

**CHUGACH ELECTRIC ASSOCIATION, INC.**  
**Anchorage, Alaska**

**REGULAR BOARD OF DIRECTORS' MEETING**  
**AGENDA ITEM SUMMARY**

**February 25, 2009**

**ACTION REQUIRED**

**AGENDA ITEM NO. XI.C.**

**Information Only**  
 **Motion**  
 **Resolution**  
 **Executive Session**  
 **Other**

---

**TOPIC**

2009 Proposed Bylaw Amendments – Number of Election Committee Members

**DISCUSSION**

At its February 4, 2009 meeting, the Board Operations Committee approved a proposed bylaw amendment pertaining to the number of committee members on the Election Committee that was considered and approved by the Bylaws Committee as well as the Bylaws Committee's proposed comments to accompany the amendment.

A redlined version of the proposed amendment approved by the Operations Committee on February 4, 2009 is attached.

The Operations Committee also decided to join with the Bylaws Committee's comment on this proposed bylaw amendment. The proposed comment is included at the end of the attached Election Committee proposal.

If this Agenda item is approved by the Board, the comment and proposed bylaw amendment would appear on the ballot for the 2009 annual meeting election and in the election brochure that accompanies the ballot when it is sent to the members.

**MOTION**

Move that the Board of Directors approve the proposed Election Committee Bylaw amendment, Agenda Item XI.C., including the proposed comments for placement on the ballot for the 2009 annual membership meeting election.

**PROPOSED NUMBER OF ELECTION COMMITTEE MEMBERS AMENDMENT**

**ARTICLE III  
MEMBERS, MEETINGS AND ELECTIONS**

**SECTION 9. Elections and Election Committee.** (a) The board of directors shall appoint an election committee by December 31st of each year, as provided for in Article XV of these bylaws. The committee shall consist ~~of not less than five nor more than thirteen members. One member shall be~~ the master election judge, who shall chair the committee. ~~The other members shall be~~ election judges. This committee shall have the responsibility for conducting all voting by secret ballot during the calendar year. The election committee shall devise such procedures, and adopt such rules and regulations, subject to the approval of the board of directors, as may be reasonably necessary or convenient to the discharge of the election committee's responsibilities. These responsibilities shall include, but are not limited to (1) the registration of members at the annual or special meeting, and (2) the obligation of insuring the fairness, impartiality, confidentiality, and integrity of the voting process. The master election judge and election judges shall be selected from the Association membership, with consideration for geographical representation. In case of a vacancy, the board of directors shall appoint an Association member to complete the unexpired term of the committee member.

Deleted: of

Deleted: , and not more than twelve

**PROPOSED ELECTION BROCHURE COMMENT:**

*The proposed change would conform to other provisions of the bylaws regarding Member Committees which specify a minimum number of committee members.*