

**KAUA'I ISLAND UTILITY COOPERATIVE ("KIUC")  
BOARD POLICY NO. 3  
(Revised 10/25/2011)**

**RULES GOVERNING BOARD MEETINGS**

**PURPOSE OF POLICY:**

To establish rules governing meetings of the KIUC Board of Director (the "Board").

**POLICY CONTENT:**

A. **Scheduling of Board meetings**. Annual, Regular and Special meeting of the Board shall be scheduled as follows:

1. **Annual Meetings** - An Annual Meeting of the Board shall be held on the island of Kauai within ten (10) days following the day on which the election of Directors is certified to the Board upon such notice and at such time and place as the Board may determine. The Annual Meeting shall be for the purposes of the installation of newly elected Directors, the election of the officers of this Association for the ensuing year, and the transaction of such other business as may properly come before the meeting. Notice of any Annual Meeting may be waived by attendance at the meeting, except when a Director attends the meeting and objects to the transaction of business, or by a waiver of notice signed before, during, or after the meeting.
2. **Regular Meetings** - Regular Meetings of the Board, in addition to its Annual Meeting, shall be held on the island of Kauai at least once each month upon such notice and at such time and place as the Board may determine. Notice of

any Regular Meeting may be waived by attendance at the meeting, except when a Director attends the meeting and objects to the transaction of business, or by a waiver of notice signed before, during, or after the meeting.

3. **Special Meetings** - Special Meetings of the Board may be held on the island of Kauai whenever called by the Chairman or on the written request of any Director. Notice of any such Special Meeting shall be given by the Chairman or Secretary to the Directors in the following manner: (i) with at least twenty-four (24) hours notice given to each Director personally; (ii) by first class mail deposited at least five (5) days prior to the meeting; or (iii) with at least twenty-four (24) hours notice by any other reasonable means (including, without limitation, facsimile, e-mail or other electronic means). The purpose of each Special Meeting shall be specified in the notice of the meeting. Notice of any Special Meeting may be waived by attendance at the meeting, except when a Director attends the meeting and objects to the transaction of business, or by a waiver of notice signed before, during, or after the meeting.

B. **Specific Rules.** The following specific rules shall govern all KIUC Board Meetings:

1. **Participation by Telephone.** Members of the Board may participate in a meeting through use of conference telephone or other similar communications equipment, so long as all Directors participating in such meeting can hear one another.

2. **Quorum for Voting.** A majority of the voting Directors in office shall constitute the quorum necessary for the transaction of business at any regular or special meeting of the Board, but if less than a quorum is present, those voting Directors present may adjourn the meeting from time to time until a quorum shall be present with no further notice of the meeting required. All questions shall be decided by the affirmative vote of a majority of the entire voting membership of the Board whether present at the meeting or not (four [4] if the number of Directors is seven [7] and five [5] if the number of Directors is eight [8] or nine [9]) except as otherwise specifically provided in the Bylaws.
3. **Notice to Members.** Notice of all meetings of the Board shall be given to all members by posting of prominent signs at all Association locations where Association employees are permanently assigned, or by mailing such notice to the last known address of each member. Additional notice may also be given by such other reasonable means (e.g. media advertising and posting on the Association's internet web site) as the Board may determine is appropriate.
4. **Minutes.** Minutes shall be kept of all Board meetings. In addition an audio recording of each Board meeting shall be made, excluding any Executive Sessions. This recording will be used in the preparation and approval of the minutes of each meeting, which, after approval shall be the official record of what transpired at the meeting. After approval of the minutes the audio

recording of each meeting shall be sealed and stored until one week after the end of the month following the month in which the minutes are approved, at which time the recordings of a particular meeting shall be destroyed. No later than twenty (20) working days after the day of any Board meeting, a draft copy of the minutes of that meeting shall be posted in a prominent place at all Association locations where Association employees are permanently assigned, and on the Association's internet web site

5. **Conduct.** All meetings of the Board shall be conducted in conformity with Roberts Rules of Order. The CEO will attend meetings as a non-voting member of the board. Other staff members as needed may be invited to attend meetings. During executive sessions, attendance will be restricted to directors only, unless the board requests the attendance of other individuals.

**RESPONSIBILITY FOR IMPLEMENTATION:**

The Board shall be responsible implementing this Policy and enforcing it as needed.

Adopted on this 25<sup>th</sup> day of October, 2011



David Iha  
Secretary

Current: 10/25/2011  
Revised: 06/30/2009  
Revised: 07/29/2008  
Revised: 10/31/2006  
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