

Cooperative Light & Power

Board Policy III-11

SUBJECT: Director Authority – Statements and Acts of Same

ADOPTED: 12/19/12

REVISED: 1/26/17, 6/28/23

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OBJECTIVE: To recognize that the Board of Directors sets overall Cooperative policy as a committee of the whole.

To disavow individual acts, statements, and comments of individual directors, unless such has been by resolution, by-law or other legal authorization, or by express ratification adopted by the Board.

POLICY: The business and affairs of the Cooperative shall be governed by the Board of Directors, which shall exercise all of the powers of the Cooperative, by setting overall policy, and delegating day-to-day management to the CEO, excepting, however, any matters reserved by law, the Articles of Incorporation or the by-laws to the members of the Cooperative.

The Board of Directors may act only as a body in a legally constituted meeting or in any other legally permitted method of taking official corporate action.

Individual directors, unless otherwise authorized by the Articles of Incorporation, or the by-laws, or unless by specific resolution granting authority or by express ratification by the Board, shall not by their individual acts, statements, or comments, bind the Cooperative in any way. Express disavowal of such acts, statements, or comments by the Board shall not be required, but may if desired, be made.

Directors who violate this policy may be subject to disciplinary action by the Board or membership, including termination, as outlined in the by-laws.