

GLACIER ELECTRIC COOPERATIVE. INC.

POLICY NO. 112

APPEARANCE OF MEMBERS BEFORE THE BOARD OF DIRECTORS

I. OBJECTIVE:

To establish appropriate procedures relating to requests by members to appear before the Board of Directors.

II. Content:

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 granted to 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 and / or Bylaws. This Policy shall be consistent with the foregoing principle.

B.

Consistent with Section II.A. Above but desiring to accommodate any reasonable or necessary request by a member to appear before the Board of Directors, the following rules and regulations shall apply when requests for such appearances are made:

1. The request shall be made in writing on the "Board Meeting Attendance Request" form attached here to and incorporated herein by reference. Said form shall be submitted to the General Manager, the Cooperative's General Counsel or the Board President a minimum of two (2) weeks prior to the Board meeting requesting party wishes to attend so that the attendance may be listed on the proposed agenda and the Cooperative's management may have time to research any necessary information the Board may need in order to have an informed discussion on the matter to be brought before them.

2. Upon receipt of the written request, the General Manager shall make every reasonable effort through meetings or discussions with the requesting party to resolve the matter without the necessity of their attending a Board meeting.

3. If such efforts fail to satisfy the requesting party, the Board of Directors may schedule a time on its meeting agenda to hear the requesting party if:

a. The Cooperatives General Manager, General Counsel or President of the Board conclude that the subject matter of such request has merit, is properly motivated, is of a subject matter that should properly be considered by the Board and such subject matter is not legally privileged or protected; and a discussion of such subject matter with the requesting party would not pose a detriment to the Cooperative as a whole; or

b. The requesting party demands that they be permitted to make such an appearance for a stated, bona fide purpose; or

c. The Cooperative's General Counsel recommends that such appearance be made for the purpose of enabling a member to exhaust his administrative remedies for an alleged wrong, even though the Cooperative's General Counsel may be of the opinion that the subject of the member's complaint is wholly without merit or is improperly motivated; or

d. The request is for the purpose of challenging or requesting certain action by the Board in connection with:

(I) The calling of a member meeting;

(II) The eligibility of an incumbent Board member or candidate therefor; or

(III) The manner in which Board elections have been or will be conducted.

e. The Board of Directors decides that it is in the best interest of the Cooperative to grant the request.

4. Any appearance allowed before the Board of Directors shall be limited to consideration of the specific matter which the requesting member has set forth in writing, as required under Paragraph B.1. above.

5. If more than one member requests to attend a meeting of the Board of Directors in connection with the same subject matter, the Board of Directors, even though such request is consistent with the foregoing, may nevertheless, due to seating limitations, restrict the maximum number of those who may appear at less than the total who have joined in the request. A spokesperson should be selected from this group to present the groups concerns. Other attendees may be granted time to make brief comments.

C.

Whenever one or more member attend a meeting of the Board of Directors, the following procedure shall be honored:

1. Without regard to the subject matter of the request, the requesting party will be duly informed that the Board of Directors reserves the right to, and that it has the duty to, exclude them from the meeting at any time the Board deems necessary for the meeting to proceed objectively and without the prejudice or coercion that said requesting party's continued presence may cause.

2. The Board will make every reasonable endeavor to take up the requesting party's matter early on the meeting agenda for the requesting party's convenience.

3. If the request to attend is approved, the Board shall, prior to the meeting inform the requesting party of the time allotted to them to present their subject matter to the Board. And the Board shall have the opportunity to ask any questions that it deems appropriate of the requesting party. The Board is not required to discuss, respond to, or take any action with respect to such matter or inquiry until after the requesting party has retired from the meeting room. After delivering the matter and making a decision thereon, the Board shall cause such requesting party to be duly informed thereof, including if such be the case, that no action was or will be taken thereon.

D.

Regardless of the action that has already taken place or that may take place thereafter, at each meeting of the Board of Directors, the General Manager shall report to the Board on any such requests, how they have thus far been handled and what recommendations, if any the General Manager or the Cooperative's General Counsel may have with respect thereto.

III. Responsibility

A. It is the General Manager's responsibility to provide member with access to the Board of Directors when the situation or subject matters warrants.

- B. The Board of Directors is responsible for making itself available to the Cooperative's members within the guidelines of this Policy.

President *John R. Bremner* Date *8/26/2015*