

SURRY-YADKIN ELECTRIC MEMBERSHIP CORPORATION

BOARD POLICY NO.421

MEMBER REQUESTS TO ATTEND BOARD MEETING

I. OBJECTIVE

To establish procedures and conditions upon which members may appear before and address the Board or attend meetings of the Board of Directors.

II. POLICY

A. 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. Consistent with the foregoing principles, members may attend meetings or appear before the Board of Directors as outlined in this policy.

B. Only members who have made a timely request may appear before the Board of Directors for the purpose of presenting a matter of interest. Members may also request to observe a Board meeting.

For 15 minutes at the beginning of each regular Board meeting, members will be permitted to voice their concerns to the Board of Directors, subject to the following:

1. Members who wish to speak during the comment period shall notify the Cooperative's Executive Vice-President/General Manager no later than 12:00 noon on the business day preceding the Board meeting. Requests to comment will be granted on a first come, first serve basis and each member granted such request will comment in the order in which the requests were received.
2. No more than five (5) members may speak, one at a time, during each comment period and each member is limited to three minutes.
3. Once the 15-minute comment period has expired, all member/commenters shall leave the Board meeting unless such member/commenter has reserved a seat to observe the remainder of the Board meeting.

Any member who desires to attend a Board meeting purely for observational purposes shall notify the Cooperative's Executive Vice-President/General Manager by 12:00 noon on the business day preceding the Board meeting. Observation reservations will be accepted on a first-come first-serve basis and will be limited to five (5) members in order to accommodate the size of the Board Room.

- C. Whenever one or more members attend a meeting of the Board of Directors:
1. Such person(s) shall not impair or interfere with the conduct of the Board meeting.
 2. If the member addresses the Board, the Board may ask questions that it deems appropriate, but the Board will not respond to, or take any action with respect to any such matter or inquiry until after such person has retired from the meeting room and the Board has an opportunity to deliberate and discuss the issue. After deliberating on the matter and making a decision, the Board shall inform such person of the decision, including, if such be the case, that no action was or will be taken.
 3. Members attending for observation will be excused from the Board meeting should the Board find it necessary to enter Executive Closed Session for the purpose of discussing, *inter alia*, legal matters, real estate transactions, or personnel issues. Other confidential issues may create the need to enter Executive Closed Session. Once the Executive Closed Session is adjourned, the members in attendance at the Board meeting shall be allowed to re-enter and remain in attendance for the remainder of the Board meeting; provided, the Board does not need to re-enter Executive Closed Session.
- D. The Board of Directors, by the affirmative vote of at least two-thirds of its members, may waive the foregoing requirements and permit a member to immediately appear before the Board upon oral or written request when the Board determines that the subject of such request constitutes a potential emergency which, if not immediately heard and discussed, could cause substantial injury to the best interests of the Cooperative or the Member.

III. RESPONSIBILITY

- A. The Board of Directors is responsible for the administration of this policy.

- B. The Executive Vice-President/General Manager, or his delegate, is responsible for scheduling of commenters and those members seeking to attend for observational purposes only.

EFFECTIVE DATE: January 27, 2016