

The Annual Meeting of Blue Ridge Electric Membership Corporation was held Thursday, June 26, 2025, at the Corporate Office in Lenoir, North Carolina. This was the 88th Annual Meeting (89th year) of the Cooperative that was incorporated September 19, 1936. (See minutes book for detailed agenda.)

- Call to Order President Joines called the 2025 Annual Meeting to order at 4:06 p.m.
- Welcome Members President Joines welcomed members to the 2025 Annual Meeting.
- President Joines asked the audience to stand for the Pledge of Allegiance to the flag and the singing of the National Anthem performed by Diana Wilcox.
- The invocation was given by Vice President Johnny Wishon.
- Special Guest President Joines welcomed Bo Lewis, Director of Marketing and Technical Services – TEMA to the meeting.
- Business Session President Joines stated the business meeting was now in session and appointed Lisa Bryant, Executive Office Manager, as Recording Secretary for the meeting. He appointed Debbie Harden, General Counsel for the Cooperative, as Parliamentarian.
- Quorum Declared President Joines announced that approximately 5,940 members had registered either in person or by proxy and declared a quorum (400 registered members) was met in accordance with the certification of quorum by the Credentials and Election Committee.
- Notice of Meeting President Joines stated the Notice of Annual Meeting had been mailed, or emailed, if authorized, to all members in late April 2025. He then called for the reading of the Notice of Annual Meeting or a motion to dispense with such reading.
- A MOTION was duly made, seconded, and unanimously adopted to dispense with the reading of the Notice of Annual Meeting.
- Minutes of 2024
Annual Meeting President Joines called for a motion requesting the Board be authorized to approve the minutes of the June 27, 2024, Annual Meeting at their next regular meeting, which was scheduled for that evening, and to dispense with the reading of the minutes.
- A MOTION was duly made, seconded, and unanimously adopted to dispense with the reading of the 2024 Annual Meeting minutes and to authorize the Board of Directors to review and approve these minutes at the next regular meeting of the Board to be held on Thursday evening, June 26, 2025.
- Business Session Rules President Joines referred to the "Rules for Annual Meeting of Members," which were in the June edition of the Carolina Country. He stated the rules were approved by the Board of Directors.
- Review Voting Process
for Election of Directors President Joines relinquished the chair to Attorney Harden to serve as temporary chairman for the purpose of reviewing the voting process for the election of directors.
- Director Nomination Chairman Harden explained the voting options for this year's director elections to the members. Chairman Harden explained director candidates were nominated by either petition of any twenty members (five per district) filed by the first business day in April or by the Nominating Committee. She informed the membership that there were no nominations by petition this year.

Directors Term Expiring	<p>Chairman Harden recognized those directors whose terms were expiring at this Annual Meeting as follows:</p> <p>Caldwell District: Jeff Joines Watauga District: J.B. Lawrence Ashe District: James Young Alleghany District: Bryan Edwards</p>
Nominating Committee	<p>Chairman Harden then recognized members of the Nominating Committee. She stated the Nominating Committee met on March 13 and nominated a slate of five candidates for four open board seats.</p>
Introduction of Director Candidates	<p>She then asked the director candidates (Caldwell – Jeff Joines; Watauga – J.B. Lawrence; Ashe – James Young and Douglas Spell; and Alleghany – Bryan Edwards) who were nominated by the Nominating Committee to stand and be recognized.</p>
Qualifications of Director Candidates	<p>Chairman Harden stated candidates for director must meet qualifications as set forth in Section 3.02 of the Bylaws, and that these candidates met those qualifications.</p>
Opening and Closing of Polls	<p>Chairman Harden opened the polls at 4:15 p.m. for the election of directors for any members who had not voted and wished to vote, or desired to change their previously submitted vote by proxy. Chairman Harden noted that one member wished to vote by ballot. Chairman Harden announced that the polls would be closed at 4:30 p.m. She then returned the chair to President Joines.</p>
President's Report	<p>President Joines stated the next order of business was reports from the President, Secretary-Treasurer, Chief Financial Officer, and Chief Executive Officer. He proceeded to give the President's report. (Copy in minutes book.)</p>
Secretary-Treasurer's Report	<p>Secretary-Treasurer Kelly Melton presented the Secretary-Treasurer's report. (Copy in minutes book.)</p>
Financial Report	<p>CFO Amy Crowder presented the financial report. (Copy in minutes book.)</p>
Chief Executive Officer's Report	<p>CEO Katie Woodle presented the report of the Chief Executive Officer. (Copy in minutes book.)</p>
Break	<p>President Joines recessed the meeting for a break at 4:40 p.m. President Joines resumed the meeting following the break at 4:45 p.m.</p>
Update on the Election of Directors	<p>President Joines relinquished the chair to Attorney Harden to serve as temporary chair for the purpose of providing an update on the election of directors.</p> <p>Chairman Harden explained the role of the third party, independent elections vendor, Survey and Balloting Systems (“SBS”). She stated that no Blue Ridge director or employee had access to the member voting designations on the ballots or proxies, which were received and maintained by SBS.</p> <p>Chairman Harden then explained the role of the Credentials and Election Committee in the director elections process and thanked the members of the Credentials and Election Committee for their work.</p>
Credentials and Election Committee Recognized	<p>Chairman Harden recognized members of the Credentials and Election Committee as follows:</p> <p>Caldwell District: Kimberly Cobb (Chair) and Ron Vance Watauga District: Jimmy Friley Ashe District: Andy Sexton and Pam Barker Alleghany District: Charles Rudy</p>

Recognition of C&E Chair	Attorney Harden recognized Kimberly Cobb, Chair of the Credentials and Election Committee, to give the Committee's report.
Director Election Results	Kimberly Cobb, Chair of the Credentials and Election Committee, reported on the certified results of the 2025 director election. Newly elected directors are Caldwell District – Jeff Joines, Watauga District – J.B. Lawrence, Ashe District –Douglas Spell, and Alleghany District – Bryan Edwards.
Member Questions and Comments	President Joines opened the meeting for questions or comments from members. No questions or comments were voiced.
New Business	President Joines asked if there was any further business to come before the meeting. No new business was mentioned.
Close Business Session	President Joines declared the business session adjourned at 4:50 p.m.

Active membership of the Cooperative as of the record date, the close of business on June 19, was 62,091.

Approximately 5,940 members returned either an electronic proxy, mail-in proxy, or ballot. (List in minutes book.)

Secretary-Treasurer