



POLICY

SUBJECT: Member Participation in Annual Meetings of Members

POLICY: It shall be the policy of the Cooperative to provide a clearly defined process for members of the Cooperative to participate in the governance of their Cooperative at the Annual Meeting of Members. The process shall include instructions for members who wish to add business to the agenda for the Annual Meeting of Members, instructions for making motions from the floor at the Annual Meeting of Members, instructions for making statements at the Annual Meeting of Members, and instructions for members who wish to witness the counting of any ballots cast at the Annual Meeting of Members.

The clearly defined processes shall balance the rights of members to have proper notice of agenda items for the Annual Meeting of Members with the rights of members to bring business before the membership.

In accordance with Article III, Section 4 of the Cooperative's Bylaws, fifty (50) members present in person shall constitute a quorum. If less than a quorum is present at any meeting, no action may be taken at that meeting, except to adjourn the meeting from time to time without further notice, provided, that the Secretary shall notify any absent members of the time and place of such adjourned meeting.

Non-Members of the Cooperative shall have no rights to attend Annual Meetings of Members unless otherwise approved by both the General Manager and the President prior to the Annual Meeting of Members.

PROCEDURE:

Adding Business to the Agenda for the Annual Meeting of Members

The Board of Directors of the Cooperative may add or remove items of business from the agenda for the Annual Meeting of Members by an affirmative vote of the board at any regular or special meeting of the Board of Directors.

Any member may add an item of business seeking action by the membership of the Cooperative to the agenda for the Annual Meeting of Members pursuant to the following procedure:

- The member shall prepare a written motion identifying with specificity the matter to be heard by the general membership. That motion shall include a description of how the matter is of general application to all members and the name and service address of the member submitting the motion.
- The member submitting the motion shall collect signatures from at least 15 members. The signature document shall state clearly that members signing the petition support the inclusion of the motion on the agenda for the Annual Meeting of Members.



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- The written motion and the member petition shall be submitted at least two weeks prior to the July meeting of the Board of Directors, the date of which shall be published in the March/April edition of the Catskill Hi-Line newsletter.

Making a Motion from the Floor at the Annual Meeting of Members

Any member may make a motion from the floor during the Unfinished / New Business portion of the agenda. In accordance with our bylaws, and the procedures set forth in Roberts Rules of Order, which shall govern proceedings at the Annual Meeting of Members, any member may propose, by motion, that any lawful matter pertaining to the business of the Cooperative be presented to the membership for debate. Any such motion must be seconded, to be effective. Once the motion is seconded, the party making the motion is given up to 5 minutes to explain the intended purpose and effect of the motion. Thereafter, any member desiring to be heard on the matter may take up to 5 minutes to do so. No member may speak a second time until all who choose to be heard have been given the chance. At any time, a member may make a motion to close the debate, to indefinitely suspend consideration of the original motion, or to send the motion to committee for further consideration. Debate is had on any subsequent motion in the same fashion as the original motion. When the debate has been closed on any motion, the matter is put to the membership for vote. Members are asked to vote either in favor of, or in opposition to, the motion. The motion is carried upon a majority vote in the affirmative.

Making a Statement at the Annual Meeting of Members

Any member may speak on any topic related to the Cooperative at the Annual Meeting of Members pursuant to the following procedure:

- The member shall stand and request to be recognized by the moderator of the meeting during the Member Questions/Comments portion of the agenda.
- When recognized, the member shall state their full name, confirm that they are an active member of the Cooperative, and state their town of residence.
- The member shall be granted up to 2 minutes to make a statement or ask a question of the Board of Directors, the General Manager, or the Cooperative's Attorney.
- Members who have spoken already during the Member Questions/Comments portion of the agenda shall wait until all other members who wish to be recognized have had their turn before speaking again. The moderator of the meeting may elect to end the Member Questions/Comments portion of the agenda after every member who wishes to be recognized has had an opportunity to speak at least one time.

Witnessing the Counting of Any Ballots Cast at the Annual Meeting of Members

Any member of the Cooperative may witness the counting of any ballots cast at the Annual Meeting of Members according to the following procedure.

- The President of the Cooperative shall announce prior to the Secretary's Report that the absentee ballots will be counted prior to the Elections in order to speed up the ballot counting process following the Elections. The President shall invite the appointed tellers and any other interested member to witness the counting of the absentee ballots, which shall be counted by the Cooperative's Attorney.



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- Prior to Voting, the Cooperative's Attorney shall remind members that they are welcome to witness the counting of ballots cast during the Annual Meeting of Members.

RESPONSIBILITY: General Manager and Board President

DELAWARE COUNTY ELECTRIC COOPERATIVE, INC.

Approved by Board of Directors

March 2, 2015

Revised by Board of Directors

June 25, 2019

Reviewed by Board of Directors

February 22, 2022