

WASHINGTON ELECTRIC MEMBERSHIP CORPORATION

SUBJECT: ATTENDANCE AT BOARD MEETINGS BY MEMBERS OR OTHER PERSONS

Policy No. 116

I. OBJECTIVES:

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

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 Georgia and the United States, the Articles of Incorporation and the Bylaws of the Cooperative. The Board oversees and sets policies for the management of the Cooperative. The Chief Executive Officer 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 on, 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. 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.

II. POLICY CONTENT:

The Board of Directors of Washington Electric Membership Corporation (the "Cooperative") has resolved that the statements contained herein shall govern

attendance at Board meetings by members or other persons. Accordingly, the following is adopted:

1. A member desiring to attend a Board meeting shall complete and sign the attached form of request and shall submit it to the CEO 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 to present a specific request or recommendation or to bring 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, if required by the Board, any Board Committee).
- A. A member may be prohibited from attending Board meetings 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 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 of addressing such, 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, to gratify mere curiosity, or to advance a personal vendetta or cause of action, is harmful or contrary to the lawful interest of the Cooperative, or is for a purpose not reasonably germane to my interests as a member of the Cooperative.
 6. If the number of members desiring to attend a Board meeting exceeds the reasonable capacity of the Boardroom 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, who shall each be listed on the form of request submitted as described in Paragraph A.)

- B. When one or more members attend a Board meeting, the following procedures and protocol will be followed:
 - 1. Such member(s) 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. The Board shall determine when it is appropriate for the member(s) to enter and exit the meeting.
 - 2. If the member's purpose in attending a Board meeting is to present a specific matter for consideration by the Board, 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 or person has left the Board meeting. In such event, however, the Board shall, after deliberating upon such matter, promptly notify the member or person of any actions taken, or that no action will be taken, as the case may be.
- C. Notwithstanding the foregoing, no member shall be entitled to attend an Executive Session of the Board. The Board may convene in Executive Session at any time as it deems necessary for the proper conduct of the business of the Cooperative.
- D. Non-members may attend Board meetings only if specifically invited by the Board of Directors, or if they are legal counsel representing or other duly authorized representative of a member who shall speak on behalf of or assist such member.
- E. Representatives of the news media are not allowed to attend Board meetings for purposes related to the reporting of events occurring at the meeting; however, management and the Board shall use their good faith efforts to respond to inquiries from representatives of the news media.

- F. Should the Cooperative and a member disagree as to the member's right to attend a Board meeting, the Cooperative and the member may agree to submit the issue to arbitration. The panel to hear the arbitration shall be comprised of one arbitrator appointed by the Cooperative and one arbitrator appointed by the member or members taking the conflicting position. The two arbitrators appointed in this manner shall then select a third arbitrator to complete the panel of arbitrators. Unless otherwise agreed, the arbitration shall be conducted under the rules, policies and procedures prescribed by the American Arbitration Association under its Commercial Arbitration Rules. The parties shall be bound by the determination of the arbitration panel.

III. RESPONSIBILITY:

- A. Executive Committee: It shall be the responsibility of the Executive Committee to review member requests and make recommendations as appropriate and call to the attention of the full Board any failure of adherence to this policy.
- B. Chief Executive Officer: It shall be the responsibility of the CEO to administer this policy and develop appropriate controls therefor.

Statutes: O.C.G.A. § 46-3-290(a)

Request to Attend Board Meeting Form

TO: Chairman of the Board, Secretary or Chief Executive Officer
The Washington Electric Membership Corporation
P.O. Box 598
258 N. Harris Street
Sandersville, Georgia 31082

Gentlemen:

In accordance with the policies of Washington Electric Membership Corporation, I hereby submit my request to attend the next scheduled Board meeting of Washington Electric Membership Corporation and certify that:

1. I am a member of the Cooperative. My full name, address, telephone number and member account number appearing on the Cooperative records is as follows:

Name

Address

City

State

Zip

Telephone No.

Cooperative Acct. Number

2. The purpose for which I desire to attend the Board meeting is:

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3. I have made a good faith effort to resolve this matter with the Cooperative's management and/or any committee assigned to consider same.

4. My desired attendance at the Board meeting is:

- a. For a purpose which is reasonably related to the business of the Cooperative.

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- b. Not for a dishonest purpose, nor is it inimical to the lawful interest of the Cooperative, nor for a purpose not reasonably germane to my interest as a member.
- 5. I desire that the following attorney or representative attend the meeting with me or on my behalf, speak and act for me as my duly authorized representative:

Name

Address

City

State

Zip

Telephone No.

- 6. In addition to myself, I or my representative, intend to act and speak for other members whose names, addresses and telephone numbers are set forth on the attached list.

Submitted and certified to this _____ day of _____, _____.
