

**NUECES ELECTRIC COOPERATIVE, INC.
ROBSTOWN, TEXAS**

SCOPE: CORPORATE POLICY

POLICY NO. I-4

SUBJECT: DUTIES & RESPONSIBILITIES
OF THE BOARD OF DIRECTORS

DATE REVIEWED _____

I. OBJECTIVE

To achieve to the fullest extent possible the objectives of Nueces Electric Cooperative, Inc., and to carry out the responsibilities and execute the powers entrusted to the Board of Directors by the members with the highest degree of efficiency, wisdom and foresight.

II. POLICY

The Board of Directors of Nueces Electric Cooperative, Inc., hereby adopts the following policy for duties and responsibilities of the Board of Directors

A. General Responsibilities

1. Frequently review the viewpoints, goals and objectives so that the efforts of the entire organization can be directed to best accomplish its purpose in compliance with the Articles of Incorporation, Bylaws and State and Federal laws and regulations.
2. Study, review, recommend and approve policies to guide the Board, CEO, and employees in achieving the established goals and objectives.
3. Review and approve broad plans and programs recommended by the CEO for services and activities to be engaged in by the Cooperative for the benefit of its members and consumers.
4. Study, review, analyze and approve long and short range financial plans, including the annual operating budget, to ensure the financial success of the enterprise.
5. Recommend to the members desirable changes in the Bylaws and Articles of Incorporation needed to meet new and unforeseen conditions.
6. Periodically review reports from the CEO on the financial, operating and service activities of the Cooperative, for conformity with the established objectives and policies, and for efficiency of operation.

7. Determines in collaboration with the CEO the duties and powers to be vested in the CEO in order to carry out the policies, procedures and day-to-day business activities of the Cooperative.
8. Determines the working conditions, benefits, privileges and compensation of the CEO.

B. Specific Duties of the Board as set forth in the Bylaws including but not limited to the following:

1. Accept, applications for membership.
2. Determine the form and content of certificates of membership.
4. Fix the rates to be paid by the members and consumers for electricity.
5. See that the annual election of directors is held.
6. Set the budget and make adequate plans and preparations for the annual meeting of the members.
7. Notify all members of the place, day, hour and purpose of any special or annual meeting.
8. Determine the time and place of the regular monthly meeting of the Board of Directors.
9. Elect the officers of the Cooperative.
11. Approve the acquisition of all insurance policies of the Cooperative. .
12. Fix the compensation, powers and duties of officers, agents or employees of the Cooperative, as recommended by the Finance Committee.
13. Determine who shall have the power to sign checks, drafts or other orders for the payment of money and all notes, bonds or other evidences of indebtedness issued in the name of the Cooperative.
14. Determine policy and select depositories for the deposit of Cooperative funds.
15. Submit at each annual meeting of the members reports covering the business of the Cooperative for the previous fiscal year.
16. Cause to be established and maintained a complete system of accounting and after the close of each fiscal year cause to be made a full and complete audit of the accounts, books and financial condition of the Cooperative as of the end of such fiscal year.

17. Determine whether property is useful or needed by the Cooperative, and whether it can be offered for sale or lease.
18. Elect directors to fill vacancies in the Board of Directors.

C. Additional Powers Granted the Board of Directors by the Bylaws:

1. Exercise all the powers of the Cooperative, except such as are by law, or by the Articles of Incorporation, or by the Bylaws, conferred upon or reserved to the members.
2. Make and adopt such rules and regulations, not inconsistent with law, the Articles of Incorporation or the Bylaws, as it may deem advisable for the management of the business and affairs of the Cooperative.
3. May appoint a CEO to perform such duties and have such authority as the Board may from time to time vest in him.
4. May remove any officer or agent elected or appointed by the Board of Directors whenever in its judgment the best interests of the Cooperative will be served thereby.
5. May expel any member who fails to comply with any of the provisions of the Articles of Incorporation, Bylaws, or rules or regulations adopted by the Board of Directors.
6. Determine such uniform terms and conditions as may be required for a member to withdraw his membership in the Cooperative.
7. May determine a fixed sum and the actual expenses to be allowed the Board of Directors for attendance to each meeting.
8. May call special meetings of the Board of Directors.
9. May call special meetings of the members.
10. May authorize officers or agents to execute instruments, documents and contracts on behalf of the Cooperative.
11. May determine uniform terms and indemnity for replacement of lost, destroyed or mutilated membership certificates.
12. May, on behalf of the Cooperative, become a member of or purchase stock in any corporation or organization organized on a non-profit basis for the purpose of engaging in or furthering the cause of rural electrification.
13. May limit the amount of electric energy furnished any one consumer or member.
14. Approve whether capital credits due a member shall be paid.

15. Elect from members of the Board of Directors of Nueces Electric Cooperative, Inc., members, delegates, or alternates to the Board of Directors of South Texas Electric Cooperative, Inc., San Miguel Electric Cooperative, Inc., and/or any other Boards, Committees, or Organizations that Nueces Electric Cooperative, Inc. is affiliated with or required to furnish a representative to, and clothe such person with such powers as the Board of Directors of Nueces Electric Cooperative, Inc., may deem proper.

III. RESPONSIBILITY

The Board of Directors shall review and make necessary changes in this policy as may be recommended or that are required by changing circumstances.

This policy supersedes all previously established policies and all other material in conflict with its provisions.

Approved by the Board of Directors this 27th day of August, 2024

Brian Menking
Brian Menking, President

David Rosse
David Rosse, Secretary