

BOARD POLICY 430 - ATTENDANCE BY OTHERS AT MEETINGS FOR THE BOARD OF DIRECTORS

1 PURPOSE

To establish the basic terms, conditions and related procedures whereby requests by members or other persons to attend meetings of the board of directors shall be treated.

2 POLICY AND PROCEDURE

- (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 of Bylaws. This Policy and related procedure shall be consistent with the foregoing principle.
- (b) Consistent with paragraph (a) above, but desiring to accommodate any reasonable or necessary request by a member or other person to attend meetings of the Board of Directors, the following rules and regulations shall apply when requests for such attendance are received:
 - (1) The request shall be set forth in writing and submitted to Branch Manager (s) or the President, setting forth the reason(s) therefore and the other information called for by the "Director Meeting Attendance Request" form attached hereto and being a part of this Policy No. 430. The Cooperative must receive the "Director Meeting Attendance Request" form at least ten (10) days prior to the date of the Board Meeting at which it is to be acted upon.
 - (2) Management shall make every reasonable effort to confer with the requesting party and through such conference arrive at decisions that satisfy the requesting party without granting any such meeting attendance request.
 - (3) If such management conference effort fails to satisfy the requesting party, who then persists in his request to attend one or more meetings of the Board of Directors, such request shall be denied unless
 - (i) The Cooperative's President or the general attorney concludes that the subject matter of such request has merit and is not improperly motivated, and that any decision that is to be made should be directly made or approved by the Board of Directors; or
 - (ii) The Cooperative's general attorney 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 general attorney may be of the opinion that the subject of the member's complaint is wholly without merit or is improperly motivated;
 - (iii) The request is for the purpose of challenging, requesting certain action by the Board of Directors in connection with
 - (A) the calling of a member meeting,
 - (B) the eligibility of an incumbent director or candidate for director or
 - (C) the manner in which director elections have been or are going to be conducted; or

- (iv) Whenever the Board of Directors decides that is in the best interest of the Cooperative to grant the request.

Except as may be otherwise allowed under (3) above, any attendance allowed at a meeting of the Board of Directors shall be limited to consideration of the specific matter(s) which the requesting member or other person has set forth in writing, as required under subparagraph (b)(1) above. If more than one member or other persons requests to attend a meeting of the Board of Directors in connection with the same subject, the Board, even though such request, consistent with the foregoing, may be granted, may nevertheless restrict the maximum number of those who may appear at less than the total who have joined in the request.

- (4) Whenever one or more members of other persons are allowed to attend a meeting of the Board of Directors, the following procedure shall be honored:
 - (i) Such person(s) shall be seated away from the conference table so that their physical proximity to the meeting will not impair or interfere with its conduct.
 - (ii) Without regard to the purpose of one person(s) attending a board meeting, they will be duly informed that the board reserves the right, and that it has the duty, to exclude them from the meeting at any time that the board, or any director, deems such necessary for the board meeting to proceed objectively and without the prejudice or coercion that such person(s) attendance might cause.
 - (iii) If such person(s) attend to present a specific matter, including complaints, or to make specific inquiries, the board will hear such presentation totally, including asking any questions that it deems appropriate, but it will not discuss or respond to or take any action with request to such matter or inquiry until after such person(s) have retired from the meeting room. After deliberating the matter and making a decision thereon, the board shall cause such person(s) to be duly informed thereof, including, if such be the case, that no action was or will be taken thereon.

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

3 RESPONSIBILITY

It shall be the responsibility of the Branch Manager, President and General Counsel to implement this Policy in connection with processing requests and reporting to the Board of Directors as herein provided for. It shall be the responsibility of the board to implement this Policy in connection with (1) making any final decision as to whether to grant a meeting attendance request and (2) instructing any person attending a board meeting and otherwise assuring compliance with this Policy as herein provided for.

EFFECTIVE DATE: 09/27/03

STATE NAMES, ADDRESSES AND TELEPHONE NUMBERS OF ANY PERSON(S) YOU DESIRE TO ATTEND THE BOARD MEETING WITH YOU AND DESCRIBE THEIR STATUS -- WHETHER THEY ARE A CORPORATE MEMBER, YOUR ATTORNEY OR OTHER.

Name _____
Address _____

Telephone Number _____
Status (Member/Attorney/Other) _____

Name _____
Address _____

Telephone Number _____
Status (Member/Attorney/Other) _____

Name _____
Address _____

Telephone Number _____
Status (Member/Attorney/Other) _____

(Attach additional sheets if necessary)

To be completed by the Cooperative

DATE OF REQUEST: _____
ACTION ON REQUEST: _____
SIGNED: _____
TITLE: _____