coming years.

Jerry Gaffner: That's right, Bobby. And when a majority of the power in our region is generated by gas and coal, that puts a strain on the entire industry.

As a board, we've long said we believe renewable energy sources such as solar and wind have a place in our generation landscape, but they're not yet ready to replace fossil fuels as our primary source of power. We value reliability, and gas and coal are reliable. Sunshine and wind are not.

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That lack of generation not only threatens our ability to provide the reliable service we've promised to deliver as your accountable energy partner—it also threatens our ability to do it in an affordable way. When supply can't meet demand, prices skyrocket. We've seen the consequences of that limited supply in the past two summer capacity auctions held by the Midcontinent Independent System Operator (MISO).

Bobby Williams: We have to live with the decisions made by Gov. J.B. Pritzker and the Illinois legislature, but that doesn't mean we're powerless against them.

You've heard me talk in the past about a Virtual Power Plant, an idea that would make use of our members' existing technology to reduce the entire cooperative's impact on the MISO grid. That concept becomes a vital part of our response to the stressors caused by CEJA. If, by strategically timing the use of things like smart thermostats and electric vehicle chargers, we can lower our capacity cost, that's a savings we can pass along to our membership. Stay tuned for more information on the VPP in the coming months.

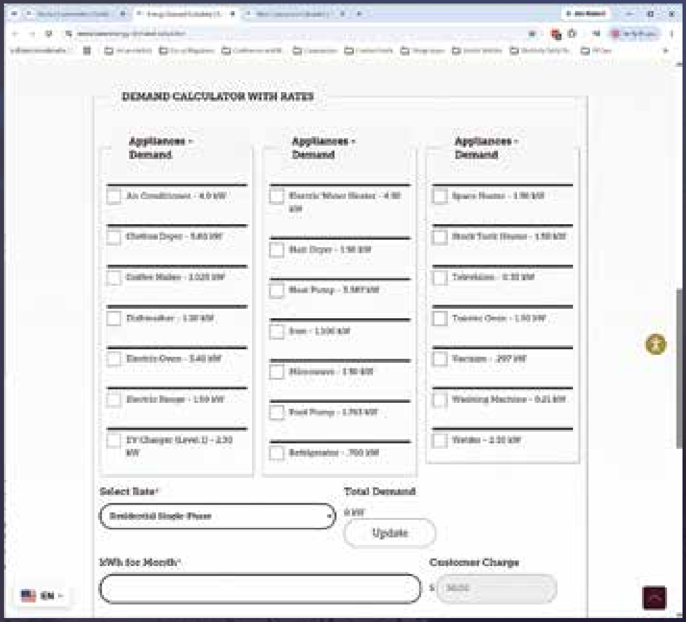
Along those lines, our board and leadership team have begun creating an integrated resource plan so that we'll be able to meet the cooperative's energy needs in both the near term and the long term. Our current all-requirements, long-term energy contract ends in 2030, and creating a flexible, affordable energy portfolio requires foresight. As Jerry noted, wind and solar will likely be a part of that, but how much—and what that portfolio looks like as a whole—are still to be determined.

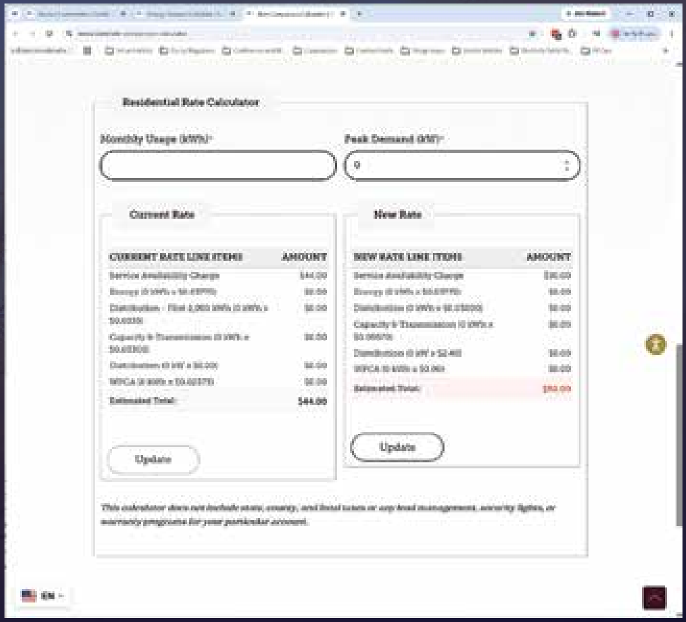
Lastly, we continue to work with Voices for Cooperative Power, a grassroots network of more than one million co-op advocates nationwide that informs energy policy, protects cooperative interests, and amplifies the voice of rural communities. Representatives from VCP were at last year's Annual Meeting registering members to join that growing advocacy, and they will have a table at this year's meeting as well. If you're interested in getting involved, I encourage you to speak with them at next month's meeting or visit voicesforcooperativepower.com.

A big part of reliability is infrastructure. What's being done on that front?

Bobby Williams: Front and center is the replacement of more than 24,000 legacy meters with Advanced Metering Infrastructure (AMI), or smart meter, technology that I mentioned earlier. That's been a key component of our system improvement plan, and after some delays, we've begun deployment of those meters. We will be sending out communication ahead of work being done in your area, so be sure to keep an eye out for that communication.

> **"We've got some great tools on our website to assist members in managing their demand, and we're also planning a series of town hall meetings in August to provide additional information and assistance to members. Keep an eye out for those meetings, which will take place across our service area, in the coming weeks."** CEO Bobby Williams





Demand calculators available at sweci.com.

AMI is a two-way, radio-based communication system that allows automated, real-time, on-demand data exchange with our meters. That data exchange benefits us during outages, and it benefits members by giving you a more detailed look at your energy usage.

The AMI deployment is anticipated to be a three-year process, so while we've begun replacing meters, the heavy lifting is still to come.

Jerry Gaffner: Along with that, the standbys like right-of-way clearance and easements remain a top priority for me and the board. Members may not immediately see the benefits of tree trimming or allowing for power line construction on their property, but when their lights stay on during a storm it's a direct result of the work being done by our crews in the weeks, months and years leading up to that storm.

One massive infrastructure improvement on the horizon is the cooperative's new Greenville headquarters. What can you tell us about that process?

Jerry Gaffner: I can tell you that it's the culmination of a process that began more than six years ago when the board and I started assessing the cooperative's operational needs both now and in the future. After exploring every option, including renovating our current facility and building from the ground up, the opportunity to purchase the former Essendant building just a few miles from our current location proved too beneficial to pass up.

The former Greenville distribution center has more than 228,000 square feet of space, including a massive warehouse that will allow us to bring millions of dollars worth of supplies and equipment under roof and out of the elements. It also has more than enough space for our inside personnel which, as a cooperative that's continued to grow in recent years, was important for us as well.

In the end, it was abundantly clear that purchasing and renovating the Essendant building was the best option for the cooperative and our members.

Bobby Williams: With the purchase complete, our focus has now turned to redesigning the building to meet our needs.

As Jerry said, we're always growing and evolving. For this new headquarters to continue to meet our needs—whatever they might be—in the decades to come, the designing we do

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"After exploring every option, including renovating our current facility and building from the ground up, the opportunity to purchase the former Essendant building just a few miles from our current location proved too beneficial to pass up." Board President Jerry Gaffner

> *Continued from page 9*

now is critical. We're approaching it with the appropriate level of diligence and foresight.

That means that the building likely won't be ready for us to move into until sometime in 2027 at the earliest. At that point, we'll discuss next steps for the future of our current building.

Something unique to this year's Annual Meeting is the board's proposed bylaw changes, which will require member approval to pass. Changes haven't been made to the cooperative's bylaws in more than a decade; why was now the right time to bring these forward?

Jerry Gaffner: All of the changes being proposed are important and timely, but the ones I suspect will be of most interest to the members pertain to voting and the Annual Meeting itself.

It feels like one of the themes of this conversation has been evolution, and it's important that we as a cooperative continue to evolve with our membership. In the age of smartphones and remote work, voting no longer has to be done only in person and entire meetings can be held remotely if that's what's desired. In proposing the changes to the bylaws to allow for things like electronic voting and flexible meeting requirements, we're trying to meet the members where they are.

There are close to a dozen revisions being proposed, and the entire redlined version is printed in these pages. I would recommend all members take the time to read them, consider them and participate in the voting process. Make your voice heard.

Bobby Williams: I echo what Jerry said with regard to exercising your voting right. Democratic Member Control is one of the seven cooperative principles that guide all cooperatives, and it's one of the reasons why I love the cooperative model.

Our board and leadership team is always talking about ways to engage the members, and while a lot of us have fond memories of past Annual Meetings it's possible that an in-person meeting isn't the best use of our resources anymore. With these proposed changes, we're simply leaving open the possibility of doing things differently—more effectively—if that's what's called for in the future.

If the full redlined version is too much of an undertaking, a summary of the material bylaw change proposals can be found on page 24 of this issue. If you'd like to read it in electronic form, it's also housed on our website at https://www.sweci.com/proposed-bylaws-revision.

"There are close to a dozen revisions being proposed, and the entire redlined version is printed in these pages. I would recommend all members take the time to read them, consider them and participate in the voting process. Make your voice heard."

Board President Jerry Gaffner

Thinking about the future is an apt place to end this conversation. As you look forward, what does the future hold for Southwestern Electric Cooperative?

Bobby Williams: As we've outlined during this conversation, the future of the cooperative is always top of mind. As we've also pointed out, it's not always possible to foresee what's on the horizon.

The best thing we can do, then, is plan to be flexible for whatever comes our way. We do that by having a headquarters that's adaptable yet efficient, having technology that's cutting edge yet affordable, having leadership that's both reactive enough to respond to members' needs today yet proactive enough to anticipate what they might need tomorrow.

One thing that will never change, though, is my focus on rates, reliability and service. Regardless of how the cooperative grows and evolves moving forward, those tenets will remain. With those principles as north stars guiding our decision making, I'm confident we can handle whatever the future brings.

Jerry Gaffner: Opportunity.

The future holds opportunity. Opportunity to negotiate a new energy contract. Opportunity to fit a new headquarters to our needs. Opportunity to advocate for electric cooperatives as legislation is being formed at the local, state and national level.

That doesn't mean it will be easy. On the contrary, the future will almost certainly bring difficult decisions our way. You don't survive 88 years as an electric cooperative without navigating some rough waters.

This conversation started with a quote, so let's end with one as well. Winston Churchill once said, "A pessimist sees the difficulty in every opportunity; an optimist sees the opportunity in every difficulty." I see the opportunity ahead of us, and with the board, leadership team and personnel group in place, I believe we're well positioned to take advantage of those opportunities.

Thank you for spending time with Board President Jerry Gaffner and CEO Bobby Williams as they discussed the challenges and possibilities facing the cooperative now and in the future. As always, we're grateful for your trust, your voice, and your commitment to the future we're building together.

Jerry Gaffner

President, Board of Directors

Bobby Williams

Chief Executive Officer

Board Treasurer's Report

Southwestern Electric Cooperative reported net margins of $5.6 million in 2025 and remains in compliance with all loan covenants.

The cooperative continues to invest in the infrastructure necessary to provide reliable power to our member owners. The cooperative invested more than $10 million in construction and improvements in 2025.

Southwestern continues to benefit from favorable pricing on its long-term energy contract while experiencing cost increases in transmission and capacity costs. Material and service costs continue to experience year over year inflationary increases consistent with the broader economy.

The power of a cooperative lies in its member owners. In 2025, your cooperative returned $3.2 million in capital credits and generated $2.8 million in future capital credits for its member owners.

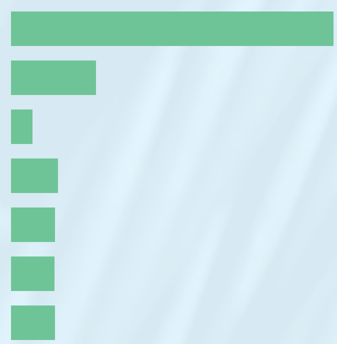
For additional information, please see the financial statements on the pages that follow.

Respectfully Submitted,

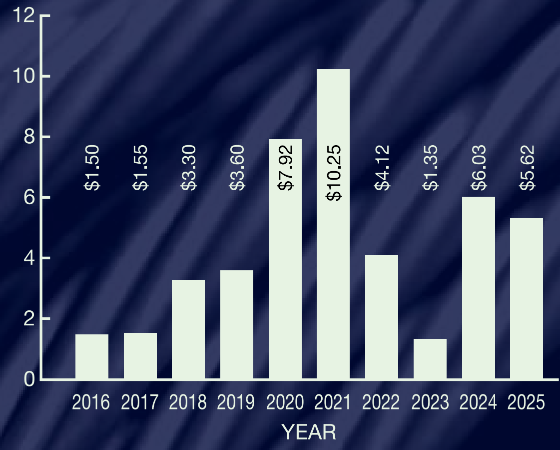
Sandy Grapperhaus
Board Treasurer

Where did the cooperative's revenue go in 2025?

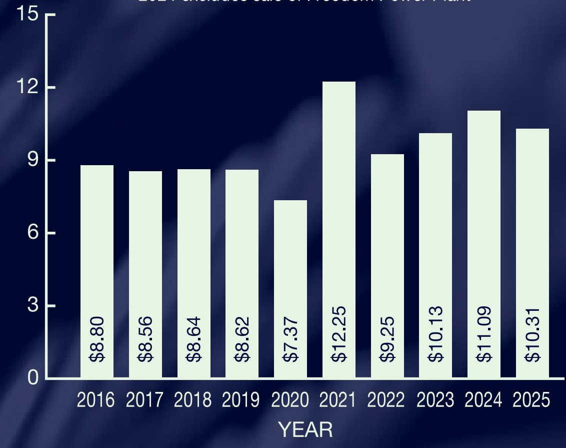
Power Production	-	0.0%
Purchased Power	41,270,906	53.2%
Operations & Maintenance	10,842,823	14.0%
Customer Accounts and Sales Expenses	2,706,471	3.5%
A&G	5,997,383	7.7%
Depreciation & Amortization	5,616,456	7.2%
Taxes, Interest & Other Deductions	5,546,282	7.2%
Operating & Non-operating Margins	5,622,789	7.2%
Total Operating & Non-operating Revenue	**$77,603,110**	**100.0%**



Margins
in millions of dollars

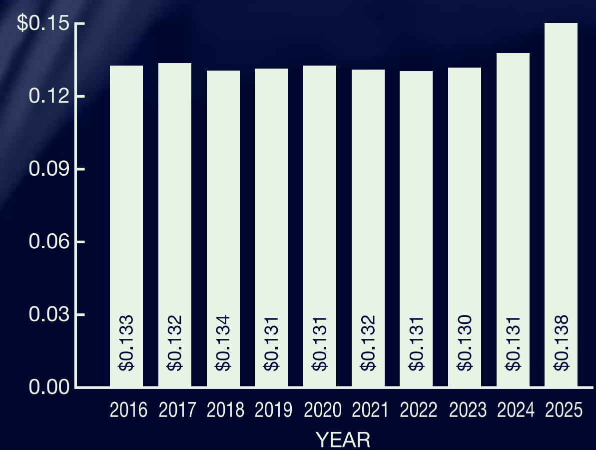


Capital Investment
in millions of dollars
2024 excludes sale of Freedom Power Plant



Total Electricity Sold to Members
in millions of kWh

Rate per kWh to Residential Members
in dollars (includes Service Availability Charge)



Southwestern Electric Cooperative Financial Information

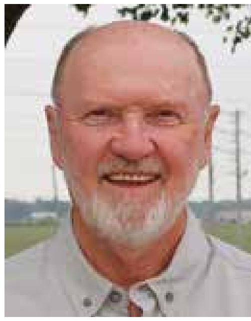
Statement of Operations	2025	2024	2023
OPERATING REVENUES			
Electric	$74,380,843	$68,470,871	$61,292,097
Other	395,613	371,888	360,243
Total Operating Revenues	74,776,456	68,842,759	61,652,340
OPERATING EXPENSES			
Cost of Purchased Power	41,273,192	33,945,629	32,425,739
Power Production Expense - Operations	-	80,101	187,484
Power Production Expense - Maintenance	-	679,655	398,405
Transmission Expense - Maintenance	(2,286)	-	5,264
Distribution Expense - Operations	2,161,568	1,635,468	1,624,481
Distribution Expense - Maintenance	8,681,256	6,004,686	6,256,434
Consumer Account Expense	1,718,328	1,606,773	1,495,338
Consumer Service and Informational Expense	208,910	193,083	196,507
Sales Expense	779,233	774,523	725,446
Administrative and General Expense	5,997,383	7,527,034	7,314,201
Depreciation and Amortization	5,616,456	5,707,066	5,713,752
Taxes	256,671	224,905	198,834
Other Interest	-	-	185,191
Other Deductions	49,620	41,279	33,276
Total Operating Expenses	66,740,331	58,420,202	56,760,352
OPERATING MARGINS BEFORE FIXED CHARGES	8,036,125	10,422,557	4,891,988
INTEREST ON LONG-TERM DEBT	5,239,991	5,334,768	4,943,521
NET OPERATING MARGINS	2,796,134	5,087,789	(51,533)
NONOPERATING MARGINS			
Interest Income	240,587	268,734	110,175
Patronage Capital Credits	1,203,869	1,137,551	993,118
Other Net Nonoperating Margins(Loss)	1,382,199	(465,686)	297,329
Total Nonoperating Margins	2,826,655	940,599	1,400,622
NET MARGINS	$5,622,789	$6,028,388	$1,349,089

Balances per finalized audit reports.

Balance Sheet (As of December 31, 2025)

ASSETS	
Utility Plant	
Electric Plant in Service	$209,899,028
Construction Work in Progress	8,864,630
Total	218,763,658
Less: Accumulated Provision for Depreciation	(61,291,755)
Net Utility Plant	157,471,903
Other Assets And Investments	
Investments in Associated Organizations	5,801,473
Notes Receivable, Net of Current Portion	1,827,487
Other Special Funds	128,253
Total Other Assets and Investments	7,757,213
Current Assets	
Cash and Cash Equivalents	10,704,759
Accounts Receivable, Net	7,901,399
Materials and Supplies Inventory	3,453,306
Current Portion of Notes Receivable	-
Prepayments	247,038
Interest Receivable	13,296
Total Current Assets	22,319,798
Deferred Charges	11,159,421
Total Assets	$198,708,335

EQUITIES & LIABILITIES	
Equities	
Patronage Capital	$68,912,743
Other Equities	7,281,404
Total Equities	76,194,147
Long-Term Debt, Net Of Current Maturities	108,147,996
Accumulated Provision for Pension and Benefits	128,253
Current Liabilities	
Current Maturities of Long-Term Debt	5,647,927
Accounts Payable	4,504,873
Consumer Deposits	1,476,691
Other Current and Accrued Liabilities	2,607,314
Total Current Liabilities	14,236,805
Deferred Credits	1,134
Total Equities and Liabilities	$198,708,335



Marvin Warner

Incumbent
District I
Pocahontas

After two terms on the Southwestern Electric Cooperative board of directors, a pair of cooperative principles are prominent in Marvin Warner's mind.

"One cooperative principle that stands out to me is 'Members' Economic Participation.' This principle allows for members to contribute equitably and democratically have a voice in how their cooperative provides for the membership," Warner said. "Another is 'Concern for Community.' This principle is best exemplified through our Operation Round Up program that provides resources to many of our local charitable organizations."

Warner's familiarity with electric cooperatives and their guiding principles dates back to his childhood. Growing up on a farm in Shelby County, he saw firsthand the benefits of a member-owned cooperative.

"I believe that members of a democratic society need to each offer to do things that benefit their fellow citizens," he said. "I see serving on the Southwestern Board as a way to help give back to the members of the Southwestern Cooperative."

As an incumbent seeking his third term, Warner said he wants to continue the board's mission of keeping rates low, providing quality customer service and reliable power, and developing and promoting policies and practices that ensure the safety of cooperative employees. To do that, he said, the cooperative should continue to work toward securing long-term contracts to control rates, provide training to employees to improve skills and safety, and survey members regularly for input on improving cooperative services.

Warner served as an educator in Highland Community Unit School District 5 (CUSD5) for 33 years. During the last 18 years of his career, he was an administrator, serving as superintendent of schools during his final four years at Highland CUSD5.

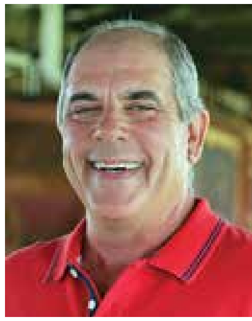
After his retirement from the Highland school district, Warner worked for the Regional Office of Education in Madison County. There he coordinated professional development for educators. He retired from the Regional Office of Education in December 2017 after 10 years of service.

Warner has served on numerous local boards, including for the Highland Area Christian Service Ministry and the Highland Area Community Foundation. He was also an elder on the Greenville First Christian Church board and has served in that capacity intermittently for more than 35 years. During that time, he chaired and was involved with numerous building projects. He currently serves on the Greenville First Christian Church mission team, overseeing the mission budget and coordinating trips to visit supported missions.

Warner chairs Southwestern Electric's Policy & Bylaws Committee and serves on the Member Engagement Committee and Building Committee. During his two terms on the board, Warner has completed the Credentialed Cooperative Director and Board Leadership Certificate courses and is working toward his Director Gold Credential.

Marvin Warner has been a Southwestern Electric member for more than 20 years. He lives northwest of Pocahontas with his wife of 51 years, Teresa. They have two children and six grandchildren.

"I believe that members of a democratic society need to each offer to do things that benefit their fellow citizens. I see serving on the Southwestern Board as a way to help give back to the members of the Southwestern Cooperative."



Brad Lurkins

Incumbent
District II
Greenville

For Brad Lurkins, a cooperative mindset is one that focuses on "people over profit."

"Being a director, we need to keep members' needs in mind in all decisions we make," Lurkins said.

An incumbent seeking his second term, Lurkins is no stranger to the electric cooperative model. Before becoming a director, he served on Southwestern Electric's Nominating Committee for eight years. His membership in the cooperative dates back 38 years.

His roots in Bond County agriculture run even deeper—four generations deep, in fact. Lurkins' family farm was established in Pleasant Mound Township in 1908. He grew up on the farm, where he still resides today.

As a member of the board, Lurkins has served on the Scholarship Committee and Member Engagement Committee. During his first three-year term as a director, he earned a Certified Cooperative Director (CCD) certificate from the National Rural Electric Cooperative Association (NRECA). Lurkins said maintaining safe, reliable, cost-efficient power is at the top of his list of priorities as a director.

"One of the many challenges facing electric cooperatives today is, as an industry we are phasing out some of our options as to power supply before the new ones are ready to take their place," he said. "We want to make sure the cooperative remains strong for the next generation.

"We need to keep improving our infrastructure, including the technology side, as that will keep our reliability up. We also must keep safety at the forefront to help retain the employees that we have trained. Having quality employees is essential."

Lurkins said he believes his role as a director is to be accessible to his fellow members, allowing him to bring the issues that are important to them in front of the board of directors as a whole. He highlighted initiatives such as Operation Round Up—the cooperative's charitable program funded by its members—the Power for Progress scholarship program and the allocation of capital credits back to cooperative members as just a few of the things he appreciates about the cooperative model.

"Cooperatives like Southwestern Electric return to their members in the form of capital credits, whereas investor-owned utilities have to raise rates to satisfy their investors," Lurkins said. "I see Southwestern Electric as a community partner."

Lurkins has been farming since 1980. He has also worked for the Illinois Department of Transportation as a temporary highway maintainer for the past 16 years.

Brad Lurkins and his wife, Tammy, live on their family farm southeast of Greenville. They have four children and five grandchildren.

"One of the many challenges facing electric cooperatives today is, as an industry we are phasing out some of our options as to power supply before the new ones are ready to take their place. We want to make sure the cooperative remains strong for the next generation."

Clayton 'Snipe' Hilderbrand

Challenger
District II
Sorento

Two decades in the construction trades business and a personal interest in bettering the community have armed Clayton "Snipe" Hilderbrand with the tools he believes will make him a strong director for Southwestern Electric.

Hilderbrand, a Sorento resident, said of the seven cooperative principles, the idea of concern for community resonates most with him.

"The cooperative exists primarily to serve the people in its community, rather than to maximize profits for outside investors," Hilderbrand said. "A well-run cooperative board directly influences decisions that affect members' electric service, rates, reliability, long-term investments, and community priorities."

With regard to policy, Hilderbrand identified offering lower rates for using energy in off-peak hours, incentivizing members to voluntarily reduce electrical use during peak hours, continuing to provide rebate programs for energy-efficient technology and power cost optimization as a few areas he'd like to focus on if elected. Strong reliability, grid modernization and proactive communication efforts also top his list.

Hilderbrand has never held office with Southwestern Electric but has been the road commissioner of Shoal Creek Township for the past two years. He also operates Hilderbrand Excavating Service in Sorento.

"I volunteer a lot of time and energy to make things better for my community," he said. "If elected, I'm looking forward to learning the needs of Southwestern Electric members."

Hilderbrand said some of the core beliefs he would bring to the position include providing reliable service to the entire community, keeping rates affordable, attracting and retaining businesses by providing dependable service, supporting tomorrow's members through things like the Power for Progress scholarship program and helping members reduce their energy costs with programs and rebates.

He said he views those things as the board's primary role, expressing a belief that board members should not interfere with things like daily operations of the cooperative, making management decisions that are the responsibility of the CEO or staff, or taking a position that only represents a small faction of the membership at the expense of the cooperative's overall wellbeing.

"A cooperative board is made up of people who live and work in this community," Hilderbrand said, "and that's what sets us apart from other electric utilities."

"I volunteer a lot of time and energy to make things better for my community. If elected, I'm looking forward to learning the needs of Southwestern Electric members."

Annette Hartlieb

Incumbent
District III
Vandalia

For Annette Hartlieb, keeping costs low for members while offering reliable service is a "balancing act" that she relishes as a member of the Southwestern Electric Cooperative board of directors.

"We need to ensure reliability in our ever-changing, technology-driven world," Hartlieb said, "while always keeping our members at the forefront when making decisions on finance."

A board member since 2017, Hartlieb grew up on Southwestern Electric lines while being raised on a farm north of New Douglas. As an active member of 4-H and the FFA, seeing Southwestern board members attending county fairs and auctions to support agricultural producers and future farmers inspired her to pursue her own service to the cooperative.

"I started attending Southwestern Electric annual meetings as a young child with my parents. They instilled a strong cooperative belief in me by always attending and voting at the cooperative meetings," Hartlieb said. "It was a true honor when I was elected to the board and given the opportunity to serve the members. I felt it was my opportunity to give back to the cooperative that had always served my family and rural roots so well."

In her time as a board member, Hartlieb has earned the National Rural Electric Cooperative Association's (NRECA) Credentialed Cooperative Director certification, and she has also completed the association's Gettysburg Leadership Experience training. She's currently completing coursework for NRECA's Board Leadership Certificate, with a focus on governance, communication and business models.

"As an electric cooperative board member, you improve rates and reliability by setting strategic long-term policies, demanding rigorous data analysis, and holding management accountable," Hartlieb said. "Your primary tool is proactive oversight rather than day-to-day management.

"As a board member we have strived to optimize rate structures through a cost-of-service study, and we are working on demand response and peak shaving. We also have authorized aggressive tree-trimming budgets. This is typically one of the more effective ways to prevent power outages. In addition, we work on targeting capital improvements. Finally, we provide financial oversight and examine our power contract to ensure we have the right power mix that can meet our long-term goals."

Hartlieb currently serves as the Assistant Regional Superintendent for the Regional Office of Education (ROE) #3, which serves Bond, Christian, Effingham, Fayette, and Montgomery counties. Prior to that she served as the division administrator for educational services at ROE #3 and has also served as principal and taught third grade at Mulberry Grove Elementary School.

"As an educator, I always found myself asking, 'Is this the best option for my students?' Now as a board member, I've found myself thinking, 'Is this what's best for our members?'" Hartlieb said. "I will continue to base my decisions on this question."

Annette Hartlieb and her husband, Dennis, live southwest of Vandalia with their children, Alexi, Bryce and Mason.

"We need to ensure reliability in our ever-changing technology driven world while always keeping our members at the forefront when making decisions on finance."

Cassie Abendroth

Challenger
District III
Beecher City

Cassie Abendroth is running for the Southwestern Electric Board of Directors because of her "desire to keep electric rates fair for everyone."

"The electric company needs enough money to continue to work, and families need electric bills they can afford," Abendroth said.

The wife and mother of four has been a Southwestern Electric member since she and her family moved to the countryside in January 2022. If elected, Abendroth brings 12 years of clinical and administrative experience as a director of nursing, administrator, and nurse practitioner to the director role. She said the skills she's developed in areas including risk management, regulatory compliance and leadership would benefit her in a director position with the cooperative.

"These strengths translate into vital oversight for Southwestern Electric Cooperative's governance, including member safety, financial stability, and operational accountability," Abendroth said.

As far as what areas are most important to her as a candidate, Abendroth identified affordability, outage reduction and communication as primary areas of concern.

"Providing energy at the lowest sustainable prices while holding to the highest standards of service is key," she said. "This stands out as the primary desire of our members and so it should continue to be our top priority.

"I believe routine maintenance is extremely important as far as service and reliability. Looking at rate improvement, budget management is extremely important in keeping costs controlled in any company. Updating equipment to be more energy efficient and continuing with incentives for making those improvements is also paramount."

Abendroth does not sit on any boards, including no prior service on the Southwestern Electric board, but she said her experience as a girls' summer softball coach shows her interest in leadership and passion for community involvement.

"Board members should be focused on taking care of both the members and the companies' best interests and goals, as well as be a resource in the community," she said. "They should keep members informed and be transparent on current issues, plans, and solutions.

"Blending both my dedication as a nurse practitioner along with the busy joys of motherhood, I feel it highlights my reliability to both my patients and my family and displays the characteristics I would want to see in a board candidate, including compassion and dependability."

Cassie Abendroth and her husband of 14 years, David, live in Beecher City with their four school-aged daughters: a 14-year-old; 10-year-old twins; and a 7-year-old.

"Blending both my dedication as a nurse practitioner along with the busy joys of motherhood, I feel it highlights my reliability to both my patients and my family and displays the characteristics I would want to see in a board candidate, including compassion and dependability."

Vance Moore

Challenger
District III
Brownstown

Vance Moore has spent his life in the energy sector.

From a young age, Moore gained experience across production oil fields, gas exploration, coal-fired power plants, large volume terminal storage and pipelines. Over the years, he's also taken on roles in facility work and team management, eventually becoming a field operations specialist. Along with operations, his tasks included budgeting a large-scale cooperation, intrastate product marketing and sales, coherence to state and federal regulations, coordination of permitting and rights-of-way agreements and more.

"I've come to truly value the principles of hard work, integrity, and honesty," Moore said. "These are the values I wish to lead with, and I believe they'll serve as a strong foundation in guiding our cooperative moving forward."

Moore's extensive work in the energy sector isn't all he brings to the table, though. Beyond his professional life, Moore is also deeply familiar with the cooperative model as a longtime member of Southwestern Electric.

"In addition to my 30 years of experience in the energy industry, my family's nearly 50-year membership in this cooperative has been a cornerstone of the vision I want to bring to our cooperative's future direction," he said. "It's not just professional expertise that I bring to the table, but a genuine rooted commitment to ensuring that our co-op thrives for generations to come. Energy is evolving. To further secure the comforts of affordable, reliable service this co-op has strived to maintain, positive change is happening. I wish to be an integral part of this exciting journey."

Moore believes he has all the necessary tools to help lead the cooperative into the future.

"Experience and leadership are not always classified by title. Am I a current member of a board? Have I served in any capacity as a previous board member? The answers are simply, 'No, I have not.'

"Cooperatives are about sharing others' victories and helping those same members in times of need," Moore said. "Goals can be set, measures taken, but at the end of the day, Southwestern Electric buys, provides, and sells affordable and reliable energy. My hope is continuing this legacy built by great families before us."

Vance Moore and his wife, Brenda, live in Brownstown. Married for 29 years, they have two adult daughters, Jeni and Gabi, and five grandchildren.

"Cooperatives are about sharing others' victories and helping those same members in times of need. Goals can be set, measures taken, but at the end of the day, Southwestern Electric buys, provides, and sells affordable and reliable energy. My hope is continuing this legacy built by great families before us."

Southwestern Electric Cooperative, Inc.

Proposed Bylaws Revision — Summary of Material Changes

This year's ballot includes more than just director elections. Members will also have the opportunity to vote on proposed updates to the cooperative's bylaws. The last revision to the bylaws was in 2012, and over the past several months, the Board of Directors, management, and Southwestern Electric's corporate attorney have carefully reviewed the current bylaws to ensure they continue to meet the needs of today's cooperative and its members.

The proposed revisions represent a comprehensive modernization of the governing documents. A summary of the proposed bylaw revisions, along with the full redline draft of the revised bylaws, is in the following pages.

Members who would like a printed copy of the proposed revisions may stop by the Cooperative's headquarters in Greenville to pick one up. If you have any questions regarding the proposed changes, please contact us at 1-800-637-8667.

Overview
The revision draft reflects a comprehensive modernization of the Cooperative's governing documents. The changes summarized below represent material, substantive revisions, particularly concentrated in the areas of Member classification, the Annual Meeting and elections process, Director qualifications, voting methods, and capital credits. Minor grammatical and typographical corrections are not addressed in this summary but are contained in the revision draft.

1. Membership Structure (Section 2)

Elimination of the Associate Member Class
The previous bylaws created two classes of members:
- Regular Members — entitled to vote, receive service, and hold office.

- Associate Members — a non-voting class that received no service, held no capital credits, and could not serve as Directors. The revision eliminates the Associate Member class entirely, replacing the two-class structure with a single Member class. The language governing Associate Members, and references to them throughout the document (including in Sections 8 and 10), has been deleted.

Practical effect: The Cooperative will no longer maintain or offer Associate Memberships. Existing Associate Members (if any) would need to apply as full Members or their status would lapse.

2. Annual Meeting (Section 4A)

Separation of Elections from the Annual Meeting
The previous bylaws contemplated that Directors would be elected by secret written ballot at the Annual Meeting itself, with Members physically present casting votes. The revision restructures this significantly:
- The Annual Meeting's role in the election process is now limited to announcing the results of Director elections, rather than being the venue where voting occurs.
- Actual voting on Director elections takes place before the Annual Meeting through mail, electronic, Cooperative facility (in-person polling), or aggregate (combination) balloting — all managed in advance of the meeting date.
- The Order of Business is updated accordingly: item (e) now reads "Report on the Election of Directors or the Election of Directors", reflecting that the election may already be complete.

This change brings the election structure in line with practices common at cooperatives that have moved to pre-meeting balloting, allowing broader Member participation beyond those who attend the Annual Meeting in person. Notwithstanding the foregoing, it should be noted the revision still provides the ability to conduct elections and vote on matters at the Annual Meeting at the discretion of the Board of Directors.

Expanded Meeting Format Flexibility
The revision explicitly authorizes the Board to hold the Annual Meeting in person or by video conferencing, or web-based conferencing, provided Members have a reasonable opportunity to participate. This codifies remote meeting authority.

3. Voting Methods for Member Matters (Section 4C)

The revised bylaws formalize four distinct methods by which Member votes may be conducted — on any matter, not just Director elections. This is a meaningful expansion from the prior bylaws, which only addressed voting at a meeting and limited mail balloting:

Method	Description
Mail Ballot	Written ballots mailed to each Member with a fixed Election Date for return. Notice required at least 30 days in advance.
Electronic Ballot	Ballots distributed and cast electronically. Member must have an email address on file. Board determines terms to protect election integrity.
Cooperative Facility Voting	In-person polling at Cooperative Headquarters and/or designated facilities in each District. Ballots delivered at least 30 days before Election Date.
Aggregate (Combined)	A combination of mail, electronic, and/or facility voting used together. Board has discretion to combine methods for any given election.

The Board retains exclusive authority to determine which method(s) to use for any given election or vote. The Credentials and Election Committee's authority to establish ballots and procedures operates within whatever method the Board selects.

4. Director Elections Process (Section 4D)

Election Date Definition
The draft introduces a defined term — Election Date — used consistently throughout the election provisions. The Election Date is either:

- The date of the Annual Meeting, if the election is held at the meeting; or
- The ballot return deadline, if the election is conducted by mail, electronically, or at a Cooperative facility.

This clarifies timing for nomination deadlines, notice requirements, and committee appointments, all of which are keyed off the Election Date.

Notice to Members — Expanded Content Requirements
The notice of nominations mailed to Members must now include not only candidate names and districts, but also information sufficient to explain all available voting procedures (mail, electronic, facility, aggregate). This ensures Members understand how to participate regardless of which method(s) the Board selects.

Director Election by Plurality — Codified
The draft explicitly states that Directors are elected by a plurality of votes cast, with ties resolved by drawing of lots. This codifies the plurality standard, which was previously implied but not stated in the bylaws.

5. Director Qualifications (Section 5B)

Cooling-Off Period for Former Employees
Under the prior bylaws, a current employee or agent of the Cooperative was disqualified from serving as a Director, but there was no waiting period for former employees. The revision adds a three-year cooling-off period: a person who was employed by the Cooperative within three years of the applicable Election Date is disqualified from running.

This change is intended to prevent recently departed employees from immediately transitioning to Director roles, reducing the risk of conflicts of interest.

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Competing Business Disqualification — Narrowed
The previous disqualification for being involved in a competing enterprise was broader, including businesses primarily engaged in selling electrical appliances, fixtures, or supplies to Cooperative Members. The revision narrows this to businesses selling electric energy or supplies to the Cooperative — a more focused conflict-of-interest test.

District Residency Requirement — Codified
Directors must now reside and receive service at their primary place of abode within the Directorate District they represent or seek to represent. This requirement was implied by the district structure but is now an explicit qualification.

Elimination of Non-Natural Person Director Exception
The prior bylaws included a provision allowing a duly elected officer or agent of a Member that is not a Natural Person (e.g., a corporation or LLC) to serve as a Director even if such officer did not independently satisfy the age or natural-person qualifications. This exception has been deleted. Under the revised bylaws, all Directors must be Natural Persons aged 18 or older, without exception.

6. Vacancies — Special Election Threshold (Section 5G)
The threshold for triggering a special election to fill a Board vacancy has been revised:

Prior Language	If the remaining term is less than 180 days, the vacancy may be filled by plurality vote at the Annual Meeting.
Revised Language	If the remaining term is less than 95 days from the applicable Election Date, the vacancy shall be filled by special election conducted as expeditiously as practicable, but no later than 145 days from the date of vacancy.

This revision shortens the threshold from 180 days to 95 days from the Election Date, and replaces the Annual Meeting fill mechanism with a dedicated special election process with a firm 145-day deadline. This gives the Board clearer guidance and ensures vacancies are resolved on a defined timeline.

7. Board Meeting Structure (Sections 6A & 6E)

Removal of Post-Annual-Meeting Board Session
The prior bylaws required a regular Board meeting to be held immediately following the adjournment of the Annual Meeting. This automatic post-annual-meeting requirement has been deleted. The Board now operates solely on its regular monthly meeting schedule as set by resolution, with no mandatory session tied to the Annual Meeting.

Expanded Remote Participation Authority
Section 6(E) has been updated to authorize participation by conference telephone, video conferencing, or any other virtual communication platform that allows all participants to hear and communicate with one another — expanding the prior narrower language limited to telephone/similar equipment. Participation by any such means constitutes presence at the meeting for all purposes, including quorum.

8. Officer Elections (Section 7A)
The revision removes two procedural requirements that previously governed the election of Officers (President, Vice President, Secretary, Treasurer) by the Board:

- Secret written ballot — Officers were previously required to be elected by secret written ballot among the Directors. This requirement has been removed, leaving the Board free to elect Officers in whatever manner it determines.
- Prohibition on nominations — Officers were previously elected without prior nomination. This restriction has also been removed, allowing the Board to use a nomination process if it chooses.

These changes give the Board more procedural flexibility in conducting its organizational meeting after the Annual Meeting.

9. Capital Credits (Section 8B)

Capital Credit Assignability — Updated Standard
The previous bylaws restricted capital credit assignment to successors in interest or occupancy of premises served by the Cooperative, unless the Board determined otherwise. The revision replaces this with a broader, board-policy-driven standard: capital credits may be assignable pursuant to policies of general application established by the Board of Directors. This gives the Board more flexibility to craft assignment policies as circumstances evolve.

New: Capital Credit Retirement upon Membership Termination
The revision adds an entirely new provision granting the Board discretionary authority to retire capital credits upon the termination of any Member's membership — whether by expulsion, withdrawal, resignation, or cessation of existence. Previously, this discretionary early retirement right only applied upon the death of a Member. The new provision mirrors the death-retirement framework and requires the terminated Member (or legal representatives) to request early retirement in writing, with retirement subject to the Board's terms and the condition that the Cooperative's financial position is not impaired.

Unlocatable Member Capital Credits — Simplified
If a Member cannot be identified or located after due diligence when capital credits are being retired, the Board may declare those credits as permanent equity. The prior bylaws included a restoration provision requiring payment to such a Member if later found. The revision eliminates that restoration requirement — once declared as permanent equity, those credits remain so without further obligation to locate or pay the Member.

Interest on Overdue Balances — Removed
The prior bylaws allowed the Cooperative to deduct from a Member's capital credits not only amounts owed to the Cooperative, but also accrued interest at the Illinois legal judgment rate, compounded annually. The revision removes the interest component — only the principal balance owed is deducted before capital credit retirement.

10. Removal of USDA Nondiscrimination Statement (Section 10)
The prior bylaws included, as Section 10(F), a formal USDA nondiscrimination compliance statement referencing Title VI of the Civil Rights Act, Section 504 of the Rehabilitation Act, and the Age Discrimination Act, along with USDA complaint filing procedures. This section has been deleted from the bylaws in its entirety. Instead this language has been included in the Cooperative's website for compliance purposes.

Full redline begins on next page >

sweci.com/proposed-bylaws-revision

For more information on the proposed updates to the cooperative's bylaws scan the QR above or visit https://www.sweci.com/proposed-bylaws-revision.

Bylaws of Southwestern Electric Cooperative, Inc., Greenville, Illinois

Approved April 1, 1939
Amended October 1, 1940
Amended October 1, 1941
Amended October 16, 1943
Amended October 25, 1947
Amended October 19, 1950
Amended August 11, 1953
Amended July 30, 1954
Amended September 21, 1957
Amended September 8, 1962
Amended September 12, 1964
Amended September 11, 1965
Amended September 10, 1966
Amended September 6, 1969
Amended September 11, 1971
Amended September 12, 1981
Amended September 8, 1984
Amended April 11, 1986
Amended September 11, 1993
Amended September 11, 1999
Amended September 9, 2000
Amended September 8, 2001
Amended September 7, 2002
Amended September 11, 2004
Amended September 6, 2008
Amended September 8, 2012
Amended_______________

SECTION 1: PREAMBLE, CONSTRUCTION AND DEFINITIONS:

A. **Preamble:** The corporate purpose and goal of Southwestern Electric Cooperative, Inc., is, in accordance with and through the exercise of authority granted by the laws of the State of Illinois, the Cooperative's Articles of Incorporation and these Bylaws, to provide energy and other services to its Members at the lowest cost consistent with sound economy and prudent management, and to operate on a cooperative, non-profit basis for the benefit of its members. The Cooperative shall not be operated for pecuniary profit either to itself or to its Members.

B. **Rules of Construction:**

1. Capitalized terms used in ~~this Agreement~~these Bylaws shall have the meanings specified in Section 1(C).
2. The singular shall include the plural and the masculine shall include the feminine and neuter.
3. The term "day" shall mean calendar day, the term "month" shall mean a calendar month, and the term "year" shall mean a calendar year, unless specifically stated otherwise.

~~4. Any reference to a Member shall be deemed to exclude Associate Members.~~

~~4~~5. All accounting terms not specifically defined herein shall be construed in accordance with generally accepted accounting principles in the United States of America, consistently applied.

C. Definitions:

1. "Person" shall mean any natural person, firm, association, corporation, trust, partnership, limited liability company, federal or state agency, municipal corporation, political subdivision, body politic or other similar entity.
2. "Natural Person" shall mean a human being.
3. "Board of Directors" shall mean a body of ~~nine~~ Natural Persons duly qualified and elected by the Members to manage the business and affairs of the Cooperative as provided for in Section 5.
4. "Director" shall mean a Natural Person duly qualified and elected by the Members to the Board of Directors or appointed by the Board of Directors.
5. "Member" shall mean any Person who has complied with the provisions of Section 2A.
6. "Membership" shall mean the legal state of being a Member in the Cooperative.
7. "Joint Membership" shall mean a Membership in the Cooperative held by two or more Natural Persons, jointly and severally, in joint tenancy together with the right of survivorship as recognized by the laws of the State of Illinois.
8. "Individual Membership" shall mean any Membership in the Cooperative held by a Person other than a Joint Membership.
9. "Cooperative" shall mean Southwestern Electric Cooperative, Inc.
10. "Bylaws" shall mean the Bylaws of the Cooperative as duly adopted and amended, from time to time, by the Members.
11. "Articles of Incorporation" shall mean the Articles of Incorporation of the Cooperative duly adopted and amended from time to time, by the Members, and duly placed on file with the Illinois Secretary of State's Office.
12. "Close Relative" shall mean a Natural Person who, by blood, step and adoptive kin, is either a spouse, legally recognized domestic partner, child, parent, brother, or sister of a Director, Officer, or employee of the Cooperative.
13. "Act" shall mean the Illinois General Not For Profit Corporation Act of 1986 (805 ILCS 105/101.01/et al), ~~,~~ as amended from time to time.

SECTION 2: MEMBERSHIP

A. **Qualifications:** The Cooperative shall offer Membership in the Cooperative pursuant to the laws of the State of Illinois, the Articles of Incorporation, and the Bylaws.

1. Membership: A Person shall be a Member of the Cooperative and shall be entitled to the rights and benefits of Membership in the Cooperative if such Person:
   a. shall have made written application for Membership in the Cooperative in such form as the Board of Directors shall, from time to time, prescribe;
   b. shall have agreed to purchase energy or other services from the Cooperative as sold or offered for sale by the Cooperative on a cooperative basis;
   c. shall have agreed to comply with and be bound by the Bylaws and the Articles of Incorporation and any and all rules, regulations, rates, and policies duly adopted by the Board of Directors;
   d. shall have paid any and all fees, deposits and contributions required by the Cooperative pursuant to the Bylaws; and,
   e. such Person's application for Membership in the Cooperative shall have been accepted by the Board of Directors.
2. Classes of Members: ~~Members shall be divided into two classes~~There shall be one (1) Member class.~~:~~

~~a. "Members":~~ A "Member" is a Person who has been accepted by the Board of Directors for Membership in the Cooperative. Such Members shall receive energy and other services from the Cooperative, shall be entitled to vote at any meeting of the Members of the Cooperative, shall have capital credits allocated to his Membership, and, if such Member is a Natural Person, shall be entitled to be elected a Director of the Cooperative, subject to compliance with the qualifications stated in Section 5.

~~b. "Associate Members": An "Associate Member" is a Person who has applied for an Associate Membership in the Cooperative and has been accepted by the Board of Directors as such Associate Member of the Cooperative. Associate Members shall not be entitled to purchase and/or receive energy or other services from the Cooperative, shall not be entitled to vote at any meeting of the Members of the Cooperative, shall not be entitled to be elected as a Director of the Cooperative and shall not be entitled to have capital credits allocated to his Membership.~~

3. Fees, Deposits and Contributions: Membership fees, security deposits, service charges, connection fees, or contributions in aid to construction for Members shall be determined from time to time by the Board of Directors, and the same shall be paid by the Member as a condition precedent to Membership in the Cooperative.
4. Acceptance by Board of Directors: Upon complying with the requirements of the Bylaws, all applications for Membership in the Cooperative shall be accepted by the Board of Directors, and such Person filing such application shall be granted Membership in the Cooperative consistent with the Bylaws, and the rules, regulations, rates, and policies of the Cooperative; provided, however, that if the Board of Directors determine that such Person is not willing or able to satisfy and abide by the Cooperative's terms and conditions of Membership as stated in the Bylaws or in the rules, regulations, rates, and policies of the Cooperative, or that such Person should otherwise be rejected for other good cause, then the Board of Directors may elect to reject such Person's application and deny Membership in the Cooperative to such Person. If any Person whose application has been submitted to the Board of Directors but not approved within a period of sixty (60) days after filing such application with the Board of Directors, then such Person may file a written request with the Board of Directors not later than thirty (30) days before the next meeting of the Members of the Cooperative requesting that his application be submitted to and approved or disapproved by the majority vote of the Members at such meeting. The requesting Person shall be entitled to be present and heard at such meeting of the Members.

B. **Joint Membership:** All applications for Membership filed by two or more Natural Persons shall be deemed applications for Joint Membership, or if one of them is already a Member, then such Member may request the conversion of such Membership into a Joint Membership. All provisions relating to the rights, powers, terms, conditions, obligations, responsibilities and liabilities of Membership shall apply equally, severally and jointly to such Natural Persons holding a Joint Membership, without limiting the generality of the foregoing:

1. the presence at a meeting of the Members of either or both such Natural Persons shall constitute the presence of one Member or a joint waiver of notice of such meeting, as the case may be; and,
2. notice to or waiver of notice signed by either or both such Natural Persons shall constitute ~~suspension or termination~~notice to or waiver of notice ~~of~~by the Joint Membership; and
3. suspension or termination in any manner of either or both such Natural Persons shall constitute suspension or termination of the Joint Membership, and
4. either, but not both concurrently, shall be eligible to serve as a Director of the Cooperative, but only if both meet the qualifications required therefore; and,
5. neither will be permitted to have additional service connections except through their one Joint Membership; and,
6. upon the death of either Natural Person who is a party to a Joint Membership, all right, title, interest and power in and to such Joint Membership shall vest in and to the surviving Natural Person (surviving Joint Member); provided, however, that the estate of the decedent shall not be released from any debts due the Cooperative by the decedent.

C. **Member Obligations:** In consideration of Membership in the Cooperative, any and all Members shall:

1. Purchase of Energy or Services: Purchase from the Cooperative energy or other services sold or offered for sale by the Cooperative on a non-profit, cooperative basis for use by the Member on the Member's premises identified on the Member's application for Membership, unless and

except to the extent that the Board of Directors may in writing waive such requirement, and such Member shall pay therefore 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, from time to time, by the Board of Directors and, if in effect, in accordance with the provisions of any supplemental contract that may have been entered into as provided for in the Bylaws. Production or use of energy or services 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 established, from time to time, by the Cooperative. Each Member shall pay all other amounts owed by him to the Cooperative as and when they become due and payable. When a 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 account for all such service connections, notwithstanding that the Cooperative's actual accounting procedures may not reflect such allocation and proration.

2. Grant of Easements: Each member shall, upon being requested to do so by the Cooperative, execute and deliver to the Cooperative such easements or rights-of-way over, on and under such lands owned or leased by the Member in accordance with such reasonable terms and conditions as the Cooperative shall require for the furnishing of distribution service to such Member or to other Members. Each member shall participate in any required program that may be established by the Cooperative to enhance the services being furnished.

3. Compliance with Electrical Standards: Cause all premises receiving energy or services pursuant to his Membership to become and to remain wired in accordance with the specifications of the rules of the Illinois State Fire Marshall's office, the National Electric Code, any applicable state code or local government ordinances and of the Cooperative. Each Member shall be responsible for, and shall indemnify and hold harmless the Cooperative and its Directors, officers, employees, agents and independent contractors against death, injury, loss or damage resulting from any defect in or improper use or maintenance of such premises and all wiring and apparatuses connected thereto or used thereon. Each Member shall make available to the Cooperative a suitable site, as determined by the Cooperative, to place the Cooperative's physical facilities for the furnishing and metering of energy or other 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 not interfere with, impair the operation of, or cause any 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 and hold harmless the Cooperative and its Directors, officers, employees, agent and independent contractors against death, injury, loss or damage resulting there from, including but not limited to the Cooperative's costs of repairing, replacing or relocating any such facilities and its loss, if any, of revenues resulting from the failure or defective functioning of its meter equipment. The Cooperative shall, however, in accordance with its applicable service rules and regulations indemnify the Member for any overcharges 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 energy or other service extend beyond the point of delivery.

4. Compliance with Cooperative Rules: Each Member, by applying for Membership with the Cooperative, agrees to comply with the Bylaws and the rules, regulations, rates, and policies of the Board of Directors, as amended from time-to-time.

SECTION 3: MEMBERSHIP TERMINATION AND SUSPENSION:

A. Suspension of Membership: Upon a Member's 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 such ~~Member~~ individual or entity so suspended shall not during such suspension be entitled to receive energy or~~f~~ other service from the Cooperative or any other ~~of his~~ ~~M~~membership rights. Payment of all amounts due the Cooperative, including any additional charges required for such reinstatement and/or cessation of any other noncompliance with ~~his~~ ~~M~~membership obligations within the final time limit provided in such notice or rules and regulations shall automatically reinstate the ~~Membership~~membership, in which event the Member shall thereafter be entitled to receive service from the Cooperative and to all other of his Membership rights.

B. Termination of Membership:

1. By Expulsion: Upon failure of an individual or entity with a suspended membership to ~~suspended Member to be~~ automatically reinstate~~d~~ to Membership, as provided in Section ~~2~~3(A), such ~~Member~~ individual or entity may, without further notice, but only after due hearing if such is requested by such ~~Member~~individual or entity, be expelled by resolution of the Board of Directors at any subsequently held regular or special meeting of the Board of Directors. Any ~~person~~ individual or entity 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 Member meeting, at which the Members may vote to approve or disapprove such expulsion, in which latter event such individual or entity's ~~Member's~~ ~~M~~membership shall be reinstated retroactively to the date of ~~his~~ expulsion. After any finally effective expulsion of an individual or ~~Member~~entity, such ~~Member~~ individual or entity shall not again become a Member of the Cooperative except upon new application therefore duly approved as provided in Section 2 of the Bylaws. The Board of Directors, 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 Membership obligations.

2. By Withdrawal or~~f~~ Resignation: A Member may withdraw from Membership upon such generally applicable conditions as the Board of Directors shall prescribe or upon either (a) ceasing to (or, with the approval of the Board of Directors, resigning his Membership in favor of a new applicant who also shall) own or directly occupy or use all premises being furnished service pursuant to his Membership, or (b) except when the Board of Directors specifically waives such condition, abandoning totally and permanently the service on such premises.

3. By Death or Cessation of Existence: Except in the case of a Joint Membership, the death of a Member who is a Natural Person shall automatically terminate his Membership. The cessation of the legal existence of any other Member shall automatically terminate such Membership; provided, however, 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 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 of the partner, the partnership or the estate that are due the Cooperative.

C. Effect of Divorce: Upon the dissolution of marriage recognized under the laws of the State of Illinois, the ~~husband and wife~~spouses'~~swife's~~ Joint Membership shall not terminate, but shall be deemed to be converted to an Individual Membership transferred to that spouse as directed in the order of dissolution of marriage entered by such court of competent jurisdiction; provided, however, that if such order of dissolution of marriage does not address the issue of the Membership, then absent a written agreement between the ~~husband and wife~~spouses and the Cooperative, the Membership shall be deemed to be converted to an Individual Membership and transferred without further action to that spouse who is awarded or otherwise maintains possession of the premises which is served by the Cooperative and all right, title, interest and power in and to the capital credits allocated to such Membership shall be deemed to be transferred to such spouse, and all future capital credits shall be allocated to such spouse; provided further, however, that if neither spouse receives or otherwise maintains possession of the premises which is served by the Cooperative for any other reason and the Cooperative's service to said premises is discontinued, then the Cooperative shall divide all right, title, interest and power in and to the capital credits to such Membership equally between the ~~husband and wife~~spouses.

D. Effect of Termination: Upon the termination in any manner of a Member's Membership, he or his estate, as the case may be, shall be entitled to refund of his service security deposit, if any, theretofore paid to 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 herein, such suspension or expulsion shall not, unless the Board of Directors 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 service he had been receiving for use at the premises to which such service has theretofore been furnished by the Cooperative pursuant to such Membership.

E. Board Acknowledgement: Upon the termination of a Member's Membership for any reason, the Board of Directors, as soon as practical 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 service to such person. Upon discovery that the Cooperative has been furnishing service to any person other than a Member, it shall cease furnishing such service unless such person applies for, and the Board of Directors approves, Membership retroactively to the date on which such person first began receiving such service, in which event the Cooperative, to the extent practical, shall correct its Membership and all related records accordingly.

SECTION 4: MEETINGS OF MEMBERS, VOTING AND ELECTIONS:

A. Annual Meeting: For the purposes of ~~electing Directors~~selecting Directors or announcing the results of the Director elections, hearing and voting on issues duly submitted to the Members for a vote at such Meeting, hearing and passing upon reports covering the previous fiscal year, and transacting such other business as may properly come before the ~~Members in attendance~~Meeting, the Annual Meeting of the Members of the Cooperative shall be held each year on such date at such place in one of the counties in Illinois within which the Cooperative serves, and beginning at such hour, as the Board of Directors shall from time to time determine~~; provided, however, that for cause sufficient to it, the Board of Directors may fix a different date for such annual meeting not more than thirty (30) days prior to the day otherwise established for such annual meeting~~. It shall be the responsibility of the Board of Directors to make adequate plans and preparations for, and to encourage Member attendance at ~~the~~ an annual meeting. Failure to hold ~~the~~ an annual meeting at the designated time and place shall not work a forfeiture or dissolution of the Cooperative. Upon the approval of the Board of Directors, any annual meeting of the Members may be held in person or by mail, email, video conferencing, and/or web-based conferencing provided the Members are afforded the reasonable opportunity to participate in such annual meeting. Notwithstanding anything contained in these Bylaws to the contrary, Members attending an annual meeting may consider, vote, or act only upon a matter described in the notice of such meeting. Members may present an issue for consideration, voting, or action at an annual meeting if: (1) at least thirty (30) Members sign one or more written requests to raise or discuss the matter; (2) the Cooperative receives the written requests at least ninety (90) days before such annual meeting; and, (3) the Board of Directors approve each such matter submitted to the Cooperative for addressment by the Members at such meeting.

1. Notice and Waiver of Notice: Written notice of the place, day and hour of ~~the~~ an annual meeting and, in the case of a special meeting or of an annual meeting at which business requiring special notice is to be transacted, the purpose or purposes of ~~the~~ such meeting shall be delivered to each member not less than fifteen (15) days nor more than sixty (60) days prior to the date of such meeting, either personally or by mail, by or at the direction of the President or the Secretary and, in the case of a special meeting, at the direction of him or those calling the meeting. Any such notice delivered by mail may be included with member service billings or as an integral part of the Cooperative's monthly newsletter. No matter the carrying of which, as provided by law, requires the affirmative votes of ~~at least a majority of all the~~ a simple majority of the Members present shall be acted upon at any meeting ~~Cooperative's members shall be acted upon at any meeting~~ of the Members unless notice of such matter shall have been contained in the notice of the meeting. 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 and postmarked at least fifteen (15) days prior to the meeting date. In making such computation, the date of the meeting shall not be counted. The incidental and non-intended failure of any Member to receive a notice deposited in the mail addressed to the Member at his address as shown on the Cooperative's books shall not invalidate any action which may be taken by the Members at any such meeting, and the attendance in person of a Member at any meeting of the Members shall constitute a waiver of notice of such meeting unless such attendance shall be for the express purpose of objecting to the transaction of any business, or one or more items of business, on the grounds that the meeting shall not have been lawfully called or convened. Any Member attending any meeting for the purpose of making such objection shall notify the Secretary prior to or at the beginning of the meeting of his objection.

2. Written Waiver of Notice: Any Member or Director may waive, in writing, any notice of any Member meeting required to be given under the Bylaws, or any notice otherwise required by law, either before or after such notice is required to be given.

3. Quorum: Business shall not be transacted at any meeting of the Members unless there are present, in person or as otherwise permitted by the Board of Directors, provided any methods for appearance by means other than in person shall be provided for in the notice required for such meeting, at least one hundred fifty (150) of the Cooperative's Members, except that, if less than a quorum is present at any meeting, a majority of those present in person may, without further notice, adjourn the meeting to another time and date not less than fifteen (15) days and not more than sixty (60) days later and to any place in one of the counties of within which the Cooperative serves;

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provided, however, that the Secretary shall notify any absent Members of the time, date and place of such adjourned meeting by delivering notice thereof as provided in the Bylaws. At all meetings of the Members, whether a quorum be present or not, the Secretary shall include the number of Members present in the minutes for such meeting.~~annex to the meeting minutes, or incorporate therein by reference, a list of those Members who were registered as present in person.~~

4. Order of Business: The order of business at the Annual Meeting of the Members and, insofar as practicable or desirable, at all other meetings of the Members shall be essentially as follows:

a. Report on the number of Members present in person in order to determine the existence of a quorum;

b. Reading of the notice of the meeting and proof of the due giving thereof, or of the waiver or waivers of notice of the meeting, as the case may be;

c. Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon, unless waived;

d. Presentation and consideration of reports of officers, directors and committees;

e. Report on the Election of Directors or the Election of Directors;

f. Unfinished business;

g. New business and Report on any matters submitted to the Members for a vote prior the meeting; and

h. Adjournment.

Notwithstanding the foregoing, the Board of Directors or the Members themselves may from time to time establish a different order of business for the purpose of assuring the earlier consideration of and action upon any item of business the transaction of which is necessary or desirable in advance of any other item of business; provided, however, that no business other than adjournment of the meeting to another time and place may be transacted until and unless the existence of a quorum is first established.

B. Special Meetings: A special meeting of the Members may be called by the Board of Directors, by the President, by any six (6) directors, or by petition signed by not less than ten percent (10%) of the Members, and it shall there upon be the duty of the Secretary to cause notice of such meeting to be given as provided in the Bylaws. Such a meeting shall be held at such a place in a county within which the Cooperative serves, on such date, not sooner than fifteen (15) days nor later than sixty (60) days after the call for such meeting is made or a petition therefore is filed, and beginning at such hour as shall be designated by him or those calling or petitioning for the same.

C. Voting on Issues Duly Presented to the Members: Each Member who is not in a status of suspension as provided for in Section 3 of the Bylaws, 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 thereof, except as otherwise provided by law, the articles of incorporation of these Bylaws and for purposes of Director elections, as set forth in Section 4.D.

1. Voting by Mail. Any matter which the Board of Directors determines should be submitted to a vote of the Members may, at the discretion of the Board of Directors, be submitted to the Members to be voted upon by written ballots with the voting to be conducted by mail unless the laws of the State of Illinois, the articles of incorporation or these Bylaws provide otherwise. When voting by Members on any matter is to be conducted by mail, the Board of Directors shall fix an Election Date for the return of ballots and shall mail notice of the election and a ballot for the election to each Member not less than thirty (30) days before the Election Date. The Board of Directors shall make the necessary arrangements to assure a fair and proper election. The provisions of this Section shall apply to all elections in which voting is by mail except it shall not apply to voting for Directors by mail to the extent that any provisions of this Section are inconsistent with Section 4.D.

2. Voting Electronically. Any matter which the Board of Directors determines should be submitted to a vote of the Members may, at the discretion of the Board of Directors, be submitted to the Members to be voted upon by electronic ballots with the voting to be conducted by electronic means unless the laws of the State of Illinois, the articles of incorporation or these Bylaws provide otherwise. For any vote that is conducted electronically, a Member must have an email account on file with the Cooperative to receive the ballot electronically and vote electronically, under such terms as determined necessary by the Board of Directors to protect the integrity of the election and the rights of all Members to participate. When voting by Members on any matter is to be conducted electronically, the Board of Directors shall fix an Election Date for the return of ballots and shall mail notice of the election and a ballot for the election to each Member not less than thirty (30) days before the Election Date. The Board of Directors shall make the necessary arrangements to assure a fair and proper election. The provisions of this Section shall apply to all elections in which voting is by electronic means except it shall not apply to voting for Directors by mail to the extent that any provisions of this Section are inconsistent with Section 4.D.

3. Voting at Cooperative Facility. Any matter which the Board of Directors determines should be submitted to a vote of the Members may, at the discretion of the Board of Directors, be submitted to the Members to be voted upon by written ballots with the voting to be conducted by polling place unless the laws of the State of Illinois, the articles of incorporation or these Bylaws provide otherwise. To facilitate Cooperative facility voting, the Board of Directors may establish a voting place at the Cooperative Headquarters and at one or more voting places in each District of the Cooperative at a Cooperative facility located in each District. When voting by Members on any matter is to be conducted at a Cooperative facility, the Board of Directors shall fix an Election Date for the return of ballots and shall deliver notice of the election and a ballot for the election to each Member not less than thirty (30) days before the Election Date. The Board of Directors shall make the necessary arrangements to assure a fair and proper election. The provisions of this Section shall apply to all elections in which voting is by Cooperative facility except it shall not apply to voting for Directors by mail to the extent that any provisions of this Section are inconsistent with Section 4.D.

4. Voting by Aggregate Means. Any matter which the Board of Directors determines should be submitted to a vote of the Members may, at the discretion of the Board of Directors, be submitted to the Members to be voted upon by aggregate means unless the laws of the State of Illinois, the articles of incorporation or these Bylaws provide otherwise. For purposes of these Bylaws, the term "aggregate means" shall mean a combination of voting by mail, voting electronically, and/or voting at Cooperative facility. When voting by Members on any matter is to be conducted by aggregate means, the Board of Directors shall fix an Election Date for the return of ballots and shall mail notice of the election and a ballot for the election to each Member not less than thirty (30) days before the Election Date. The Board of Directors shall make the necessary arrangements to assure a fair and proper election.

5. Election Date. The term Election Date as used in these Bylaws shall mean the date of the meeting of members at which the election is to be held if the election is to be held at the meeting of members or the date of the deadline for the return of ballots if the election is to be conducted by ballot by mail, electronically, or at a Cooperative Facility.

6. Voting at Member Meeting. The Board of Directors may submit to the Members at any meeting of the Members, one or more questions or issues for consideration and voting by the Members; provided, however, that notice shall be given of the submission of such questions or issues to the Members in the notice of meeting referred to in Section 4(A)(1) of the Bylaws. ~~Except as prohibited by applicable law, the Articles of Incorporation, or the Bylaws, at any meeting of the Members, the Members may, by majority vote of the Members present at such meeting, call any question or issue before the Members for consideration and a vote.~~ At all meetings of the Members, all duly submitted issues or questions shall be decided by secret written ballot cast by the Members present at such meeting of the Members of the Cooperative, and such issue or question shall be determined by the affirmative vote of a majority of the Members present, unless otherwise required by applicable law, the Articles of Incorporation, or the Bylaws. ~~In the voting on questions or issues duly submitted to the Members for a vote at a meeting of the Members of the Cooperative, each Member who is not in a status of suspension as provided for in Section 3 of the Bylaws shall be entitled to one vote upon each issue submitted to a vote at any meeting of the Members.~~

D. Election of Directors: At each Annual Meeting of the Members of the Cooperative, the results of the Director elections shall be announced or Directors shall be elected by secret written ballot cast (except as otherwise provided in this section) by the Members present at such annual meeting and qualified to vote under the terms and conditions of the Bylaws. Such elections shall be conducted as follows:

1. Appointment of Nominations Committee: The Board of Directors shall appoint, not less than one hundred fifteen (115) nor more than one hundred forty-five (145) days prior to the ~~date of the Annual meeting of the Members of the Cooperative~~Election Date, a Nominations Committee which shall consist of nine (9) Natural Persons, three (3) from each Directorate District. Members of the Nominations Committee shall not be employees, agents, officers, or Directors of the Cooperative, shall not be known candidates for Director, and shall not be Close Relatives of employees, agents, officers, Directors of the Cooperative, or known candidates for Director.

2. Candidates Nominated by Nominations Committee: On or before eighty-five (85) days prior to the ~~Annual Meeting of the Members of the Cooperative~~Election Date, the Nominations Committee shall:

a. Nominate as many Natural Persons who meet the qualifications stated in Section 5B of these Bylaws as the Nominating Committee deems desirable to be candidates for election to the Board of Directors; and,

b. Post a list of the names of such Natural Persons so nominated by the Nominations Committee at the principal place of business of the Cooperative.

3. Candidates Nominated by Petition: In addition to those candidates named by the Nominations Committee, any fifteen (15) or more Members of the Cooperative may nominate such other Natural Persons as candidates for election to the Board of Directors by filing with the Secretary of the Cooperative not less than seventy-five (75) days prior to the ~~Annual Meeting of the Members of the Cooperative~~Election Date a written petition bearing the signatures, names and addresses of at least fifteen (15) Members of the Cooperative nominating such other Natural Persons as candidates for election to the Board of Directors and listing such candidates' names, addresses~~, ages~~, and telephone numbers. The Secretary of the Cooperative shall post such petition at the principal places of business of the Cooperative where the list of nominations made by the Nominations Committee was posted.

4. Notice to Members of Nomination of Candidates: The Secretary of the Cooperative shall mail or cause to be mailed to the Members notice of the nomination of candidates~~the Annual Meeting of the Members of the Cooperative at~~ least ~~fifteen (15)~~thirty (30) days but not more than sixty (60) days before the ~~date of said annual meeting~~Election Date containing among other required information, a statement of ~~the names,~~the names ~~addresses, ages, and telephone numbers~~ and representative District of all candidates nominated for election to the Board of Directors -and form ballots for any matter to be voted on, including for the election of the Board of Directors. For the election to the Board of Directors, ~~S~~such statement and ballot shall identify the Directorate District to which such candidate may be elected, and such statement and ballot shall identify which candidates were nominated by the Nominations Committee and which candidates were nominated by petition filed by Members of the Cooperative. Further, the notice shall contain the information necessary to ensure proper notice to the Members of the procedures for casting a ballot in such ways to ensure a fair and proper election, whether that be by voting by mail, voting electronically, voting at Cooperative facility, and/or voting by aggregate means.

5. Credentials and Election Committee: The Board of Directors shall, not less than ~~thirty (30~~eighty-five (~~30~~85) days nor more than ~~sixty (60~~one hundred (~~60~~100) days before the ~~Annual Meeting of the Members of the Cooperative~~Election Date, appoint a Credentials and Election Committee consisting of an uneven number of Members numbering not less than ~~three (3) nor more than~~ nine (9). Members of the Credentials and Election Committee:

a. Shall not be a Director, Member of the Nomination Committee, a signatory to any petition filed by the Members nominating any candidate for election to the Board of Directors, or an existing Cooperative employee, agent, officer, or known candidate for Director;

b. Shall not be a Close Relative of any Director, member of the Nomination Committee, signatory to any petition filed by the Members nominating any candidate for election to the Board of Directors, or any existing Cooperative employee, agent, officer, known candidates for Director.

In appointing the Credentials and Election Committee, the Board of Directors shall have regard for the equitable representation of the several areas served by the Cooperative. The Committee shall, prior to the mailing of the Notice to Members of Nomination of Candidates and prior to both the ~~Annual Meeting of the Members of the Cooperative~~Election Date and Annual Meeting, hold a meeting. At such meeting, the Credentials and Elections Committee shall:

a. Elect a chairman and secretary;

b. Establish or cause to be established and thereafter adopt procedures for conducting Member registration;

c. ~~Establish~~Subject to the other provisions in this Section 4(D) and the Board of Directors exclusive authority to establish the type of voting procedure to be implemented as set forth in Section 4(C), establish or cause to be established and thereafter adopt all necessary ballots, or other voting measures deemed necessary to conduct the election of candidates to the Board of Directors ~~at the Annual Meeting of the Members of the Cooperative~~; and thereafter to pass and rule upon all questions that may arise with respect to the registration of Members, to count all ballots or other votes cast in any such election, to rule upon the effect of any ballots or other ballots irregularly or indecisively marked or cast, to rule upon all other questions that may arise relating to Member voting and the election of candidates to the Board of Directors, including but not limited to the validity of petitions of nomination, qualifications of candidates, the regularity of the nomination and election of candidates to the Board of Directors, and to pass upon any protest or objection filed with respect to any such election or conduct arising out of or in any way affecting such election. In the exercise of its responsibility, the Committee shall have available to it the advice of counsel provided by the Cooperative. In the event a protest or objection is filed concerning any election or matter arising out of or related thereto, such protest or objection shall be filed with the Secretary of the Credentials and Election Committee in writing not later than three (3) days following the ~~adjournment of the Annual Meeting of the Members of the Cooperative in which such election was conducted.~~Election Date for such issue~~.~~. Such protest or objection shall be filed in the form of a petition and shall specifically state the nature of the protest or objection and shall state with particularity all facts supporting or otherwise evidencing such protest or objection. The Credentials and Election Committee shall thereafter be reconvened at the direction of its chairman within seven (7) days after such petition is duly filed, and shall hold an evidentiary hearing on the petition and the matters raised therein. The Credentials and Elections Committee may hear such evidence as it deems relevant as presented by the protestors or objectors, who may be heard in person, by counsel, or both, and any opposing evidence presented by any party opposing such petition. The Committee, by the affirmative vote of a majority of those members present and voting, shall, within a reasonable time but not later than thirty (30) days after such hearing, render its decision, the result of which may be to affirm the election, to amend, modify or change the result or outcome of such election, or to set such election aside. The Credentials and Election Committee's decision shall be in writing, and shall be deemed final subject to judicial review by a court of competent jurisdiction pursuant to applicable laws of the State of Illinois. The Committee shall not affirmatively act on any matter unless a majority of the Committee is present.

6. Voting on Election of Directors: In voting on the election of Directors, each Member shall be entitled to cast the number of votes (but not cumulatively), which corresponds to the total number of Directors to be elected, but no Member may vote for more candidates than the number of Directors that are to be elected from or with respect to any particular Directorate District. Ballots marked in violation of the foregoing restriction with respect to one or more Directorate Districts shall be deemed invalid by the Credentials and Elections Committee, and shall not be counted. ~~The Board of Directors may establish one or more voting places in each District of the Cooperative at a Cooperative facility located in each District.~~ A Member may vote for the election of Directors or on any other matter legally submitted to a vote in any of the ways allowed by the Board of Directors for such vote as set forth in the notice~~at the place of any meeting of the Members, or at a voting place in each Directorate District~~, but not in ~~both places.~~more than one (1) way or place. Directors shall be elected by ~~a:~~

~~a. Plurality: A~~ plurality of the votes cast ~~shall be required~~ to elect a a candidate to the Board of Directors. Drawing by lot shall resolve, where necessary, any tie votes~~; or,~~.

~~b. Election by Acclamation: If number of candidates nominated for election to the Board of Directors, does not exceed the number of Directors to be elected from a particular Directorate District, and if there is no objection from the Members present at the Annual Meeting after a call for such objection is made, then secret written balloting may be dispensed within respect of that particular election of that particular Director and voting may be conducted by acclamation rather than by ballot.~~

E. Proxy Attendance and Voting~~, Absentee Voting~~ and Voting by Entities: Proxy attendance and voting is prohibited. ~~However, anything contained in the Bylaws to the contrary notwithstanding, a Member may vote by absentee ballot as follows: A Member desiring to cast his vote absentee, shall appear in person at the Cooperative's headquarters at Greenville, Illinois, during the ten weekdays preceding the election at regularly scheduled office hours, or at such other locations as may be established from time to time by the Board of Directors for the purpose of casting absentee ballots, during hours and days as directed by the Board of Directors and shall request an absentee ballot. An absentee ballot approved by the Credentials and Election Committee shall be provided and the Member shall cast such ballot secretly and seal such ballot in an envelope, which shall be provided in such sealed envelope to the Credentials and Election Committee. On the date of the Annual Meeting of the Members, the Credentials and Election Committee shall open and count such absentee ballots so provided. Any absentee ballot, which is delivered to the Credentials and Election Committee in an unsealed condition, shall be deemed invalid and shall not be counted. Notice of this Bylaw provision shall be provided to the Members of the Cooperative in the notice of Annual Meeting.~~ Voting by Members other than Members who are Natural Persons shall be allowed only upon the presentation to the Cooperative by a duly appointed officer or agent of such Member (prior to ~~or upon registration of such Member at each Member meeting, or when requesting an absentee ballot~~votes being tallied) of satisfactory evidence entitling such officer or agent presenting the same to cast a vote on behalf of such Member.

F. Savings Clause: Notwithstanding any provisions contained in these Bylaws, failure to comply with any of such provisions of these Bylaws shall not affect in any manner whatsoever the validity of any action taken by the Board of Directors after the election of Directors.

SECTION 5: DIRECTORS:

A. Number of Directors and General Powers: The business and affairs of the Cooperative shall be managed by the Board of Directors, which shall consist of nine (9) Directors. The Board shall exercise all of the powers, express and implied, necessary for the operation and management of the affairs of the Cooperative, except those expressly reserved to the Members by applicable law, the Articles of Incorporation or the Bylaws. In addition, the Board of Directors shall have the following powers:

1. Committees, Rules, Regulations, Rate Schedules, Contracts and Policies: The Board of Directors shall have power to make, adopt, amend, abolish and promulgate such rules, regulations, rate schedules, policies, contracts, security deposits and any other types of deposits, payments or charges, including contributions in aid to construction, not inconsistent with applicable law or the Articles of Incorporation or Bylaws, as the Board of Directors may deem necessary for the management, administration and regulation of the business and affairs of the Cooperative. In a manner consistent with the Act, the Board of Directors by majority vote may create one or more committees to act and otherwise serve in such capacity as the Board of Directors may, from time to time, determine.

2. Accounting System and Reports: The Board of Directors shall cause to be established and maintained a complete accounting system of the Cooperative's financial operations and condition, and shall, after the close of each fiscal year, cause to be made a full, complete and in dependent audit of the Cooperative's accounts, books and records reflecting financial operations during, and financial conditions as of the end of, such year. A full and accurate summary of such audit reports shall be submitted to the members at or prior to the succeeding annual meeting of the members. The Board may authorize special audits, complete or partial, at any time and for any specified period of time.

3. Subscription to Cooperative's Newsletter: For the purpose of disseminating information devoted to the economical, effective and conservative use of energy and other services, the Board of Directors shall be empowered, on behalf of and for circulation to the Members periodically, to subscribe to the Cooperative's Newsletter, "*The Southwestern*," published by the Cooperative, the cost of which shall be deducted from any funds accruing in favor of such Members, so as to reduce such funds in the same manner as would any other expense of the Cooperative.

4. Contracts and Banking: Except as otherwise provided by law or the Bylaws, the Board of Directors may authorize any Cooperative officer, agent or employee to enter into any contract or execute and deliver any instrument in the name and on behalf of the Cooperative, and such authority may be general or confined to specific instances. All checks, drafts or other orders for the payment of money, and all notes, bonds or other evidences of indebtedness, issued in the name of the Cooperative, shall be signed or countersigned by such officer, agent or employee of the Cooperative and in such manner as shall from time to time be determined by resolution of the Board of Directors. All funds of the Cooperative shall be deposited or invested from time to time to the credit of the Cooperative in such bank or banks or in such financial securities or institutions as the Board of Directors may select.

B. Qualifications: To be eligible to become or remain a Director of the Cooperative, such person:

1. Shall not be a Close Relative of an incumbent Director;
2. Shall not be an employee or agent of the Cooperative or have been employed by the Cooperative within three (3) years from the applicable Election Date;
3. Shall not be, directly or indirectly, employed by or financially interested in a competing enterprise ~~or,~~ business selling electric energy or supplies to the Cooperative~~, or a business primarily engaged in selling electrical or plumbing appliances, fixtures or supplies to, among others, the Members of the Cooperative~~;
4. Shall not be, directly or indirectly, interested in any contract, permit, franchise or other similar agreement or authorization to which the Cooperative is or may be a party;
5. Shall be a Member in good standing with the Cooperative and receiving energy or service from the Cooperative at his primary place of abode, which shall correspond with the Directorate District in which such Member is to represent or represents;
6. Shall be a Natural Person~~;~~;
7. Shall be at least eighteen (18) years of age.~~; provided, however, that a duly elected officer or duly appointed agent of any Member which is not a Natural Person shall be exempt from the qualifications stated in Section 5(B)(6) and Section 5(B)(7) if such Member is in good standing with the Cooperative and receiving energy or service from the Cooperative.~~

C. Disqualification: Any Person who is not qualified to become or remain a Director shall be disqualified by the then serving Board of Directors. It shall be the duty of the Board of Directors to remove or cause to be removed any Person who is not qualified to become or remain a Director.

D. Directorate Districts: The territory served by the Cooperative is and shall be divided into three (3) Directorate Districts described below, and each Directorate District shall be represented at all times on the Board of Directors by three Directors:

Directorate District No.	Description	Number of Directors
I	Madison, St. Clair & Macoupin Counties	3
II	Bond, Montgomery & Clinton Counties	3
III	Fayette, Effingham, Marion ~~&~~, Shelby & Clay Counties	3

E. Term of Directors: Directors duly elected pursuant to the Bylaws shall serve staggered terms, and shall thereafter be so nominated and elected so that one Director from or with respect to each of Directorate Districts I, II, and III shall be elected for a three (3) year term at an Annual Meeting of the Members of the Cooperative; and thereafter, one (1) director from or with respect to each of Directorate Districts I, II, and III shall be elected for a three (3) year term at the Annual Meeting of the Members of the Cooperative; and thereafter, one (1) Director from or with respect to each of Directorate Districts I, II, and III shall be elected for a three (3) year term at the next Annual Meeting of the Members of the Cooperative, and so forth; provided, however, that the terms of any two (2) Directors from the same Directorate District shall not coincide. Upon their election, Directors shall, subject to the provisions of these Bylaws with respect to the removal of Directors, serve until the Annual Meeting of the Members of the year in which their terms expire or until their successors shall have been elected and shall have qualified. If for any reason an election of Directors shall not be held at an Annual Meeting of the Members duly fixed and called pursuant to these Bylaws, such election may be held at an adjournment of such meeting or at a subsequently held special or the next Annual Meeting of the Members. Failure of an election for a given year shall allow the incumbents whose directorships would have been voted on to hold over and continue only until the conclusion of an election duly held pursuant to the Bylaws.

F. Removal of Directors by Members: Any Member may bring one or more charges for cause against any one or more Directors 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 percent (10%) of the total Members of the Cooperative, which petition shall call for a special Member meeting, the stated purpose of which shall be to hear and act upon such charges and, if one (1) or more Director(s) are recalled, to thereafter elect their successor(s), and which specifies the place, time and date thereof not less than sixty (60) 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 sixty (60) days after the filing of such petition. Each page of the petition shall, in the forepart thereof, state the name and address of each Member filing such charge(s), a verbatim statement of such charge(s) and the name(s) of the Director(s) against whom such charge(s) 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) and have been made, of the Member(s) filing the charge(s) and the purpose of the meeting shall be contained in the notice of the meeting, or separately noticed to the Members not less than fifteen (15) days prior to the special Member meeting at which the matter will be acted upon; provided, however, that the notice shall set forth only twenty (20) of the names (in alphabetical order) of the Members filing one or more charges if twenty (20) or more Members file the same charge(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 (20) days prior to the special Member meeting 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 Director(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 vote of the Members at such meeting without compliance with the foregoing provisions with respect to nominations, except that nominations shall be made from the floor; provided, however, that 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

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meeting through sworn testimony, documents or otherwise. 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 the remaining portion of the removed Director's term.

G. Vacancies: Except for vacancies filled pursuant to Section 5F of these Bylaws, all vacancies occurring on the Board of Directors shall be filled by appointment of the Board of Directors. A Director thus appointed by the Board of Directors shall serve out the remaining term of the Director whose office was vacated and until a successor is duly elected; provided, however, that such Director shall be from the same Directorate District as was the Director whose office was vacated; and provided further that if the remaining term of the vacated office is less than ninety-five (95) from the applicable Election Date associated with the remaining vacated term~~180 days~~, then such vacancy shall be filled by a special election to be conducted in accordance with the Bylaws as expeditiously as practical, but in no event later than one hundred forty-five (145) days from the date of vacancy.~~the plurality vote of the Members at the Annual Meeting of Members in accordance with the Bylaws.~~

H. Compensation and Expenses: Directors shall, as determined by a resolution of the Board of Directors, receive on a per diem basis, a fixed fee, which may include insurance benefits, (a) for attending meetings of the Board of Directors; and, (b) when such has had prior approval of the Board of Directors for the performance of other Cooperative business. Directors shall also receive advancement or reimbursement of any travel and out-of-pocket expenses actually, necessarily and reasonably incurred. 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 Board of Directors upon their certification of such as an emergency measure; provided, however, that a Director who is also an officer of the Board of Directors, and who 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 Board of Directors.

SECTION 6: MEETINGS OF THE BOARD OF DIRECTORS:

A. Regular Meetings: ~~A regular meeting of the Board of Directors shall be held, without notice, immediately after the adjournment of the Annual Meeting of the Members, or as soon thereafter as conveniently may be, at such site as designated by the Board in advance of the annual meeting.~~ The ~~A r~~regularly scheduled meetings of the Board of Directors shall ~~also~~ be held monthly at such date, time and place in one of the counties in Illinois within which the Cooperative serves as the Board shall provide by resolution. Such regular monthly meeting(s) may be held without notice other than such resolution fixing the date, time and place thereof, except when business to be transacted at such meeting shall require special notice; provided, however, that any director absent from any meeting of the Board of Directors at which such a resolution initially determines or makes any change in the date, time or place of a regular meeting shall be entitled to receive written notice of such determination or change at least five (5) days prior to the next meeting of the Board of Directors; and provided further that, if a policy therefore is established by the Board of Directors, the President may change the date, time or place of a regular monthly meeting for good cause and upon not less than five (5) days notice thereof to all Directors.

B. Special Meetings: Special meetings of the Board of Directors may be called by resolution of the Board of Directors, or by any three (3) Directors, or by the President, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided in Section 6(C) of the Bylaws. The Board, the President, or the Directors calling the meeting shall fix the date, time and place for the meeting, which shall be held in one of the counties in Illinois within which the Cooperative serves, unless all Directors consent to its being held in some other place in Illinois or elsewhere.

C. Notice of Meetings: Written notice of the date, time, place ~~(or telephone conference call)~~ and purpose or purposes of any special meeting of the Board shall be delivered to each Director not less than five (5) days prior thereto, either personally, ~~or~~ by mail, or by electronic communication, by or at the direction of the Secretary or, upon a default in this duty by the Secretary, by him or those calling it in the case of a special meeting or by any director in the case of a meeting whose date, time and place have already been fixed by Board resolution. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the director at his address as it appears on the records of the Cooperative, with first class postage thereon prepaid, and postmarked at least five (5) days prior to the meeting date. If delivered personally, such notice shall be deemed to be delivered upon receipt. If delivered by electronic communication, such notice shall be deemed to be delivered when sent, provided notice is sent to the most recent electronic contact information as it appears on the record of the Cooperative. The attendance of a Director at any meeting of the Board of Directors shall constitute a waiver of notice of such meeting unless such attendance shall be for the express purpose of objecting to the transaction of any business, or of one or more items of business, on the ground that the meeting shall not have been lawfully called or convened. A Director may waive, in writing, any notice of any meeting required to be given under the Bylaws, or any notice otherwise required by law, either before or after such notice is required to be given.

D. Quorum: The presence of a majority of the Directors then in office shall be required for the transaction of business and the affirmative votes of a majority of the Directors present shall be required for any action to be taken by the Board of Directors; provided, however, that a Director who by law or these Bylaws is disqualified from voting on a particular matter shall not, with respect to consideration of and action upon that matter, be counted in determining the number of directors in office or present; and provided further that, if less than a quorum be present at a meeting, a majority of the directors present may adjourn the meeting from time to time, but shall cause the absent Directors to be duly and timely notified of the date, time and place of such adjourned meeting.

E. Telephonic or Related Participation: Directors may participate in a meeting through conference telephone, video conferencing, or other virtual communication platforms that allow all participants to hear and communicate with one another. Participation in this manner shall constitute presence at the meeting for all purposes, including but not limited to the determination of a quorum. ~~Directors may participate in a meeting by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting for all purposes, including but not limited to the determination of a quorum.~~

SECTION 7: OFFICERS: The officers of the Cooperative shall be a President, Vice President, Secretary and Treasurer, and such other officers as may from time to time be created by the Board of Directors. The office of Secretary and Treasurer may be held by the same person.

A. Election and Term of Office: The President, Vice President, Secretary and Treasurer shall be elected ~~by secret written ballot,~~ annually ~~and without prior nomination~~, by and from the Board of Directors at the first meeting of the Board held after the Annual Meeting of the Members. If the election of such officers shall not be held at such meeting, it shall be held as soon thereafter as conveniently may be. Each such officer shall hold office until the meeting of the Board of Directors first held after the next succeeding Annual Meeting of the Members or until his successor shall have been duly elected and shall have qualified, subject to the provisions of the Bylaws with respect to the removal of Directors and to the removal of officers by the Board of Directors. Any other officers may be elected by the Board of Directors from among such persons, and with such title, tenure, responsibilities and authorities, as the Board of Directors may from time to time deem advisable. A vacancy in any office elected or appointed by the Board of Directors shall be filled by the Board of Directors for the remaining portion of such term as the Board of Directors shall from time to time determine.

B. Removal: Any officer, agent or employee elected or appointed by the Board of Directors may be removed at the discretion of the Board of Directors.

C. President: The President shall (1) be the principal executive officer of the Cooperative and shall preside at all meetings of the Board of Directors, and, unless determined otherwise by the Board of Directors, at all meetings of the members; (2) sign, with the Secretary, any deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the Board of Directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Cooperative, or shall be required by law to be otherwise signed or executed; and, (3) in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

D. Vice President: In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President; and shall perform such other duties as from time to time may be assigned to him by the Board of Directors.

E. Secretary: The Secretary shall (1) keep, or cause to be kept, the minutes of meetings of the members and of the Board of Directors in one or more books provided for that purpose; (2) see that all notices are duly given in accordance with these Bylaws or as required by law; (3) be custodian of the corporate records and of the seal of the Cooperative and see that the seal of the Cooperative is affixed to all documents the execution of which, on behalf of the Cooperative under its seal, is duly authorized in accordance with the provisions of these Bylaws or is required by law; (4) keep, or cause to be kept, a register of the name and post office address of each Member, which address shall be furnished to the Cooperative by such Member; (5) sign, with the President, documents which shall have been authorized by resolution of the Board of Directors; (6) have general charge of the books of the Cooperative in which a record of the Members is kept; (7) keep on file at all times a complete copy of the Cooperative's Article of Incorporation and Bylaws, together with all amendments thereto, which copies shall always be open to the inspection of any Member, and, at the expense of the Cooperative, furnish a copy of such documents and of all amendments thereto upon request to any Member; and, (8) in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the Board of Directors.

F. Treasurer: The Treasurer shall (1) have charge and custody of and be responsible for all funds and securities of the Cooperative; (2) receive and give receipts for monies due and payable to the Cooperative from any source whatsoever, and deposit or invest all such monies in the name of the Cooperative in such bank or banks or in such financial institutions or securities as shall be selected in accordance with the provisions of these Bylaws; and, (3) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors.

G. Delegation of Secretary's and Treasurer's Responsibilities:
Notwithstanding the duties, responsibilities and authorities of the Secretary and of the Treasurer provided in the Bylaws, the Board of Directors by resolution may, except as otherwise prohibited 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 Directors. To the extent that the Board of Directors does so delegate with respect to any such officer, until that officer as such shall be released from such duties, responsibilities and authorities, such officer shall retain supervisory responsibility over the performance of such delegated duties and shall remain accountable to the Board of Directors for the actions of any person to whom such duties have been delegated.~~To the extent that the Board of Directors does so delegate with respect to any such officer, until that officer as such shall be released from such duties, responsibilities and authorities.~~

H. General Manager; Chief Executive Officer: The Board of Directors may appoint a General Manager, who may be, but who shall not be required to be, a Member of the Cooperative, and who also may be designated Chief Executive Officer. Such officer shall perform such duties as the Board of Directors may from time to time require and shall have such authority as the Board of Directors may from time to time vest in him.

I. Bonds: The Board of Directors shall require the Treasurer and any other officer, agent or employee of the Cooperative charged with responsibility for the custody of any of its funds or property to give bond in such sum and with such surety as the Board of Directors shall determine. The Board of Directors in its discretion may also require any other officer, agent or employee of the Cooperative to give bond in such amount and with such surety as it shall determine. The costs of all such bonds shall be borne by the Cooperative.

J. Compensation; Indemnification: The compensation, if any, of any officer, agent, employee or Director shall be determined by the Board of Directors by majority vote. Each person who at any time is or shall have been a Director, officer, employee, or agent of the Cooperative, or is or shall have been serving at the written direction of the Cooperative as a Director, officer, employee or agent of another corporation, partnership, company, joint venture, trust of other enterprise shall be indemnified by the Cooperative in accordance with and to the fullest extent permitted by the Act, as amended from time to time. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeks indemnification may be entitled to under any other written agreement duly approved by the majority vote of the Board of Directors and executed by the Cooperative. The Board of Directors may approve, by majority vote, the purchase of insurance on behalf of any person serving as a Director, officer, employee or agent of the Cooperative or at the direction of the Cooperative to the fullest extent permitted by the Act, as amended from time to time.

K. Reports: The officers of the Cooperative shall submit at each Annual Meeting of the Members reports covering the business of the Cooperative for the previous fiscal year and showing the condition of the Cooperative at the close of such fiscal year.

SECTION 8: NON-PROFIT, COOPERATIVE OPERATION, & NOTICE OF CONTRACT:

A. Interest or Dividends on Capital Prohibited: The Cooperative shall at all times be operated on a Cooperative non-profit basis for the mutual benefit of its Members ~~or Patrons~~. No interest or dividends shall be paid or payable by the Cooperative on any capital furnished by its Members ~~or Patrons~~.

B. Patronage Capital: In the furnishing of energy or services to Members ~~or Patrons~~ on a cooperative basis, the Cooperative's operations shall be conducted so that all Members ~~or Patrons~~ will, through their patronage, furnish capital for the Cooperative. In order to induce patronage and to assure that the Cooperative will operate on a non-profit, cooperative basis, the Cooperative is obligated to account on a patronage basis to all its Members ~~and Patrons~~ for all amounts received and receivable from the furnishing of energy or other services in excess of operating costs and expenses properly chargeable against the furnishing of energy or other services. All such amounts in excess of operating costs and expenses at the moment of receipt by the Cooperative are received with the understanding that they are furnished by the Members ~~or Patrons~~ as capital. The Cooperative is obligated to pay by credits to a capital account for each Member ~~or Patron~~ all such amounts in excess of operating costs and expenses. The books and records of the Cooperative shall be set up and kept in such a manner that at the end of each fiscal year the amount of capital, if any, so furnished by each Member ~~or Patron~~ is clearly reflected and credited in an appropriate record to the capital account of each Member ~~or Patron~~, and the Cooperative shall within a reasonable time after the close of the fiscal year notify each Member ~~or Patron~~ of the amount of capital so credited to his account. All such amounts credited to the capital account of any Member ~~or Patron~~ shall have the same status as though they had been paid to the Member ~~or Patron~~ in cash in pursuance of a legal obligation to do so and the Member ~~or Patron~~ had then furnished the Cooperative corresponding amounts for capital. All other amounts received by the Cooperative from non-operation activity in excess of costs and expenses shall, in the discretion of the Board of Directors and insofar as permitted by law, be used to offset any losses incurred during the current or any prior fiscal year, and to the extent not needed for that purpose, at the discretion of the Board of Directors, shall be allocated or not allocated to the Members ~~or Patrons~~ on a patronage basis. Any amount so allocated shall be included as a part of the capital credited to the accounts of its Members ~~or Patrons~~, as provided herein. In the event of dissolution or liquidation of the Cooperative, after all outstanding indebtedness of the Cooperative shall have been paid, outstanding capital credits shall be retired without priority on a pro rata basis before any payments are made on account of property rights of Members; provided, however, that after the payment of debt and the retirement of outstanding capital credits to Members ~~and Patrons~~, all remaining assets shall be distributed to Members~~, but not Patrons;~~ of the Cooperative. If, at any time prior to dissolution or liquidation, the Board of Directors shall determine that the financial condition of the Cooperative will not be impaired thereby, the capital then credited to Members' ~~and/or Patrons'~~ accounts may be retired in full or in part. Any such retirements of capital shall be made on such terms and conditions as the Board of Directors shall determine. Capital credited to the account of each ~~Patron~~ Member ~~shall~~ may be assignable pursuant to policies of general application as established by the Board of Directors~~only on the books of the Cooperative pursuant to written instructions from the assignor and only to successors in interest or successors in occupancy in all or a part of such Patron's premises served by the Cooperative, unless the Board of Directors, acting under policies of general application, shall determine otherwise.~~. Notwithstanding any other provisions of these Bylaws, the Board of Directors shall at its discretion have the power at any time upon the death of any ~~Patron~~Member, who was a natural person ~~(or, if as so provided for in the preceding paragraph, upon the death of an assignee of the capital credits of a Patron, which assignee was a natural person)~~, if the legal representatives of his estate shall request in writing that the capital so credited or assigned, as the case may be, be retired prior to the time such capital would otherwise be retired under the provisions of the Bylaws, to retire such capital immediately upon such terms and conditions as the Board of Directors, acting under policies of general application to situations of like kind, and such legal representatives, shall agree upon; provided, however, that the financial condition of the Cooperative will not be impaired thereby. Further notwithstanding any other provisions of these Bylaws, the Board of Directors shall at its discretion have the power at any time upon the termination of membership of any Member, whether by expulsion, withdrawal, resignation, or cessation of existence, if such terminated Member or the legal representatives of such terminated Member shall request in writing that the capital so credited or assigned, as the case may be, be retired prior to the time such capital would otherwise be retired under the provisions of the Bylaws, to retire such capital immediately upon such terms and conditions as the Board of Directors, acting under policies of general application to situations of like kind, and such terminated Member or legal representatives, shall agree upon; provided, however, that the financial condition of the Cooperative will not be impaired thereby. Pursuant to policies of general application, t~~T~~he Cooperative, before retiring any capital credited to any ~~Patron's~~ Member's account, shall deduct there from any amount owing by such ~~Patron~~ Member to the Cooperative~~, together with interest thereon at the Illinois legal rate on judgments in effect when such amount became overdue, compounded annually~~. If the Board of Directors elects to retire capital credits as provided for herein, but one or more Members cannot be identified or located after reasonable exercise of due diligence and due inquiry, then the Board of Directors, acting under policies of general application, may declare the capital credits of such Members as permanent equity, and such capital credits shall be thereafter recorded on the books and records of the Cooperative as permanent equity of the cooperative~~; provided, however, that if such Member is located and identified the capital credits of such Member that were recorded as permanent equity of the Cooperative shall be paid to such Member.~~.

C. Notice to Members ~~or Patrons~~ of Contract: The Members of the Cooperative, by dealing with the Cooperative, acknowledge that the terms and provisions of the Articles of Incorporation and Bylaws shall constitute and be a contract between the Cooperative and each Member, and both the Cooperative and the Members are bound by such contract, as fully as though each Member had individually signed a separate instrument containing such terms and provisions. The provisions of the Bylaws shall be called to the attention of each Member ~~or Patron~~ of the Cooperative by the posting of the Bylaws in a conspicuous place in the Cooperative's offices.

SECTION 9: DISPOSITION AND PLEDGING OF ASSETS; DISTRIBUTION OF SURPLUS ASSETS ON DISSOLUTION:

A. Disposition and Pledge: The Cooperative shall not merge or consolidate or sell, lease, exchange, or otherwise dispose of substantially all the assets of the Cooperative unless such merger or consolidation or sale, lease, exchange, or disposal is conducted and authorized at a meeting of the Members by the affirmative vote of two-thirds (2/3rds) of the Members in attendance at such meeting conducted and called in a manner consistent with the Act. The Board of Directors may sell, lease, exchange, transfer, or otherwise dispose of any property no longer deemed necessary or useful in the common course of the Cooperative's business in a manner consistent with the Act. The Board of Directors may, in the common course of the Cooperative's business, mortgage, pledge, convey security interests in, and otherwise encumber all or any of the property, assets, rights, privileges, licenses, franchises, and permits of the Cooperative, whether acquired or to be acquired, and wherever situated, as well as any revenues or income derived there from, to secure any indebtedness of the Cooperative to any financial institution in a manner consistent with the Act.

B. Distribution of Surplus Assets on Dissolution: Upon the Cooperative's dissolution, any assets remaining after all liabilities or obligations of the Cooperative have been satisfied and discharged shall, to the extent practicable as determined by the Board of Directors not inconsistently with the provisions of the Bylaws and the Act, be distributed without priority but on a patronage basis among all persons who have been Members of the Cooperative for any period(s) during its existence; provided, however, that if in the judgment of the Board of Directors the amount of such surplus is too small to justify the expense of making such distribution the Board may, in lieu thereof and within a period of one year after dissolution, donate, or provide for the donation of, such surplus to one or more nonprofit charitable or educational organizations that are exempt from Federal income taxation.

SECTION 10: MISCELLANEOUS:

A. Fiscal Year: The Cooperative's fiscal year shall begin on the first day of the month of January of each year and end on the last day of the month of December following.

B. Rules of Order: Parliamentary procedure at all meetings of the Members, of the Board of Directors, of any committee provided for in these Bylaws and of any other committee of the Members or Board of Directors 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, Bylaws or other rule, regulation, or policy duly adopted by the Members or the Board of Directors, as the case may be.

C. Cooperative Seal: The Corporate seal of the Cooperative shall be in the form of a circle and shall have inscribed thereon the name of the Cooperative and the words "Corporate Seal, Illinois."

D. Amendments: These Bylaws may be altered, amended or repealed by the Members of the Cooperative at any regular or special member meeting, but only if a notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal, or an accurate summary explanation thereof.

E. Interests in Other Organizations: The Cooperative may, upon authorization of the Board of Directors, become a member, stockholder or other interest holder in any other organization which the Board of Directors deems to be in the best interest of the Cooperative.

~~**F. Statement of Nondiscrimination:** Southwestern Electric Cooperative, Inc. is the recipient of Federal financial assistance from the Rural Utilities Service, an agency of the U.S. Department of Agriculture, and is subject to the provisions of Title VI of the Civil Rights Act of 1964, as amended, Section 504 of the Rehabilitation Act of 1973, as amended, the Age Discrimination Act of 1975, as amended, and the rules and regulations of the U.S. Department of Agriculture. In accordance with Federal law and the U.S. Department of Agriculture's policy, this institution is prohibited from discriminating on the basis of race, color, national origin, sex, religion, age, or disability (Not all prohibited bases apply to all programs)~~

~~The person responsible for coordinating this organization's nondiscrimination compliance efforts is the Director of Human Resources. Any individual or specific class of individuals, who feels that this organization has subjected them to discrimination, may obtain further information about the statutes and regulations listed above from and/or file a written complaint with this organization. To file a complaint of discrimination, write USDA, Director, Office of Civil Rights, Room 326-W, Whitten Building, 1400 Independence Avenue, SW, Washington, DC 20250-9410, or call (202) 720-5964 (voice or TDD). USDA is an equal opportunity provider and employer. Complaints must be filed within 180 days after the alleged discrimination. Confidentiality will be maintained to the extent possible.~~

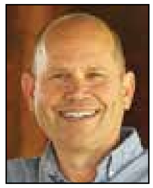
sweci.com/proposed-bylaws-revision

For more information on the proposed updates to the cooperative's bylaws scan the QR above or visit https://www.sweci.com/proposed-bylaws-revision.

OUR TEAM

BOARD OF DIRECTORS

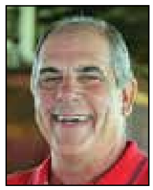
Sandy Grapperhaus
Treasurer
District I
Collinsville



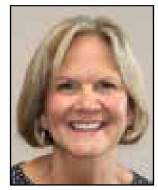
Jerry Gaffner
President
District II
Greenville

Annette Hartlieb
Secretary
District III
Vandalia

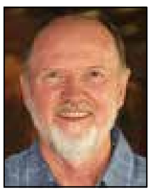
William “Bill” Jennings
District I
Alhambra



Brad Lurkins
District II
Greenville

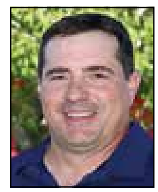


Ann Schwarm
District III
Loogootee



Marvin Warner
District I
Pocahontas

Amy Marcoot
District II
Greenville



Jared Stine
Vice President
District III
St. Elmo

PERSONNEL

STAFF MEMBERS
Michael Barns, *Art Director*
Victor Buehler, *Chief Operating Officer*
Steven Cannon, *VP of Operations*
Blake Carlson, *Systems Administrator*
Dylan Casey, *Engineering Supervisor Dispatch*
Mallory David, *Accounting Manager*
Leo Dublo, *Manager of Operations*
Veronica Forbis, *Manager of Billing*
Nathan Grimm, *Media Specialist*
Marissa Horn, *Human Resources Administrator*
Seth Jones, *Engineering Supervisor Work Orders*
Travis Jones, *Manager of Engineering*
Erin Jurke, *Manager of Business Development*
Carrie Knebel, *VP of Human Resources*
Amanda Loepker, *VP of Accounting & Finance*
Julie Lowe, *Energy Manager*
Colin Manion, *Engineering Intern*
Sarah McConnell, *Executive Assistant*
Daniel Page, *Forestry Manager*
Brooke Scott, *Manager of Member Services*
Neil Sperandio, *Manager of Operations*
Nathan Taylor, *Chief Financial Officer*
Bobby Williams, *Chief Executive Officer*
Glenn Williams, *VP of Information Technology*

GREENVILLE
Office & Engineering Personnel
Allissa Bohlen, *Member Services Representative*
Logan Cayce, *Staking Engineer*
Casey Eberlin, *GIS Technician*
Laura Gall, *Purchasing Agent*
Natalie Goestenkors, *Staking Engineer*
Renee Harnetiaux, *Work Order Coordinator*
Brad Koonce, *Custodian*
Lindsey Lampe, *Member Services Representative*
Kathleen Lewey, *Staking Engineer*
Shelby Nosbisch, *Dispatcher*
Nikki Owen, *Dispatcher*
Lauren Schoen, *Member Services Representative*
Andrea Strauch, *Dispatcher*
Holly Thiems, *IT Technical Support*
Ashley Towler, *Accounting Clerk*
Jo Ellen Wharton, *Meter Technician*
Jessica Whitehead, *Accounting Clerk*
Toni Wodtke, *Member Services Representative*

Maintenance & Construction Personnel
Mark Chasteen, *Maintenance Foreman*
Braden Clark, *Journeyman Lineman*
Luke Cordes, *Journeyman Lineman*
Alex Goodin, *2nd Step Apprentice Lineman*
Patrick Harris, *Warehouseman/Groundman/Truck Driver Senior*
Brandon Jansen, *Journeyman Lineman*
Sonny Lampe, *Warehouseman/Groundman/Truck Driver*
Jimmy Revisky, *Construction Foreman*
Eric Rodgers, *1st Class Mechanic*
Clayton Snyder, *1st Class Mechanic*

Meter Department
Scott Fitzgerald, *Foreman/Polyphase Meterman & Tester*
Christopher Schmid, *Lineman/Polyphase Meterman & Tester*

Forestry Department
Jake Cain, *Forestry Foreman*
Alex Wall, *Forestry Journeyman*
Brenden Wasmuth, *Forestry Journeyman*

ST. JACOB
Office & Engineering Personnel
Kris Brissenden, *Staking Engineer*
Hannah Luketich, *Member Services Representative*
Brian Mills, *Staking Engineer*
Becky Spratt, *Member Services Representative*

Maintenance & Construction Personnel
Brian Bast, *Journeyman Lineman*
Dawson Chesnut, *2nd Step Apprentice Lineman*
Reid Fahrenholtz, *Journeyman Lineman*
Shane Howes, *Warehouseman/Groundman/Truck Driver*
Tyler Isaak, *Maintenance Foreman*
Dustin Kemp, *Journeyman Lineman*
Tyler Kunz, *Journeyman Lineman*
Joel LaFrance, *System-wide Troubleman/Maintenance Foreman*
Rick Mersinger, *Maintenance Foreman*
Rob Nesbit, *Maintenance Foreman*
James Rickermann, *Journeyman Lineman*
Josiah Roberts, *Construction Foreman*
Andy Wessel, *Construction Foreman*

Forestry Department
Brady Kinder, *Forestry Foreman*
Steven Smith, *Forestry Journeyman*

ST. ELMO FACILITY
Adam French, *Journeyman Lineman*
Ethan Fulk, *Journeyman Lineman*
Douglas Haarmann, *Construction Foreman*
Kyle Hails, *Maintenance Foreman*
Tucker Johnson, *2nd Step Apprentice Lineman*
Tyler Meseke, *Journeyman Lineman*
Keith Steiner, *Warehouseman/Groundman/Truck Driver Senior*

VOTER REGISTRATION CARD 2026 *Please sign and present this card at the registration table.*

88th Annual Meeting of Members

Saturday, September 12, 2026

Southwestern Electric Cooperative, Inc.
Your Touchstone Energy® Cooperative

____
Member Signature

☐ ***Please enroll me in Operation Round Up***

PLEASE UPDATE YOUR CONTACT INFORMATION

Home Phone # (if applicable): ______________________________ Cell Phone #: ______________________________

Service Address: ______________________________________ Billing Address: ______________________________

Email Address: ______________________________

Fill out and present this registration card to receive an additional $10 bill credit!

DISTRICT MAP