

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

OPERATIONS COMMITTEE MEETING
AGENDA ITEM SUMMARY

February 9, 2010

ACTION REQUIRED

AGENDA ITEM NO. X.

- Information Only**
 Motion
 Resolution
 Executive Session
 Other

TOPIC

2010 Proposed Bylaw Amendments – Member Committee Terms and Service

DISCUSSION

The Bylaws Committee met on December 2, 2009 and January 6 and 14, 2010 reviewing, discussing and editing proposals to the Bylaws.

There are a total of five proposals for the Operations Committee's consideration. This year, Chugach received one proposed Bylaw change from the membership (tonight's Agenda Item XIII) and the Committee drafted four proposals for the Board's consideration.

Attached is a redlined version of the second proposal from the Bylaws Committee. This proposal to Article XV, Section 3; Article III, Section 9; Article IV, Section 4 and Article XIII, Section 2 provides that (1) the term of office for committee members runs from January 1 to December 31 and (2) committee members serve at the pleasure of the Board.

The Bylaw Committee also prepared a comment to accompany this proposal should the Board decide to place it on the ballot. Those comments read as follows:

The committee recommends the following amendments to Article XV, Section 3; Article III, Section 9; Article IV, Section 4 and Article XIII, Section 2 to state:

- 1) the term of office for committee members.*
- 2) that committee members serve at the pleasure of the Board.*

If approved by the Board, the proposed bylaw amendment would appear on the ballot for the annual

meeting election and in the election brochure that accompanies the ballot when it is sent to the members. The Board would also need to approve a comment to accompany the proposed amendment.

Both the proposed bylaw amendment as well as the comment are before the Operations Committee for its consideration on whether to refer them to the full Board at its February 24 Board meeting for its approval for placement on the ballot for the 2010 annual membership election.

The full range of options is available to the Operations Committee with respect to the Bylaw proposals. The Operations Committee can take no action, delay its action, modify the proposal(s) or choose to adopt any or all of them and forward them to the Board. Delay beyond the ballot material printing deadline (March 9) would result in the item not being placed on the ballot.

With respect to the comments, the Operations Committee can 1) recommend joining in the Bylaws Committee's comment as it is written; 2) revise it; or 3) write its own comment.

MOTION

Depending on what action the Operations Committee wishes to take, possible motions follow:

- A. Move to approve the proposed Bylaw amendment to Article XV, Section 3; Article III, Section 9; Article IV, Section 4 and Article XIII, Section 2 and refer it to the Board for its approval and for placement on the ballot for the 2010 annual membership meeting.
- B. Move to approve and join in the Bylaws Committee comment to the proposed Bylaw amendment to Article XV, Section 3; Article III, Section 9; Article IV, Section 4 and Article XIII, Section 2 and refer it to the Board for its approval and for placement on the ballot for the 2010 annual membership meeting.
- C. Move to approve and provide an Operations Committee comment to the proposed Bylaw amendment to Article XV, Section 3; Article III, Section 9; Article IV, Section 4 and Article XIII, Section 2 as follows: **[insert comment]** and refer it to the Board for its approval and for placement on the ballot for the 2010 annual membership meeting.

ARTICLE XV STANDING AND AD HOC COMMITTEES

SECTION 3. Terms. The terms of standing committee members shall be for no more than three (3) years and shall be staggered so that, as nearly as possible, one-third shall expire each year. Committee members serve at the pleasure of the board and unless otherwise specified their terms shall begin on January 1 and end on December 31.

ARTICLE III MEMBERS, MEETINGS AND ELECTIONS

SECTION 9. Elections and Election Committee. (a) The board of directors shall appoint members to 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.

ARTICLE IV DIRECTORS

SECTION 4. Nominations. No person may be elected a director by the members unless nominated pursuant to this Article IV, Section 4.

(a) Nominating Committee. The board of directors shall appoint members to a committee on nominations ~~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 seven members, who shall be selected

from different sections of the service area of the Association as to insure equitable representation. No member of the board of directors may serve on such committee. The committee shall seek qualified candidates, as well as screen potential nominees. Public notice for nominations shall be given ninety days prior to the meeting. The committee, keeping in mind the principle of geographical representation, shall approve, prepare and post at the principal office of the Association, at least seventy days before the meeting, a list of nominations for directors, which may include a greater number of candidates than are to be elected.

ARTICLE XIII AMENDMENTS

SECTION 2. Bylaws Committee. The board of directors shall appoint ~~members to by December 31st of each year,~~ a committee on bylaws, as provided in Article XV of these bylaws. The committee shall consist of not less than five nor more than seven members, who shall be selected from different sections of the service area of the Association so as to insure equitable representation. No member of the board of directors may serve on such a committee. The committee shall review the bylaws of the Association, consider any recommendations for revisions thereof which may be made by the board of directors or any member, and report their recommendations concerning the bylaws to the annual membership meeting. Nothing herein shall be interpreted to limit the authority of the board of directors to propose changes in the bylaws, or the right of the members to call a special meeting for any proper purpose pursuant to Article III, Section 2, herein.