

**CLAVERACK RURAL ELECTRIC COOPERATIVE, INC.  
WYSOX, PENNSYLVANIA 18854**

**POLICY BULLETIN NO. B-14**

**SUBJECT: Board Meetings, Access to**

**POLICY:**

To establish the basic terms, conditions and related procedures whereby requests by members or other persons to attend meetings of the board of directors shall be treated.

**RESPONSIBILITY:** President & CEO and Board of Directors

**PROCEDURE:**

1. 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 of directors, except such as are conferred upon or reserved to the members by law or the Cooperative's articles of incorporation or bylaws. This policy and related procedure shall be consistent with the foregoing principle.
2. Consistent with paragraph 1 above, but desiring to accommodate any reasonable or necessary request by a member or other person to attend meetings of the board of directors, the following rules and regulations shall apply when requests for such attendance are received:
  - A. The request shall be set forth in writing and submitted to the President & CEO, setting forth the reason(s) therefore and the other information called for by the "Directors Meeting Attendance Request" form attached hereto and being a part of this Policy Bulletin B-14.
  - B. Management shall make every reasonable effort to confer with the requesting party and through such conference arrive at decisions which satisfy the requesting party without granting any such meeting attendance request.
  - C. If such management conference effort fails to satisfy the requesting party, who then persists in his/her request to attend one or more meetings of the board of directors, such request shall be denied unless-
    - 1) The Cooperative's President & CEO or the general attorney concludes that the subject matter of such request has merit and is not improperly motivated, and that any decision that is to be made should be directly made or approved by the board of directors; or
    - 2) The requesting party requests or demands that he/she be permitted to make such appearance for a stated, bona fide purpose; or

- 3) The Cooperative's general attorney recommends that such appearance be made for the purpose of enabling a member to exhaust his/her administrative remedies for an alleged wrong, even though the general attorney may be of the opinion that the subject of the member's complaint is wholly without merit or is improperly motivated; or
- 4) The request is for the purpose of challenging, or requesting certain action by the board of directors in connection with (a) the calling of a member meeting, (b) the eligibility of an incumbent director or candidate for director or (c) the manner in which director elections have been or are going to be conducted; or
- 5) Whenever the board of directors decides that it is in the best interests of the Cooperative to grant the request.

Except as may be otherwise allowed under (4) above, any attendance allowed at a meeting of the board of directors shall be limited to consideration of the specific matter(s) which the requesting member or other person has set forth in writing, as required under subparagraph A above. If more than one member or other persons request to attend a meeting of the board of directors in connections with the same subject, the board, even though such requests, consistent with the foregoing, may be granted, may nevertheless restrict the maximum number of those who may appear at less than the total who have joined in the request.

3. Whenever one or more members or other persons are allowed to attend a meeting of the board of directors, the following procedure shall be honored:
  - A Each approved attendee shall register their attendance with the Executive Assistant. Such person(s) shall be seated away from the conference table so that their physical proximity to the meeting will not impair or interfere with its conduct.
  - B. Each approved speaker shall have a maximum of 5 minutes to address the board and may supplement oral statements with written statements.
  - C. Without regard to the purpose of person(s) attending a board meeting, they will be duly informed that the board reserves the right, and that it has the duty, to exclude them from the meeting at any time that the board, or any director, deems necessary for the board meeting to proceed objectively and without the prejudice or coercion that such person(s) attendance might cause.
  - D. If such person(s) attend to present a specific matter, including complaints, or to make specific inquiries, the board will hear such presentations and may ask any questions that it deems appropriate, but it will not be obliged to 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 the matter and making a decision thereon, the board shall cause such person(s) to be duly informed thereof, including, if such be the case, that no action was or will be taken thereon.
4. The President & CEO shall report to the board on any such requests, how they have thus far been handled and what recommendations, if any, they or the Cooperative's counsel may have with respect thereto.

**CLAVERACK RURAL ELECTRIC COOPERATIVE, INC.  
WYSOX, PA 18854**

**Directors Meeting Attendance Request**

NOTE: No Cooperative member or other person may attend a meeting of the board of directors unless this request form is completed and express approval for such attendance is thereafter allowed.

Full name, address and telephone number:

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(If this request is also on behalf of others, set forth on a separate sheet their full names, addresses and telephone numbers, and attach the same hereto.)

Are you a member? \_\_\_\_\_ When did you become a member? \_\_\_\_\_

Purpose or purposes for requesting such attendance (be specific):

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State whether you wish to attend an entire meeting or only so long as to be heard on a specific matter?

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On what specific matters do you wish to be heard?

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State names, addresses and telephone numbers of any person(s) you desire to attend the board meeting with you and describe their status -- whether they are a cooperative member or other:

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Date this request form executed \_\_\_\_\_, 20\_\_\_\_

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

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**DO NOT WRITE BELOW THIS LINE**  
**Action on Request**

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Date of Action \_\_\_\_\_,20\_\_\_\_

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

Title: \_\_\_\_\_