### FREESTATE ELECTRIC COOPERATIVE, INC.

# **Board Policy No. 19: MEMBER ATTENDANCE AT BOARD MEETINGS**

## I. OBJECTIVE:

To establish appropriate procedures relating to member attendance at Board Meetings,

#### II. POLICY:

It is the Cooperative's policy to allow member attendance and observation of Board meetings. It is in their official meetings that the Board most often exercises the cooperative's powers through Board action. This Policy establishes appropriate procedures relating to member attendance and observation of Board meetings.

- A. When one or more members shall request to attend a Board meeting, the following rules and procedures shall apply:
  - 1. The request shall be submitted to the Cooperative in writing, at least 14 days prior to the scheduled meeting, on the "Board Meeting Attendance Request" form attached here-to and made an integral part of this Policy.
  - 2. An attendance request may be solely for the stated purpose of allowing the requesting member(s) to observe the Board meeting for their own interest and enlightenment about their Cooperative's affairs, in which case they will be permitted to attend the entire meeting except such part thereof, if any, in which the Board goes into Executive Session.
  - 3. An attendance request may be for the sole stated purpose of observing one or more particular items on the Board agenda, in which case (assuming the item does not require Executive Session consideration), the Board will make every reasonable endeavor to take up those items early on the meeting agenda for the requesting member's convenience.
  - 4. An attendance request may be for the sole stated purpose of bringing a complaint or matter in controversy before the Board, in which case the Cooperative's management shall make every reasonable effort through conference with the requesting member(s) to resolve the matter without necessity of their attending a Board meeting. If such effort fails, then the Board shall schedule a time on its meeting agenda to hear the requesting member(s) if -- (1)The Cooperative's CEO concludes that the subject matter of such request has merit and is not improperly motivated, and that any decision that is to be made should be directly made or approved by the Board; or (2) The member requests or demands that he be permitted to make such appearance with or by legal counsel for a stated, bona fide purpose; or (3) The Cooperative's attorney recommends that such appearance be made for the purpose of enabling a member to exhaust his administrative remedies for an alleged wrong, even though the attorney may be of the opinion that the subject of the member's complaint is wholly without merit or is improperly motivated; or (4) The request is for the purpose of challenging, or requesting certain action by the Board in connection with, (a) the calling of a member meeting, (b) the eligibility of an incumbent Board member or candidate therefore, or (c) the manner in which Board elections have been or are going to be conducted; or (5) The Board decides that it is otherwise in the best interests of the Cooperative to grant the request.

- 5. If more than one member requests to attend a meeting of the Board in connection with the same subject, the Board, even though such request, consistent with the foregoing, may be granted, may nevertheless, due to seating limitations, restrict the maximum number of those who may appear at less than the total who have joined in the request.
- B. Whenever one or more members attend a meeting of the Board, the following procedure shall be honored:
  - 1. Such member(s) shall be seated away from the conference table so that their physical proximity to the meeting will not impair or interfere with its conduct.
  - 2. Without regard to the purpose of a member's attending a Board meeting, he will be duly informed that the Board reserves the right, and that it has the duty, to exclude him from the meeting at any time that the Board, or any member thereof, deems such as necessary for the Board meeting to proceed objectively and without the prejudice or coercion that such member's continued presence might cause.
  - 3. If a member attends to present a specific matter, including complaints, or to make specific inquiries, the Board will hear such presentation, not to exceed thirty minutes, including asking any questions that it deems appropriate, but it will not discuss or respond to or take any action with respect to such matter or inquiry until after the member has retired from the meeting room. After deliberating the matter and making a decision thereon, the Board shall cause such member to be duly informed thereof, including, if such be the case, that no action was or will be taken thereon.
- C. Regardless of the action that has already taken place or that may take place herein after at each meeting of the Board the CEO shall report to the Board on any such requests, how they have thus far been handled and what recommendations, if any, he or the Cooperative's general counsel may have with respect thereto.

## III. RESPONSIBILITY:

A. Board of Trustees

B. CEO

Approved & Adopted: Janua & M

January 1, 2017

Don Montgomery, Secretary

Jeanine Murphy, President

January 1, 2017

# FREESTATE ELECTRIC COOPERATIVE, INC.

# MEMBER REQUEST TO ATTEND BOARD MEETING FORM

ADDRESS:	
ACCOUNT NUMBER:	TELEPHONE NUMBER:
	alf of other members of the Cooperative, state their and member account numbers on a separate sheet and attach
THE SPECIFIC PURPOSE FOR REQUES	
DESIRE TO ATTEND THE BOARD MEE	EPHONES NUMBERS OF ANY PERSON(S) YOU TING WITH YOU AND WHY, AND DESCRIBE THEIR ERATIVE MEMBERS, YOUR ATTORNEY OR OTHER:
Date this Request form executed:	20
Signed:	
* <u>To be filled</u>	out by the Cooperative
*ACTI	ON ON REQUEST *
Date of Action:	Signed:
*	Title: