

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

OPERATIONS COMMITTEE MEETING
AGENDA ITEM SUMMARY

December 10, 2008

ACTION REQUIRED

AGENDA ITEM NO. XIII.d.

Information Only
 Motion
 Resolution
 Executive Session
 Other

TOPIC

Adding Board Committees to the Bylaws – (Article XVIII, Board Committees).

DISCUSSION

The purpose of this proposal is to add Board Committees to the Bylaws under Article XVIII. Board Committees.

MOTION

Move that the Operations Committee recommend the Board of Directors forward to the Bylaws Committee the proposed Bylaw change by adding Article XVIII. Board Committees.

ARTICLE XVIII

BOARD COMMITTEES

SECTION 1. Creation of Committees. The board of directors, by resolution adopted by a majority of the number of directors fixed by these bylaws, may designate standing or temporary committees of directors and appoint members thereto from its own number and invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by the board of directors, these bylaws and applicable law. Unless the number of directors fixed by these bylaws is less than three, each committee must have two or more members who shall serve at the pleasure of the board of directors.

SECTION 2. Authority. Each board committee shall have and may exercise all of the authority of the board of directors to the extent provided in the resolution of the board of directors designating the committee and any subsequent resolutions pertaining thereto and adopted in like manner, except that no such committee shall have the authority to (1) approve the retirement of patronage capital, (2) approve or recommend to members actions or proposals required by the Alaska Electric and Telephone Cooperative Act to be approved by members, (3) designate candidates for the office of director or fill vacancies on the board of directors, any board committee, any member committee or any commission authorized by these bylaws, (4) adopt, amend or repeal any provision of these bylaws, (5) appoint other committees of the board of directors or of the members of the Association, (6) terminate any employee of the Association, (7) authorize, approve, or ratify any collective bargaining agreement with a union local currently acting as a bargaining agent for Association employees, or (8) authorize, approve, or ratify contracts or other transactions between the Association and one or more of its directors, or between the Association and a corporation, firm, or association in which one or more of its directors has a material financial interest as defined by the Alaska Corporations Code.

SECTION 3. Quorum and Manner of Acting. A majority of the number of directors composing any committee of the board of directors, as established and fixed by resolution of the board of directors, shall constitute a quorum for the transaction of business at any meeting of such committee but, if less than a majority are present at a meeting, a majority of such directors present may adjourn the meeting from time to time without further notice. Except as may be otherwise provided by applicable law, if a quorum is present when a vote is taken, the act of a majority of the members shall be the act of the committee.

SECTION 4. Minutes of Meetings. All board committees shall keep regular minutes of their meetings and make them available Association members, in each case to the extent provided in Article V, Section 6.

SECTION 5. Resignation. Any member of any board committee may resign at any time by delivering written notice thereof to the Chairman of the board of directors, the Secretary of the board, the board of directors, or the Chairman of such committee, or by giving oral notice at any meeting of such committee. 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.

SECTION 6. Removal. The board of directors may remove any member of any board committee by the affirmative vote of not less than a majority of the number of directors fixed by these bylaws.