

KAUA'I ISLAND UTILITY COOPERATIVE ("KIUC")
BOARD POLICY NO. 33
(Reviewed 08/28/2018)

MEMBER CALLED SPECIAL MEETINGS OF KIUC MEMBERS

PURPOSE OF POLICY:

To set out certain requirements and procedures to be used by KIUC Members to properly notice a Member-called Special Meeting of KIUC Members pursuant to Sections 2 and 3 of Article II of the Seventh Revised and Restated KIUC Bylaws or its successor (the "Bylaws").

POLICY CONTENT:

- A. General.** Sections 2 and 3 of Article II of the Bylaws allow active members of KIUC, i.e. members of KIUC who or which have not been transferred to Inactive Status (hereinafter "Active Members" or "Members" or singularly "Member") to submit a Notice of Demand for a Special Meeting of the Members of KIUC for a specific purpose or purposes (a "Notice of Demand") to the Secretary of the KIUC Board of Directors (the "Board"). This Policy sets out the requirements and procedures to be followed to successfully call such a meeting.
- B. Member Requirements.** The following are the requirements of KIUC's Bylaws for the KIUC Members to call a Special Meeting of the KIUC Members for a particular purpose or purposes (a "Member-Called Meeting of Members"):
- 1) The Notice of Demand must state the specific purpose or purposes for which the Member-Called Meeting of Members has been called.
- C. Board Requirements.** Once such a Notice of Demand is received and validated as set out in Paragraph E below:
- 1) The Board shall cause such a Member-Called Meeting of Members to be held within 30 days of the receipt of the validated Notice of Demand.
 - 2) The Member-Called Meeting of Members shall be noticed to all Active Members by the Board in writing at least 15 business days before the date set for said meeting.
 - 3) Notice shall be given by the Board causing a Notice of Meeting to be posted prominently at all KIUC locations where KIUC employees are permanently assigned and the publishing of the Notice of Meeting at least two separate times in a newspaper of general circulation on Kauai. Additional notice of Member-Called meetings may also be given by such other reasonable means (e.g. media advertising and posting on KIUC's website) as the Board may determine is appropriate.
 - 4) The Notice of Meeting shall contain the time and place of the meeting and the purpose or purposes for the meeting specified in the Notice of Demand.

- 5) No other business except the purpose or purposes specified in the Notice of Demand may be conducted at the Member-Called Meeting of Members.

D. Procedure for Policy Implementation. This Policy shall be implemented as follows:

- 1) Copies of this Policy and the forms necessary to comply with it shall be available for printing on KIUC's website, www.kiuc.coop and from the KIUC Member Services Department.
- 2) For each Notice of Demand there shall be a sponsor (the "Sponsor") representing all of the signers of the Notice of Demand, who shall be a Member of KIUC and a signer of the Notice of Demand and whose name shall be shown on the Notice of Demand. The Sponsor shall be responsible for circulation of the Notice of Demand for signature by the Members and for assembling and filing the Notice of Demand in proper form.
- 3) Each signature of the Members signing the Notice of Demand must be verified to be the genuine signature of the person it purports to be by the checking of the Member's identification or otherwise by the Sponsor or a Circulator (as hereinafter defined) circulating the copy or copies of the Notice of Demand in question.
- 4) For a Notice of Demand to be accepted for certification it shall:
 - a. Have had all pages of the completed Notice of Demand delivered by the Sponsor to the KIUC Board Chairman or Secretary, or the Chairman's or Secretary's designee, on copies of the form attached to this Policy as Exhibit "A" (for the first page of the Notice of Demand) or Exhibit "B" (Continuation pages of the Notice of Demand) with the information called for on the form substantially completed for each name and signature on the form. In determining such substantiality the information in at least one of the information categories provided for each name and signature on Exhibits "A" and "B", i.e. the Member's Service Address, Telephone Number, or Account Number must match the information for that Member contained in KIUC's data.
 - b. Be submitted under cover of the Notice of Demand Transmittal Letter and Declaration in the form attached to this Policy as Exhibit "C" with all spaces properly filled in.
 - c. If individuals other than the Sponsor are engaged by the Sponsor to obtain Member signatures on copies of the Notice of Demand ("Circulator[s]"), each set of Notice of Demand pages collected by such Circulator or Circulators shall have attached to such set of Notice of Demand pages at the time of submittal of the Notice of Demand to the KIUC Chairman or Secretary, or their designee, a declaration in the form attached to this Policy as Exhibit "D" (the "Declaration") attesting each Circulator personally circulated the set of Notice of Demand pages attached to the Declaration; the set of Notice of Demand pages bears a stated number of signatures; each signature on such Notice of Demand pages was affixed in the Circulator's presence; and each signature is the genuine signature of the person it purports to be.

E. Procedure After Notice of Demand Submittal.

- 1) Within seven (7) business days after the submittal of a Petition, KIUC shall determine the sufficiency of the Notice of Demand as to form and the number of valid Member signatures affixed to the Notice of Demand, and certify the Notice of Demand to be either: (1) "Insufficient" so no further action is required; or (2) Sufficient to qualify the Notice of Demand as "Sufficient" which is defined as a Notice of Demand sufficient as to form and has at least 250 valid Member signatures affixed on the date of the Notice of Demand's submittal to the KIUC Secretary by the Sponsor.
- 2) As soon as convenient after KIUC has made its determination as to the category of the Notice of Demand it shall certify to the Secretary, KIUC's CEO and the Sponsor the category the Notice of Demand has received, and shall issue a public announcement of such category. If the certification made is "Insufficient", KIUC will provide to the Sponsor the following information with regard to the certification:
 - a) The total number of signatures on the Petition timely received; and
 - b) The total number of signatures received were determined insufficient; and
 - c) The specific categories for disqualification of all signatures disqualified; and
 - d) The number of disqualified signatures in each category.

F. Procedure After Certification.

- 1) If the Notice of Demand was deemed "Insufficient" no further action on KIUC's part is required except the notification of the Sponsor required by Policy Content Paragraph E. 2) above.
- 2) If the Notice of Demand was deemed "Sufficient" the KIUC Board will proceed as set out in Policy Content Paragraph C above.

RESPONSIBILITIES:

1. KIUC's President and CEO is responsible for implementing and enforcing the portion of this Policy to be performed by Staff.
2. The Board shall be responsible for the enforcement of this Policy

Adopted on this 28th day of August, 2018

/s/ Calvin Murashige
Calvin Murashige
Secretary

Reviewed: 08/28/2018
Revised: 10/25/2016
Revised: 08/26/2014
Original Adoption: 10/25/2011

EXHIBIT "A" (First Page of Notice of Demand only)

**KAUA'I ISLAND UTILITY COOPERATIVE ("KIUC")
NOTICE OF DEMAND FOR
MEMBER CALLED SPECIAL MEETINGS OF KIUC MEMBERS**

NOTE: By signing this Notice of Demand I, one of the undersigned, certify I am an Active Member of KIUC or the authorized representative of an Active entity Member of KIUC, and this is the only copy of this Notice of Demand I have or will sign in that capacity; and the information given as to Name, Service Address, Telephone Number and Account Number will match the information on my Active Account at KIUC. I understand _____, is the Sponsor of this Notice of Demand and as such consent to the said Sponsor being designated as such for this Notice of Demand pursuant to KIUC Board Policy No. 33 to act for me as a signer of the Demand in the manner he or she deems appropriate. I also agree and consent to the disclosure of all information concerning me on this Petition to the general public, thereby waiving any applicable claim to privacy with regard to that information.

REMINDERS: Although a Member may have multiple sub-accounts, no matter how many sub-accounts you may have a Member may sign this Notice of Demand only once. KIUC does not allow joint accounts so only the spouse who is the Member may sign the Notice of Demand.

PURPOSE OF NOTICE OF DEMAND: The purpose of this Notice of Demand is to call a Special Meeting of the Members of KIUC for the following purpose or purposes: _____

<u>NAME</u> (Please Print)	<u>SIGNATURE</u>	<u>SERVICE ADDRESS</u>	<u>TELEPHONE NUMBER</u>	<u>ACCOUNT NO.</u>
1. (Sponsor)				
2.				
3.				
4.				
5.				
6.				

EXHIBIT "B"
(Continuation page(s) of Notice of Demand)

KAUA'I ISLAND UTILITY COOPERATIVE ("KIUC")
NOTICE OF DEMAND FOR
MEMBER CALLED SPECIAL MEETINGS OF KIUC MEMBERS

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REMINDERS: Although a Member may have multiple sub-accounts, no matter how many sub-accounts you may have a Member may sign this Notice of Demand only once. KIUC does not allow joint accounts so only the spouse who is the Member may sign the Notice of Demand.

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<u>NAME</u> (Print)	<u>SIGNATURE</u>	<u>SERVICE ADDRESS</u>	<u>TELEPHONE</u> <u>NUMBER</u>	<u>ACCOUNT NO.</u>
1.				
2.				
3.				
4.				
5.				
6.				

EXHIBIT "C"

KIUC NOTICE OF DAMAND FOR SPECIAL MEETING OF KIUC MEMBERS
TRANSMITTAL LETTER AND DECLARATION

VIA HAND DELIVERY

Date: _____

To: _____, Secretary, KIUC Board

From: _____ (Sponsor)
_____ (Address)

Email.: _____
Telephone: _____

Re: Transmittal and Declaration for KIUC Notice of Demand for Special Meeting of KIUC Members

Dear KIUC Secretary:

Attached hereto pursuant to KIUC Board Policy No. 33 ("Policy 33") is the initial page and _____ continuation pages of a Notice of Demand for Special Meeting of KIUC Members for the purpose or purposes indicated therein.

The undersigned is the Sponsor responsible for this Notice of Demand under Policy 33. I declare under penalty of perjury I personally circulated the attached set of Notice of Demand pages; the set of Notice of Demand pages attached hereto bear _____ signatures; each signature on such Notice of Demand pages was affixed in my presence; and each signature is the genuine signature of the person it purports to be verified in accordance with Policy 33.

Signature

EXHIBIT "D"

CIRCULATOR TRANSMITTAL AND DECLARATION
FOR
MEMBER NOTICE OF DEMAND

VIA HAND DELIVERY

Date: _____

To: _____, Secretary, KIUC Board

From: _____ (Circulator)

_____ (Address)

Email: _____

Telephone: _____

Re: Circulator Transmittal and Declaration for Notice of Demand for Special Meeting of KIUC Members

Dear KIUC Secretary:

Attached hereto pursuant to KIUC Board Policy No. 33 ("Policy 33") are _____ continuation pages of a Notice of Demand (the "Notice of Demand") calling for the noticing of a Special Meeting of KIUC Members for the purpose or purposes indicated therein.

I, the undersigned, was duly appointed a Circulator of this Notice of Demand under Policy 33 by the Sponsor of the Notice of Demand under Policy 33. I declare under penalty of perjury I personally circulated the set of Notice of Demand pages attached hereto; the set of Notice of Demand pages attached hereto bear _____ signatures; each signature on such Notice of Demand pages was affixed in my presence; and each signature is the genuine signature of the person it purports to be verified in accordance with Policy 33.

Signature