

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

OPERATIONS COMMITTEE MEETING
AGENDA ITEM SUMMARY

December 10, 2008

ACTION REQUIRED

AGENDA ITEM NO. XIII.g.

Information Only
 Motion
 Resolution
 Executive Session
 Other

TOPIC

Clean-up Bylaw Language.

DISCUSSION

The purpose of this proposal is to clean-up additional language of the Bylaws as shown in the attached.

MOTION

Move that the Operations Committee recommend the Board of Directors forward to the Bylaws Committee the proposed Bylaw changes as shown in the attached.

ARTICLE III

MEMBERS, MEETINGS AND ELECTIONS

SECTION 2. Special Meetings. Special meetings of the members may be called by resolution of the board of directors, or upon a written request signed by a majority of the~~any four~~ directors to the chairman of the board, or by a written request made to the chairman of the board and signed by not less than ten percent (10%) of the members. The resolution or request shall specify the purpose of the meeting. All signatures for a request of a special meeting by members shall be collected within the single ninety (90) calendar day period immediately preceding the date on which signed requests are first presented to the Association, and the board of directors shall establish such policies as may be necessary and convenient to ensure compliance with this provision. It shall thereupon be the duty of the secretary of the board to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held at any place within the Municipality of Anchorage specified in the notice of the special meeting. Only such business shall be conducted at a special meeting of members as shall have been specified in the notice of the special meeting.

SECTION 8. Order of Business. (a) The order of business at the annual meeting of the members and, insofar as possible, at all other meetings of the members, shall be essentially as follows:

- 1) Report on the number of members present in person in order to determine the existence of a quorum.
- 2) Reading of the notice of the meeting and proof of the due publication thereof.
- 3) Reading of unapproved minutes of previous meetings of the members, making technical changes only to the minutes, and approval thereof.
- 4) Presentation and consideration of reports of officers, directors and committees.
- 5) Election of directors.
- 6) Unfinished business.
- 7) New business.
- 8) Adjournment.

(b) Any Ppproposed amendments to the bylaws upon which voting is being conducted by ballot may be discussed at the ~~annual~~ meeting, but may not be altered, amended or tabled. The only vote permitted is whether to approve or disapprove the amendment to the bylaws as set forth in the official ballot.~~shall not be treated as being before the annual meeting for action, other than passage or defeat of the proposed amendments. They may not be further amended or tabled by action of the annual meeting.~~

SECTION 9. Elections and Election Committee. (a) The board of directors shall appoint an election committee by December 31st of each year, as provided for in Article XV of these bylaws. The committee shall consist of the master election judge, who shall chair the committee, and not more than twelve 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.

(b) The election committee shall cause the preparation of an official ballot containing the names of the candidates for the office of director and the proposed bylaw amendments. The ballot shall be designed with the position of names of the candidates changed as many times as there are candidates. As nearly as possible, an equal number of ballots shall be printed after each change. In making the changes of position, the name of the candidate shall be taken and placed at the bottom and the column moved up so that the name that before was second is first after the change. After the ballots are printed, they shall be placed in separate stacks, one stack for each change of position. The ballots shall then be gathered by taking one from each stack, the intention being that every other ballot in the accumulated stack of ballots shall have the names of the candidates in a different position. The ballot shall also include a brief description concerning the number of offices to be filled at the election and the time, place, and method of voting. At least thirty (30) days prior to the meeting, an official ballot shall be transmitted by the secretary of the board to each member with 1) a statement of the number of directors' seats to be filled, 2) the candidates' names and election statements, 3) an explanation of any other matters to be voted on by ballot, the proposed changes to the bylaws, with the Bylaws Committee's comments and 4) a report covering the calendar year immediately preceding the annual meeting prepared by the Chief Executive Officer setting forth the attendance record of directors at regular and special board meetings, together with a summary setting forth the agenda business items voted and the vote of each director. The candidates' statements:

- 1) Shall specify whether the candidate was nominated by the Nominating Committee or by petition.
- 2) Shall specify whether the candidate is:
 - (i) A member, officer, director, or employee of any union local currently acting as a bargaining agent for Association employees.
 - (ii) A person who has within the last two years had a financial interest in a bid, proposal, project, or contract with Chugach.
 - (iii) A spouse, child, brother, sister, parent, stepparent, stepchild or stepsibling of: a) any person included in subparagraph (i) or (ii) above or b) an employee of the Association.
- 3) May include a photograph of the candidate, and a statement not to exceed 200 words.

The election committee shall procure a post office box where all mail ballots shall be received.

(c) A member may vote in person at the annual or special meeting or by such other means as allowed by law and established by the Association. All ballots not cast in person must be received by the Association or its designee by 12:00 Noon three (3) calendar days prior to the annual or special meeting.

(d) The election committee shall make proper arrangements to secure all ballots before, during, and following the election. Marked ballots shall be counted as soon after the close of balloting as may be reasonable under the circumstances. The results thereof will be announced as soon as the count is completed. Marked ballots will be retained and secured for a period of ninety (90) days following the election, after which time they may be destroyed.

(e) The election committee may employ such additional election clerks as may be required to register members at the annual or special meeting, to assist in the counting of the ballots and otherwise to ensure the efficient management of the meeting and balloting. Each candidate for the office of director may have a representative present during all times that ballots are being counted. The decision of a majority of the election committee shall be conclusive with respect to the eligibility of any person to vote and the validity of any ballot cast.

(f) A recount of votes cast for a director's seat may only be requested by a candidate in that election. A request for a recount must be made in writing and received by the Election Committee within 10 days of the close of balloting. The recount will be done in the same manner as and by the same entity that performed the original vote count. If the recount indicates that the candidate requesting the recount has lost the election by more than 1 percent of the total votes cast, then the cost of the recount shall be borne by the candidate. If the recount indicates that the candidate requesting the recount has either won a seat or lost by a margin of 1 percent or less, then the cost of the recount shall be borne by the Association.

A group of 10 or more members who voted in that election may request a recount of the ballots for a bylaws change or ballot question. A request for a recount must be made in writing and received by the Election Committee within 10 days of the close of balloting. The same provision for payment of the costs as provided above shall prevail, with the voters who requested the recount paying for the recount if the margin is greater than 1 percent, and the Association bearing the expense if the margin is 1 percent or less.

(g) In the event of a tie for an election of a director, a bylaws change or a ballot question, a recount of the ballots shall be done. The Association shall bear the cost of recounts in the event of a tie. If the recount confirms the existence of a tie [in the election of directors](#), then a run-off election shall be conducted by mail and by such other means as may be established by the Association within 60 days of the date the results of the recount are certified. The form and content of the ballots shall comply with this Article III, Section 9(b). The run-off election shall be conducted by the Election Committee. The provisions of this Article III, Section 9(d), (e) and (f) shall apply. [If the recount confirms the existence of a tie with respect to a bylaws change or ballot question, such change or question shall have failed.](#)

ARTICLE V

MEETINGS OF DIRECTORS

SECTION 7. Telephonic Board Meetings. For the purpose of the holding of any regular or special meeting, the Board of Directors [\(or any board committee\)](#) can validly conduct such meeting by

communicating with each other by means of conference telephones or similar communications equipment as allowed by law. Telephonic attendance by directors shall be permitted without limitation if the director is unable to attend in person due to Association business provided the absence ~~was is~~ approved ~~in advance~~ by the board as provided under Article V, Section 4. Telephonic attendance for reasons other than Association business shall be limited to 25% of the meetings by any one director for the 6-month period beginning each May 1 and the 6-month period beginning each November 1. For attendance evaluation, but no other purpose, a director is deemed absent from each meeting where the telephonic attendance limit was exceeded.

~~The amendments to this Bylaw will take effect May 1, 1997.~~

ARTICLE VI

OFFICERS

SECTION 1. Number. The officers of the Association shall be a chairman of the board, vice-chairman of the board, secretary of the board and treasurer of the board, and such other agents and employees, who may be given the customary title and authority of an officer, but shall not be deemed to be an "officer" for purposes of Alaska Statutes Section 10.25.200, ~~officers~~ as may be determined by the board of directors from time to time. The offices of secretary of the board and treasurer of the board may be held by the same person.

SECTION 4. Chairman of the Board. The chairman of the board shall:

(a) ~~Be the principal executive officer of the Association and,~~ unless otherwise determined by the members or the board of directors, ~~shall~~ preside at all meetings of the members and the board of directors;

(b) Unless the board has appointed a chief executive officer, be the principal executive officer of the Association and sign any deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the board of directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the board of directors or these bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and

(c) In general, perform all duties incident to the office of chairman of the board and such other duties as may be prescribed by the board of directors from time to time.

ARTICLE XV

STANDING AND AD HOC MEMBER COMMITTEES

SECTION 1. General. This ~~section~~ Article XV shall apply to standing and ad hoc member committees which may from time to time be appointed by the board. Standing member committees include: the Election Committee, as provided for in Article III, Section 9; the Nominating Committee, as provided for in Article IV, Section 4; the Bylaws Committee, as provided for in Article XIII, Section 2; and the Member Advisory Council, as provided for in Article XIV.

SECTION 2. Compensation. Members of standing and ad hoc committees shall receive no compensation or gratuity for their participation in the affairs of the Association but may be reimbursed for reasonable expenses incurred in connection with meeting attendance.

SECTION 3. Terms. The terms of standing committee members shall be for no more than three (3) years and be staggered so that, as nearly as possible, one-third shall expire each year.

SECTION 4. Membership. In order to be fairly representative of the Association's diverse membership, it is preferable that ~~standing and ad hoc member~~ committees be comprised of members who reflect that diversity. Toward that end, the selection process shall include consideration of the member's occupation, education, experience, geographical area in which service is provided by the Association, and type of service provided by the Association. A person is eligible to serve on such committees provided that such person is not:

(a) an employee or director of the Association;

(b) a director, officer or employee of any union local currently acting as a bargaining agent for Association employees;

(c) a person employed by a competing enterprise, however, an employee of the Municipality of Anchorage who is not directly employed by Municipal Light and Power is eligible to serve if he or she has no fiduciary duties which in any way pertain to Municipal Light and Power;

(d) a person having a financial interest in a competing enterprise;

(e) a supplier, contractor, consultant or other entity which does business with the Association or a person with more than a 20% ownership interest in a supplier, contractor, consultant or other entity which does business with the Association except for providers whose actual business with the Association does not exceed \$50,000; or

(f) a person living in the same household with ~~and or~~ financially interdependent upon any of the persons listed in (a) through (e), above.

SECTION 5. Removal. The board of directors may remove any member of any member committee by the affirmative vote of not less than a majority of the number of directors fixed by these bylaws.

SECTION 56. Vacancy. In the case of a vacancy in a member committee, the board of directors shall appoint an Association member in accordance with the provisions of this Article to complete the unexpired term of a committee member.