

Tri-County Electric Cooperative, Inc.

Section 1 – The Organization

Policy 120

Attendance at Board Meetings by Members or Other Persons

I. Policy

To establish appropriate parameters and procedures for a member or other persons to attend a Board of Director meeting to present an issue, concern or request that has previously been submitted to the General Manager but has not been resolved or addressed.

II. Responsibility

Board of Directors

III. Procedure

The purpose of this policy is to establish procedures which will accommodate members' desire to attend a Board meeting for the sole purpose of presenting an issue, concern or request, but at the same time establish procedures which will assure that such attendance does not unduly encumber the Board in its process, function and responsibility to make prudent, well-considered and properly deliberated decisions for 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 first present the issue, concern or request to the General Manager. The General Manager and the management staff of the Cooperative shall have a reasonable period of time to address the matter and may seek to resolve the issue, concern or request.
- B. Provided the issue, concern or request is not resolved in a reasonable period of time, a member desiring to attend a Board meeting shall complete and sign the attached "Request to Attend Board Meeting Form" and the form along with any other required information shall be received by the office of General Manager not less than two (2) business days prior to the next scheduled meeting of the Board of Directors. (The monthly meeting of the Board of Directors is usually held at 9:00 a.m. on the fourth Wednesday of each month.)

- C. A member may not be allowed to attend a Board meeting if the member's attendance is for an unlawful purpose or:
1. 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 an issue, concern or request to the Board and the member has not previously presented the issue, concern or request to the Cooperative's management and allowed reasonable time for the matter to be addressed or resolved.
 3. The attendance is for a purpose which is not reasonably related to the business of the Cooperative.
 4. The attendance is for a dishonest purpose, is detrimental to the lawful interest of the Cooperative, or is for a purpose not reasonably germane to the interest of the member.
 5. If the number of members desiring to attend a Board meeting exceeds six members, members sharing one or more common issues or purposes must select a maximum of six representatives to attend a Board meeting for such common purpose. In addition, the members that are not selected as one of the six representatives will be allowed in the public lobby of the facility and shall not interfere with the day-to-day business operations of the Cooperative or other members.
- D. When one or more members attend a Board meeting, the following procedures and protocol will be followed:
1. Such member(s) shall be seated in the Board room.
 2. In order to conduct orderly and efficient Board meetings and to allow for adequate time for other Board related business, such member(s) shall have a maximum collective time of fifteen (15) minutes, in total, to present the matter to the Board.
 3. The Board will hear such presentation including asking questions and discussing the matter as it deems appropriate. But the Board, in order to assure complete, open and candid discussion between the Board members, can decide not to discuss, respond or take action with respect to such matter or inquiry until after such member(s) or person(s) has left the Board meeting and the Cooperative facility. In such event, however, after Board deliberation and consideration of such matter, notice shall be given to the

member or person of any actions taken, or that no action will be taken, as the case may be.

- E. Non-members may attend Board meetings only if specifically invited by the Board of Directors, or if they are a duly authorized representative of a member who shall speak on behalf of or assist such member.
- F. Representatives of the news media are not allowed to attend Board meetings; however, management and the Board may respond to inquiries from representatives of the news media if management and the Board determine that such response is in the best interests of the Cooperative.
- G. Taking photographs/pictures, video recording, video streaming, audio recording and audio streaming are strictly prohibited during the Board meetings.
- H. The Board may during any meeting adjust or modify this policy and the application thereof to impose other conditions deemed necessary to provide and maintain an orderly procedure sufficient to enable the board to consider, transact and conduct the other business of its meeting.

Adopted: 10-23-19