

# CHUGACH ELECTRIC ASSOCIATION, INC.

**BOARD POLICY: 115**

**DATE: June 18, 2003**

## VACANCIES IN UNEXPIRED TERMS

### **I. OBJECTIVE**

To describe the procedure for the Board to fill unexpired terms on the Board of Directors not caused by vote of the membership.

### **II. CONTENT**

- A. **Time and Manner of Solicitation.** Solicitations for applications to fill a vacancy on the Board not created by membership vote shall begin by direction of the Chairman of the Board following notice at a regular Board meeting that a vacancy has occurred. The solicitations shall be done in essentially the same manner as that for candidates in a regular election for a time specified by the Chairman of the Board. Only persons eligible to run under Bylaw Article IV, Section 3 shall be considered candidates for appointment.
- B. **Interviews.** The Board shall interview all of the candidates.
- C. **Time of Consideration.** After the closure of the solicitation and interview process, the Board shall consider the candidates at its next regularly scheduled meeting.
- D. **Nomination of Slate.** At the appropriate time on the agenda, the directors shall develop a slate of candidates. This slate shall be created by a nomination process of the Board. In order for a name to be added, it shall require a "motion to nominate" by a director, followed by a "second to the motion" from another director.
- E. **Narrowing of Slate.** If more than two candidates are on the ballot, the Board shall vote by secret ballot to eliminate candidates until only two remain.
- F. **Final Selection.** Once only two candidates remain on the ballot, voting shall be by secret ballot for the candidates until one is selected.
- G. **Deadlock.** If the Board remains deadlocked after three ballots in the final selection process, any member of the Board may by motion place a new candidate on the ballot from the applicant pool. The process shall then start as in paragraph E above.
- H. **Continuing Deadlock.** In the event of continued deadlock, the Board may, by motion, reopen the application process and/or postpone the appointment until a

future meeting.

- I. More Than One Vacancy. If more than one vacancy occurs at the same time, the number of candidates in paragraphs E and F above shall be changed to one more than the number of vacancies. Each seat shall be filled by a majority vote of the remaining directors with each director casting one vote for each vacant director's slot. This would mean, for example, that if there were two vacancies on the Board, the Board would create a slate of three candidates by following the procedures spelled out in earlier paragraphs and then to proceed to final voting. At this time, each director would vote for two of the three names on the slate of candidates.
  
- J. Assumption of Office. If the winning candidate or candidates are present at the Board meeting at which they are selected, they shall be sworn in immediately and take their seats. If not, they shall be sworn in as soon as is reasonable.

**III. RESPONSIBILITY**

The Board of Directors shall be responsible for the administration of this policy.

Date Approved:

*18 June '03*

Attested:

*Robert B. Jacobs*  
Secretary of the Board