

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

REGULAR BOARD OF DIRECTORS' MEETING
AGENDA ITEM SUMMARY

December 18, 2008

ACTION REQUIRED

AGENDA ITEM NO. XIE.

Information Only
 Motion
 Resolution
 Executive Session
 Other

TOPIC

Approve Article XIX, Campaign Conduct and Financial Commission to the Bylaws

DISCUSSION

The purpose of this proposal is to add Article XIX, Campaign Conduct and Financial Commission to the Bylaws.

MOTION

Move that the Board of Directors forward the attached addition to the bylaws, Article XIX. Campaign Conduct and Financial Commission for their review and consideration.

ARTICLE XIX

CAMPAIGN CONDUCT AND FINANCE COMMISSION

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SECTION 1. Establishment of Commission. There is established a commission of the Association to be known as the Campaign Conduct and Finance Commission (the "**Commission**"). The Commission shall consist of [three] members appointed by the Association's board of directors. [One member] shall serve an initial term of [two] years ending [December 31, 2011], [one member] shall serve an initial term of [three] years ending [December 31, 2011], and [one member] shall serve an initial term of [four] years ending [December 31, 2013]. After the foregoing initial terms, each member shall serve a term of [three] years[, and no member shall serve for more than [10] consecutive years]. A member of the Commission may serve on the Commission after the expiration of his or her term until his or her successor has taken office as a member of the Commission. An individual appointed to fill a vacancy occurring other than by the expiration of a term of office shall be appointed only for the unexpired term of the member he or she succeeds. The board of directors shall fill any vacancy promptly.

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SECTION 2. Qualification of Commission Members; Compensation. Members of the Commission need not be members of the Association and shall be chosen on the basis of their experience, integrity, impartiality, and good judgment. Commission members shall not be (and shall not have a family member living in the same household with, or financially interdependent upon, such individual who is) (a) a director of the Association, (b) an employee of the Association, (c) an independent contractor with a significant business relationship with the Association, or (d) a member or employee of the International Brotherhood of Electrical Workers, and any Commission member who becomes subject to the foregoing disqualifications while serving shall be removed promptly by the board of directors. Commission members shall be entitled to reasonable compensation for service, which shall be determined by the board of directors from time to time.

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SECTION 3. Authority of Commission. (a) The Commission shall establish rules to govern the conduct of campaigns by candidates for election to the Association's board of directors as the Commission may determine in its discretion (subject to the general requirement that all rules are designed to promote civil, fair, open and transparent elections at minimum cost to candidates and the Association), which rules may include, but are not limited to:

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- Limitations on campaign activities by candidates;
- Limitations on the campaign expenditures of candidates;
- Requirements for public disclosure of the source or sponsor of any campaign-related communication;
- Requirements for public disclosure of any expenditure made by or on behalf of a candidate or any contribution made to a candidate or its supporters for campaign-related purposes; and
- Requirements that apply to candidate supporters, whether coordinated or independent, to the same extent as applicable to the candidates.

(b) The Commission shall have the power to disqualify a candidate for election to the board of directors [for any reason], including for conduct by third parties that the Commission determines is attributable to such candidate. Any such disqualification shall not be subject to challenge except by the vote of a majority of Association members voting thereon at a meeting of Association members with respect to which a quorum exists.

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(c) The rules of the Commission may be amended, modified or terminated only by (i) action of the Commission or (ii) the vote of a majority of Association members voting thereon at a meeting of Association members with respect to which a quorum exists. Subject to the authority given it by this Article XIX of these bylaws, in the event of a conflict between the act of the Commission and the act of either the board of directors (including any committee thereof) or the Election Committee, the Commission's act shall govern.

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(d) The Commission may engage the services of advisors, consultants and other professionals to advise it from time to time, the reasonable cost of which shall be borne by the Association.

SECTION 4. Quorum and Manner of Acting. A majority of the Commission members then serving shall constitute a quorum for the transaction of business at any meeting of the Commission. If a quorum is present when a vote is taken, the act of a majority of the Commission members shall be the act of the Commission.

SECTION 5. Resignation. Any member of the Commission may resign at any time by delivering written notice thereof to the Chairman of the board of directors, the Secretary of the board or the board of directors. Any such resignation is effective upon delivery thereof unless the notice of resignation specifies a later date, and the acceptance of such resignation shall not be necessary to make it effective.

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SECTION 6. Removal of Commission Members. Any Commission member may be removed only by the board of directors for cause or if such member no longer meets the qualifications of Article XIX, Section 2 of these bylaws. "Cause" means that the Commission member has committed an act or omission materially and adversely affecting the business of the Association, which amounts to criminal conduct, fraud, gross negligence, failure to perform prescribed duties, or gross misconduct in office.

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