

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

SPECIAL BOARD OF DIRECTORS' MEETING
AGENDA ITEM SUMMARY

March 3, 2010

ACTION REQUIRED

AGENDA ITEM NO. VI.D.

Information Only
 Motion
 Resolution
 Executive Session
 Other

***DRAFT subject to
Bylaw Committee adoption.***

TOPIC

2010 Proposed Bylaw Amendments – Director Voting Procedures

DISCUSSION

At its February 9th Operations Committee meeting, the Committee considered five bylaw proposals submitted by the Bylaws Committee. The Operations Committee voted to forward all five for the Board's consideration and action. If approved by the Board, the proposals would be placed on the 2010 annual meeting ballot for a vote by the membership. All of these proposals were first considered and approved by the Bylaws Committee.

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. Those comments read as follows:

Bylaws Committee comments: [or if the Board agrees and wants to join with this comment, the “Board of Directors and Bylaws Committee comments:”]

The committee recommends changes to Article V, Section 6 and Article VI, Section 2 to clarify the voting procedures of the Board of Directors.

Your Board of Directors and the Bylaws Committee urge a “Yes” vote.

MOTION

If the Board wishes to approve the proposed bylaw amendment and join in the Bylaws Committee comment, the following motion would be in order:

Move that the Board of Directors approve the proposed amendments to Article V, Section 6 and Article VI, Section 2 for placement on the ballot for the 2010 annual membership meeting election and join in the Bylaws Committee’s proposed comment for the election brochure.