

ATTENDANCE AT BOARD MEETINGS BY MEMBERS OR OTHER PERSONS

I. OBJECTIVE

To establish clear procedures relating to member attendance at Jefferson Energy Cooperative (JEC) Board meetings.

II. POLICY

JEC is owned by the members it serves. Members of JEC elect the Board of Directors, who are charged with the exclusive responsibility to manage JEC, subject only to the laws of the State of Georgia and the Articles of Incorporation and Bylaws of JEC. The Board oversees and sets policies for the management of JEC. The President & CEO is selected by the Board to run the day-to-day business of JEC.

The purpose of this structure is to provide a Board comprised of a small number of members of JEC, who are elected by the members to efficiently and prudently represent all members in conducting the business and affairs of JEC. For the Board to fulfill this representative function, it must be able to consider and deliberate in an orderly, efficient, and sometimes confidential manner.

Notwithstanding this representative structure, members of JEC may wish to attend a Board meeting for the purpose of presenting an issue for consideration or observing the Board's deliberation concerning some issue or concern. The purpose of this policy is to establish procedures that accommodate members' desire to attend a Board meeting, while also ensuring that such attendance does not unduly encumber the Board in its duty to make prudent, well-considered, and fully deliberated decisions, and to maintain confidentiality when required in the best overall interest of JEC.

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 online application or the attached request form and shall submit it to the Chairman, President & CEO, or the Secretary of JEC 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, including:
 1. Presenting a specific request, recommendation, or complaint, provided the member has made a good effort to resolve the matter with JEC's

management and any committee assigned the responsibility for addressing such matters, and

2. Observing one or more items on the agenda.

B. A member may not be allowed to attend if the member's attendance is for an unlawful purpose or:

1. The member fails or refuses to complete, sign, and submit the required form.

2. The attendance is to present a request or recommendation that has not first been presented to JEC's management with reasonable time allowed for a response.

3. The attendance is to bring a complaint or controversial matter without first making a good faith effort to resolve it with JEC's management and any committee assigned to it.

4. The attendance is for a purpose which is not reasonably related to the business of JEC.

5. The attendance is for a dishonest purpose, is detrimental to the lawful interest of JEC, or is not reasonably relevant to the interest of the members.

6. The number of members desiring to attend exceeds the reasonable capacity of the Board Room. (In such an event, members sharing a common purpose must select a maximum of four representatives to attend.)

C. When one or more members attend a Board meeting, the following procedures and protocol will be followed:

1. Members shall be seated away from the Board conference table so as not to impair or interfere with Board deliberations or business.

2. If a member presents a specific matter, the Board may hear the presentation (limited to five (5) minutes per matter), ask questions, and discuss as appropriate. However, the Board may defer discussion, response, or action until after the member leaves the meeting. In such event, the Board shall promptly notify the member of any actions taken, or its decision not to act.

D. 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 for any of the following purposes:

1. Consideration of a pending or threatened lawsuit or claim against JEC.

2. Consideration of personnel issues.
3. Consideration of matters which, if disclosed, would:
 - a. Violate a person's right to privacy, any agreement regarding trade secrets, or adversely affect JEC in negotiations.
 - b. adversely affect JEC disproportionately compared to the members' interest.
 - c. violate the attorney-client privilege.
 - d. for any other lawful reason.
- E. Non-members may attend only if specifically invited by the Board.
- G. Recording (audio, video, or photographs) any portion of a Board meeting is prohibited unless permission is granted by the Board in advance.

III. RESPONSIBILITY

- A. Board of Directors
- B. President & CEO.

IMPLEMENTED: April 30, 1997
REVISED: September 24, 2025

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 (JEC), I hereby submit my request to attend the next scheduled Board meeting of (JEC)and certify that:

1. I am a member of JEC. My name, address, telephone number and member account number as appears on JEC'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 JEC'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 JEC.
 - b. Not for a dishonest purpose, nor is it inimical to the lawful interest of JEC, 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: _____