

ENERGYUNITED ELECTRIC MEMBERSHIP CORPORATION
MEMBERSHIP POLICY MANUAL

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TABLE OF CONTENTS

MP-01: MEMBERSHIP POLICY MANUAL	3
MP-02: MEMBER AND PUBLIC RELATIONS	5
MP-03: MEMBER ATTENDANCE AT BOARD MEETINGS.....	6
MP-04: MEMBER REQUESTS FOR COOPERATIVE INFORMATION	13
MP-05: MEMBER ADVISORY COMMITTEES	20
MP-06: CONSERVATION OF ENERGY	22
MP-07: RENEWABLE ENERGY CREDIT OFFERING TO MEMBERS	24

MP-01: MEMBERSHIP POLICY MANUAL

Version: 2015.12.17

1. OBJECTIVE:

To establish the basis for the formulation, approval, publication, and distribution of written membership policy statements to provide guidance to the Members, Board of Directors (“Board”), Chief Executive Officer (“CEO”), management, employees, contractors, and other persons and entities in furtherance of the purposes, objectives, plans, viewpoints, and operational requirements of the Cooperative.

2. POLICY CONTENT:

- a. The Board hereby recognizes its responsibility for membership policy planning and development through observation, study, and analysis of the affairs of the Cooperative which, together with the recommendations of the CEO, provide the basis for membership policy content.
- b. Membership policies will be developed and placed in written form. All membership policies shall be placed in a membership policy manual that is available the Members, Board of Directors (“Board”), Chief Executive Officer (“CEO”), management, employees, contractors, and other persons and entities in furtherance of the purposes, objectives, plans, viewpoints, and operational requirements of the Cooperative.
- c. If any position with the Cooperative referred to in membership policies is replaced by another position, then the membership policies shall be interpreted as referring to the replaced position without the necessity of any further action being taken.
- d. The Board may, in its sole discretion, modify membership policies at any time. The CEO and Corporate Attorney may make administrative corrections and non-substantive modifications to membership policies without Board approval. Administrative corrections and non-substantive modifications include, but are not limited to, format changes, spelling corrections, style modifications, numbering changes, etc.

3. RESPONSIBILITY:

- a. The Board is responsible for the review, consideration, and approval of membership policies.
- b. The CEO is responsible to the Board for recommendations covering the areas of need where membership policies are required, such recommendations shall include the membership policy statement, content, and responsibility requirements which are to be reviewed for revision, correction, and appropriate action by the Board.

- c. The requirements for membership policies are to be determined by the Board in consultation with the CEO. The CEO is solely responsible for all internal operational procedure statements that are required relative to procedures necessary in the accomplishment of their responsibilities.

MP-02: MEMBER AND PUBLIC RELATIONS

Version: 2004.05.17

1. OBJECTIVE:

To assure a continuing program of Member and public relations to the end that the Membership and the general public might benefit and be better informed about the Cooperative, the following policy is established.

2. POLICY CONTENT:

- a. Member Relations and Power Use: The Cooperative shall carry on an active Member and public relations and power conservation program in keeping with the objectives of the Cooperative.
- b. Public Relations - General: The Cooperative shall at all times conduct its affairs and cooperate with all social, civic, and religious organizations in such a manner, and within the limits of annual work program and budgets, so as to maintain the best public relations.
- c. The Carolina Country Publication: The Carolina Country (official publication of North Carolina Association of Electric Cooperatives) may be sent to Members and to such other persons as the Cooperative from time to time determines.

3. RESPONSIBILITY:

- a. It shall be the responsibility of the Chief Executive Officer to administer this policy and to establish such controls as may be needed to keep the Board of Directors ("Board") informed in this area.
- b. It shall be the responsibility of the President to advise the Board of any non-adherence to this policy as it relates to Director responsibilities.

MP-03: MEMBER ATTENDANCE AT BOARD MEETINGS

Version: 2004.05.17

1. OBJECTIVE:

To encourage and to establish appropriate procedures relating to Member attendance at Board of Director (“Board”) meetings.

2. POLICY CONTENT:

- a. Section 4.2 of the Bylaws provides that all of the Cooperative’s powers must be exercised by the Board or under the Board’s authority and that Cooperative activities and affairs must be managed under the Board’s direction and subject to the Board’s oversight.
- b. Notwithstanding the foregoing Bylaw provision, it is the Cooperative’s ideal and policy to encourage Member attendance and observation of Board meetings. It is in their official meetings that the Board most often exercises the Cooperative’s powers through Board action. This policy the Cooperative encourages and establishes appropriate procedures relating to Member attendance and observation of Board meetings.
- c. When one or more Members request to attend a Board meeting, the following rules and procedures shall apply:
 - i. The request shall be submitted to the Cooperative in writing at least fifteen days prior to the Board Meeting at which attendance is requested.
 - ii. The request shall be made using the “Board Meeting Attendance Request” form attached hereto and made an integral part of this policy.
 - iii. An attendance request may be solely for the stated purpose of allowing the requesting Member(s) to observe the Board meeting for their own interest and enlightenment about their Cooperative’s affairs, in which case they will be permitted to attend the entire meeting except such part thereof, if any, in which the Board goes into executive session.
 - iv. An attendance request may be for the sole stated purpose of observing one or more particular items on the Board agenda, in which case (assuming the item does not require executive session consideration), the Board will make every reasonable endeavor to take up those items early on the meeting agenda for the requesting Member’s convenience.
 - v. If an attendance request is made for the sole stated purpose of bringing a complaint or controversial matter before the Board:

- (1) The Cooperative's management shall make every reasonable effort through conference with the requesting Member(s) to resolve the matter without necessity of their attending a Board meeting.
 - (2) If such effort fails, then the Chief Executive Officer ("CEO") and a Board Officer will attempt to resolve the matter.
 - (3) If such additional effort fails, then the Board shall schedule a time on its meeting agenda to hear the requesting Member(s) if:
 - (a) The CEO or the Corporate 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.
 - (b) The Member requests or demands that they be permitted to make such appearance with or by legal counsel for a stated, bona fide purpose.
 - (c) The Corporate 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 Corporate Attorney may be of the opinion that the subject of the Member's complaint is wholly without merit or is improperly motivated.
 - (d) The request is for the purpose of challenging, or requesting certain action by the Board in connection with, the calling of a Member meeting, the eligibility of an incumbent Board member or candidate, or the manner in which Board elections have been or are going to be conducted.
 - (e) The Board decides that it is otherwise in the best interests of the Cooperative to grant the request.
- vi. If more than one Member requests to attend a meeting of the Board in connection with the same subject, the Board, even though such request, consistent with the foregoing, may be granted, 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.
- d. Whenever one or more Members attend a Board meeting, the following procedures shall be honored:
- i. Such Member(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 a Member's attending a Board meeting, the Member will be duly informed that the Board reserves the right, and that it has the duty, to exclude the Member from the meeting at any time that the Board, or any

member thereof, deems such is necessary for the Board meeting to proceed objectively and without the prejudice or coercion that such Member's continued presence might cause.

- iii. If a Member attends 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 respect to such matter or inquiry until after the Member has retired from the meeting room. After deliberating the matter and making a decision thereon, the Board shall cause such Member to be duly informed thereof, including, if such be the case, that no action was or will be taken thereon.
- e. Regardless of the action that has already taken place or that may take place thereafter, at each meeting of the Board the CEO shall report to the Board on any such requests, how they have thus far been handled and what recommendations, if any, he or the Corporate Attorney may have with respect thereto.

3. RESPONSIBILITY:

The CEO shall be responsible for the administration of this policy.

EXHIBIT A

ENERGYUNITED ELECTRIC MEMBERSHIP CORPORATION

BOARD MEETING ATTENDANCE REQUEST FORM

Requests to attend board meetings will not be granted unless the requesting Member (or their authorized agent) completely fills out and executes this this form. If you need additional space for your answers, please use separate sheets of paper and attach them to this form.

1. Please state your full name, home address, home telephone number, mobile telephone number, email address, and member account number as appearing on the Cooperative's records. If this request is also for or on behalf of other persons or entities, please state their full names, addresses, home telephone numbers, mobile telephone numbers, email addresses, and member account numbers as appearing on the Cooperative's records.
2. Please state the purposes of this request:
3. Please state the names, home addresses, home telephone numbers, mobile telephone numbers, and email addresses of any persons who will be attending the board meeting with you and describe in detail their relationship to you, whether they are cooperative members, and the purpose of their attendance:

4. If you are represented by an attorney in this request, please state such attorney's name, business address, business telephone number, and business email address.

5. State the date of the board meeting you request to attend:

I certify I have fully and truthfully answered the questions above.

Signature: _____(SEAL)

Printed Name: _____

Printed Organization Name: _____

Printed Title: _____

Date of Request: _____

[NOTARY BLOCKS ON NEXT PAGE]

NOTARY BLOCK FOR REQUESTS BY INDIVIDUALS

NORTH CAROLINA

_____ COUNTY

I, _____, a Notary Public in and for said County and State, do hereby certify that _____ personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and notarial seal this _____ day of _____, 20_____.

Notary Public

My Commission Expires: _____

* * * * *

NOTARY BLOCK FOR REQUESTS BY LEGAL ENTITIES

NORTH CAROLINA

_____ COUNTY

I, _____, a Notary Public in and for said County and State, do hereby certify that _____ personally appeared before me this day and acknowledged that they are the _____ of _____, and that they, as _____, being authorized to do so, executed the foregoing instrument on behalf of _____.

WITNESS my hand and notarial seal this _____ day of _____, 20_____.

Notary Public

My Commission Expires: _____

ATTACH ADDITIONAL NOTARY PAGES AS NECESSARY

MP-04: MEMBER REQUESTS FOR COOPERATIVE INFORMATION

Version: 2015.12.17

1. OBJECTIVE:

- a. To describe the policy and procedure whereby Members may obtain information about their Cooperative and to describe such information that may not be released because of its special confidential nature.
- b. To protect Member rights with respect to the inspection of Cooperative records.

2. POLICY CONTENT:

- a. Cooperative principles promote the idea of an informed, educated membership. In furtherance of this ideal, the Cooperative will make available upon five days written request from a Member (or a Member's representative) the following:
 - i. The Articles of Incorporation (also known as the Articles of Consolidation) and any restated Articles of Incorporation and all amendments to those currently in effect.
 - ii. The Bylaws or restated Bylaws and all amendments to those currently in effect.
 - iii. Resolutions adopted by the Board of Directors ("Board") relating to the number of Directors and directorate districts of the Cooperative.
 - iv. Minutes of all Membership meetings and records of all actions taken by the Members for the past three years.
 - v. All written communications to Members generally within the past three years, and the financial statements, if any, that have been furnished or would have been required to be furnished to a Member upon demand during the past three years.
 - vi. A list of the names and business or home addresses of the current Directors and Officers.
- b. If a Member's demand is made in good faith and for a proper purpose, the Member describes with reasonable particularity the purpose and the records the Member desires to inspect, and the records are directly connected with this purpose, a Member may inspect upon reasonable notice to the Cooperative and after making written request therefore, the following documents:
 - i. Excerpts from minutes of meetings of the Board (including action taken at such meetings).
 - ii. Excerpts of minutes of action taken by the Board without meeting.

- iii. Excerpts from actions taken by committees of the Board in the place of the Board and on behalf of the Cooperative.
 - iv. Accounting records of the Cooperative.
 - v. The Membership list (provided, such Membership list shall not be obtained or used by any person for any purpose unrelated to a Member's interest as a Member and, without the consent of the Board, a Membership list (or any part thereof) shall not be used [1] to solicit money or property unless such money or property will be used solely to solicit the votes of the Members in an election to be held by the Cooperative, or [2] used for any commercial purpose, or [3] sold to or purchased by any person.
- c. Any Member requesting information under Section (2)(a) or Section (2)(b) above shall complete, date, and sign a Member Information Request Form, a copy of which is attached hereto and made a part of this policy. The Cooperative may further require a Member requesting information to pay the cost of materials and labor associated with the reproducing of the information requested by the Member and no documents will be delivered to a requesting Member until all fees and costs have been paid in full. The completed and signed Member Information Request Form will be reviewed as soon as possible by the Chief Executive Officer ("CEO"), who, before acting thereon, will consult with the Cooperative's corporate counsel. If the two of them conclude [1] that the request is made in good faith, and [2] that the information requested and purposes for which it is requested are materially germane to the requesting person's interest as a Member of the Cooperative, and [3] that furnishing the requested information will not be harmful to the Cooperative's best interest, the information will be made available to the Member. If either or both disagree as to any of the foregoing factors, the matter will be referred to the Board for decision.
- d. If a Member makes a request for information, disclosure of which is not prohibited by this policy, but which might otherwise be objectionable, the Cooperative, may, but does not commit that it will, cooperate in a "friendly suit," the object of which will be that if the Member's request is recognized and honored by a court of competent jurisdiction, the parties will agree upon conditions attaching to the release of such information such that, if the conditions are violated, the Member may be found in contempt of court. If the requesting Member refuses to agree to such conditions, the Cooperative will not cooperate in such a "friendly suit" and the Member will be put to their own decision as to whether to institute such an action.
- e. Information which will not be furnished to anyone without a protective court order includes the following:
- i. Hourly wages, salaries, and benefits of employees other than the wage and salary plan which is in effect.
 - ii. Any employee's personnel file or records, or any other person's file or records.

- iii. Any information which constitutes a trade secret, process, program, trademark, or any other legally protected confidential information or thing owned or protected in confidentiality by contract.

3. RESPONSIBILITY:

- a. The CEO and his or her staff, will be responsible for the administration of this policy. The CEO shall seek the advice of the Corporate Counsel and further seek the advice and counsel of the Board, as necessary.
- b. It shall be the responsibility of the Board to implement this policy when Member information requests are submitted to it for consideration and decision as herein provided for.

EXHIBIT A
ENERGYUNITED ELECTRIC MEMBERSHIP CORPORATION

MEMBER INFORMATION REQUEST

Requests for information will not be granted unless the requesting Member (or their authorized agent) completely fills out and executes this this form. If you need additional space for your answers, please use separate sheets of paper and attach them to this form.

No information concerning the Cooperative, its Members, personnel, Directors, agents, employees, or operations shall be made available unless the requesting Member (or their authorized agent) completely fills out and executes this form. Attach additional pages if necessary to fully complete this form.

1. Please state your full name, home address, home telephone number, mobile telephone number, email address, and member account number as appearing on the Cooperative's records. If this request is also for or on behalf of other persons or entities, please state their full names, addresses, home telephone numbers, mobile telephone numbers, email addresses, and member account numbers as appearing on the Cooperative's records.

2. Please state the member information requested:

3. Please state the purposes of this request:

4. Please state every person or entity who will receive or review the requested member information:

5. Please state the name, business address, telephone number, and email address of any attorney who represents a person or entity making or associated this request or who will receive the requested member information.

By signing below, I agree and certify that I have fully and truthfully answered the questions above. I further certify that I will not disclose, or allow others to disclose, any information produced in response to this request to any person or entity other than those persons or entities listed above. I further agree and certify that I will not use, or allow others to use, any information produced in response to this request, for any purpose other than those purposes listed above. I further agree and certify that I will, personal and in all other capacities, indemnify, hold harmless, and defend EnergyUnited Electric Membership Corporation, its directors, officers, employees, and agents, from any and all claims of any kind arising from or connected in any way with any and all member information disclosed in connection with this request, including, but not limited to, any and all uses or disclosures of said member information.

I certify I have fully and truthfully answered the questions above.

Signature: _____(SEAL)

Printed Name: _____

Printed Organization Name: _____

Printed Title: _____

Date of Request: _____

[NOTARY BLOCKS ON NEXT PAGE]

NOTARY BLOCK FOR REQUESTS BY INDIVIDUALS

NORTH CAROLINA

_____ COUNTY

I, _____, a Notary Public in and for said County and State, do hereby certify that _____ personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and notarial seal this _____ day of _____, 20_____.

Notary Public

My Commission Expires: _____

* * * * *

NOTARY BLOCK FOR REQUESTS BY LEGAL ENTITIES

NORTH CAROLINA

_____ COUNTY

I, _____, a Notary Public in and for said County and State, do hereby certify that _____ personally appeared before me this day and acknowledged that they are the _____ of _____, and that they, as _____, being authorized to do so, executed the foregoing instrument on behalf of _____.

WITNESS my hand and notarial seal this _____ day of _____, 20_____.

Notary Public

My Commission Expires: _____

ATTACH ADDITIONAL NOTARY PAGES AS NECESSARY

MP-05: MEMBER ADVISORY COMMITTEES

Version: 2010.09.16

1. OBJECTIVE:

- a. Member Feelings: To help the Board of Directors (“Board”) to better know the feelings of the Members relating to the community, the Cooperative, and its operations.
- b. Sounding Board: To serve as a sounding board for the evaluation of ongoing programs and policies and the development of new programs.
- c. Member Understanding: To help foster a high degree of understanding with the Membership of their Cooperative and its operations.
- d. Member Needs: To enable the Cooperative to be totally member oriented and responsive to member desires and needs.

2. POLICY CONTENT:

The Board has resolved that the following policy concerning Member Advisory Committees (“MAC”) be established and made known.

- a. Selection, Makeup, and Terms of MAC Members: The Board shall establish three MACs to meet in Statesville, Lexington, and Cornelius, which conforms to the operating regions. Each MAC shall have no less than twelve members which shall be representative of the makeup of the Membership of the Cooperative. The MAC members shall serve for a period of three years on a rotating basis. MAC members shall then rotate off the MAC for at least three years before returning to service. The Directors in the operating region will select the MAC members with the assistance of the current MAC members and staff. The current MAC members will be requested to suggest Members’ names that will be considered by the MACs in the operating region for recommendation to the Board for appointment.
- b. MAC Responsibilities: Each MAC will meet every four months in a scheduled meeting and more frequently if needed. Directors in the district will attend and participate in each meeting. The MAC will select a chairperson and vice chairperson at its first meeting who will serve for one year. The chairperson, together with the Directors from the district, will be responsible for determining the agenda for each meeting, which will be mailed to each MAC member at least one week prior to the scheduled meeting. The MAC is an advisory committee to the Board, and as such can make recommendations to the Directors relating to matters affecting the Membership of the Cooperative. The MAC will seek information and opinions from the Members and share the results of such Member communications with the Directors. The MAC will assist the Directors in planning and conducting Member meetings and will help the Directors to gain

understanding with the Members in matters relating to their Cooperative and its operations.

- c. Staff Assistance: The district staff and the general office staff will be available to assist the Committee in carrying out its responsibilities. A member of the staff may serve as secretary to the Committee. Employees of the Cooperative shall serve as resource people to the MAC as requested. Recommendations and information from the MACs to the Board will be made to the Directors in the district.
- d. MAC Reports: Reports on MAC activity shall be made annually to the Board.
- e. Reimbursement for Expenses: MAC members will be eligible for a \$50.00 per diem and reimbursement for mileage to attend MAC meetings, round trip, home to meeting place, as established in accordance with Board policy 5-06B.

3. RESPONSIBILITY:

- a. The Board is responsible for the administration of this policy and for changes in the policy as needed to meet current conditions.
- b. The Vice President of Customer Care is responsible to administer the portion of the policy relating to staff involvement and assistance to the MAC.
- c. MAC chairpersons are responsible for seeing that an agenda is prepared for each meeting, for seeing that MAC members are informed of the meetings, and for reporting to the Board.
- d. Directors are responsible for seeing that the MAC in their district functions effectively, and for participation in MAC meetings.
- e. MAC members are responsible to actively participate in the work of the MAC and to effectively communicate with the Directors and Membership in their district.

MP-06: CONSERVATION OF ENERGY

Version: 2004.05.17

1. OBJECTIVE:

- a. To impress upon Members and general public the vital importance of energy conservation.
- b. To impress upon Members and general public the dedication of the Cooperative to an energy conservation and management program which will result in more efficient use of electric energy by its Members.

2. POLICY CONTENT:

The Board of Directors has resolved that the following statement shall be the policy of the Cooperative in the use and conservation of energy.

- a. System Energy Use: Constantly examine system use of energy. This includes, but is not limited to, plant engineering design and construction, lighting and climate control, and use of vehicles.
- b. Energy Management: Develop and carry out a system wide program of energy management including energy conservation, adequate home insulation, weatherization, and efficient use of energy on the farm, in business, and in the home. (Alternate energy sources will be appropriately considered.)
- c. Information Program: Develop and carry out an information program so that the need for energy management is understood along with understanding of what each consumer can do to meet their energy use needs most effectively.
- d. Education Program for Trade Personnel: Develop and carry out an information and education program with groups involved in construction, heating and air-conditioning, and insulation work to assure understanding and coordination in methods of energy conservation and management.
- e. Employee Training: Develop training as appropriate for all employees.
- f. Weatherization Program: Develop an adequate program to promote home and business weatherization and work with individuals and contractors to implement program and secure financing from available sources.
- g. Rates: Develop optional rate structures that will encourage the switching of energy usage from peak to off-peak periods which will result in a higher plant usage factor and corresponding lower cost to the consumer.

3. RESPONSIBILITY:

It shall be the responsibility of the Chief Executive Officer to develop work plans and budget recommendations to carry out this policy and to develop appropriate control reports to assess results.

MP-07: RENEWABLE ENERGY CREDIT OFFERING TO MEMBERS

Version: 2011.03.17

1. OBJECTIVE:

- a. To impress upon Members and the general public the vital importance of renewable energy.
- b. To provide an incentive to Members who install small renewable energy generation facilities.

2. POLICY CONTENT:

- a. The Board of Directors has resolved that the following statement shall be the policy of the Cooperative in the use and conservation of energy:
- b. Renewable Energy: Develop and carry out a system wide program promoting the use of renewable customer-owned resources.
- c. Incentives: Develop incentive programs to encourage the development of renewable distributive generation.

3. RESPONSIBILITY:

It shall be the responsibility of the Chief Executive Officer to develop programs to carry out this policy and to develop appropriate control reports to assess results.