

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

OPERATIONS COMMITTEE MEETING
AGENDA ITEM SUMMARY

February 9, 2010

ACTION REQUIRED

AGENDA ITEM NO. XI.

Information Only
 Motion
 Resolution
 Executive Session
 Other

TOPIC

2010 Proposed Bylaw Amendments – Delegation of Duties of the Board Secretary and Treasurer

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 third proposal from the Bylaws Committee. This proposal to Article VI, Sections 6 and 7 repeats a statement taken from this same Article in Section 9 so that the reader can easily see that the directors may provide for the delegation of one or more of the duties of the secretary and/or the treasurer 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:

*This change would clarify that certain responsibilities of the secretary and treasurer
+may be delegated by the Board of Directors in accordance with Section 8.*

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 VI, Sections 6 and 7 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 VI, Sections 6 and 7 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 VI, Sections 6 and 7 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 VI OFFICERS

SECTION 6. Secretary of the Board. The secretary of the board shall be responsible for:

- (a) Keeping the minutes of the meetings of the members and of the board of directors;
- (b) Seeing that all notices are given in accordance with these bylaws, or as required by law;
- (c) The safekeeping of the corporate records and seal of the Association, and affixing the seal of the Association to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these bylaws;
- (d) Keeping a register of the names and post office addresses of all members;
- (e) Keeping on file at all times a complete copy of the articles of incorporation and bylaws of the Association containing all amendments thereto, which copy shall always be open to the inspection of any members, and at the expense of the Association, forwarding a copy of the bylaws and of all amendments thereto to each member on request; and
- (f) 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.

The board of directors may provide for the delegation of one or more of the duties of the secretary of the board.

SECTION 7. Treasurer of the Board. The treasurer of the board shall be responsible for:

- (a) Custody of all funds and securities of the Association;
- (b) The receipt of, and the issuance of receipts for, all moneys due and payable to the Association, and for the deposit of all such moneys in the name of the Association in such bank or banks as shall be selected in accordance with the provisions of these bylaws; and
- (c) 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.

The board of directors may provide for the delegation of one or more of the duties of the treasurer of the board.

[Section 8 is below for reference:]

SECTION 8. Delegation of Duties. In the absence of an officer, or in the event of his inability or refusal to act, the board of directors will appoint one of their number to perform the duties of his office; provided that the offices of chairman of the board and vice-chairman of the board may not be combined with any other office; and, provided further, nothing herein shall limit the right and duty of the vice-chairman of the board to perform the duties of the chairman of the board in the event that the chairman of the board is absent, is unable to act, or refuses to act. The board of directors may provide for the delegation of one or more of the duties of the secretary of the board and treasurer of the board.