

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

REGULAR BOARD OF DIRECTORS' MEETING
AGENDA ITEM SUMMARY

April 22, 2009

ACTION REQUIRED

AGENDA ITEM NO. XI.C.

Information Only
 Motion
 Resolution
 Executive Session
 Other

TOPIC

Whether to schedule election of Board officers at the Board meeting held immediately following the annual member meeting or to schedule the election at a Board meeting held soon thereafter.

DISCUSSION

Article V, Section 1 of the bylaws provides:

A regular meeting of the board of directors shall be held without notice immediately after, and at the same place as, the annual meeting of the members.

Article VI, Section 2 provides:

The officers shall be elected ...at the meeting of the board of directors held immediately after the annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first meeting of the board of directors following the next succeeding annual meeting of the members, or until his successor shall have been elected and shall have qualified.

Thus, the bylaws provide that (1) the election of officers may be held at a meeting soon after the Board meeting held immediately following the annual meeting and (2) that if the election of officers is postponed to a meeting held soon thereafter, the current officers remain in those positions until new ones are elected.

Traditionally, the election of officers has taken place at the Board meeting immediately following the annual meeting although the minutes of at least a few such meetings indicate that the Board did consider postponing the vote as provided for in the bylaws.

MOTION

If the Board wishes to hold officer elections at the Board meeting following the Annual meeting, no motion is required.

If the Board wishes to hold officer elections at a Board meeting held soon after the Annual meeting, then the following motion is in order:

Move that the Board of Directors reschedule election of officers from the Board Meeting following the Annual Membership Meeting to a Board meeting to be held May 27, 2009.