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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.

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.



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- 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.
 - The written motion and the member petition shall be submitted at least 90 days prior to the Annual Meeting of Members, the date of which shall be published in the Catskill Hi-Line newsletter at least 120 days prior to the Annual Meeting of Members.

Making a Statement at the Annual Meeting of Members

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

- At least 90 days prior to the Annual Meeting of Members, the member shall submit their comments in writing or in video format to the email address "AnnualMeeting@dce.coop".
- The member shall stand and request to be recognized by the moderator of the meeting during the Member Questions/Comments portion of the agenda.
- In their spoken, written, or video comments, 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 300 written words or 2 minutes to make a statement or ask a question of the Board of Directors, the CEO, 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.
- The Board of Directors and Cooperative staff will review written or video submissions for appropriateness and may decide to have the comment heard at the Annual Meeting of Members by an affirmative vote of the board at any regular or special meeting of the Board of Directors.

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.
- 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.



DELAWARE COUNTY ELECTRIC COOPERATIVE, INC.

Approved by Board of Directors	March 2, 2015
Revised by Board of Directors	June 25, 2019
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