

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

REGULAR BOARD OF DIRECTORS' MEETING
AGENDA ITEM SUMMARY

October 28, 2009

ACTION REQUIRED

AGENDA ITEM NO. V. J.

Information Only
 Motion
 Resolution
 Executive Session
 Other

TOPIC

Board Policy 118 – Delegation of Certain of the Secretary of the Board's and Treasurer of the Board's Duties to the Chief Executive Officer

DISCUSSION

The Association's Standard Operating Procedure 63 calls for periodic review of Board policies to determine if any revisions are necessary. Board counsel and staff have undertaken the review and at the October 14, 2009 Operations Committee Meeting, the committee recommended that the Board of Directors approve Board Policy 118 as attached.

MOTION

(Consent Agenda)

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 118

Date: October 28, 2009

**DELEGATION OF CERTAIN OF THE SECRETARY OF THE BOARD'S AND
TREASURER OF THE BOARD'S DUTIES TO THE CHIEF EXECUTIVE OFFICER**

I. OBJECTIVE:

To specify certain duties of the Secretary of the Board and the Treasurer of the Board which are delegated to the Chief Executive Officer.

II. CONTENT:

Article VI, Section 8 of the Association's bylaws provides that the Board may delegate one or more of the duties of the Secretary of the Board and/or of the Treasurer of the Board to others. By this policy the Board specifies the duties so delegated and establishes certain standards and conditions governing these delegations:

- A. The duties hereinafter specified are delegated to the Chief Executive Officer. The Chief Executive Officer may further delegate these duties to his/her staff, but he/she shall not be relieved of full accountability for their proper execution.
- B. Certain of the Secretary of the Board's duties as set forth in Article VI, Section 6 of the Association's bylaws are so delegated as described below:
 - 1. Recording the minutes of the board or member meetings. However, if the Secretary of the Board is present at such meetings, this shall be done under his/her supervision and direction, and the Secretary of the Board shall be responsible for their accuracy and shall sign them after they are duly approved.
 - 2. Giving notice of board or member meetings. However, if the Secretary of the Board so desires, the Secretary of the Board shall approve the form and wording of any notice of a special board or member meeting, in which case such notice shall be sent over his/her name as Secretary of the Board. The Chief Executive Officer shall notify the Secretary of the Board that such a notice is to be given so as to afford him/her an opportunity to exercise the prerogative above stated.

3. Serving as custodian of the Association's records and its official seal. The Secretary of the Board shall, however, affix or personally supervise the affixing of the official seal to any document if so required by law or board resolution.
 4. Keeping a register of the names and addresses of all members.
 5. Keeping on file copies of the Association's Articles of Incorporation and Bylaws and being responsible for furnishing copies thereof to members upon their request.
 6. In general, performing all duties incident to the office of Secretary of the Board, and such other duties as from time to time may be assigned by the Board of Directors.
- C. Certain of the Treasurer of the Board's duties as set forth in Article VI, Section 7 of the Association's bylaws are delegated to the Chief Executive Officer as described below:
1. Being in charge and having custody of, and being responsible for, all funds and securities of the Association. However, the Chief Executive Officer's duties, responsibilities and authorities in this respect may be limited or conditioned as otherwise resolved by the Board, either from time to time or by separate policy governing the subject.
 2. Receiving, receipting, depositing and investing monies received by the Association. However, the Chief Executive Officer's duties, responsibilities and authorities with respect to deposit institutions and investments shall be within the limitations of Board policy.
 3. In general, performing all the duties incident to the office of Treasurer of the Board and such other duties as from time to time may be assigned by the Board of Directors.

III. RESPONSIBILITIES:

It shall be the responsibility of the Board of Directors to administer this policy.

Date Approved: October 28, 2009

Attested: _____

Alex Gimarc
Secretary of the Board