



A Touchstone Energy® Cooperative



West Central Special Annual Meeting Issue! Electric News

July/August 2011



West Central Electric Cooperative, Inc. ~ Serving our members' needs since 1939

Business Meeting begins at 7 p.m.

**West Central Electric
Cooperative's 72nd Annual
Meeting Aug. 5, 2011**
UCM Multipurpose Building,
Warrensburg, MO.

5:00 p.m.

- ♦Registration begins.
- ♦Join us for a fun, old-fashioned co-op barbecue of hamburgers, hot dogs, pasta salad, chips and cookies, tea & lemonade!
- ♦Informational booths and displays open at east end of Multi.
- ♦Piano music by David Rest

6:50 p.m.

- ♦Dakota Ross, 2011 Youth Tour delegate to Washington, D.C.

7:00 p.m.

- ♦Business Meeting -- approval of minutes (*printed on page 3 in this issue*), reports of business, election of directors (*profiles on pages 4-5*), consideration of bylaw revisions

Also...

- ♦Drawings for prizes, including a **19" JVC LCD television with built-in DVD player** donated by NW Electric Power Cooperative, a Rival 18-quart roaster oven donated by Allen Berry Consulting, and several \$25 and \$50 energy certificates
- ♦Drawing for grand-prize: **one month FREE electricity!** (Residential account only, applies to the bill due September 1)

Continued on page 2



UNDER YOUR CONTROL...As members, you have a say in who runs your cooperative when you attend the annual meeting and vote. (Above) WCE members register and receive their ballots.

West Central Electric -- Looking out for YOU!

With all of the changes currently taking place in the electric industry today, we want our members to know that we are committed to you and keeping your electric bills affordable

Congress did not pass a comprehensive climate bill last year. In January the U.S. Environmental Protection Agency began regulating greenhouse gasses—an action made possible by a 2007 Supreme Court decision, followed by rulings allowing the EPA to use the Clean Air Act to curb carbon emissions. Policies dealing with coal ash, even more stringent controls on other power plant emissions, and state renewable energy requirements could also lead to higher costs. It's

hard to predict the future, but one thing seems certain: government regulations are going to increase the cost of doing business.

Although there are some things that we cannot control, rest assured we are working very hard to make a difference where we can. And, we are doing it for you -- our members, our owners -- because we work for you.

In lieu of the traditional annual meeting giveaways, we have opted this year to give you free electricity instead of free items. We want to help you in every way we can to be able to afford your electric bill.

Your \$35 credit will be applied to your September 2011 electric bill.

Headquarters:

7867 S. Highway 13, P.O. Box 452
Higginsville, MO 64037
1-660-584-2131 or 1-800-491-3803

District office:

506 N. Broadway
Oak Grove, MO 64075
1-816-625-8211

Website:

www.WestCentralElectric.coop

24-Hour Number:
1-800-491-3803

General Manager:
Mike Gray

Board of Directors:

Donna Matthews, President
Max Swisegood, Vice-Pres.
Paul Nolte, Treasurer
Robert Simmons, Secretary
Dale Jarman, Asst. Sect.
Charles Baile, Director
Clark Bredehoeft, Director
Ron Steelman, Director
Stan Rhodes, Director

West Central Electric Cooperative's 71st Annual Meeting events...

From page 1

- ♦ Drawings for kids' prizes including a **girl's bike** and a **boy's bike with helmets**, as well as **two stuffed Buddy Bears** and more!
- ♦ Kids' Safety Area with giveaways, safety demonstrations, and Rural Missouri's Buddy Bear -- Bring your camera to take pictures with Buddy!
- ♦ Swimming for the kids 6 p.m. to 8 p.m. at the Multipurpose Building indoor pool

- ♦ Blood pressure screenings from Western Missouri Medical Center
- ♦ Bucket truck rides (weather permitting)
- ♦ Meet the WCE linemen and learn more about what they do.
- ♦ Glaucoma & macular degeneration screenings by the Missouri Lions Foundation
- ♦ West Central Services booth -- WildBlue and DirecTV where you can get more information about the satellite

services provided by your electric cooperative

- ♦ Live demonstration on how to use the new digital Rural Missouri
- ♦ Take Control and Save booth. This cooperative energy-efficiency program can show you how to make the most of your energy dollars by taking control of your electricity use.

Come to the 72nd annual meeting Aug. 5 where there is something for everyone!

Capital credits checks will not be mailed Members will see money credited to their active accounts, instead

Following their monthly meeting in May, West Central Electric's board of directors opted to change plans for the mailing of capital credits checks to members who have money coming.

It was stated in the June issue of *West Central Electric News* that checks would be mailed July 1, 2011. Because of the

cost-savings, directors voted to instead credit members' accounts.

"Mailing the 10,049 checks to our active members would have cost the cooperative more than \$6,500," WCE General Manager Mike Gray said.

Capital credits will appear as credits on the August billing.

"If a member is on our level payment program, the credit will not affect their monthly amount due," Office Manager Sandy Starke said. "The credit will be applied to the balance on the account."

"If a member has multiple accounts, the credits will be applied based on the largest balance first, then the next until fully applied. If there are no current balances on the account, the credit will be applied to the primary account, the account that West Central has determined as holding the main membership," she said.

If a member has multiple accounts, and would like the credit applied to a different account than the one determined by the cooperative, members may call the office and request a transfer to the account of their choice.

Members who purchased electricity from the cooperative between 1993 and 2010, will receive capital credits. If you do not see a credit on your account, and feel you should have, you may contact Sandy Starke at 1-800-491-3803 or 660-584-2131.

Nearly \$1,000,000 in Capital Credits refunded

This year, capital credits will appear as a credit to your electric account, and will be noted as such on the bill you receive Aug. 1.

Capital Credits being distributed this year include :

- ♦ 100% of WCE's and CFC's allocation for 1993
- ♦ 2% of WCE's allocations for the years 1994-2010

If you were were a member of the cooperative during these years, you should receive a refund.

Questions about this year's capital credits distribution should be directed to Sandy Starke in the Higginsville office: 800-491-3803 or 660-584-2131.

West Central Electric Cooperative, Inc.
Minutes of the 2010 Annual Meeting of Members, August 7, 2009
To be approved at August 5, 2011 Annual Meeting of Members

The 71st Annual Meeting of Members of West Central Missouri Electric Cooperative, Inc. (hereinafter referred to as "Cooperative"), was held at the multipurpose building on the campus of the University of Central Missouri, Warrensburg, Johnson County, State of Missouri, on Friday, August 6, 2010, pursuant to the bylaws of the Cooperative and previous resolution by the Board of Directors.

Registration began at 5:00 p.m. A dinner was served and pre-meeting musical entertainment was provided by David Rest. Aren Dameron, a 2010 Youth Tour Delegate to Washington, D.C., gave a brief speech and report about her experience in Washington, D.C.

The business meeting was called to order by Donna Matthews, President of the Cooperative, at 7:00 p.m. Robert Simmons, Assistant Secretary of the Cooperative, acted as Secretary of the meeting and caused the minutes of the meeting to be kept.

The President called on Allison Duncan, another Youth Tour participant, to lead the membership in the Pledge of Allegiance and a video presentation of the National Anthem. A prayer of invocation was offered by Director Ron Steelman.

President Matthews introduced special guests in attendance at the meeting, the Board of Directors, and Cooperative attorneys.

Attorney Matt Krohn was called upon to verify the presence of a quorum. Mr. Krohn noted that the quorum formula required the presence of 295 members and that 568 members had registered for the meeting, and therefore a quorum was established for the transaction of business.

President Matthews presented and explained the Agenda and Order of Business to come before the meeting. By consent, the Agenda was accepted as presented. Assistant Secretary Robert Simmons presented the Notice of Meeting and Affidavit verifying mailing of the Notice to each member. He then directed membership attention to the Unapproved Minutes of the 2009 Annual Meeting of Members, held on August 7, 2009, that were printed with the Notice of Meeting. On motion made, seconded and passed, the reading of minutes was

waived and the minutes were approved as printed.

PRESIDENT'S REPORT

Ms. Matthews presented the President's Report. She asked the members to consider giving support to ballot proposals presented by the Board of Directors pertaining to bylaw amendments and amendment to the Articles of Incorporation. She reviewed significant achievements of the past year and stated the Board's continued commitment to providing reliable service at the lowest reasonable cost.

TREASURER'S REPORT

Treasurer Paul Nolte presented Treasurer's Report. He directed member attention to the financial information contained in the meeting program that was taken from the Cooperative's 2009 Audit. The report included comparisons from 2009 and 2008. On motion made, seconded and passed, the membership resolved to approve the Treasurer's Report.

BYLAW ELECTION

Attorney Rod Widger was called on to present an explanation of bylaw proposals to be considered by the membership. He went through the written changes that were contained in the Notice of Meeting and presented the rationale for each of the Board recommendations. The chair received questions from the membership regarding bylaw amendment proposals and the amendment to the Articles of Incorporation. The membership engaged in a full discussion and debate. The members were given instructions regarding the use of voting ballots that were distributed at registration.

ELECTION OF DIRECTORS

Attorney Matt Krohn conducted the election of Directors. He called on Walter Hutcherson to present the report of the Nominating Committee. The Nominating Committee placed in nomination Max Swisegood from District 1, and Ron Steelman and Stan Rhodes from District 2.

Mr. Krohn noted that there were no nominations received by petition. He then called for nominations from the floor. After waiting the required time, the nominations were declared ceased without objection. Since the number of nominees was the same as the number of vacancies, Mr. Krohn suggested that

it would be appropriate to elect Max Swisegood for District 1, Stan Rhodes for District 2, and Ron Steelman for District 2, by motion. On motion made, seconded and passed, the members resolved to elect the candidates to the vacancies to which they were nominated.

The membership was instructed to submit their ballots on the other governance issues to be counted as the meeting progressed. The members cast their votes and inspectors of the election collected those ballots and left the meeting to determine the results of the voting.

ENTERTAINMENT

Mr. Tom Burgoon was introduced to provide meeting entertainment. Mr. Burgoon presented a very interesting program of magician arts and skill.

MANAGER'S REPORT

Following Mr. Burgoon's entertainment, Ms. Matthews called on Interim Manager, Mike Gray for the Manager's Report. Mr. Gray gave a detailed report of the status and condition of the Cooperative. He highlighted significant operational accomplishments and service efficiency improvements. He called on the membership to remain vigilant regarding legislative proposals affecting the cost of power generated by the Cooperative. He commended employees of the Cooperative for their dedication and service to the membership.

ELECTION RESULTS

Attorney Krohn returned to the platform to present the results of the voting on governance issues. He reported that Proposition 1, for the amendment of the Articles of Incorporation, failed with 110 "yes" votes and 460 "no" votes. He reported that Proposition 2, regarding the realignment of Director districts failed with 124 "yes" votes and 441 "no" votes. He reported that Proposition 3, regarding general amendments and updating of Cooperative Bylaws failed with 120 "yes" votes and 431 "no" votes.

ADJOURNMENT

The President then asked for any unfinished or new business. There being none, on motion made, seconded and passed, the business meeting was adjourned and the membership proceeded to participate in prize drawings.

West Central Electric Cooperative • 2011 Board of Directors Candidates

Robert Simmons, Warrensburg, Mo.

Occupation: Banker

Family: (spouse, children and grandchildren): wife, Georgia; daughters, Rachel and Brooke Simmons

Community groups and organizations, church, etc. to which you belong:

District 3

Missouri Valley Community Action

Agency, Mt. Tabor UMC, Tri-County Foundation, Higginsville Oddfellows Lodge, Mid-Mo Tractor Club

Why did you agree to run for re-election to the board of directors? I have always felt that West Central

Electric was an efficient and well-run organization. I feel that my past experience on the board, as well as my working experience will allow me to assist the board of directors on decisions that must be made in the future. I also feel that I am very accessible to members.

What are your goals for your next three-year term? I would like to see the cooperative continue to provide efficient electrical service as economically as possible to the members.

In your opinion, what is the biggest issue facing electric cooperatives today, and how do you plan to address that issue? I feel there are two main issues facing the electric cooperatives today:

1. The rising cost of electrical power that the cooperative must pay to provide power to the members.
2. The political climate and issues facing the cooperative.

Additional comments: none given.



Robert Simmons
Warrensburg, Mo.

Donna Matthews, Warrensburg, Mo.

Occupation: Retired U.S.P.S. rural carrier

Family: (spouse, children and grandchildren): My deceased husband and I have two sons. Troy, wife Gale and grandson Sam; and Tony, wife Stephanie and grandsons Ethan and Avery.

Community groups and organizations, church, etc. to which you belong: My organization involvement is limited, as I choose to spend my time with my grandsons,

District 3

as I know my window of opportunity to participate

in their activities gets smaller each year, as does the time. I have to assist my aging parents. My entire family lives within a mile, so we are close and tight-knit.

Why did you agree to run for re-election to the board of directors? I feel that I can bring to the board room table diversified experiences. I have been involved in a farming operation, a small family construction business, as well as a union member in the work force. I can relate

to most all of our co-op members, but most importantly, I will always be the "little old lady at the end of the line." I have attained credentialed cooperative director status by attending NRECA-taught classes, and will use that knowledge in decisions which will be encountered by the board in the future.

What are your goals for your next three-year term? As always, our goal for the members of West Central is reliable, affordable service. I strive to make decisions by weighing the needs of the co-op, the needs of the members, and the responsibility of the board. I am a very open person, always ready to stand behind the decisions I have made. I have always been available to discuss issues with members, and will continue to do so.

In your opinion, what is the biggest issue facing electric cooperatives today, and how do you plan to address that issue? The biggest challenge, as I see it, are the political decisions which will affect the rates and costs to the members. I plan to stay very much involved in communicating with our friends in Washington and Jefferson

City, and how their decisions affect the 12,000+ members of WCE.

Additional comments: Currently I am the only WCE credentialed director.

I plan to work toward achieving the credentialed leadership status. I feel it is my obligation to be as informed as possible to meet the challenges we will face in the future, not only on the WCE board, but also that of NW on which I have recently been elected to serve. I look forward to serving another term on the board of West Central, and will try to make the best decisions I can on behalf of the members and WCE.



Donna Matthews
Warrensburg, Mo.

West Central Electric Cooperative • 2011 Board of Directors Candidates

Densil Allen, Warrensburg, Mo.

Occupation: I currently own a commercial cow/calf operation. I am retired from the following occupations: veterinarian, animal science professor at the University of Central Missouri and Allen's Auction Service.

Family: (spouse, children and grandchildren): I am married to Cyndi Allen, and she is a teacher at Warrensburg Middle School. I have three children:

Angie Allen
Ruddock,
Shawn Allen
and Emma
Allen. I have

four grandchildren: Regan and Kate Ruddock and Harper and Boone Allen.

Please list community groups and organizations, church, etc. to which you belong: Member of the Johnson County Economic Development Committee, board member of First Central Bank in Warrensburg, attend church at Windsor Assembly of God, Member of Missouri Cattlemen's Association, past board

member of Johnson County PWSO #3, past president of Missouri Auctioneer Association

Why did you agree to run for election to the board of directors? I would like to represent all members of West Central Electric Cooperative, and have the opportunity to work with the board to continue providing viable power service to our members at the lowest possible rate.

What are your goals for your first three-year term? Work to maintain a high standard of service while complying with environmental controls. I would also like to look for ways to promote efficient use of our energy and keep our production costs as low as possible.

In your opinion, what is the biggest issue facing electric cooperatives today, and how do you plan to address that issue? One of the biggest issues facing electric cooperatives is the increasing cost of power sources. I feel we need to continue to look at alternative power

sources that might be used to supplement our power supply and help keep our rates affordable. We need to monitor any legislation that might have a negative impact on our power sources, and ultimately increase our costs. I feel we need to keep our members informed and work closely with them to protect our power sources.

Additional comments: I look forward to having the opportunity to serve the members of our cooperative.



Densil Allen
Warrensburg, Mo.

Richard Strobel, Concordia, Mo.

Occupation: Farmer

Family: (spouse, children and grandchildren): wife, Linda; children: David Strobel, son; Christina M. Strobel, daughter; Amanda K. McCartney, daughter - husband Brandon McCartney and son, Tyler McCartney.

Please list community groups and organizations, church, etc. to which you belong: I am a member of Concordia American Legion and Concordia VFW posts. I serve as the commander of Concordia V.F.W. Post 5649, and

commander
of Concordia
Veterans
Honor Guard.

I am a member of St. Paul's Lutheran Church and have served on various committees over the years with the church and school functions. I am currently chairman of the Stewardship Committee. I also serve on a four-county Transportation

Advisory Council.

Why did you agree to run for election to the board of directors? I was encouraged to run so as to have a diverse ballot choice. I believe everyone should be involved in several different groups and organizations in the community.

What are your goals for your first three-year term? To help continue the same policy of efficient and prompt service to all members while keeping conservative energy rates whenever possible. To continue growth and development or expansion of the cooperative if financially possible. Also, the linemen are our greatest asset. The present crews are prompt, efficient and courteous, and I never want that to change.

In your opinion, what is the biggest issue facing electric cooperatives today, and how do you plan to address that issue? Government regulations and

restrictions. I see more and more government intrusion into larger companies with more oversight and regulations and follow-up paperwork. Some of these issues we may have to live with and may not be able to change until the next state or national elections.

Additional comments: I believe that board members should look at term limits. I also believe our directors should regard values and principles, and then stand by them.



Richard Strobel
Concordia, Mo.

District 3

Proposed Bylaw Changes

The Board of Directors recommends to the membership some revisions to Articles I, II & III of the Cooperative's Bylaws. The proposed revisions are being recommended to update the bylaw wording and to bring the bylaws in line with the current

needs and practices of the Cooperative. The proposed changes follow in this newsletter verbatim. Language that is proposed be deleted ~~has a line through it~~ and language proposed to be added is highlighted and is **green in color**.

Bylaws

West Central Electric Cooperative, Inc.
Higginsville, Missouri

Article I

Membership

Section 1. Requirements for Membership:

Any person, firm, association, corporation, or body politic or sub-division thereof may become a member in West Central Electric Cooperative, Inc., (hereinafter called the Cooperative") by:

- (a) filing ~~an written~~ application for membership therein;
- (b) ~~agreeing to purchase~~**ing** from the Cooperative electric energy as hereinafter specified;
- (c) agreeing to comply with and be bound by the articles of incorporation and bylaws of the Cooperative and any rules and regulations adopted by the Board of Directors; and
- (d) paying the membership fee, if any, as established by the Board of Directors as hereinafter provided; provided, however, that no person, firm, association, corporation or body politic or subdivision thereof shall become a member unless and until he or it has been accepted for membership by the Board of Directors ~~or the members~~. No member may hold more than one membership in the Cooperative, and no membership in the Cooperative shall be transferable, except as provided in these bylaws.

~~At each meeting of the members held subsequent to the expiration of a period of six months from the date of incorporation of the Cooperative, all applications received more than ninety days prior to such meeting which have not been accepted or which have been accepted or which have been rejected by the Board of Directors shall be submitted by the Secretary to such meeting and, subject to compliance by the applicant with the requirements hereinabove set forth, any such application may be accepted by vote of the members. The Secretary shall give each such applicant at least ten days written notice of the date of the members' meeting to which his application will be submitted and such applicant shall be entitled to be present and heard at the meeting.~~

Section 2. Membership Certificates: **Proof of Membership**

~~Membership in the Cooperative shall be evidenced by a membership certificate which shall be in such form and shall contain such provisions as shall be determined by the Board of Directors. Such certificate shall be signed by the President and by the Secretary of the Cooperative and the corporate seal shall be affixed thereto. No membership certificates shall be issued for less than the membership fee, if any, established by the Board of Directors as provided in these Bylaws nor until such membership fee has been fully paid for in cash. In case a certificate is lost, destroyed or mutilated a new certificate may be issued therefore upon such uniform terms and indemnity to the Cooperative as the Board of Directors may prescribe.~~

The membership list maintained by the Cooperative shall be conclusive as to membership status.

Section 3. Joint Membership:

A husband and wife may apply for a joint membership and, subject to their compliance with the requirements set forth in Section 1 of this Article, may be accepted for such membership. The term "member" as used in these bylaws, shall be deemed to include a husband and wife holding a joint membership and any provisions relating to the rights and liabilities of membership shall apply equally with respect to the holders of a joint membership. Without limiting the generality of the foregoing, the effect of the hereinafter specified action by or in respect to the holders of a joint membership shall be as follows:

- (a) The presence at a meeting of either or both shall be regarded as the presence of one member and shall have the effect of revoking a proxy executed by either or both and of constituting a joint waiver of notice of the meeting;
- (b) The vote of either separately or both jointly shall constitute one joint vote;
- (c) A proxy executed by either or both shall constitute a joint ~~waiver~~ **proxy**;
- (d) A waiver of notice signed by either or both shall constitute a joint waiver.
- (e) Notice to either shall constitute notice to both;
- (f) Expulsion of either shall terminate the joint membership
- (g) Withdrawal of either shall terminate the joint membership;
- (h) Either but not both may be elected or appointed as an officer or director, provided that both meet the qualifications for such office.

Section 4. Conversion of Membership:

- (a) A membership may be converted to a joint membership upon the written request of the holder thereof and the agreement by

such holder and his or her spouse to comply with the articles of incorporation, bylaws and rules and regulations adopted by the Board of Directors. ~~The outstanding membership certificate shall be surrendered, and shall be re-issued by the Cooperative in such a manner as shall indicate the changed membership status.~~ *The records of the Cooperative shall be changed in such a manner as shall indicate the changed membership status.*

(b) Upon the death of either spouse who is a party to the joint membership, such membership shall be held solely by the survivor. ~~The outstanding membership certificate shall be surrendered, and shall be re-issued.~~ *The records of the Cooperative shall be changed* in such a manner as shall indicate the changed membership status; provided, however, that the estate of the deceased shall not be released from any debts due the Cooperative.

Section 5. Membership Fees:

The membership fee, if any, shall be established from time to time by the Board of Directors upon payment of which a member shall be eligible for one service connection.

Section 6. Purchase of Electric Energy:

Each member shall, as soon as electric energy be available, purchase from the Cooperative all electric energy used on the premises specified in his application for membership, *unless otherwise agreed to by the Board of Directors.* ~~Each member and~~ shall pay therefore at rates which shall from time to time be fixed by the Board of Directors. It is expressly understood that amounts paid for electric energy in excess of the cost of service are furnished by members as capital and each member shall be credited with the capital so furnished as provided in these bylaws. Each member shall pay to the Cooperative such minimum amount regardless of the amount of electric energy consumed, as shall be fixed by the Board of Directors from time to time. Each member shall also pay all amounts owed by him to the Cooperative as and when the same shall become due and payable.

Section 7. Termination of Membership:

(a) Any member may withdraw from membership upon compliance with such uniform terms and conditions as the Board of Directors may prescribe. The Board of Directors of the Cooperative may, by the affirmative vote of not less than two-thirds of all the Directors, expel any member who fails to comply with any of the provisions of the articles of incorporation, bylaws or rules or regulations adopted by the Board of Directors, but only if such member shall have been given written notice by the Cooperative that such failure makes him liable to expulsion and such failure shall have continued for at least ten days after such notice was given. Any expelled member may be reinstated by vote of the Board of Directors or by vote of the members at any annual meeting or special meeting. The membership of a member who for a period of six (6) months after service is available to him has not purchased electric energy from the Cooperative, or of a member who has ceased to purchase energy from the Cooperative, may be cancelled by resolution of the Board of Directors.

(b) Upon the withdrawal, death, cessation of existence or expulsion of a member, the membership of such member shall thereupon terminate, ~~and the membership certificate of such member shall be surrendered forthwith to the Cooperative.~~ Termination of membership in any manner shall not release a member or his estate from any debts due the Cooperative.

(c) In case of withdrawal or termination of membership in any manner, the Cooperative will repay to the member the amount of the membership fee paid by him, provided, however, that the Cooperative shall deduct from the amount of the membership fee the amount of any debts or obligations owing from the member to the Cooperative.

Article II

Rights and Liabilities of Members

Section 1. Property Interest of Members:

Upon dissolution, after

(a) all debts and liabilities of the Cooperative shall have been paid, and

(b) all capital furnished through patronage shall have been retired as provided in these bylaws, the remaining property and assets of the Cooperative shall be distributed in the proportion which the aggregate patronage of each bears to the total patronage of all members during the seven years next preceding the date of the filing of the certificate of dissolution, ~~or, if the Cooperative shall not have been in existence for such period, during the period of its existence.~~

Section 2. Non-liability for Debts of the Cooperative:

The private property of the members shall be exempt from execution or other liability for the debts of the Cooperative and no member shall be liable or responsible for any debts or liabilities of the Cooperative.

Article III

Meetings of Members

Section 1. Annual Meeting:

The annual meeting of the members shall be held ~~on the first Friday in August in the year 1951 and in the year of 1952 and subsequent years said annual meeting shall be held on~~ some day in the months of June, July, August or September, the exact day each year to be determined and fixed by resolution of the Board of Directors of the Cooperative at least sixty (60) days prior to the date of said meeting, at such place within ~~a county served by~~ *the service area* of the Cooperative, as shall be designated by the

Board of Directors of the Cooperative and specified in the notice of the meetings, for the purpose of electing directors, passing upon reports for the previous fiscal year, and transacting such other business as may come before the meeting. ~~In the absence of such designation by the Board of Directors, the annual meeting shall be held at such place in the City of Higginsville in the County of Lafayette and State of Missouri as shall be designated in the notice of the meeting.~~ It shall be the responsibility of the Board of Directors to make adequate plans and preparations for the annual meeting. ~~If the day fixed for the annual meeting shall fall on a Sunday or legal holiday, such meeting shall be held on the next succeeding business day.~~ Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Cooperative.

Section 2. Special Meetings:-

Special meetings of the members may be called by resolution of the Board of Directors, or upon a written resolution of the Board of Directors, or upon a written request signed by any three directors, by the President, or by ten percentum or more of all the members, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held at any place within ~~one of the counties~~ **the area** served by the Cooperative, specified in the notice of the special meeting.

Section 3. Notice of Members' Meetings:-

Written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting or an annual meeting at which business requiring special notice is to be transacted, the purpose or purposes for which the meeting is called, shall be delivered not less than ten days nor more than twenty five days before the date of the meeting, either personally or by mail, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the persons calling the meeting, to each member. If mailed, such notice shall be deemed 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. The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

Section 4. Quorum:-

~~As long as the total number of members does not exceed two thousand, five percentum of the total number of members present in person shall constitute a quorum. In case the total number of members shall exceed two thousand, five percentum~~ **A quorum shall consist of two percent (2%) of the first two thousand members and two percentum one percent (1%) of the members in excess thereof present in person shall constitute a quorum.** If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting from time to time without further notice.

Section 5. Voting:-

Each member shall be entitled to only one vote upon each matter submitted to a vote at a meeting of the members. All questions shall be decided by a vote of a majority of the members voting thereon in person or by proxy, except as otherwise provided by law, the Articles of Incorporation or these bylaws.

Section 6. Proxies:-

A member may vote by proxy executed in writing by the member. Such proxy shall be filed with the Secretary before or at the time of the meeting. No proxy shall be valid after sixty days from the date of its execution. No proxy shall be valid unless it shall designate the particular meeting at which it is to be voted and no proxy shall be voted at any meeting at which it is to be voted and no proxy shall be voted at any meeting other than the one so designated or any adjournment of such meeting. A member may give his proxy only to another member or to an adult relative living in the same home as such member, and no person may hold more than two proxies at any meeting. The presence of a member at any meeting shall revoke a proxy theretofore executed by him and such member shall be entitled to vote at such meeting in the same manner and with the same effect as if he had not executed a proxy.

Section 7. Order of Business:-

The order of business at the annual meeting of the members and, so far as possible, at all other meetings of the members, shall be essentially as follows, except as otherwise determined by the members at such meeting:

(1) **Approval of the agenda.**

~~(+)~~ (2) Report as to which members are present in person in order to determine the existence of a quorum and which members are represented by proxy.

~~(2)~~ (3) 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.

(3) (4) Reading or unapproved minutes of previous meetings of the members and taking of necessary action thereon.

(4) (5) Presentation and consideration of reports of officers, directors and committees.

(5) (6) Election of directors

(6) (7) Unfinished business

(7) (8) New business

(8) (9) Adjournment



From the Manager...

Your electric cooperative is looking out for you

We're all facing challenging economic times, especially here in Missouri. Many of our members are struggling to afford the basics, including food, housing, and energy. That's why at West Central Electric, we've renewed our commitment to looking out for you. Your co-op is doing everything possible to provide reliable and affordable energy, create jobs, and power our local economy.

We have employees who serve on area economic boards. We work to secure the future of our community by providing scholarship money (this year more than \$20,000) to send local students to college. And, we will provide every membership represented at our annual meeting with a \$35 energy credit.

We'll continue working together to keep electric bills affordable, controlling costs through innovation, and will always put you, our members, first. As a not-for-profit co-op owned by the people we serve, that's what our core values are all about.

At a time when corporate profits sometimes overwhelm common sense, it's nice to know you're part of something

different. At West Central Electric, we're not looking out for a stockholder's best interests—we're looking out for you.

We're proud to report our long-standing commitment to you and the rest of our community truly shined this year. We worked with you to keep electric bills affordable, found ways to control costs through innovation, and every step along the way we put you, our members, first.

Affordable

It's hard to predict the future, but one thing seems certain: government regulations are going to increase the cost of doing business. For every dollar you pay for electricity, 64.81 percent goes directly to NW Electric Power Cooperative to cover the cost of generating power. Federal regulations will impact that cost, but they won't be the only culprit pressuring prices. Transformers, utility poles, wire, and other items connecting you to reliable power—and prices for fuel and equipment continues to rise. Your board of directors is finding ways to deal with these price pressures as we work together to keep your electric bills affordable.

Innovative

We're controlling costs through innovation. Deploying state-of-the-art solutions like our automated metering system which allows us to pinpoint

outages and connect power with the push of a button helps us control operating costs and improve service reliability.

New technology helps us keep your electric bills affordable while our energy efficiency programs help you manage your energy use like TogetherWeSave.com. Whether you're sealing your air ducts, replacing old appliances, or improving your home's insulation, it's amazing to watch how the little changes can add up to big savings on your electric bill.

Member-focused

Each year we continue to put you, our members, first. It makes sense—after all, we're locally-owned and controlled by you.

Costs are rising for all of us, but when it comes to your electric bill our rates are set simply to cover the cost of doing business, not to generate profits for distant stockholders. In fact, we give money back to you when our revenues exceed costs. This year we returned nearly \$1 million to our members.

Being a member of a cooperative is a pretty good deal. We're different. We're working together to keep your electric bills affordable. We're controlling costs through innovation. We're continuing to put you, our members, first. No matter what the future brings, one thing is certain: We're looking out for you.

2011 Nominating Committee



NOMINATING COMMITTEE

MEETS...The West Central Electric Cooperative Nominating Committee met in May to nominate candidates for the 2011 Board of Directors election. The committee consists of the following active WCE members: Front row, (l-r): Norma Grainger, Jerry Phoenix, Sara Willard and Ken Wodrich. Back row (l-r) Robert Sander, Aaron Collett, Walter Hutcherson, Ellis Dieckhoff, and Eric Johnson

West Central Electric
is proud to feature...



...the music of

Dave Rest

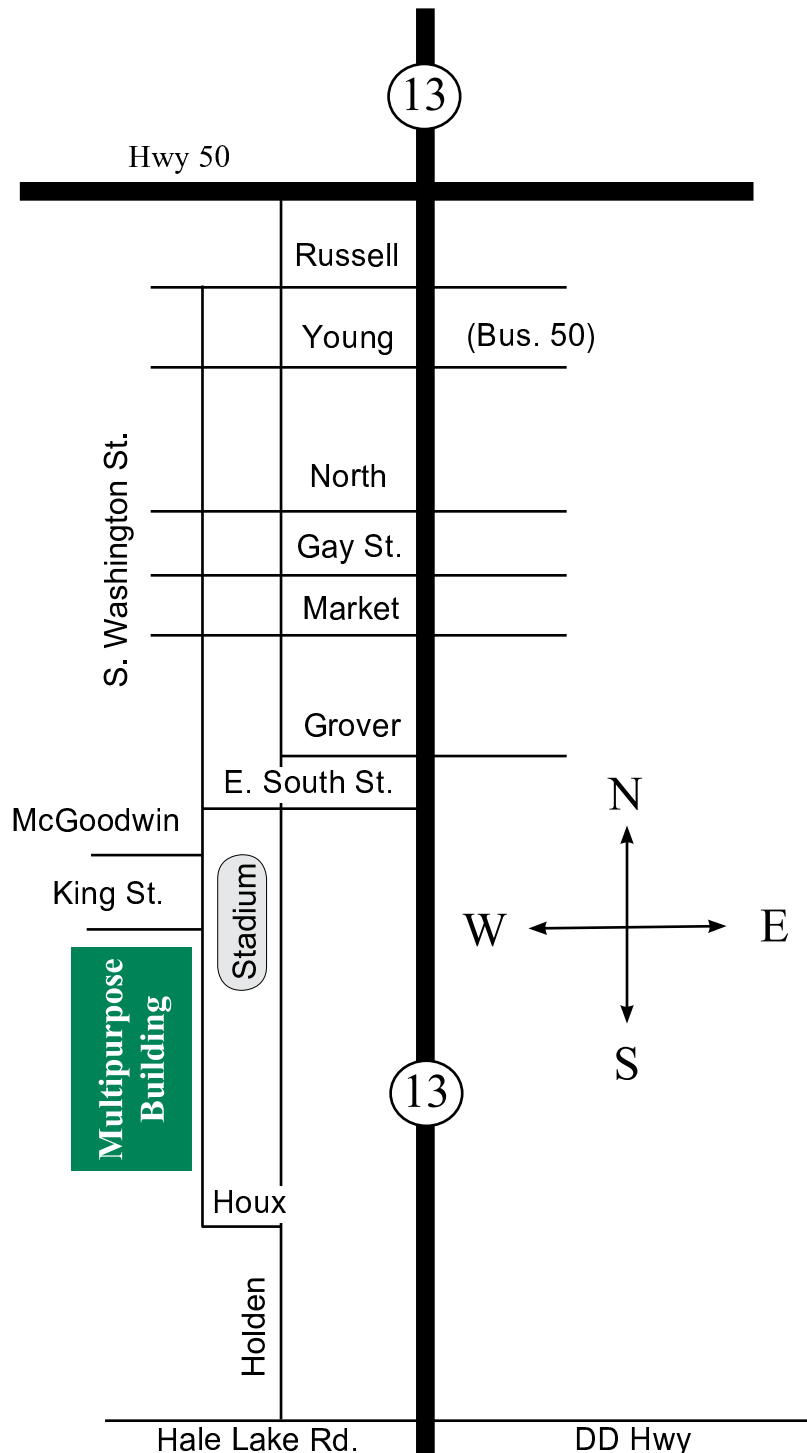
For your listening pleasure, West Central Electric Cooperative is pleased to announce that Dave Rest will again be providing the music during dinner and prior to the start of the business meeting.

Dave, a retired major from the United States Air Force, has provided more than 60 years of wonderful music. He was born in 1940 and raised in Chicago for the first 24 years of his life. He took piano lessons for 8 years before quitting in 8th grade.

At 14, he once played with the Chicago Symphony Choir. During his college days, he could be found playing piano on the Southside at various restaurants. In 1964, he joined the Air Force, married his longtime sweetheart Barbara, an R.N., and off they went to Japan for 3 1/2 years. Two sons were born there, and then it was off to Whiteman Air Force Base as a missile launch officer for five years. They were blessed with a daughter in 1971. California, Guam and England were next, then back to WAFB in 1983.

Dave played piano at Remington's at the Adam's Mark Hotel for more than 20 years, as well as Appril's Oak Barn, Jacks on South Highway 13, Las sous Terre, or the Italian Garden. He volunteers for many civic fund raisers, the Veterans Home, Country Club Care Center, John Knox, and more. He has lived in Warrensburg for more than 25 years.

Map to the UCM Multipurpose Building



**Free parking is available
on the north, west and south sides
of the Multipurpose Building.**

Official Proxy

I, the undersigned, a member of West Central Electric Cooperative, hereby appoint _____, who is a member of the cooperative, or an adult relative living in the same household, my proxy vote in my name and stead at the Aug. 5, 2011 annual meeting of the members of the cooperative. I have carefully considered the business which to my knowledge is to be acted upon, and have decided to give my proxy to the person named above who has agreed to vote this proxy on all matters as he/she honestly believes I would vote if I were present. I hereby verify and confirm my proxy's vote in my stead.

Witness by hand this _____ day of _____, 2011.

This Version Not Valid Proxy-May Not Be Used

Witness sign here

Signature of member giving proxy

Instructions for voting a proxy

If you are asked by a fellow cooperative member to vote in their place by proxy at the annual meeting, please take note of the following bylaw regarding proxy votes:

West Central Electric Cooperative Bylaws

Section 6. Proxies

A member may vote by proxy executed in writing by the member. Such proxy shall be filed with the secretary before or at the time of the meeting. No proxy shall be valid after sixty (60) days from the date of its execution. No proxy shall be valid unless it shall designate the particular meeting at which it is to be voted and no proxy shall be voted at any meeting other than the one so designated or any adjournment of such meeting. A member may give his proxy only to another member or to an adult relative living in the same home with such member, and no person may hold more than two proxies at any meeting. The presence of a member at any meeting shall revoke a proxy theretofore executed by him and such member shall be entitled to vote at such meeting in the same manner and with the same effect as if he had not executed a proxy.

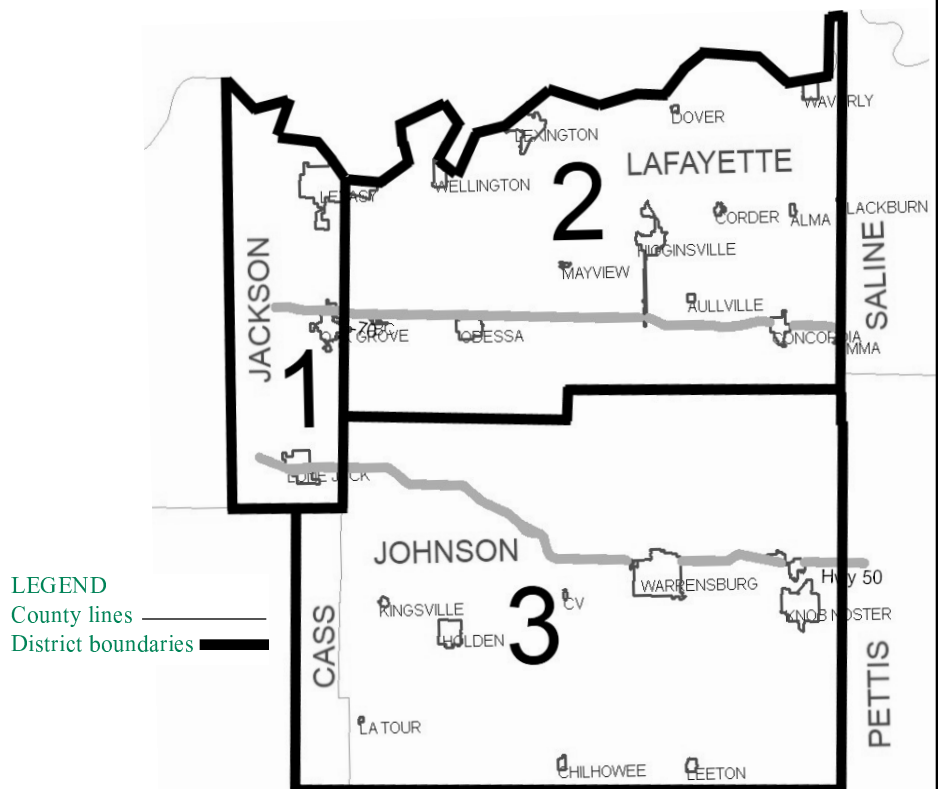
West Central Electric Cooperative Board of Directors Election

The West Central Electric Board of Directors election will take place during the 72nd annual meeting Aug. 5, 2011 at the University of Central Missouri Multipurpose Building in Warrensburg.

Members will vote for three directors in District 3. Members will receive a ballot upon registering at the annual meeting. Any person who is not a member of the cooperative cannot vote. A member's spouse cannot register and vote in his or her stead unless the spouse is named as a joint member. However, a spouse may vote in the member's stead by presenting a legally-executed proxy at the annual meeting registration table. A member may vote two proxies. A proxy form is printed at the top of this page.

Directors with terms expiring in 2011 include District 3: Donna Matthews, Robert Simmons and Charles Baile.


District Map





West Central
ElectricNews

West Central Electric Cooperative, Inc.
7867 S. Highway 13, P.O. Box 452
Higginsville, MO 64037

A Touchstone Energy® Cooperative 

2011 Official Notice of Annual Meeting

The 2011 Annual Meeting of members of West Central Electric Cooperative, Inc. will be held:
Friday, August 5, 2011 on the campus of the University of Central Missouri, Warrensburg

The following business will be conducted:

1. The report of officers, directors and committees
2. The election of three directors from District 3 to serve until the third succeeding annual meeting of the members, or until their successors have been elected and shall have qualified. The following members have been nominated for directors:

District 3

Robert Simmons, Warrensburg, Mo.
Donna Matthews, Warrensburg, Mo.
Densil Allen, Warrensburg, Mo.
Richard Strobel, Concordia, Mo.

3. The voting on revisions to cooperative bylaws
4. Such other business as may properly come before the meeting or any adjournment thereof

Robert D. Simmons

seal