

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

**October 16, 2002**

**BOARD MEETING**  
**AGENDA ITEM SUMMARY**

**ACTION REQUIRED**

**AGENDA ITEM NO. IX.D.1.**

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

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**TOPIC**

Proposed bylaw amendments to revise titles of Board officers and General Manager.

**DISCUSSION**

It is recommended that the titles of Board officers and the General Manager be revised to reflect the actual functional duties and responsibilities of those individuals. Such changes would also be more consistent with the titles of other corporate board officers and executives with which the financial institutions, markets and agencies are more familiar. It is further proposed that the General Manager be empowered to appoint “non-statutory or “executive” officers who would not be board members. The Alaska Cooperative Statute previously required that the officers be titled President, Vice President, Secretary and Treasurer. The statute was amended in 1995 and now simply provides that officers of a cooperative are those authorized by the bylaws. While “statutory” officers must be Board members, there can be other “non-statutory” or “executive” officers who are not board members, such as a Chief Executive Officer, Chief Financial Officer, etc. These changes require amendments to Chugach’s bylaws.

At its September 10, 2002 meeting the Board Operations Committee approved proposed bylaw amendments and with recommendations to the Board for approval and for referral to the Bylaws Committee for its consideration as follows:

- Amend Article VI, Section 1 of the Bylaws to change the titles of the President, Vice President, Secretary and Treasurer to **Chairman of the Board, Vice Chairman of the Board, Secretary**

**of the Board, and Treasurer of the Board** and make these changes throughout by bylaws where there is a reference to President, Vice President, Secretary, and Treasurer.

- Amend Article IV, Section 5 of the Bylaws to change the title of **General Manager** to **President** and **Chief Executive Officer** and make this change wherever the title General Manager appears in the bylaws.
- Amend Article IV, Section 5 of the Bylaws to provide that the General Manager can appoint non-statutory officers (such as Chief Financial Officer, Vice Presidents/Executive Presidents, etc.)

The proposed revised bylaws are attached to this Agenda item.

### **GENERAL MANAGER'S RECOMMENDATION**

Motion: 1) Approve the proposed amendments to the Bylaws, as approved by the Operations Committee, to change the titles of the Board officers and General Manager and to provide that the General Manager can appoint non-statutory officers, as provided in the attached proposed revised bylaws; and 2) forward the proposed bylaw amendments to the Bylaws Committee for its consideration.