

## Contact Us

To report an outage, review account information or for member services please contact us:

Phone: 1-855-332-9090

Email: [callcenter@delaware.coop](mailto:callcenter@delaware.coop)

### Office Hours:

Monday-Friday  
8:00 a.m. - 4:30 p.m.  
14198 Sussex Highway  
Greenwood, DE 19950

[www.delaware.coop](http://www.delaware.coop)

Drive-up window is open  
Monday-Friday  
8:00 a.m. - 4:30 p.m.  
Night drop box available

Call center is open  
Monday-Friday  
7:00 a.m. - 5:00 p.m.

### President and CEO

Greg Starheim

### Board Members

Patricia S. Dorey  
Michael K. Brown  
Laura T. Phillips  
William P. Haughey, Jr.  
Thomas E. Brown  
Blaine M. Daisey, Sr.  
Hunter J. Emory  
Bruce A. Henry  
Charles L. Towles, Jr.  
Bruce R. Walton  
William J. Wells

### Attorney

Jamie Nutter

"Delaware Electric Cooperative is committed to providing safe, reliable and competitively priced energy services and empowering our members to improve their quality of life."



Your Touchstone Energy® Cooperative

For information about unclaimed capital credits, please call 855-332-9090.

DEC is an equal opportunity provider and employer.

## Board Election

## Vote at the Annual Meeting!

# Board Election at the Annual Meeting

In connection with the election of three (3) Directors scheduled for this meeting, the following candidates for Directors of Cooperative District Numbers 1, 4 and 7 have been nominated by petition pursuant to the By-Laws. These candidates are running unopposed for office:

### DISTRICT 1 - Charles Towles, Jr.

Charles Towles, Jr. is retired with over 40 years in the electrical industry. Charles has been a Board Member since 2006. He has attained the Director Certification and Gold Leader status level. Charles and his wife Carol reside in Smyrna. They attend Asbury United Methodist Church in Smyrna and enjoy motorcycle riding with Christian motorcycle groups and driving their RV across the country. He is a member of the American Legion, Veterans of Foreign Wars, Moose Lodge and Masonic Lodge. Charles is a committed, experienced and dedicated team player, who believes in "putting members first."



### DISTRICT 4 - Patricia S. Dorey

DEC Board Chair Patricia "Pat" Dorey has served on the board since her first election in 2004. She previously served as the Board's Assistant Secretary-Treasurer and was elected chair in 2021. Having graduated from Millsboro Public School, Pat later attended college as an adult student and is an alumna of both the University of Delaware and Salisbury University. She taught in the Indian River School District before serving as an Assistant Dean at the University of Delaware's Parallel Program in Georgetown. Pat has represented DEC on the board of the Virginia, Maryland & Delaware Association of Electric Cooperatives. She has also earned numerous director credentials during her tenure. Pat is married to husband Terry Dorey, and they have two children and five wonderful grandchildren. Pat and Terry are active members of Zoar United Methodist Church in Millsboro.



### DISTRICT 7 - Thomas E. Brown

Former Nanticoke Healthcare executive Tom Brown joined Delaware Electric Cooperative's Board of Directors in January of 2021. A former educator and community leader, Mr. Brown holds a Master's in Education from St. Mary's and a Master's in Finance from the University of Baltimore. He worked as a Senior Vice President at Nanticoke Memorial Hospital where he was also President of the Nanticoke Physician's Network. He retired from that post in June of 2020. As a DEC Board member, Mr. Brown has earned his Certification as a Cooperative Director from NRECA. Mr. Brown has an extensive history of volunteering, including Delaware Hospice, where he currently serves on the Board.



# Delaware Electric Cooperative

## July 2022: Annual Meeting Notice

### Food & Fun

### Notice of DEC's 2022 Annual Meeting!

If you're a fan of great food and entertainment, then we're sure you'll enjoy our Annual Meeting on Tuesday, August 16 at the Delaware State Fairgrounds in Harrington. Registration, voting, the community fair and our famous fried chicken dinner will begin at 3 p.m. in the Centre Ice Rink. Our Business Meeting will begin at 7 p.m. in the Dover Building. During dinner and the business meeting, members will be treated to live music! Voting for our Board of Directors and Bylaw Amendments will also take place. A special linemen demonstration will also be held for members to see how we keep the lights on. Come have a delicious meal and learn about your not-for-profit electric cooperative. After a two-year hiatus we can't wait to see everyone in person! Please note, should there be another wave of COVID-19 or changes in state gathering rules, DEC will post meeting updates at [www.delaware.coop](http://www.delaware.coop). Our goal is to ensure the safety of guests and we're encouraging members to check our website for the most up-to-date meeting information.



### Agenda

#### Tuesday, August 16

Harrington Fairgrounds

#### The Centre

3:00 P.M.

Registration

Determination of Quorum

Voting

Chicken Dinner

Community Fair

Entertainment: Junior

Wilson (3:00-7:00 p.m.)

#### The Dover Building

7:00 P.M.

Business Meeting

Invocation

Introduction of Guests

Reading of Notice of Meeting

Proof of Mailing

Minutes of Last Annual Meeting

Chairman's Report

Treasurer's Report

President and CEO's Report

Election of Board of Directors and Voting on Proposed Bylaw Amendments

Entertainment

Unfinished Business

New Business

Q&A Session

Drawing of Electric Bill Credits

Adjournment



The Annual Meeting of Delaware Electric Cooperative will be held this year at the Delaware State Fairgrounds (air-conditioned buildings) in Harrington, Delaware on Tuesday, August 16, 2022, with registration to open at 3:00 p.m. The Business Meeting will begin at 7:00 p.m. Action will be taken on the following matters:

- (1) Registration of members attending the meeting.
- (2) Report of officers.
- (3) In connection with the election of three (3) Directors scheduled for this meeting, the following candidates for Directors of Cooperative District Numbers 1, 4, and 7 have been nominated by petition pursuant to the By-Laws:

District 1:	Charles L. Towles, Jr.	Smyrna
District 4:	Patricia S. Dorey	Millsboro
District 7:	Thomas E. Brown	Seaford

Each member of the Cooperative present at this meeting shall be entitled to vote for one candidate for each district vacancy, not just the candidate from their own district. The candidate from each district receiving the highest number of votes shall be elected as Director for that district. Voting machines from the Department of Elections will be used to vote upon the election of Directors and Bylaw Amendments. Members may cast their vote at any time during the meeting until the polls are closed at the conclusion of the election portion of the Business Meeting. Proper identification will be required and our bylaws allow for one vote per Co-op membership.

- (4) Members will also vote on proposed changes to DEC's Bylaws. The changes would allow members to vote for board members in person, via mail-in ballot and through electronic balloting. The goal of the amendment is to make voting in DEC's board elections as easy and as accessible as possible. Proposed changes to DEC bylaws are noted in the following sections.

#### I. Proposition 1: Amendments to Article II - Meetings

Amend Article II of the By-Laws of Delaware Electric Cooperative, Inc., by making insertions as shown by underline and deletions as shown by strikethrough as follows:

##### Section 5. Voting.

- (a) Each member, individual or joint, shall be entitled to one vote and no more.
- (b) At all meetings of the members at which a quorum is present, all questions shall be decided by the vote of a majority of the members voting thereon ~~in person~~ unless otherwise provided by law, the Certificate of Incorporation or these By-Laws.
- (c) Votes shall be cast in person ~~and not by proxy or as otherwise approved by the Board of Directors and not prohibited by law, the Certificate of Incorporation, or these By-Laws.~~ All ballots/voting machine tallies or reports of election results shall be preserved by the Cooperative's attorney for a period of not less than ninety (90) days following such meeting.

##### Section 6. Order of Business.

The Board of Directors shall by resolution establish the agenda and order of business at the annual meeting ~~of the members~~ and ~~so far as possible at~~ all other meetings of the members, which unless determined otherwise shall be essentially as follows:

1. Registration.
2. Determination of Quorum.
3. Opening of Polls for Election of Directors and Voting on Proposed By-Law Amendments, if any. (Only if a contested election and/or proposed By-Law amendment.)
4. Call to Order of Business Session (at previously noticed time).
5. Opening Formalities; Introduction of Guests and Dignitaries.

6. Reading of the notice of the meeting and proof of the due publication or mailing thereof, or the waiver or waivers of notice of the meeting, as the case may be.
7. Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon.
8. Presentation and consideration of, and acting upon, reports of officers, directors, committees.
9. Report of the Election of Directors and Voting Vote on proposed By-Law amendments, if any.
10. Unfinished Business.
11. New Business; Question and Answer Time.
12. Adjournment.

##### Section 7. Record Date and Voting List of Members.

- (a) The Board of Directors may establish a record date for determining the members of the Cooperative entitled to notice of and to vote at any meeting of the members or adjournment thereof. The record date shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting and may not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no record date is fixed by the Board of Directors, the record date for any meeting shall be deemed to be the fifteenth (15<sup>th</sup>) day before the date on which the meeting is scheduled to be held.
- (b) The Secretary shall, at least ten (10) days prior to each meeting of the members for the election of directors cause to be prepared and made a complete and accurate list of the members entitled to vote at said election, arranged in alphabetical order with their addresses. Such list shall be produced and kept open to the examination of any member during the usual hours for business at the principal place of business of the Cooperative for at least ten (10) days prior to the election, and during the whole time of the election. ~~at the place of said election.~~ The Secretary shall, prior to all other meetings of the members, cause to be prepared a similar list of the members entitled to vote at such meetings, which shall be produced and kept open to the examination of any member in the same manner.

##### Section 8. Annual Meeting Registration.

Anything else in these By-Laws to the contrary notwithstanding: (1) registration for the annual meeting and voting on the election of directors and/or any proposed amendment to the By-Laws may commence pursuant to the election procedures established by the Board of Directors, up to four (4) hours prior to the time set for the business session of the annual meeting, at the place set for the annual meeting, and (2) upon the registration of a quorum, the polls may be opened to allow members to vote on the election of directors and/or any proposed amendments to the By-Laws, provided that:

- (a) notice: (1) of the time that registration and voting will commence ~~be open,~~ (2) the manner and procedures by which members may ~~upon the registration of a quorum, that the polls may be opened to allow members to~~ vote on the election of directors and/or any proposed amendments to the By-Laws, and (3) of the time set for the business session of the annual meeting, is printed prominently in the notice of meeting.
- (b) ~~members register and cast their vote in person.~~ All members who, under this By-Law provision, register their attendance prior to the time set for the business session shall be conclusively presumed to be "present in person" for purposes of determining a quorum for the transaction of business.
- (c) Except for the registration of members, determination of a quorum and the opening of the polls as provided in this Section 8, no other annual meeting business shall be conducted until the business session is called to order.

#### II. Proposition 2: Amendment to Article III – Directors

Amend Article III, Section 3 of the By-Laws of Delaware Electric Cooperative, Inc., by making insertions as shown by underline and deletions as shown by strikethrough as follows:

##### Section 3. Nomination and Election of Directors.

- (b) Election of directors (and amendments to the bylaws) shall be by printed or electronic ballot or voting machines as determined by the Board of Directors; provided that if there are no contested directors' seats and no proposed By-Law amendments, election of directors may be conducted by voice vote or a show of hands. The ballots/voting machines shall list the candidates arranged by districts. Each member of the Cooperative ~~present in person~~ authorized to vote at the meeting shall be entitled to vote for one candidate from each district; for which a director is to be elected. The candidate from each district receiving the highest number of votes shall be considered elected as director.

- (5) All other business which may properly come before said meeting or any adjournment thereof.

\*Please Note: Blue text represents proposed additions to the bylaws. Red text represents proposed deletions from the bylaws if members vote to approve the changes. DEC bylaws can be found online at [www.delaware.coop](http://www.delaware.coop). Printed copies are also available at our headquarters at 14198 Sussex Highway Greenwood, DE 19950.