

**EGYPTIAN ELECTRIC COOPERATIVE ASSOCIATION**  
**POLICY BULLETIN NO. 413**

**SUBJECT: ELECTRONIC MEETING POLICY**

**OBJECTIVE:** In accordance with Cooperative by-laws, the objective of this policy is to ensure efficient operation of the Cooperative during times of Public Safety Restriction.

**POLICY:**

**A. Definitions.**

- 1) **Public Safety Restriction:** The term “Public Safety Restriction” shall be defined as an event, such as a natural disaster, state of emergency, pandemic, or other similar situation that has restricted the gathering of members.
- 2) **Permissible Communications:** The term “Permissible Communications” shall be defined as in person and/or by acceptable electronic means as stated in this Policy, governed by the by-laws, and as determined by the Board from time to time.

**B. Electronic Meetings with Membership**

- 1) **Quorum:** A quorum will be determined by participating members who utilize Permissible Communications.
- 2) **Election of Directors:** The election of Directors will be determined by participating members casting a ballot, who utilize Permissible Communication.

**C. Electronic Meeting of Directors**

- 1) **Participation:**
  - i. The purpose of an electronic meeting is to provide timely information to the Board of Directors and allow for voting when face-to-face meetings are not a viable option as determined by the Board. Electronic meetings are accepted as regular meetings as defined in the by-laws. Special meetings conducted electronically will address only those issues stated in the meeting notice.
  - ii. In a time of Public Safety Restriction, the Board, with a simple majority vote, may elect to hold Board meetings via acceptable electronic means such as telephone and/or video conferencing.
  - iii. During times that are not affected by Public Safety Restriction, any Board member may elect to participate in a Board meeting via acceptable electronic means up to twice per year (as approved by the Board President) if he or she chooses.
- 2) **Attendance:**
  - i. Board, staff, and guests participating via Permissible Communications will be recorded as present.
  - ii. Board members who do not participate via Permissible Communications will be recorded as absent or excused.
  - iii. Any member of the Cooperative may attend a Board meeting scheduled to occur electronically, in a similar matter as if they were to be in attendance, provided that

**EGYPTIAN ELECTRIC COOPERATIVE ASSOCIATION**  
**POLICY BULLETIN NO. 413**

the member so requests attendance in writing in accordance with the Board's meeting attendance policy.

- 3) **Quorum**: A quorum will be met if a majority of board members participate via Permissible Communications as stated in this Policy. A quorum is defined by the by-laws as a majority.
- 4) **Call to Order/Adjournment**: Call to Order and adjournments are fixed for electronic meetings and will be stated within the meeting notice.
- 5) **Voting**:
  - i. Board members may vote on items in the meeting, either in person or by acceptable electronic means. Board members have the option to vote "yay", "nay", "abstain", or "table" the discussion for the next face-to-face meeting.
  - ii. Board members may also request additional information via Permissible Communications prior to voting. "Table" votes must also receive a second to be tabled, otherwise the vote will be approved or disapproved by a majority vote.
  - iii. Voting shall otherwise take place in the board's usual fashion, taking into consideration the format of the meeting, at the principal office of the District, and notice must be provided to all Board Members at least 24 hours before the meeting. These notice requirements are minimum requirements and are not to be construed as precluding such additional postings and notifications as may be directed by the Board.
- 6) **Budget or Logistical Considerations**: The President, or the Vice-President in the President's absence, may determine, based upon budget or logistical considerations, that it is not in the best interest of the Cooperative to hold an electronic meeting, in which event the meeting will not be held as an electronic meeting. The President, or the Vice-President in the President's absence, may also restrict the number of separate electronic connections that are allowed for an electronic meeting based on available equipment capacity. The request from a member of the Cooperative to participate in a meeting electronically may be denied by the President, or Vice-President in the President's absence, based on budget or logistical considerations deemed sufficient by the President or Vice-President.

Adopted: 09/28/2021

Attested: Kevin Liefer, Secretary