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AECI Board Policy

1. Purpose

This Board policy outlines AECI policies for implementing the Open Meetings Requirement set forth in the By Laws and for communication and actions leading up to, during, and after AECI Board Meetings.

2. Scope

This AECI Board Policy covers all written, verbal, and other forms of communication and supporting guidelines for the By Law mandates with the Open Meetings Requirements as adopted by the AECI Membership. This Board Policy will govern Board Meetings, Board Member interactions, and Membership participation in Open Meetings.

3. Procedure

It shall be the Policy of the Arab Electric Cooperative, Inc. to adhere to the following:

Board Meeting Type and Notice


Unless otherwise provided in the notice for a meeting, The Arab Electric Cooperative, Inc. Board of Trustees (the "Board") meetings shall be open to the public and held at Arab Electric Cooperative, Inc. Headquarters. The Board shall give written notice of the date, hour, place, and subject(s) of each meeting it holds. The Board must hold each public meeting within the boundaries of the AECI territory. Each Member in attendance will be required to sign in at the meeting.

Regular business meetings of the Board will ordinarily be held on the fourth Monday of each month at 6:00 pm. However, the Board shall not meet on any fourth Monday that falls on a recognized holiday. Additionally, the Board President or any three Board Members may call a Special Meeting when deemed necessary.

Notice of Regular and Special meetings shall be given seven (7) days prior to the scheduled time of the meeting and at least two (2) hours prior to the time of an Emergency meeting. The said notice shall be posted on a bulletin Board at a place convenient to the Membership in the AECI lobby.

When determined necessary and for the convenience of the Board, the Board President may change the date or time of a Regular meeting. The notice for that meeting shall reflect the changed date or time.

The time and place of Special and Emergency meetings shall be as set out in the notice for the meeting. AECI shall provide Special notice of each meeting by electronic mail to

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any news media and/or Member that has requested it and agreed to reimburse the district for the cost of providing the Special notice.

The President of the Board shall call Special meetings at the President’s discretion or on request by three Members of the Board.

The President shall call an Emergency meeting when it is determined by the President, the General Manager or three (3) Members of the Board that an emergency or urgent public necessity, as defined by law, warrants the meeting.

Agenda Preparation and Publication


In consultation with the Board President, the General Manager shall prepare a preliminary agenda for all Board meetings. The Board President alone may place an item on the agenda. Any Board Member may request that the President place an item on the preliminary agenda. In the event that the President declines to place the requested item on the preliminary agenda, if any three Board Members request an agenda item in writing, the Board President shall place that specific item on the agenda.

Each agenda will ordinarily contain:

1. Roll Call
2. Invocation
3. Pledge of allegiance
4. Approval of current agenda
5. Approval of previous meeting minutes
6. Board discussion items, which include new and general matters for discussion raised by individual Board Members or the General Manager.
7. Board action items, which include items discussed in a previous Board meeting as “Board Discussion items”. In order to suspend the rules and take up an action item which has not been a previous Board Discussion item (in a previous meeting) a Board vote with two-thirds (2/3) majority of the quorum is required.
8. Member Comments
9. Announcement of the date for the upcoming AECI Board Meeting
10. Adjourn

When the agenda is prepared, the Board President shall determine items, if any, that qualify to be placed on the agenda. For each item listed as part of an agenda, the Board shall be furnished with background material. Before the official agenda is finalized for any meeting, the General Manager shall consult the Board President to ensure that the agenda and the topics included meet with the President’s approval.

In reviewing the agenda, the President shall ensure that any topics the Board or Board Members have requested to be addressed are either on that agenda or scheduled for deliberation at an appropriate time in the near future. The Board President shall not have authority to remove from the agenda an item timely requested by three (3) Board Members without their specific authorizations.

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AECI may, but is not required to post notice of a meeting on the Internet. However, if the posting of a meeting is posted on the Internet, AECI must still comply with the duty to physically post the notice in the central administration office.

Agendas for meetings, when possible, shall be sufficiently specific to inform the Membership of the subjects to be deliberated at the meeting, setting out any Special or unusual matters to be considered or any matter in which the Member has a particular interest. The Board may take up matters in a duly called open meeting which are not on the preliminary agenda which has been posted.

Executive Sessions


The Board may conduct a closed meeting when the agenda subject is one that may properly be discussed in closed meeting under the Alabama Open Meetings Act. The Board may conduct a closed meeting for the purposes described in the following provisions:

1. Private consultations with its attorney only when it seeks the attorney's advice about pending or contemplated litigation or a settlement offer or on a matter in which the duty of the attorney to the Board under the Alabama Disciplinary Rules of Professional Conduct of the State Bar of Alabama clearly conflicts with the requirement for open meetings.
2. To deliberate the purchase, exchange, lease, or value of real property if deliberation in an open meeting would have a detrimental effect on the Board's position in negotiations with a third person.
3. The general name and character of an employee or former employee, Member, or Board Member.
4. The deployment, or specific occasions for implementation, of security personnel, devices, plans or audits; security assessments or deployments relating to information resources technology; network security information; or the deployment, or specific occasions for implementation, of security personnel, critical infrastructure, or security devices.

If a closed meeting is allowed, the Board shall not conduct the closed meeting unless a quorum of the Board first convenes in an open meeting for which proper notice has been given and the presiding officer has publicly announced that a closed meeting will be held and has identified the section or sections of the Open Meetings Act or other applicable law under which the closed meeting is held.

A final action, decision, or vote on a matter deliberated in a closed meeting shall be made only in an open meeting for which proper notice has been given.

Closed meetings may not be recorded.

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Meeting Order of Business

The order of business for Regular Board meetings shall be as set out in the agenda accompanying the notice of the meeting. At the meeting, the order in which posted agenda items are taken may be changed by consensus of Board Members.

Voting shall be by voice vote or show of hands as directed by the President. Any Member may abstain from voting, and a Member's vote or failure to vote shall be recorded upon that Board Member's request.

Discussions shall be addressed to the President of the Board and then the entire Membership. Discussion shall be directed solely to the business currently under deliberation, and the Board President shall halt discussion that does not apply to the business before the Board.

The Board President shall also halt discussion if the Board has agreed to a time limitation for discussion of an item, and that time limit has expired. Aside from these limitations, the President shall not interfere with debate so long as Board Members wish to address themselves to an item under consideration.

The Board may act only by majority vote of the Members present at a meeting held in with the AECI by laws. A majority vote is determined from a majority of those present and voting, excluding abstentions, assuming a quorum is present. No vote shall be taken by secret ballot.


Each meeting will have an agenda item for "Board discussion items". Known new and general matters for discussion will be sent by any member to the General Manager and the Board President by individual Board Members raising the same or the General Manager, so that it can be published on the preliminary agenda.

Each meeting will have an agenda item for "Board action items" which will have specified action items listed. In order to be included on "Board action items", the items must have been included as a Board discussion item on a previous agenda. In order to turn a discussion item into an action in the same meeting, a Board vote to "suspend the rules" must pass by at least a two-thirds (2/3) a majority of all Board Members in attendance.

Open Meeting Requirements

"Meeting" means a deliberation among a quorum of the Board, or between a quorum of the Board and another person, during which AECI business or policy over which the Board has supervision or control is discussed or considered, or during which the Board takes formal action.

A communication from the General Manager to the Board about AECI business or AECI policy over which the Board has supervision or control does not constitute a meeting or

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deliberation for purposes of the Open Meetings Act if the Board does not deliberate among themselves regarding the communication from the General Manager.

“Deliberation” means a verbal or electronic exchange among a quorum of the Board, as a group or individually among a quorum of the Board, or between a quorum of the Board and another person, such that other Board Members are being informed as to the opinions of other Board Members on any issue within the jurisdiction of the Board or any AECI business.

The term “meeting” does not include the gathering of a quorum of the Board at a social function unrelated to the AECI business that is conducted by the Board, the attendance by a quorum of the Board at a regional, state, or national convention or workshop, ceremonial event, or press conference, or the attendance by a quorum of the Board if formal action is not taken and any discussion of AECI business is incidental to the social function, convention, workshop, ceremonial event, press conference, forum, appearance, or debate.

The Board shall provide the General Manager an opportunity to present at a meeting an oral or written recommendation to the Board on any item that is voted on by the Board at the meeting.


Every meeting of the Board shall be open to the public. The Board shall not tolerate disorderly conduct or disruptions of the meeting by Membership. The presiding Board officer, or a majority of the Board, may, however, exclude a Member who is acting disorderly or who continues disruptive to the meeting.

All or any part of an open meeting may be recorded by any person in attendance by means of a recorder, video camera, or any other means of aural or visual reproduction. The Board may adopt reasonable rules to maintain order at a meeting, including rules related to the location of recording equipment and the manner in which the recording is conducted. These rules shall not prevent or unreasonably impair a person from exercising the right to record a meeting that is open to the public.

Meeting Records and Minutes

The Board shall prepare and keep minutes or make a recording of each open meeting. The minutes shall state the subject matter of each deliberation and indicate each vote, order, decision, or other action taken.

The minutes or recording, as applicable, of a Regular or Special meeting of the Board must reflect each Member’s attendance at or absence from the meeting. The written minutes of all meetings shall be approved by vote of the Board and signed by the President and the Secretary of the Board at the following Board meeting. The official minutes of the Board shall be retained on file and shall be available online and for examination during Regular office hours, upon request.

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The Board Member or any needed participants may participate remotely in a Board meeting by means of a video and/or telephone conference call if the video and audio feed of the Board Member's or employee's participation, as applicable, is broadcast live at the meeting and complies with the provisions below. A Board Member who participates by videoconference call shall be counted as present at the meeting for all purposes. A Board Member who participates in a meeting by video conference call shall be considered absent from any portion of the meeting during which audio or video communication with the Member is lost or disconnected.

Membership Participation

As long as the Open Meetings requirements are satisfied and the rights of Members to address the Board is not abridged, the Board need not provide a public forum for every Member wishing to express an opinion on a matter. Reasonable restraints on the number, length, and frequency of presentations are permissible. The Board may limit the number of persons it will hear on a particular subject and the frequency with which they may appear.


It may be a criminal offense for a person, with intent to prevent or disrupt a lawful meeting, to substantially obstruct or interfere with the ordinary conduct of a meeting by physical action or verbal utterance.

Member participation at a Board meeting is limited to the Member comment portion of the meeting designated for that purpose. Only Members shall be entitled to address the Board. At all other times during a Board meeting, the audience shall not enter into discussion or debate on matters being considered by the Board, unless requested by the presiding officer.

No comments shall exceed three (3) minutes. Delegations of more than three persons wishing to speak on one item shall appoint one person to present their views before the Board. The speaker shall identify him or herself and make brief comments the Board.


Members are encouraged bring all matters to the attention of the General Manager prior to addressing the Board. Each inquiry shall be addressed first by the General Manager, either in the Open Meeting or after the Open Meeting. In a Board Meeting, the Board Members shall not respond to Member comments or inquiries to the Board without first giving the General Manager an opportunity to address the concern or question raised. The General Manager shall inform the Board of his response. Any unresolved questions or concerns may be placed on a future Board agenda at the request of either the Board President or any three Board Members.

The Board shall not deliberate or decide any matter being raised for the first time during Member comments.

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4. References

The Alabama Open Meetings Act, Act 2005-40, *A Manual for Alabama Public Officials*
 Arab Electric Cooperative By Laws
 Association of County Commissions of Alabama, Open Meeting Law: A Primer for Counties
 Alabama Rules of Professional Conduct
 Code of Alabama (1975), Section 36-25A-1 *et seq.*
 Federated Rural Electric Insurance Exchange
 Tennessee Valley Authority Act
 Tennessee Valley Authority and Arab Electric Cooperative Power Contract, as amended
 Tennessee Valley Authority Board Documents concerning AECI Operations
 Tennessee Valley Public Power Association Committees and Information
 TVA Board's determinations on Public Utility Regulatory Policies Act (PURPA) of 1978 Service Practice Standards dated September 1979
 TVA Board's determinations on PURPA Ratemaking Standards dated April 1981
 TVA Board's determinations on the Energy Policy Act of 2005 PURPA standards, dated August 2007
 TVA Board's determinations on the Energy Independence and Security Act of 2007 PURPA standards, dated January 2010
 TVA Board's Use of Revenue guidelines dated April 9, 2013
 TVA Board's Service Practice Policies guidelines dated October 27, 2014
 TVA Board's Rate Review Process dated July 24, 2015
 TVA Board's pole attachment methodology dated February 11, 2016.
 Reliability Standards Memorandum of Understanding between AECI and TVA
 Various Benchmarked Cooperative Policies
 Current Cooperative Insurance Policies
 Rural Utility Service where applicable
 FEMA where applicable

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CERTIFICATE ON POSITION DESCRIPTION
 Arab Electric Cooperative, Incorporated
CERTIFICATE
(To be filed annually by board members)

I, (name) _____ ,

(title) _____ ,

have read and am familiar with the provisions of this Board Policy. Pursuant to such Policy, I hereby make this certificate and agree to comply with such provisions.

To the best of my knowledge and belief I am not involved with or affected by and have no outside interests that create and conflict with the interest of the Cooperative except as follows:

During my service for the Cooperative, I agree to disclose, fully and promptly, any future situation that might involve or appear to involve me in any conflict of interest with the Cooperative and will otherwise scrupulously abide by the provisions of this Policy.

Dated, this day of _____ ,

 Witness:

Seal: