

EGYPTIAN ELECTRIC COOPERATIVE ASSOCIATION

POLICY BULLETIN NO. 106

SUBJECT: ATTENDANCE AT BOARD MEETINGS BY MEMBERS OR OTHER PERSONS

I. OBJECTIVE

To establish appropriate procedures relating to member attendance at Board meetings.

II. POLICY

This Cooperative is owned by the members it serves. Members of the Cooperative elect the members of the Cooperative's Board of Directors, who are in turn charged with the exclusive responsibility to manage the Cooperative, subject only to the provisions of the laws of the State of Illinois and the Articles of Incorporation and Bylaws of the Cooperative. The Board oversees and sets policies for the management of the Cooperative. The General Manager is selected by the Board to run the day-to-day business of the Cooperative.

The purpose of this structure is to provide a Board comprised of a small number of members of the Cooperative, who are elected by the members to efficiently and prudently represent all members in conducting the business and affairs of the Cooperative. For the Board to fill this representative function it must be able to consider and deliberate the business and affairs of the Cooperative in an orderly, efficient, and sometimes confidential manner.

Notwithstanding this representative structure, members of the Cooperative may wish to attend a Board meeting for the purpose of presenting an issue for consideration to the Board, or observing the Board's deliberation concerning some issue or concern regarding the business and affairs of the Cooperative. The purpose of this policy is to establish procedures which will accommodate members' desire to attend a Board meeting, but at the same time establish procedures which will assure that such attendance does not unduly encumber the Board in its statutorily prescribed duty to make prudent, well-considered and fully deliberated decisions in the management of the business and affairs of the Cooperative, as well as to maintain confidentiality when it is required in the best overall interest of the Cooperative.

Accordingly, the following policy and procedures for member attendance at Board meetings are established:

- A. A member desiring to attend a Board meeting shall complete and sign the attached form of request and shall submit it to the President, General Manager or the Secretary of the Cooperative, not less than ten (10) business days prior to the next scheduled meeting of the Board of Directors. Subject to the provisions outlined below, a member may attend a Board meeting for any lawful purpose, which shall include:
 1. Presenting a specific request or recommendation or bringing a complaint before the Board, provided the member has made a good faith effort to resolve the complaint or controversial matter with the Cooperative's

management, and any committee of the Board assigned the responsibility for addressing such matters, and

2. To observe one or more particular items on the agenda.

B. A member may not be allowed to attend if the member's attendance is for an unlawful purpose or:

1. If the member fails or refuses to complete, sign and submit the prescribed Request to Attend Board Meeting Form.

2. If the attendance is to present a request or recommendation to the Board and the member has not previously presented the request or recommendation to the Cooperative's management and allowed reasonable time for a response.

3. If the attendance is to bring a complaint or controversial matter before the Board and the member has not made a good faith effort to resolve the complaint or controversial matter with the Cooperative's management, and any committee of the Board assigned the responsibility for addressing such matters, and allowed reasonable time for the matter to be resolved.

4. The attendance ~~is~~ for a purpose which is not reasonably related to the business of the Cooperative.

5. The attendance is for a dishonest purpose, is inimical to the lawful interest of the Cooperative, or is for a purpose not reasonably germane to the interest of the member.

6. If the number of members desiring to attend a Board meeting exceeds the reasonable capacity of the Board Room to accommodate same. (In such event, members sharing one or more common purposes must select a maximum of four representatives to attend a Board meeting for such common purpose.)

C. When one or more members or other persons attend a Board meeting, the following procedures and protocol will be followed:

1. Such members or persons shall be seated away from the Board conference table so that their physical proximity will not impair or interfere with the Board's deliberation and conduct of the business affairs of the Cooperative.

2. If such members or persons attend to present a specific matter, including complaints, or to make specific inquiries, the Board will hear such presentation totally, 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 such person(s) have retired from the meeting room. After deliberating the matter and making a decision thereon, the Board shall cause such person(s) to be duly informed

thereof, including, if such be the case, that no action was or will be taken thereon.

- D. Notwithstanding the foregoing, no member shall be entitled to attend an Executive Session of the Board.
- E. Non-members may attend Board meetings only if specifically invited by the Board of Directors, or if they are legal counsel representing a member or a duly authorized representative of a member who shall speak on behalf of or assist such member.

Adopted: 9/28/1982

Attested: A. C. Hayer, Secretary

Revised: 5/26/1987

Attested: John E. Steele, Secretary

Amended: 10/27/2016

EGYPTIAN ELECTRIC COOPERATIVE ASSOCIATION

Director Meeting Attendance Request Form

NOTE: No Cooperative member or other person, including the attorney of a member or other person, may attend a meeting of the Board unless this request form is completed and express approval for such attendance is thereafter allowed. This request form must be returned to the President, General Manager or Secretary of the Cooperative at least 10 business days prior to the meeting at which attendance is being requested. If such person(s) attend to present a specific matter, including complaints, or to make specific inquiries, the Board will hear such presentations totally, including asking 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 such person(s) have retired from the meeting room. After deliberating the matter and making a decision thereon, the Board shall cause such person(s) to be duly informed thereof, including, if such be the case, that no action was or will be taken thereon.

Each person requesting attendance must complete and return this request form.

FULL NAME: _____

ADDRESS: _____

TELEPHONE NUMBER: _____

ARE YOU A MEMBER OF EGYPTIAN ELECTRIC COOPERATIVE: _____

SPECIFIC PURPOSE FOR REQUESTING SUCH ATTENDANCE:

DATE REQUESTING ATTENDANCE: _____

SIGNED: _____ DATE: _____

COOPERATIVE USE – ACTION ON REQUEST

Signed: _____ Title: _____ Date: _____