



ATTENDANCE AT BOARD MEETINGS BY MEMBERS OR OTHER PERSONS

I. OBJECTIVE

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

II. POLICY

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 Articles of Incorporation and Bylaws of the Cooperative. The Board oversees and sets policies for the management of the Cooperative. The President & CEO 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 on conducting the business and affairs of the Cooperative. For the Board to fill this representative function it must be able to consider and deliberate 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 their consideration, or observing the Board's deliberation concerning some issue or concern regarding the business and affairs of the Cooperative. 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.

Accordingly, the following policy and procedures for member attendance at Board meetings are established:

- A. A member desiring to attend a Board meeting shall complete and sign the attached



form of request and shall submit it to the Chairman, President & CEO or the Secretary of the Cooperative, not less than five (5) business days prior to the next scheduled meeting of the Board of Directors. (The monthly meeting of the Board of Directors is normally held at 9:00 a.m. of the last Wednesday of each month.) Subject to the provisions outlined below, a member may attend a Board meeting for any lawful purpose which shall include:

1. Presenting a specific request or recommendation or bringing 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 any committee of the Board assigned the responsibility for addressing such matters, and
 2. To observe one or more particular items on the agenda.
- B. A member may not be allowed 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 for addressing such matters, 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, is detrimental to the lawful interest of the Cooperative, or is for a purpose not reasonably germane to the interest of the member.
 6. If the number of members desiring to attend a Board meeting exceeds 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 four representatives to attend a Board meeting for such



common purpose.)

- C. 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.
 2. If a 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, after deliberating such matter, shall promptly notify the member or person of any actions taken, or that no action will be taken as the case may be.
- D. Notwithstanding the foregoing, no member shall be entitled to attend an Executive Session of the Board. The Board may convene in Executive Session of the Board at any time for any one or more of the following purposes:
1. For consideration of a pending or threatened lawsuit or claim against the Cooperative.
 2. For consideration of personnel issues.
 3. For consideration of matters which if disclosed to members desiring to attend a Board Meeting would:
 - a. violate a person's right to privacy, violate any agreement with third parties with respect to trade secrets, or adversely affect the Cooperative in its negotiations with third parties.
 - b. adversely affect the Cooperative unduly out of proportion to the possible competing interest of the member attending a Board meeting.
 - c. violate the privilege of confidential communication between the Cooperative and its attorney.



- d. for any other lawful reason.
- E. 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.
- F. Representatives of the news media are not allowed to attend Board meetings; however, management and the Board shall use their good faith efforts to respond to inquires from representatives of the news media.
- G. Recording any portions of the Board meeting, audio or video, or taking pictures during the meeting is not allowed unless permission is granted in advance.
- F. Should the Cooperative and a member disagree as to member's right to attend a Board meeting, the Cooperative and the member shall 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 a 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. Board of Directors
- B. President & CEO.



REQUEST TO ATTEND BOARD MEETING

To: Chairman of the Board
Jefferson Energy Cooperative
Post Office Box 457
Wrens, GA 30833

In accordance with the policies of Jefferson Energy Cooperative, I hereby submit my request to attend the next scheduled Board meeting of Jefferson Energy Cooperative and certify that:

- 1. I am a member of the Cooperative. My name, address, telephone number and member account number as appears on the Cooperative's records are:

Name: _____

Address: _____

Telephone: _____ Account Number: _____

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

- 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 the purpose which is reasonably related to business of the Cooperative.
 - 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 understand that recording any portions of the Board meeting, audio or video, or taking pictures during the meeting is not allowed unless permission is granted in advance.

Date: _____

Signature: _____