

**FORT LOUDOUN ELECTRIC COOPERATIVE
VONORE, TENNESSEE
BOARD POLICY NO. 141**

SUBJECT: ATTENDANCE AT MEETINGS OR APPEARANCE BY MEMBERS OR OTHERS BEFORE THE BOARD OF DIRECTORS/TRUSTEES

OBJECTIVE:

To establish procedures and conditions upon which Cooperative members or other persons may attend meetings or appear before the Board of Directors/Trustees (Board).

POLICY:

The Cooperative is member-owned and, in the final analysis, member-controlled. However, all of the powers of the Cooperative as a corporate entity are by law devolved upon and are exercised by the Board, except such as are conferred upon or reserved to the Cooperative's management by Board Policy or to the Cooperative's members by law or the Cooperative's governing documents (Articles of Incorporation or Bylaws).

Director/Trustee meetings are open to the Public (see Article V of the By-laws for clarification).

Consistent with the foregoing principle, members or other persons may attend meetings or appear before the Board under the conditions of and as provided for by this policy.

PROVISIONS

- A. Any Cooperative member who desires to attend and observe a meeting of the Board may do so, as long as in compliance to the governing documents.
- B. Any member or other person who desires to address the Board regarding any matter must file a written request and statement at least ten business days prior to the meeting at which they wish to appear and address the Board. The written request must contain a concise statement of the specific matters to be presented or discussed with the Board and the reason for the request. The request should be in the general form of the "Director Meeting Attendance Request," attached hereto and made a part of this policy.
- C. Upon receipt of a written request, the General Manager/CEO or his/her delegate will make a reasonable effort to confer with the requesting Cooperative member to determine if the matter can be resolved without Board action.

- D. If the General Manager/CEO fails to satisfy the requesting Cooperative member's concern and such member still desires to appear before the Board of Directors, then the General Manager/CEO shall promptly advise the requesting member in writing of the date, time, and place as established by the Board for the requesting member to appear before the Board.
- E. Only Cooperative members who have made a written request required by Section III.B. hereof, and to whom an invitation to appear before the Board has been extended, may appear before the Board as part of the established meeting agenda.
- F. Any appearance before the Board shall be limited to consideration and presentation of the specific matters which the requesting Cooperative member set forth in writing as required hereof or to observe. If more than one member requests to appear before the Board in connection with the same subject, the Board may restrict the maximum number of those who may appear, which may be less than the total number who joined in the request. Any member or other person appearing before the Board will be given a reasonable length of time, as determined by the Board, to present and discuss the matters set out in his/her written request.
- G. Whenever one or more Cooperative members or other persons are allowed to attend a meeting of the Board:
 - 1. Such person(s) shall not impair or interfere with the conduct of the Board meeting. If a person's conduct disrupts the meeting, such person may be expelled by the President, or the Vice President in absence of the President.
 - 2. The Board may ask any questions that it deems appropriate, but the Board will not discuss, 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 on the matter and making a decision thereon, the Board shall cause such person(s) to be informed of the decision, including, if such be the case, that no action was or will be taken.
- H. The Board, by the affirmative vote of at least two-thirds of its members, may waive the requirements hereof and may permit a member or other person to immediately appear before the Board upon oral or written request when the Board determines that the subject of such request constitutes a potential emergency which if not immediately heard and discussed could cause substantial injury to the best interests of the Cooperative.
- I. At each meeting of the Board, the General Manager/CEO shall report any written requests to appear before the Board which he/she has received and shall give a status report on each such request.

RESPONSIBILITY: Board of Directors/Trustees
General Manager/CEO
Assistant General Manager

EFFECTIVE DATE: March 26, 2009

REVIEWED AND APPROVED: January 26, 2012
March 30, 2017
May 26, 2022

