

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

**OPERATIONS COMMITTEE MEETING**  
**AGENDA ITEM SUMMARY**

**February 9, 2010**

**ACTION REQUIRED**

**AGENDA ITEM NO. XIII.**

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

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**TOPIC**

2010 Proposed Bylaw Amendments – Director Voting Procedures

**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 and the Committee drafted four proposals for the Board's consideration.

Attached is a redlined version of the proposal submitted from an Association member as revised by the Bylaws Committee. The proposal as approved by the Bylaws Committee would change the way that Board Officers are elected by expressly providing that such votes could not be conducted by secret ballot (Article VI, Section 2) and further clarify the requirement in Article V, Section 6 that Board meeting minutes should expressly state how each director votes on a matter, unless the vote is unanimous.

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

*The committee recommends changes to Article V, Section 6 and Article VI, Section 2 to clarify the voting procedures of the Board of Directors to insure that an open and complete record of their individual decisions is available to the members.*

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 V, Section 6 and Article VI, 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 V, Section 6 and Article VI, 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 V, Section 6 and Article VI, 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 V MEETINGS OF DIRECTORS

**SECTION 6. Minutes.** Minutes will be kept for all regular and special meetings and shall include how each ~~director's vote~~ individual director voted on each matter voted upon by the board of directors. Unanimous votes may be recorded as such without listing individual director votes. Copies of the minutes shall promptly be given to Association members upon request. The board of directors may prescribe a reasonable fee for such copies provided such fee shall not exceed the actual labor and material costs of reproduction. An electronic recording of all regular and special meetings shall also be made and kept for at least one year; Association members may request a transcription of the tape upon payment of the cost of transcription by a court reporter service; members shall also be permitted to listen to such tapes at the headquarters building.

## ARTICLE VI OFFICERS

**SECTION 2. Election and Term of Office.** The officers shall be elected annually ~~by ballot,~~ by and from the board of directors, at the board meeting ~~of the board of directors~~ held immediately after the annual meeting of the members. The election shall be conducted by open vote in such a manner that the members may know the vote of each director. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first meeting of the board of directors following the next succeeding annual meeting of the members, or until his successor shall have been elected and shall have qualified. A vacancy in any office shall be filled by the board of directors for the unexpired portion of the term.