

BOARD POLICY

NUMBER 49

SUBJECT: MEMBER ATTENDANCE AT BOARD MEETINGS

1. Introduction and Purpose of Policy

The mission of Continental Divide Electric Cooperative, Inc. (“Continental Divide”), an Energy and Telecommunications Cooperative, is to provide superior energy and communication services that enhance the daily lives of rural New Mexicans.

In keeping with this mission, it is the Cooperative’s policy to allow Member attendance at regular Board meetings of its governing Trustees. It is through these official meetings of record that the Board most often exercises the Cooperative’s powers through Board action. This policy establishes appropriate procedures relating to member attendance and observation of Board meetings.

2. Rules and Procedures

- a. When one or more Members request to attend a Board meeting, the following rules and procedures apply:
 - i. The request shall be submitted to the Cooperative in writing, at least 14 calendar days prior to the scheduled meeting, using the attached “Board Meeting Attendance Request” form hereto and made a part of this Policy.
 - ii. An attendance request may be used solely for the stated purpose within the Board Meeting Attendance Request form submitted such as bringing a complaint or matter of controversy before the Board, in which case the Cooperative’s management shall make every reasonable effort through conference with the requesting Member(s) to resolve the matter without necessity of appearing before the Board.
 - iii. For convenience, Member(s) will be addressed at the beginning of the Board meeting and be given the opportunity within the allotment of time determined in subsection 2(d)(iii) of this policy, to bring their presentation before the Board. At that time, they will be asked to exit the meeting. Member(s) are not permitted to stay through the remaining whole of the meeting.
 - iv. The matter(s) presented to the Board by the Member(s) will be taken into consideration by the Board, but resolution will not take place immediately thereafter. The matter(s) will be taken under advisement of the Board until further notice.
- b. If efforts made by management to resolve Member(s) request(s) fails, then the Board shall schedule a time on its meeting agenda to hear the requesting Member(s) under one or more of the following conditions:
 - i. The Cooperative’s Chief Executive Officer (“CEO”) 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; or
- ii. The Member(s) request(s) or demand(s) that be permitted to make such appearance with or by legal counsel for a stated, bona fide purpose; or
 - iii. The Cooperative's attorney recommends that such appearance be made for the purpose of enabling a Member to exhaust their administrative remedies for an alleged wrong, even though the attorney may be of the opinion that the subject of the Member's complaint is wholly without merit or is improperly motivated; or
 - iv. The request is for the purpose of challenging, or requesting certain action by the Board in connection with, (1) the calling of a Member meeting, (2) the eligibility of an incumbent Board member or candidate, (3) the manner in which Board elections have been or are going to be conducted, or (4) the Board decides that it is otherwise in the best interests of the Cooperative to grant the request.
- c. If more than one Member requests to attend a meeting of the Board in connection with the same subject, the Board, even though such granted request is consistent with the foregoing, may be restricted due to seating limitations. Seating may restrict the number of those who may appear at less than the total who have joined in the request.
- d. Whenever one or more Members attend a meeting of the Board, the following procedure shall be honored:
- i. Such Member(s) shall be seated away from the conference table so that their physical proximity to the meeting will not impair or interfere with proceedings.
 - ii. Without regard to the purpose of Member attendance at a Board meeting, the Member(s) shall be duly informed that the Board reserves the right, and that it has the duty, to exclude the Member(s) from the meeting any time that the Board, or any Member(s) thereof, deems such as necessary for the Board meeting to proceed objectively and without the prejudice or coercion that such Member continued presence might cause.
 - iii. When the Member is called on to present matter(s) to the Board, including complaints, or to make specific inquiries, the Board will hear such presentation from the Member, though such presentation shall not exceed **ten (10) minutes** in time/length, after which time the Board may seek additional inquiry or ask additional questions that the Board deems necessary and/or appropriate. However, the Board will not discuss, respond to, or take any action with respect to such matter or inquiry until after the Member has retired from the Meeting Room. After deliberating the matter and making a decision thereon, the Board shall cause such Member to be duly informed thereof, including, if such be the case, that no action was or will be taken thereon.

- e. Regardless of the action that has already taken place or that may take place at each meeting of the Board with regard to Member(s) request(s) considered herein, the Cooperative's CEO shall report to the Board on any such requests, how they have thus far been handled and what recommendations, if any, the CEO or the Cooperative's general counsel may have with respect thereto.

AUTHORITY

Date of Minutes

03-21-24



KEITH GOTTLIEB, President of the Board



Member Request to Attend Board Meeting

If this request is also for, and on the behalf of other members of the Cooperative, state their full names, addresses, telephone numbers and member account numbers on a separate sheet of paper and attach it.

Full Name (please print or type):

Address:

Account Number:

Daytime Telephone No.:

Please print the specific purpose for requesting such attendance.

Please print the names, addresses and daytime telephone numbers of any individuals that you desire to accompany you and why. Please also describe their relation (Are they fellow cooperative members, your attorney, others?)

Date this request was submitted:

Signature of Request Individual: _____

******* Cooperative Use Only *******

Action on Request:

Date of Action:

Signed By:

Title: