

CLEARWATER POWER COMPANY
Lewiston, Idaho 83501

POLICY BULLETIN NO. 141

SUBJECT: Member Requests for Cooperative Information

OBJECTIVE:

- To enable the Member to obtain information about their Cooperative and to comply with the laws of this state regarding release of information to Members.
- To protect the right of privacy of Members.
- To protect Cooperative information that is of a confidential nature for the security and safety of its infrastructure.

POLICY:

Any Member of the Cooperative may have access to corporate records in accordance with the following:

1. Any Member of the Cooperative may have immediate access to such routine information as the General Manager determines is appropriate to be distributed without further Board of Directors' approval.

2. Upon giving the Cooperative written notice at least fifteen (15) days before the date on which the Member wishes to inspect and copy information, a Member of the Cooperative shall have access to the following:

- a. Articles or Restated Articles of Incorporation and all amendments currently in effect;
- b. Bylaws or Restated Bylaws and all amendments currently in effect;
- c. Resolutions and/or Policies adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of Members or any class or category of Members;
- d. Minutes of all annual and/or special meetings of Members and records of all actions approved by the Members in the past three years;
- e. All written communications to Members generally within the past seven (7) years, including the financial statements furnished for the past seven (7) years as provided by Idaho Code §30-3-134;
- f. A list of the names and businesses or home addresses of the current Directors and Officers; and

- g. The most recent annual report delivered to the Secretary of State under Section 30-3-136, Idaho Code.

3. A Member of the Cooperative may have access to such additional information as is allowed by the Idaho Nonprofit Corporation Act only under the following conditions:

- a. The Member's demand is made in good faith and for a proper purpose reasonably related to the Member's interest as a Member of the Cooperative.
- b. The Member describes with reasonable particularity the purpose and the records the Member desires to inspect.
- c. The records are directly connected with the purpose.
- d. Such request is received in writing at least fifteen (15) business days before the date on which the Member wishes to inspect or copy the records.
- e. Such request shall be in the form set forth on attached appendix.
- f. The General Manager and/or the Board of Directors determines that the member's request is for a proper purpose and approves the Member's Request

4. As a condition of fulfilling any request for information, the Cooperative may impose a reasonable charge covering the cost of labor and materials for copies of any documents provided. Such charge may not exceed the estimated cost of production or reproduction of records.

5. In considering requests for personnel and employment records and confidential attorney/client communications, the Board of Directors may restrict or deny such access if it determines such restriction or denial of access to said records or information is in the best interests of the Cooperative.

6. In considering requests for membership lists, any request granted by the Board of Directors shall be on the following conditions:

- a. Such membership lists may not be obtained or used by any person for any purpose unrelated to a Member's interest as a Member; further, such lists may not be used to solicit money or property unless such money or property will be used solely to solicit the votes of Members in an election to be held by the Cooperative.
- b. Such lists will not be used for any commercial purpose.
- c. Such membership list shall not be sold to or purchased by any person.

In disclosing the information set forth above, the General Manager and Board of Directors shall fully consider the safety and security of the Cooperative and its Members before releasing information. Any non-published information released under this policy shall bear a

notice that the information is confidential and shall not be disclosed to anyone other than the recipient.

RESPONSIBILITY:

General Manager and Staff will be responsible for the administration of this policy and shall seek the advice of Counsel and/or the Board of Directors as necessary.

PROCEDURE:

As outlined in the above written policy.

SOURCE: Adopted by Board Resolution – February 25, 2004.
Amended in Part – September 19, 2007.
Board Reviewed – November 17, 2010; July 17, 2013.