

# UNITED ELECTRIC COOPERATIVE SERVICES, INC.

## POLICY NO. 4140

**SUBJECT: ATTENDANCE BY MEMBERS AT MEETINGS OF DIRECTORS**

### **I. OBJECTIVE**

**To establish procedures relating to member attendance at meetings of the Directors of the Cooperative.**

### **II. POLICY**

- A. The purpose of this policy is to establish procedures for the submission and consideration of a request by a member to attend a meeting of the Directors of the Cooperative and procedures and protocols when one or more members attend a meeting.

A member desiring to attend a meeting of the Board shall complete and sign the attached form of request and shall submit it to the office of the General Manager prior to the 15<sup>th</sup> day of the month preceding the month of a regular meeting of the board of directors with respect to which a member is requesting attendance.

A member's request to attend a meeting of the Directors will be considered by a committee consisting of the officers of the Cooperative's Board of Directors (President, Vice President and Secretary/Treasurer), with a response being communicated to the requesting member. If approved, attendance by the member will be coordinated with the General Manager or the General Manager's designee.

If a requesting member in attending a Board of Directors meeting is to present a specific matter for consideration by the Directors, such presentation, including questions and discussion, will be pursuant to the agenda and subject to the Cooperative's protocol for the meeting of the Directors as established by the Board. It is recommended that all members who have concerns or complaints regarding the Cooperative's operations or management first attempt to resolve those issues with the management and employees of the Cooperative. It is also recommended that those concerns or complaints be presented in writing to the General Manager for potential resolution prior to requesting to directly present such a matter at a meeting of the Directors.

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- B. Bases for not approving a request to attend a meeting of the Cooperative's Directors include:
1. Failing or refusing to complete, sign and submit the prescribed Request Form For Member Attendance At Meeting of the Directors;
  2. Attendance being for an unlawful or dishonest purpose, being counter to the lawful interests of the Cooperative, or being for a purpose not reasonably germane to the interests of the member and the Cooperative; or
  3. Attendance being to present a request or recommendation to the Directors of the Cooperative and the member has not previously presented the request or recommendation to the Cooperative's management and allowed reasonable time for a response;
  4. Attendance being to bring a complaint or controversial matter before the Board of Directors and the member has not made a good faith effort to resolve the complaint or controversial matter with the Cooperative's management, and, if applicable, any committee of the Board of Directors assigned the responsibility for addressing such matters, and allowed reasonable time for the matter to be resolved;
  5. Attendance being for a purpose which is not reasonably related to the business of the Cooperative;
  6. The number of members desiring to attend a meeting of the Board of Directors exceeding 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 3 representatives to attend a meeting of the Directors of the Cooperative for such common purpose, or less if appropriate considering reasonable capacity).
- C. When one or more members attend a meeting of the Directors of the Cooperative, the following procedures and protocol will be followed:
1. a. All persons attending a board meeting shall conduct themselves with dignity; show courtesy and respect for one another and for the Board of Directors; follow any additional guidelines of decorum prescribed by the Board of Directors; and adhere to the time schedule of the Board of Directors. Intimidating or uncivil behavior, including but not limited to vulgar language, personal attacks, slanderous or insulting comments, audible remarks or noises during the board's deliberations, threatening language, threats of violence, or the use of a board meeting as a forum for

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politics is strictly prohibited and will be considered a violation of the rules of conduct and decorum.

- b. The Board Chair may take appropriate action to maintain and enforce proper conduct and decorum and to address behavior that prevents or compromises the conduct of the meeting, including:
    - i. issuing a warning;
    - ii. excluding persons from the meeting; and
    - iii. recessing the meeting.
  2. Attending member(s) shall be seated away from the board conference table so that his or her physical proximity will not impair or interfere with deliberation and conduct of the business affairs of the Cooperative by the Directors of the Cooperative.
  3. The Board of Directors, through the Board Chair, will control the protocol and the conducting of the related portion of the meeting, including the asking of questions and related discussion as it deems appropriate. A presenting member will receive 3 minutes to state his or her matter to the Directors. The Board Chair may, at the Board's discretion, extend the time allotted to a member for his or her presentation. Time allotted to a member is individual to the member and not for allotting to another member, unless specifically permitted by the Board Chair at the Board's discretion. But the Board of Directors, 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 or person has left the Board of Directors meeting. In such event, however, the Board of Directors shall after a determination, promptly notify the member of any actions taken, or that no action will be taken as the case may be.
- D. Members are not entitled to attend an executive session convened at the discretion of the Board of Directors.
- E. Non-members may attend a meeting of the Board of Directors of the Cooperative only if specifically invited by the Board of Directors.

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- F. Representatives of the news media are not allowed to attend meetings of the Board of Directors of the Cooperative; however, management and the Board of Directors shall endeavor to respond to inquiries from representatives of the news media as it considers appropriate.

## III. RESPONSIBILITY

- A. Officers of the Board of Directors. The Board of Directors may delegate all or any of the responsibilities with respect to this policy to the General Manager or to a committee of the Board of Directors and to the General Manager. Absent such separate delegation, the officers of the Board of Directors are to review and respond to member attendance requests, directly, or through a designee of the officers of the Board of Directors.
- B. General Manager. It shall be the responsibility of the General Manager to administer this policy in coordination with the Board, and, as provided, the officers of the Board of Directors of the Cooperative and its Board Chair.

**Adopted: 7-25-2016**

**Last Review: 1-7-2020**

**Revised: 1-28-19**

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## REQUEST FORM FOR MEMBER ATTENDANCE AT MEETING OF THE DIRECTORS

The undersigned, being a member of United Electric Cooperative Services, Inc. ("Cooperative" or "UCS") is by completion of this form requesting attendance at the regularly scheduled board meeting for the Cooperative for the month indicated below. The purpose for the request for attendance is described by the undersigned member as follows:

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The undersigned member understands and agrees that:

- (a) If the member is requesting an opportunity to provide written or demonstrative materials to the Board or others, the member must, no less than seven (7) days prior to the start of the meeting, provide the information to the Board Secretary or his or her designee for distribution;
- (b) Any member attending a Board of Directors meeting shall conduct himself or herself in a civil and courteous manner and shall cooperate with the Board of Directors and the President in preserving order and decorum; and
- (c) The member shall, in attending the Board of Directors meeting conform with the time allotted to the member by the Board of Directors, or the Board Chair at the discretion of the Board of Directors.

Date of Board Meeting to which Member's Request Applies: \_\_\_\_\_

Member Signature: \_\_\_\_\_

Member's Name (Printed): \_\_\_\_\_

Member's Address: \_\_\_\_\_

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Member's Phone: \_\_\_\_\_

Member's Email: \_\_\_\_\_

Date Signed: \_\_\_\_\_