

**ARTICLE 12**  
**Revised August 26, 2025**

**Attendance at Board Meetings at the Request of a Member or Other Person**

**Section 1. Purpose**

A. EnerStar Electric’s Board of Directors recognizes that there may be circumstances when a member or other person may desire to speak directly to the Board, as a whole. As used herein the phrase “other person” may be an attorney, or a representative of a group or organization.

B. This policy is to establish clear guidelines and procedures for a member or other person, to attend a Board of Directors meeting to present an issue, concern, or request, that has previously been submitted to EnerStar’s Chief Executive Officer (CEO), but remains unresolved, while ensuring that the presence of the member or other person, does not interfere with the Board’s ability to effectively and efficiently conduct its regular business or result in the potential disclosure of confidential information or trade secrets.

**Section 2. Procedure to Request to Attend a Meeting**

A. Any member or other person (hereafter referred to as a Requesting Party) desiring to attend a Board Meeting shall first present the issue, concern or request (“the Matter”) which they desire to present or discuss with the Board, to EnerStar’s CEO. The CEO, along with other appropriate management or staff of EnerStar, shall have a reasonable amount of time to address and to attempt to resolve the Matter.

B. If the Matter is not resolved within a reasonable amount of time, then the Requesting Party may request to meet with the Board of Directors, by completing, signing and delivering a Request to Attend Board Meeting Form (“the Request”) to EnerStar’s CEO or her/his designee. If the Request is received more than 2 weeks prior to the next scheduled Board Meeting, it shall be added to the agenda for that next meeting. Otherwise, it shall be added to the agenda for the next subsequent Board Meeting.

C. When such a Request is on the agenda, the Board, at that meeting, will review the Request and determine, in its discretion, if the Matter merits an appearance before the Board by the Requesting Party or if the Matter can be satisfactorily addressed by the CEO. If the Request to attend a Board Meeting is denied, the CEO or her/his designee shall promptly notify the Requesting Party of this decision. If the Request is approved, the CEO or her/his designee shall give timely notice to the Requesting Party of the date, place and approximate time for the meeting with the Board of Directors.

**Section 3. Procedure at the Board Meeting**

A. No more than three (3) Requesting Parties, having a common purpose (including their representative, if applicable), may attend or speak at the Board Meeting about the Matter involved.

B. Upon arrival, each Requesting Party shall be greeted and called back to the Board meeting based upon their position on the agenda.

C. The Requesting Party shall have no more than fifteen (15) minutes, in aggregate to present the Matter to the Board

D. They shall promptly leave the boardroom after they have presented their Matter or upon direction given by of the Board Chairperson.

E. If the Chairperson, feels that the Matter has been fully heard, or believes that any further presentation would not be beneficial or would be disruptive, he/she may conclude the discussion of the Matter at any time.

F. The Board will listen to the presentation and may ask questions of the Requesting Party. The Board may discuss the Matter as the Chairperson deems appropriate. The Board will normally, not make any decision on the Matter until after the Requesting Party has left the Board Meeting and the Cooperative facility. Thereafter, the CEO shall notify the Requesting Party of the action to be taken or that no action will be taken.

G. The Board may, during any meeting, adjust or modify this policy and the application thereof to impose other conditions deemed necessary to provide and maintain an orderly procedure sufficient to enable the Board to consider, transact and conduct the other business of its meeting.

#### **Section 4. General Provisions**

A. Representatives of the news media are not allowed to attend Board Meetings; however, the CEO and the Board may respond to inquiries from representatives of the news media.

B. The taking of photographs, pictures, video recording, video streaming, audio recording and audio streaming are strictly prohibited during the Board Meetings and in the boardroom.

C. A Requesting Party will not be allowed to attend a Board Meeting, or the Board may limit or deny attendance by a Requesting Party at the Board Meeting, or the Board may ask for a Requesting Party to immediately leave a Board Meeting, under any of the following circumstances:

- (1) If the Requesting Party fails to follow this policy, or any part thereof.
- (2) The Board Chairperson believes that the Requesting Party's attendance is intended for an unlawful or unethical reason or that the Requesting Party is seeking action not authorized by the Cooperative's bylaws or policies.
- (3) The actions or conduct of the Requesting Party are deemed to be disruptive, misleading or inappropriate by the Board Chairperson.

