

# WASHINGTON ELECTRIC MEMBERSHIP CORPORATION

## SUBJECT: MEMBER ACCESS TO COOPERATIVE INFORMATION

### POLICY NO. 913

#### I. OBJECTIVES

- A. To establish the types of information routinely available to members without restriction or condition;
- B. To establish the types of information only made available upon proper written request of a member;
- C. To establish the types of information which must, in the best interest of the Cooperative, be maintained as confidential information and, therefore, may not be made available to members.

#### II. POLICY

The Board of Directors of Washington Electric Membership Corporation (hereinafter called the "Cooperative") shall strive to keep the Cooperative's members adequately informed about the Cooperative's operations and financial condition. To this end, the Cooperative shall, through its newsletter, its website and reports at its annual meetings, routinely make available such information.

- A. In furtherance of this objective, the Cooperative shall, without charge, provide copies of the following information upon a member's oral request:
  - 1. The Cooperative's articles of incorporation, bylaws, rates, charges, and service rules and regulations;
  - 2. Any publications the Cooperative may have for general distribution relating to the efficient or safe use of electric energy, the Cooperative's energy use and conservation programs, and the like;
  - 3. Year-end operating and other financial reports, for the Cooperative's previous three (3) fiscal years, that are regularly made to the Rural Utilities Service and/or the National Rural Utilities Cooperative Finance Corporation;
  - 4. The minutes of any prior member meeting.

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- B. Subject to the conditions and limitations set forth below, the following information will be made available to any member in good standing, upon such member's prior written request on the form attached:
1. The minutes of any prior meeting of the Board of Directors;
  2. Adopted budgets for current and future operations and capital improvements;
  3. Monthly or other periodic or special operating and financial reports submitted by management to the Board of Directors;
  4. Formal audit reports rendered periodically by independent auditors;
  5. The names and addresses of the Cooperative's members, and the total number of such members; and
  6. Other Cooperative information relevant to a member's interest.
- C. Access may not be provided to the information listed in paragraph II.B, above, if such request is for an unlawful purpose or:
1. The member fails or refuses to complete, sign and submit the attached Request for Information Form (in accordance with paragraph II.D, below) and to make the warranties and representations set forth therein;
  2. If the request is for a purpose that is not reasonably related to the business of the Cooperative;
  3. If the request is for a dishonest purpose, or to gratify mere curiosity, or is inimical to the lawful interest of the Cooperative, or is for a purpose not reasonably germane to the interest of the member as such;
  4. If the member refuses to execute an agreement restricting his use of such information in such lawful manner as is necessary to protect the legitimate interest of the Cooperative, its members or employees;
  5. If the information sought is of such a nature that, if disclosed, such disclosure would:
    - a. violate a person's right to privacy, violate any agreement with third parties with respect to trade secrets or confidential information, or adversely affect the Cooperative in its negotiations with third parties;

- b. adversely affect the Cooperative unduly out of proportion to the possible competing interest of the member seeking to examine such information;
    - c. violate the privilege of confidential communication between the Cooperative and its attorneys.
  - 6. If the Cooperative information requested deals with trade secrets or other information that is privileged, confidential or proprietary.
- D. A request for the information listed in paragraph II.B, above, must be submitted in writing, using the attached Request for Information Form, addressed to the President and Chief Executive Officer of the Cooperative (see Exhibit "A"). The need for the information must be clearly stated in the request.
- E. The Cooperative disclaims any liability resulting from the unauthorized publication of information disclosed under the provisions of this policy.
- F. The Cooperative shall absorb the cost of making available the information set forth in Paragraph II.A, above. Otherwise, a member shall be required to reimburse the Cooperative for all employee time beyond 15 minutes required to retrieve, compile and copy the information requested by such member. Charges for employee time shall be based on the rate of pay for the lowest paid employee authorized to retrieve, compile and copy the requested information. Copying charges shall be assessed at the rate of \$.25 per page.
- G. Should the Cooperative and a member disagree as to member's right to the requested information, the Cooperative and the member shall submit the issue to arbitration. The panel to hear the arbitration shall be comprised of one arbitrator appointed by the Cooperative and one arbitrator appointed by the member or members taking the conflicting position. The two arbitrators appointed in this manner shall then select a third arbitrator to complete the panel of arbitrators. Unless otherwise agreed, the arbitration shall be conducted under the rules, policies and procedures prescribed by the American Arbitration Association under its Commercial Arbitration Rules. The parties shall be bound by the determination of the arbitration panel.

### III. RESPONSIBILITY

- A. It shall be the responsibility of the President and Chief Executive Officer to administer this policy. The President and Chief Executive Officer will report requests for the information listed in paragraph II.B, above, to the Board of Directors.

- B. It shall be the responsibility of the Executive Committee to review requests for privileged information and, as it deems necessary, either act on the request or submit the request to the full Board for consideration.
- C. Each member of the Board of Directors shall be responsible for calling to the attention of the Executive Committee, for discussion before the full Board, any violations of this policy.

REFERENCES: O.C.G.A. § 46-3-271

**WASHINGTON ELECTRIC MEMBERSHIP CORPORATION**

**EXHIBIT "A"**

**REQUEST FOR INFORMATION**

TO: President and Chief Executive Officer of  
Washington Electric Membership Corporation  
P. O. Box 598  
258 N. Harris Street  
Sandersville, Georgia 31082

Gentlemen:

In accordance with the policies of Washington Electric Membership Corporation, I hereby submit my request to examine and inspect certain books, records and information of Washington Electric Membership Corporation and warrant, represent and certify that:

1. I am a member of the Cooperative. My full name, address, telephone number and member account number appearing on the Cooperative records is as follows:

\_\_\_\_\_  
(Name)

\_\_\_\_\_  
(Address) (City) (State) (Zip)

\_\_\_\_\_  
(Telephone Number) (Cooperative Account Number)

2. The Cooperative information which I desire to examine and inspect is:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3. The purpose for which I desire to examine and inspect this information is:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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4. This examination and inspection is for a purpose reasonably related to the business of the Cooperative.
5. I understand that this request for information may be denied under the following conditions:
  - A. If the information sought to be examined is of such a nature that examination and inspection would:
    - 1) violate a person's right to privacy, violate any agreement with third parties with respect to trade secrets or confidential information, or adversely affect the Cooperative in its negotiations with third parties.
    - 2) adversely affect the Cooperative unduly out of proportion to the possible competing interest of the member seeking to examine such information.
    - 3) violate the privilege of confidential communication between the Cooperative and its attorney.
  - B. If the examination and inspection is sought for a dishonest purpose, or to gratify mere curiosity, or is otherwise inimical to the lawful interest of the Cooperative, or is not reasonably germane to the interest of the member as such.
  - C. If the Cooperative information sought to be inspected deals with trade secrets or other information which is privileged, confidential or proprietary.
6. I do not intend to sell or offer to sell any list of members of the Cooperative and I have not, within a five year period, aided or abetted, and do not now intend to aid or abet any other person in procuring any list of members for such purpose.
7. I shall not use the Cooperative information which I examine and inspect for any other purpose other than the purpose specified above.
8. I agree to reimburse the Cooperative for the costs of copying and/or transmitting the information requested if, in the Cooperative's sole discretion, such copying or transmission will entail more than minimal costs. I further agree that any such copying and transmission of the requested information will be done on the Cooperative's premises with one or more of the Cooperative's personnel, or its attorney, retaining custody of the items and being present during the copying or transmission process.

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Print Name)

Submitted and certified to this \_\_\_\_ day of \_\_\_\_\_, 2\_\_\_\_.

\_\_\_\_\_  
(Notary)

(SEAL)