



**CHUGACH ELECTRIC ASSOCIATION, INC.  
ANCHORAGE, ALASKA**

**GOVERNANCE COMMITTEE MEETING**

**AGENDA**

Katherine Jernstrom, Chair  
Susanne Fleek-Green, Vice Chair  
Rachel Morse, Director

Jim Nordlund, Director  
Mark Wiggin, Director

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**February 18, 2026**

**4:00 p.m.**

**Chugach Board Room**

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- I. CALL TO ORDER (4:00 p.m.)
  - A. Roll Call
- II. APPROVAL OF THE AGENDA\* (4:05 p.m.)
- III. APPROVAL OF THE MINUTES\* (4:05 p.m.)
  - A. December 03, 2025 (Mankel)
- IV. UNFINISHED BUSINESS (none)
- V. PERSONS TO BE HEARD (4:10 p.m.)
- VI. NEW BUSINESS (scheduled) (4:25 p.m.)
  - A. Technology (Board) (4:25 p.m.)
  - B. NRECA Resolutions (Baker/Fleek-Green) (4:40 p.m.)
  - C. Bylaw Changes\* (Wilkson) (4:50 p.m.)
    - 1. Membership Fee Adjustment
    - 2. Revisions for Grammar, Formatting, and Repealed Sections
  - D. Board Policy Update\* (Wilkson) (5:10 p.m.)
    - 1. BP 602 – Appointment of Standing and Ad Hoc Committee Members
  - E. Cents of Community (Board) (5:20 p.m.)
- VII. DIRECTOR COMMENTS (5:45 p.m.)
- VIII. EXECUTIVE SESSION (none)
- IX. NEW BUSINESS (none)
- X. ADJOURNMENT\* (6:00 p.m.)

\* Denotes Action Items

\*\* Denotes Possible Action Items

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

**December 03, 2025**  
**Wednesday**

**GOVERNANCE COMMITTEE MEETING**

Recording Secretary: Amanda Mankel

**I. CALL TO ORDER**

Chair Jernstrom called the Governance Committee meeting to order at 5:35 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

*A. Roll Call*

*Committee Members Present:*

Katherine Jernstrom, Chair

Susanne Fleek-Green, Vice Chair

Rachel Morse, Director

Mark Wiggin, Director, *joined via teleconference at 5:41 p.m.*

Jim Nordlund, Director, *joined via teleconference at 5:54 p.m.*

*Board Members Present:*

Dan Rogers, Director

Sisi Cooper, Director, *via teleconference at 6:55 p.m.*

*Guests and Staff Attendance Present:*

Arthur Miller

Andrew Laughlin

Julie Hasquet

Matthew Clarkson

Al Rudeck

Whitney Wilkson

Sherri Highers

Katie Millin

Bernie Smith, Member

*Via teleconference:*

Stephanie Huddell

Buddi Richey

Heather Slocum

Sandra Cacy

**II. APPROVAL OF THE AGENDA**

Director Fleek-Green moved, and Director Morse seconded the motion to approve the agenda. The motion passed unanimously.

*Director Wiggin and Director Nordlund were not present at time of the vote.*

**III. APPROVAL OF MINUTES**

Director Morse moved, and Director Fleek-Green seconded the motion to approve the September 10, 2025, Governance Committee meeting minutes. The motion passed unanimously.

*Director Wiggin and Director Nordlund were not present at time of the vote.*

**IV. UNFINISHED BUSINESS (none)**

## V. PERSONS TO BE HEARD

Bernie Smith provided positive feedback to the committee regarding changes to Board Policy 502, wished there was more volunteers for the member committees, and expressed concern with the scheduled back to back committees.

*Director Wiggin joined the meeting at 5:41 p.m.*

## VI. NEW BUSINESS

### A. 2026 Board Calendar Review

The Board reviewed and provided feedback to the 2026 Board Calendar.

### B. Board Policy Updates\* (Wilkson)

#### 1. BP 502 – Contributions to Retail Members

Whitney Wilkson, Associate General Counsel, presented Board Policy 502 and responded to questions from the Committee.

*Director Nordlund joined the meeting at 5:54 p.m.*

### C. 2026 Member Advisory Council (MAC)\* (Board)

#### 1. MAC Renewal and Topics

The Board discussed the renewal of MAC and provided staff with potential agenda items.

#### 2. Appointments to 2026 MAC

Director Morse moved, and Director Fleek-Green seconded the motion that the Governance Committee recommend that the Chugach Electric Association, Inc. Board of Directors appoint Samuel Blakely, Bernie Smith, John Levy, and Paula Reiswig to the 2026 Member Advisory Council. The motion passed unanimously.

### D. Appointments to 2026 Bylaws, Election, and Nominating Committees\* (Board)

Director Morse moved, and Director Fleek-Green seconded the motion that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors appoint Jessica Koloski and James Strandberg to the “A” Term on the Bylaws Committee for period of January 1, 2026, through December 31, 2026. The motion passed unanimously.

Director Morse moved, and Director Fleek-Green seconded the motion that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors appoint Lawrence Camp, Suwannee Carroll, Chad Colliander, and William Simpson to the “A” Term, and Mary P. Bogan to the “C” Term on the Election Committee for period of January 1, 2026, through December 31, 2026. The motion passed unanimously.

Director Morse moved, and Director Fleek-Green seconded the motion that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors appoint Ashley Johnson and Allen Hippler to the “A” Term on the Nominating Committee for period of January 1, 2026, through December 31, 2026. The motion passed unanimously.

## VII. DIRECTOR COMMENTS

Director comments were made at this time.

**VIII. EXECUTIVE SESSION** *(none)*

A. *Terra Energy, Subject to NDA (Board)*

B. *Semi-Annual May 1, 2025 – April 30, 2026, CEO Project Specific Initiatives Review (Miller/Board)*

At 6:58 p.m. Director Fleek-Green moved, and Director Morse seconded the motion that pursuant to Alaska Statute 10.25.175(c)(3) and (4), the Board of Directors go into executive session to: 1) discuss with its attorneys matters the immediate knowledge of which could have an adverse effect on the legal position of the cooperative; and 2) discuss personnel matters. The motion passed unanimously.

*The meeting reconvened in open session at 8:09 p.m.*

**IX. NEW BUSINESS** *(none)*

**X. ADJOURNMENT**

At 8:09 p.m., Director Morse moved, and Director Fleek-Green seconded the motion to adjourn. The motion passed unanimously.

# 2026 NRECA Proposed Resolutions and Amendments to NRECA Bylaws

1.1	NRECA and America’s Electric Cooperatives	Support
1.2	The Cooperative Business Model	Support
1.3	Support for Educating our Youth and the Washington Youth Tour	Support
<b>1.4</b>	<b>Support for NRECA International</b>	<b>Neutral</b>
1.5	Support for the National Rural Utilities Cooperative Finance Corp	Support
1.6	Support for Communities Economically Impacted by Federal Policies	Support
<b>1.7</b>	<b>Support for the Rural Heritage and Value of Electric Cooperatives</b>	<b>Input</b>
1.8	Support of Cooperative Governance and Leadership	Support
1.9	Support of Cooperative Governance and Ethics	Support
1.10	Selection and Compensation of CEO/General Manager	Support
1.11	Support for Coordinated Outreach	Support
1.12	Support of Safe, Reliable, Affordable, Electric Power thru Coop Grassroots Advo	Support
<b>1.13</b>	<b>Support of the America’s Electric Cooperative PAC</b>	<b>Neutral</b>
1.14	Support for Effective Legal Guidance for Electric Cooperatives	Support
1.15	Support for Legal & Judicial Recognition of Member-Owned & Accountable Bus.	Support
1.16	Support of Regulatory Reform and Fairness	Support
1.17	Member-Owner Relationship	Support
1.18	Support for Development of New Member-Owner-Centric Business Models	Support
1.19	Support for Efforts to Address Poverty in Cooperative Communities	Support
<b>1.20</b>	<b>Support of Prepay Metering</b>	<b>Neutral</b>
1.21	Support of Privacy of Member-Owner Data	Support
1.22	Support of Showcasing Electric Cooperative Economic and Community Benefits	Support
1.23	Support of Cooperative Communications Programs	Support
<b>1.24</b>	<b>Support of Touchstone Energy® Cooperative</b>	<b>Neutral</b>
<b>1.25</b>	<b>Strategic Advantages of Developing Market Intelligence and Segmentation</b>	
1.26	Support for Promoting the Benefits of End-Use Electrification	Support
1.27	Support for Electric Vehicles Policies	Support
1.28	Support of Demand Response Programs	Support
<b>1.29</b>	<b>Support of RE Magazine, Statewide Publications &amp; Local Cooperatives Pages</b>	<b>Neutral</b>
1.30	Workforce Safety, Security, and Operations Management	Support
1.31	Support of Health Care	Support
1.32	Support of Employee Retirement Benefits	Support
1.33	Support to Address Supply Chain Disruptions Critical to Electric Infrastructure	Support
1.34	Support of Safety Initiatives	Support
1.35	Support of Security Initiatives	Support
1.36	Support of Director, Management and Workforce Development	Support
1.37	Support for Disaster Assistance	Support
1.38	Support for Necessary Flood Risk Management Measures	Support
1.39	Support of Agricultural Implement Heights Limitations	Support
1.40	Federal Land Use Management	Support
1.41	Investment and Financial Matters	Support

1.42	Premature Retirement of Generation Assets	Support
1.43	Support for the Development of Accounting and Auditing Standards	Support
1.44	Support for USDA Rural Development Programs for a Strong Rural America	Support
1.45	Protection of Cooperative Tax Status	Support
1.46	Support for Equitable Treatment in Energy Incentives and Tax Policy	Support
1.47	Support of Bankruptcy Protection	Support
1.48	Support for Amending IRS Vehicle Fringe Reporting for Employees of Elec. Coops	Support
1.49	Power Supply	Support
1.50	Support of Wholesale Power Contracts	Support
1.51	Support for the Federal Power Program	Support
1.52	Support for FERC-Licensed Projects	Support
1.53	Support for the Protection of Hydroelectric Dams	Support
<b>1.54</b>	<b>Support for Hydroelectric Power Generation on the Mississippi River</b>	<b>Neutral</b>
1.55	Support of the Columbia River System	Neutral
1.56	Support for the Operation of the Nation's Inland Waterways	Support
<b>1.57</b>	<b>Support Elimination of Western Area Power Admin Transmission Infra Prog</b>	<b>Neutral</b>
1.58	Support for Carbon Capture Utilization and Storage	Support
<b>1.59</b>	<b>Support for Natural Gas-Fired Generation</b>	<b>Input</b>
1.60	Support for Pipeline Rate Complaint Reform	Support
<b>1.61</b>	<b>Support of Adequate Replacement Generation Capacity</b>	<b>Input</b>
<b>1.62</b>	<b>A. Support for a Reasonable Transition of the Electric Utility Industry B. Support for a Reasonable Transition of the Electric Utility Industry</b>	<b>Support</b>
1.63	Support of Distributed Energy Resources	Support
1.64	Support of Renewable and Environmentally Favorable Energy	Support
<b>1.65</b>	<b>Support for Nuclear Power</b>	
1.66	Support for Responsibly Addressing Spent Fuel and Nuclear Waste	Support
1.67	Support for Geothermal Energy Exploration	Support
1.68	Support for Public Utility Regulatory Policies Act Reform	Support
<b>1.69</b>	<b>Support for Bulk Commodity Rail Transportation Legislative Reform</b>	<b>Neutral</b>
1.70	Power Delivery	Support
1.71	Transmission Planning and Cost Allocation of High Voltage Transmission Facilities	Support
1.72	Federal Energy Regulatory Commission Jurisdiction	Support
<b>1.73</b>	<b>A. Support of Voluntary RTO Membership (Staff recommended) B. Support of Voluntary Regional Transmission Organization Membership</b>	<b>Support</b>
1.74	Federal Siting, Permitting, Eminent Domain and Private Property Rights	Support
1.75	Electric Service Across Federal and State Lands	Support
<b>1.76</b>	<b>A. Support for Reducing the Risk of Wildfires (Staff recommended) B. Support for Reducing the Risk of Wildfires</b>	<b>Support</b>
1.77	Bulk Electric Reliability Standards	Support
1.78	Support for Protection of Electric Infrastructure	Support
1.79	Support for Responsible Maint of Cooperative Infrac through Use of Chemicals	Support
1.80	Energy Markets and Industry Structure	Support
1.81	Electric Industry Restructuring	Support
1.82	Wholesale Market Design	Support
1.83	Market Power	Support

1.84	Natural Gas Reliability and Gas/Power Market Alignment	Support
1.85	Financial Instrument Regulation	Support
1.86	Territorial Integrity, Takeover Threats and Loan Security	Support
1.87	Military Base Utility Privatization	Support
1.88	Environmental	Support
1.89	Greenhouse Gas Emissions	Support
1.90	Federal Clean Air Act Regulation	Support
1.91	Environmental Externalities	Support
1.92	Support for Education Regarding the Impacts of Compliance with EPA Regs	Support
1.93	Clean Water Act Regulatory Implementation	Support
1.94	Abandoned Mine Land Reclamation	Support
1.95	Solid Waste and Hazardous Waste	Support
1.96	Support for Superfund Reform	Support
1.97	Endangered Species	Support
1.98	State Sage-Grouse Plans	Neutral
1.99	Invasive Species	Support
1.100	Fish, Wildlife, and Avian Mitigation	Support
1.101	Telecommunications and Technology Utilization	Support
1.102	Support for Electric Cooperative	Support
1.103	Support of Telecommunications and Information Technology for Electric Coops	Support
1.104	Support for Unmanned Aerial Systems	Support
2	Support for Reliable Rural Postal Services	Support
3	Support of Artificial Intelligence Technology for Electric Cooperatives	Support
4	<b>A. Support of Colorado River Storage Project &amp; Rio Grande River Treaty</b> <b>B. Support of Colorado River Storage Project</b> <b>C. Support of Colorado River Storage Project</b>	
5	<b>A. Support for the Pipeline Projects (Comm rec)</b> <b>B. [Proposed Amendment]</b> <b>C. Support of the Keystone XL Pipeline</b>	
6	<b>Support for Uniform Regulation of Electric Service on Indian Reservations</b>	<b>Oppose</b>
③	Honoring.Electric.Cooperative.Workers".Roles.as.First.Responders	Support
④	Recognition.of.Military.Service	Support
⑤	Appreciation.	Support
76	General.Memorial	Support

*As of February 4, 2026*

# **84th NRECA Annual Business Meeting Materials**



**March 10, 2026 – Nashville, Tennessee**

*For NRECA Voting Members Only*



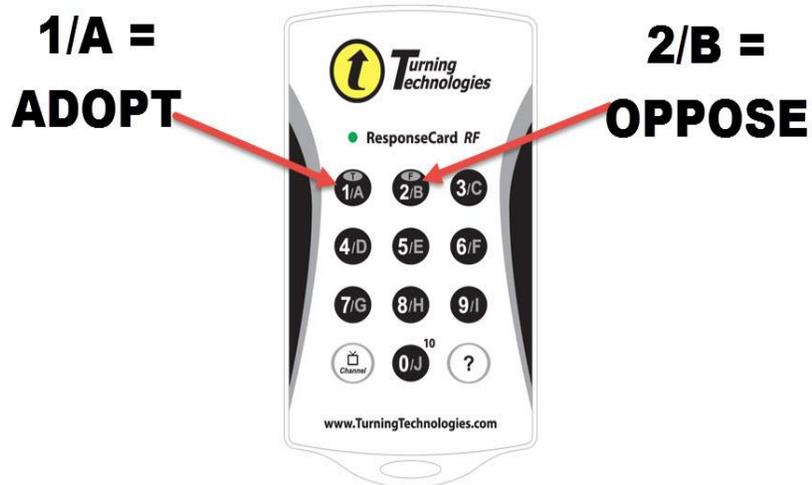
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# Voting Delegate Information for the Business Meeting

- Voting delegates must attend the 2026 NRECA Annual Business Meeting (Business Meeting) in person to be counted as present and participate. There is no option to attend the Business Meeting online or cast votes virtually.
- Voting delegates must pick up their green voting credential card at the Voting Delegate Desk by Hall A on Level 3 of the Music City Center, near Registration, prior to the Business Meeting.
- NRECA will provide [electronic voting devices](#) to all certified voting delegates at the Business Meeting, no personal electronic devices or other technology is required. For more information, see below or click the link above for a short video demonstration.
- Additional information is available on the [Business Meeting](#) and [Voting Delegate FAQs](#) pages on Cooperative.com.

## Electronic Voting Devices



\*Delegates should wait to cast a vote after the Chair announces, “voting is now open.” Delegates may change their vote until the Chair announces that “voting has closed.”

**Remember to return your  
voting devices before you leave.**

# **Business Meeting Agenda**

**11:00 A.M. Call to Order – NRECA President Mike Partin**

Verification of Quorum

Adoption of Agenda

Introduction of Officials and Support Staff

Adoption of Standing Rules

Approval of Minutes of NRECA 2025 Annual Meeting of Members

Report of NRECA Secretary-Treasurer Marty Littrel

Consideration of Proposed Resolutions

1 – Proposed Resolution – Consent Agenda to Adopt

2-6 – Individual Proposed Resolutions

7-10 – Courtesy Resolutions

Announcements

Adjourn Sine Die

# National Resolutions Committee

**Chair (2026): Matt Boshaw, Region 1**

**Vice Chair (2026): James Wells, Region 8**

**The following National Resolutions Committee members' terms run until the conclusion of the 2027 NRECA Annual Member Business Meeting:**

<b>John Cassady, CEO</b> Indiana Electric Cooperative, Indiana	<b>Region 4</b>	<b>Legislative Chair</b>
<b>Ron Holmes, Director</b> Wasco Electric Cooperative, Oregon	<b>Region 9</b>	<b>Legislative Vice Chair</b>
<b>Thomas Golden, CEO</b> EnergyUnited, North Carolina	<b>Region 1</b>	<b>Regulatory Chair</b>
<b>Greg Humphreys, Vice President and CFO</b> Deseret Power Electric Cooperative, Utah	<b>Region 9</b>	<b>Regulatory Vice Chair</b>
<b>James Wells, Director</b> Central Rural Electric Cooperative, Oklahoma	<b>Region 8</b>	<b>CMEC Chair</b>
<b>Matt Boshaw, General Manager and CEO</b> Central Electric Cooperative, Pennsylvania	<b>Region 1</b>	<b>CMEC Vice Chair</b>
<b>Marvin Sox, President and Director</b> Mid-Carolina Electric Cooperative, South Carolina	<b>Region 2</b>	<b>Regional Representative Legislative Committee</b>
<b>Jeff Williams, CEO</b> Taylor County RECC, Kentucky	<b>Region 3</b>	<b>Regional Representative Legislative Committee</b>
<b>Rob Richard, President and CEO</b> Wisconsin Electric Cooperative Association, Wisconsin	<b>Region 5</b>	<b>Regional Representative Legislative Member</b>
<b>Pat Carruth, General Manager</b> Minnesota Valley Cooperative Light and Power Association, Minnesota	<b>Region 6</b>	<b>Regional Representative Legislative Member</b>
<b>Andy Hewitt, General Manager</b> Bridger Valley Electric Association, Wyoming	<b>Region 7</b>	<b>Regional Representative CMEC Member</b>
<b>Avan Irani, CEO</b> Nueces Electric Cooperative, Texas	<b>Region 10</b>	<b>Regional Representative Regulatory Committee</b>



## **NRECA 2026 Annual Member Business Meeting Standing Rules**

1. To participate, a voting delegate authorized by a National Rural Electric Cooperative Association (“NRECA”) voting member (“Voting Delegate”) must, in a manner determined by NRECA, present or verify his or her voting credentials at the business meeting (“Meeting”) and sit in the designated Voting Delegate area.
2. Only Voting Delegates may sit in the designated Voting Delegate area.
3. Voting Delegates vote through a method determined by the chair, which method may include voting by raising hands or by electronic voting device.
4. Unless the chair permits otherwise, only Voting Delegates may speak. With the chair’s permission, and in a manner consistent with these Standing Rules, an attendee may suggest action from the floor, but only a Voting Delegate may move or second the action.
5. All speakers must identify themselves by name, NRECA voting member, and state, and must address all comments to the chair.
6. Voting Delegates must state all motions clearly. The chair may require a Voting Delegate to present a motion in writing or electronically through email to [resolutions@nreca.coop](mailto:resolutions@nreca.coop), or otherwise.
7. The Voting Delegate making a motion may speak first. If there are additional comments for and against the motion, then discussion must alternate between those for and against the motion.
8. Unless extended by general consent, a two-thirds vote, or as otherwise determined by the chair, debate is limited to two minutes per individual per debatable motion and total time allowed for a debatable motion may not exceed 15 minutes. Upon general consent, a two-thirds vote, or as otherwise determined by the chair, an individual may speak a second time regarding a motion.
9. Voting Delegates may only consider resolutions previously considered by the NRECA Resolutions Member Standing Committee (“National Resolutions Committee”). Voting Delegates will consider resolutions recommended by the National Resolutions Committee (“Recommended Resolution”) first. During initial consideration of a Recommended Resolution, Voting Delegates may propose primary amendments only if the text or a summary of the proposed amendment was announced during the March 8, 2026 Resolutions Forum or received electronically through email at [resolutions@nreca.coop](mailto:resolutions@nreca.coop) by 5:00 p.m. local time on March 8, 2026. If Voting Delegates do not adopt a Recommended Resolution, with or without amendment, during initial consideration, then Voting Delegates may reconsider the Recommended Resolution with any proposed amendment.
10. Voting Delegates adopt a policy resolution upon majority vote.
11. Voting Delegates may consider resolutions in gross, or without debate or amendment, as part of a consent agenda, consent calendar, or similar list (“Consent Agenda”), but only if prepared by the National Resolutions Committee. Unless the National Resolutions Committee determines otherwise, a Consent Agenda is considered before resolutions are considered individually. Any Voting Delegate may remove a resolution from the Consent Agenda and have it considered individually.

## Minutes of National Rural Electric Cooperative Association 2025 Annual Meeting of Members

Pursuant to the District of Columbia General Cooperative Association Act of 2010, the National Rural Electric Cooperative Association (“NRECA”) Bylaws, and Robert’s Rules of Order Newly Revised (11th ed. 2011), NRECA held its annual meeting of members (“Meeting”) from March 10-12, 2025, in Atlanta, Georgia.

During the Meeting’s Opening General Session on Monday morning, March 10, NRECA Chief Executive Officer Jim Matheson reported on, among other things, NRECA’s business during the previous fiscal year and NRECA’s condition at the close of the previous fiscal year. During the Meeting’s Second General Session on Tuesday morning, March 11, NRECA President Tony Anderson further reported on, among other things, NRECA’s business during the previous fiscal year and NRECA’s condition at the close of the previous fiscal year. At approximately 11:15 a.m. on Tuesday, March 11, President Anderson called the Meeting’s Business Meeting to order. Before the Business Meeting:

- President Anderson appointed: (1) NRECA Vice President and Deputy General Counsel for Director and Member Legal Services Tyrus H. Thompson as Parliamentarian; (2) NRECA Deputy General Counsel Jessica Healy as Recording Secretary; (3) NRECA Deputy General Counsel Nick Pascale as Head Teller; and (4) individuals designated by Mr. Pascale as Tellers;
- Voting delegates selected by NRECA voting members presented their NRECA Voting Delegate Credential cards, with a list of voting delegates submitting credentials being attached to these Minutes;
- A document titled “83rd NRECA Annual Business Meeting Materials – 2025 Proposed Resolutions and Proposed Amendments to NRECA Bylaws” (“Document”) was distributed and made available to NRECA voting members at the Meeting; and
- A document titled “Report from the Secretary-Treasurer” (“Financial Report”) was made available to NRECA voting members on Cooperative.com following the Meeting.

A copy of the Document and Financial Report is attached to these Minutes. Voting delegates present voted during the Business Meeting. Unless otherwise indicated, voting during the Business Meeting was by electronic voting device.

Verification of Quorum. President Anderson verified the presence of a quorum. Approximately 595 voting delegates were present.

Adoption of Agenda. President Anderson asked for proposed amendments to the Business Meeting Agenda as printed and included in the Document. There were none. Without objection, the agenda was adopted as printed and included in the Document.

Introduction of Officers and Support Staff. President Anderson introduced the following individuals seated on stage:

- Mr. Thompson;
- Ms. Healy;
- NRECA Vice President Mike Partin, who served as timekeeper during the Business Meeting;
- NRECA Secretary-Treasurer Ingrid Kessler; and
- Mr. Ted Hilmes, Chair of the NRECA National Resolutions Committee.

President Anderson recognized the other members of the NRECA National Resolutions Committee (“Resolutions Committee”), as listed in the Document.

Adoption of Standing Rules. Secretary-Treasurer Kessler read the Business Meeting Standing Rules as printed and included in the Document. President Anderson asked for proposed amendments to the Standing Rules. There were none. Without objection, the Standing Rules were adopted as printed and included in the Document.

Approval of Minutes of NRECA 2024 Annual Meeting of Members. President Anderson asked for corrections to the Minutes of NRECA 2024 Annual Meeting of Members as printed and included in the Document. There were none. Without objection, the minutes were approved as printed and included in the Document.

Report of the NRECA Secretary-Treasurer. Secretary-Treasurer Kessler summarized the Financial Report and generally reported on NRECA's financial business during the previous fiscal year and NRECA's financial condition at the close of the previous fiscal year. As Secretary-Treasurer Kessler noted, NRECA quarterly financial performance reports are available on Cooperative.com.

Consideration of Proposed Resolutions. Mr. Hilmes presented the Resolutions Committee recommendations regarding proposed resolutions as printed and included in the Document.

Mr. Hilmes presented the Resolutions Committee's recommendation to adopt the resolutions in "1 – Proposed Resolution – Consent Agenda to Adopt" ("Consent Agenda"). President Anderson asked for requests to remove any resolution from the Consent Agenda. A voting delegate requested to remove 1.10 "Support of Diversity, Equity and Inclusion." The resolution was removed from the Consent Agenda. There were no other requests to remove. The remaining resolutions in the Consent Agenda were adopted by general consent.

President Anderson recognized Resolutions Committee member James Wells to briefly discuss the Resolutions Committee's recommendation regarding 1.10 "Support of Diversity, Equity and Inclusion." At the request of President Anderson, Vice President Partin temporarily presided over the Meeting. Voting delegate Deedri Isaacs, Montana Electric Cooperatives' Association, Montana, moved to amend the first sentence of the resolution as follows, with additions being underlined and deletions being stricken: "While cognizant of the importance of meritocracy, ~~E~~electric cooperatives have embraced the precepts of inclusion and equal representation since their founding and continue to lead the way as the needs of their unique communities and membership evolve and diversify." Another voting delegate seconded the motion. After discussion or opportunity for discussion, the amendment was not adopted. After discussion or opportunity for discussion, 1.10 "Support of Diversity, Equity and Inclusion," was not adopted.

President Anderson resumed presiding over the Meeting.

On behalf of the Resolutions Committee, Mr. Hilmes moved for the adoption of 2 – Proposed Resolution, "Federal Land Use Management," as printed and included in the Document. Resolutions Committee member Greg Humphreys briefly explained the Resolutions Committee's recommendation regarding the proposed resolution. After discussion or opportunity for discussion, and as recommended by the Resolutions Committee, 2 – Proposed Resolution, "Federal Land Use Management," was adopted as printed and included in the Document.

On behalf of the Resolutions Committee, Mr. Hilmes moved for the adoption of 3 – Proposed Resolution, "Support for Adequate Replacement Generation Capacity," as printed and included in the Document. Mr. Humphreys briefly explained the Resolutions Committee's recommendation regarding the proposed resolution. After discussion or opportunity for discussion, and as recommended by the Resolutions Committee, 3 – Proposed Resolution, "Support for Adequate Replacement Generation Capacity," was adopted as printed and included in the Document.

On behalf of the Resolutions Committee, Mr. Hilmes moved for the adoption of 4-A – Proposed Resolution, “Support for Geothermal Energy Exploration,” as printed and included in the Document. Resolutions Committee member John Cassady briefly explained the Resolutions Committee’s recommendation regarding the proposed resolution. After discussion or opportunity for discussion, and as recommended by the Resolutions Committee, 4-A – Proposed Resolution, “Support for Geothermal Energy Exploration,” was adopted as printed and included in the Document. 4-B – Proposed Resolution was not considered since it presented practically the same question.

On behalf of the Resolutions Committee, Mr. Hilmes moved for the adoption of 5 – Proposed Resolution, “Support of the Keystone XL Pipeline,” as printed and included in the Document. Mr. Cassady briefly explained the Resolutions Committee’s recommendation regarding the proposed resolution. After discussion or opportunity for discussion, and as recommended by the Resolutions Committee, 5 – Proposed Resolution, “Support of the Keystone XL Pipeline,” was adopted as printed and included in the Document.

On behalf of the Resolutions Committee, Mr. Hilmes moved for the adoption of 6-A – Proposed Resolution, “Support for Reducing the Risk of Wildfires,” as printed and included in the Document. Mr. Humphreys briefly explained the Resolutions Committee’s recommendation regarding the proposed resolution. Voting delegate Merlin Bechen, Central Electric Cooperative, South Dakota, moved to amend the end of the second bullet of the resolution as follows, with additions being underlined: “[...] including but not limited to accessing utility rights-of-way for vegetation management and system hardening”. After discussion or opportunity for discussion, the amendment was adopted. After discussion or opportunity for discussion, 6-A – Proposed Resolution, “Support for Reducing the Risk of Wildfires,” was adopted as amended. 6-B – Proposed Resolution was not considered since it presented practically the same question.

On behalf of the Resolutions Committee, Mr. Hilmes moved for the adoption of 7-A – Proposed Resolution, “Telecommunications and Technology Utilization,” as printed and included in the Document. Mr. Wells briefly explained the Resolutions Committee’s recommendation regarding the proposed resolution. After discussion or opportunity for discussion, and as recommended by the Resolutions Committee, 7-A – Proposed Resolution, “Telecommunications and Technology Utilization,” was adopted as printed and included in the Document. 7-B and 7-C – Proposed Resolutions were not considered since they presented practically the same question.

On behalf of the Resolutions Committee, Mr. Hilmes moved for the adoption of 8 – Proposed Resolution, “Support for Natural Gas-Fired Generation,” as printed and included in the Document. Mr. Humphreys briefly explained the Resolutions Committee’s recommendation regarding the proposed resolution. After discussion or opportunity for discussion, and as recommended by the Resolutions Committee, 8 – Proposed Resolution, “Support for Natural Gas-Fired Generation,” was adopted as printed and included in the Document.

On behalf of the Resolutions Committee, Mr. Hilmes moved and recommended against the adoption of 9 – Proposed Resolution, “Support for the Development of a Plan to Meet the Fuel and Infrastructure Requirements of the New Natural Gas Fleet and Complying with Environmental Regulations,” as printed and included in the Document. Mr. Humphreys briefly explained the Resolutions Committee’s recommendation regarding the proposed resolution. After discussion or opportunity for discussion, and as recommended by the Resolutions Committee, 9 – Proposed Resolution, “Support for the Development of a Plan to Meet the Fuel and Infrastructure Requirements of the New Natural Gas Fleet and Complying with Environmental Regulations,” was not adopted.

By custom and without objection, 10 – Proposed Courtesy Resolution, “Support for the Rural Heritage and Values of Electric Cooperatives,” 11 – Proposed Courtesy Resolution, “Honoring Electric Cooperative Workers’ Roles as First Responders,” 12 – Proposed Courtesy Resolution, “Recognition of

*Unapproved Minutes of 2025 NRECA Annual Meeting of Members*

Military Service,” and 13 – Proposed Courtesy Resolution, “Appreciation,” were adopted as printed and included in the Document.

Mr. Hilmes read 14 – Proposed Courtesy Resolution, “General Memorial.” Voting delegates observed a moment of silence. By custom and without objection, the courtesy resolution was adopted as printed and included in the Document.

A copy of each resolution as adopted is attached to these Minutes.

Consideration of Proposed Amendments to the NRECA Bylaws. President Anderson reported that the NRECA Board of Directors proposed amendments to the NRECA Bylaws during its June 2024 meeting. The exact text of the proposed amendments was presented and available for review at the NRECA 2024 regional meetings. The “Summary of Proposed Amendments to NRECA Bylaws” printed and included in the Document summarizes the proposed amendments. The exact text of the proposed amendments was printed and included in the Document. Notice of the exact text of the proposed amendments was sent to NRECA voting members with notice of the Meeting. President Anderson asked for requests to consider any proposed amendment separately. There were none. After discussion or opportunity for discussion, the proposed amendments were adopted, as printed and included in the Document, by general consent.

Adjourn Sine Die. The Business Meeting adjourned *sine die* at approximately 12:30 p.m. on Tuesday, March 11.

The Meeting adjourned after its Closing General Session on Wednesday morning, March 12.

  
\_\_\_\_\_  
Ingrid Kessler  
NRECA Secretary-Treasurer

Approved: \_\_\_\_\_

\_\_\_\_\_  
Marty Littrel  
NRECA Secretary-Treasurer

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contact [VotingDelegates@nreca.coop](mailto:VotingDelegates@nreca.coop) with comments or questions.**

	<b>Voting Delegate</b>	<b>System</b>	<b>State</b>
1	Crystal Enkvist	Alaska Power Association	AK
2	Yves D. Brower	Barrow Utilities & Electric Co-op	AK
3	Susanne Fleek-Green, CCD	Chugach Electric Association, Inc.	AK
4	Jaime L. Matthews, MIP	Copper Valley Electric Assn., Inc.	AK
5	Bradley P. Janorschke	Homer Electric Association, Inc.	AK
6	Ronald Acarregui, CCD, BLC, DGC	Kodiak Electric Association, Inc.	AK
7	Thomas R Atkinson, III	Kotzebue Electric Association, Inc.	AK
8	William D. Kendig, CCD, BLC, DGC	Matanuska Electric Assn, Inc.	AK
9	Karl G Rayborn	Alabama Rural Electric Assn.	AL
10	Terry Mitchell, CCD, BLC, DGC	Central Alabama Electric Cooperative	AL
11	Steven W Sheffield	Clarke-Washington EMC	AL
12	Timothy P Culpepper, MIP	Cullman Electric Cooperative	AL
13	Thomas Morgan James, CCD, BLC, DGC	Dixie Electric Cooperative	AL
14	Eugene Kanikovskiy	Joe Wheeler EMC	AL
15	William B Farrar, Jr., CCD, BLC	Pioneer Electric Cooperative	AL
16	Ronald David Bailey, CPA	South Alabama Electric Cooperative	AL
17	Lynn Lowery Powell, CCD, BLC	Southern Pine Electric Co-op	AL
18	Mitchell Bruce Boswell, CCD, BLC, DGC	Tallapoosa River Elec Co-op	AL
19	Bradley M. Kimbro	Wiregrass Electric Cooperative, Inc.	AL
20	Jennifer A Hoss	Arkansas Electric Cooperative Corporation	AR
21	Vernon Nicholas Hasten	Arkansas Electric Cooperatives, Inc.	AR
22	Connie L. Pendergrass, CCD, BLC, DGC	Clay County Electric Co-op Corp.	AR
23	Terry O. Rorex, CCD, BLC, DGC	Craighead Electric Co-op Corp.	AR
24	Ashley D Garringer	First Electric Cooperative Corporation	AR
25	Diana L Holmes, CCD, BLC, DGC	Mississippi County Elec. Co-op, Inc.	AR
26	Walton A. Pigott, CCD, BLC, DGC	Ouachita Electric Cooperative Corporation	AR
27	Luke G Parsons, CCD	Ozarks Electric Cooperative	AR
28	Michael D. Kirkland, CFCP, CLCP, DGC	Petit Jean Electric Co-op Corporation	AR
29	Mark Robbins, CCD, BLC, DGC	Rich Mountain Electric Cooperative, Inc.	AR
30	Kecia Wolf, MIP	Southwest Arkansas Electric Cooperative Corp	AR
31	Michael L. Swan, CCD	Woodruff Electric Cooperative Corp.	AR
32	John T Carlson	Arizona Electric Power Co-op, Inc.	AZ
33	Reuben B. McBride	Graham County Electric Cooperative, Inc.	AZ
34	David B Lock	Grand Canyon State Electric Co-op	AZ
35	Deborah Johnson, CCD, BLC, DGC	Mohave Electric Co-op, Inc.	AZ
36	Charles R. Moore, PE	Navopache Electric Co-op, Inc.	AZ
37	Randy S Redmond, CCD, BLC, DGC	Sulphur Springs Valley Elec. Co-op	AZ
38	Darrell D Birkhimer, CCD, BLC, DGC	Trico Electric Cooperative, Inc.	AZ
39	Kevin M Short	Anza Electric Co-op, Inc.	CA
40	Jessica L Nelson	Golden State Power Co-op	CA
41	William C Newberg	Plumas-Sierra REC	CA
42	Brian M. Cavey	CoBank	CO
43	Stephen A Valdez, CCD, BLC, DGC	Colorado REA	CO
44	Darcie Woodruff Perkins, CCD	Gunnison County Electric Association	CO
45	Dennis E. Herman	Highline Electric Association	CO
46	David C Munk, CCD, BLC, DGC	Holy Cross Energy	CO
47	Kirsten Skeehan, CCD, BLC	La Plata Electric Association, Inc.	CO
48	Craig Wietjes, CCD, BLC	Midwest Electric Consumers Assn.	CO
49	Terry Rey Linker, CCD, BLC, DGC	Morgan County REA	CO
50	James Riggins, CCD	Mountain View Electric Assn., Inc.	CO

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51	Bryan D Ehrlich, CCD, BLC	Poudre Valley REA, Inc.	CO
52	Deborah R Rose, CCD, BLC, DGC	San Isabel Electric Assn., Inc.	CO
53	Mark Boyle, CCD	Sangre de Cristo Electric Association, Inc.	CO
54	Timothy A. Rabon, CCD, BLC, DGC	Tri-State G&T Assn., Inc.	CO
55	Ursula J Morgan, CCD, BLC, DGC	United Power, Inc.	CO
56	Thomas Fox, CCD, BLC, DGC	Yampa Valley Electric Assn., Inc.	CO
57	Trent Loutensock	Y-W Electric Association, Inc.	CO
58	Thomas E Brown	Delaware Electric Cooperative, Inc.	DE
59	Kyle L Quincey, CCD	Central Florida Electric Cooperative, Inc.	FL
60	Stephen T Rhodes	CHELCO	FL
61	Joseph C. Malphurs, CCD, BLC, DGC	Clay Electric Cooperative, Inc.	FL
62	Tracy A. Bensley	Florida Electric Co-op Association	FL
63	Karl M. Wagner, CCD, BLC, DGC	Florida Keys Electric Co-op Assn., Inc.	FL
64	Lee E. Henderson, CCD, BLC, DGC	Glades Electric Cooperative, Inc.	FL
65	Betty Moore, CCD, BLC, DGC	Gulf Coast Electric Cooperative, Inc.	FL
66	Marie Dasher, CCD, BLC	Peace River Electric Cooperative, Inc.	FL
67	Morgan A. Hatfield, CCD, BLC, DGC	SECO Energy	FL
68	Susan S. Reeves, CCD, BLC, DGC	Seminole Electric Co-op, Inc.	FL
69	Francene Folsom	Suwannee Valley Electric Co-op, Inc.	FL
70	David Miller, CCD, BLC, DGC	Talquin Electric Cooperative, Inc.	FL
71	Robert A Dodd, CCD, BLC, DGC	Tri-County Electric Cooperative, Inc.	FL
72	Wayne C Williams	West Florida Electric Co-op Assn.	FL
73	Melissa Ann Manning	Altamaha EMC	GA
74	Travis D Cline, CCD, BLC, DGC	Amicalola EMC	GA
75	Lanell M Oliver	Canoochee EMC	GA
76	David A Robinson, III	Central Georgia EMC	GA
77	John T Woods, III, CCD, BLC, DGC	Coastal EMC	GA
78	Kevan Wayne Espy	Cobb Electric Membership Corporation	GA
79	James W. Fulton, III, CCD, BLC, DGC	Coweta-Fayette EMC	GA
80	Wayne Livingston	Diverse Power Incorporated	GA
81	Jeremy S. Nelms	Flint EMC	GA
82	Charles E. Gore, CCD, BLC, DGC	Georgia EMC	GA
83	Gordon A Norton, CCD, BLC, DGC	Georgia System Operations Corp.	GA
84	Barbara Hampton	Georgia Transmission Corporation	GA
85	David Alan Hagenow, CCD, BLC, DGC	GreyStone Power Corporation	GA
86	Bryan F Ferguson	Habersham EMC	GA
87	Steve F. Blair, CCD, BLC, DGC	Jackson EMC	GA
88	John Derek Partridge, Sr., CCD, BLC, DGC	Jefferson Energy Cooperative	GA
89	Juanita F. Austin, CCD	Oconee EMC	GA
90	James I. White, CCD, BLC, DGC	Oglethorpe Power Corporation	GA
91	Robert Wayne Combs, CCD, BLC	Okefenoke REMC	GA
92	Horace H. Weathersby, III, CCD	Planters EMC	GA
93	Gary G. Porter, CCD	Sawnee EMC	GA
94	Gene E. Morris, Jr.	Snapping Shoals EMC	GA
95	Glenn E. Davis	Sumter EMC	GA
96	Brenda P Green, CCD	Tri-County EMC	GA
97	George M. McDonald, CCD, BLC, DGC	Washington EMC	GA
98	Peter Yukimura, CCD, BLC, DGC	Kaua'i Island Utility Cooperative	HI
99	Marvin Wesley Larson, CCD, BLC, DGC	Access Energy Cooperative	IA
100	Jerry Keleher, CCD, BLC, DGC	Allamakee-Clayton Elec. Co-op, Inc.	IA
101	Kenneth Kappmeyer	Butler County Rural Electric Cooperative	IA

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102 Keaton R. Hildreth, MIP	Calhoun County Electric Cooperative Assn.	IA
103 Tim Larsen	Central Iowa Power Cooperative	IA
104 Marchelle Brown, CCD, BLC, DGC	Chariton Valley Electric Co-op, Inc.	IA
105 David A. Opie	Clarke Electric Cooperative, Inc.	IA
106 Arden Greiner, CCD, BLC, DGC	Consumers Energy	IA
107 Gary L. Poppe, CCD, BLC, DGC	Corn Belt Power Cooperative	IA
108 Gary L McKenna, CCD, BLC, DGC	East-Central Iowa REC	IA
109 Kathrine D. Wunderlich, CCD, BLC, DGC	Eastern Iowa Light & Power Cooperative	IA
110 Garrett R. Thompson	Franklin Rural Electric Cooperative	IA
111 Roger Brown	Grundy County REC	IA
112 Julia A Kiley, CCD, BLC, DGC	Guthrie County REC	IA
113 Curtis C Lee	Harrison County REC	IA
114 James A. Miller, CCD, BLC, DGC	Iowa Assn. of Electric Co-ops	IA
115 Bruce D. Amundson, CCD, BLC, DGC	Iowa Lakes Electric Cooperative	IA
116 Lucas P Roskamp, CCD	L & O Power Cooperative	IA
117 Rodney Philip Mogler, CCD	Lyon Rural Electric Cooperative	IA
118 Todd A Wiedenman	Maquoketa Valley REC	IA
119 Paul Heineman, CCD, BLC	Midland Power Cooperative	IA
120 Galen Grabill, CCD, BLC	Nishnabotna Valley REC	IA
121 Lyle D Korver	North West Rural Electric Cooperative	IA
122 Brenda J Lundergard, CCD, BLC, DGC	Northwest Iowa Power Cooperative	IA
123 Adam Hoekstra, CCD, BLC	Osceola Electric Cooperative, Inc.	IA
124 Steve Inskeep, CCD, BLC, DGC	Pella Co-op Electric Assn.	IA
125 Marion A. Denger, CCD, BLC, DGC	Prairie Energy Cooperative	IA
126 David G. Onken, CCD, BLC, DGC	Raccoon Valley Electric Cooperative, Inc.	IA
127 Jerry Lee Henning, CCD	T.I.P. Rural Electric Cooperative	IA
128 Kimberly Brouwer	Woodbury County RECA	IA
129 Jeffrey J Copeland, CCD, BLC, DGC	Clearwater Power Company	ID
130 Doug Schmier, CCD, BLC, DGC	Fall River Rural Electric Cooperative, Inc.	ID
131 John C. Black	Raft River REC, Inc.	ID
132 David E Smith, CCD	United Electric Co-op, Inc.	ID
133 Rebecca J. Barlow, CCD, BLC, DGC	Adams Electric Cooperative	IL
134 Frank V Kobilsek, CCD, BLC, DGC	Assn. of Illinois Electric Co-ops	IL
135 Robert A. Pierson, CCD, BLC, DGC	Clay Electric Cooperative, Inc	IL
136 Anita L Hoene, SHRM-CP	Coles-Moultrie Electric Cooperative	IL
137 Peter J. Borowski, CPA	Corn Belt Energy Corporation	IL
138 Tyler Finegan, CCD, BLC, DGC	Eastern Illini Electric Cooperative	IL
139 Michael S. Hermetz, CCD, BLC, DGC, MIP	Egyptian Electric Cooperative Assn.	IL
140 Kevin Julian, CCD, BLC	EnerStar Electric Cooperative	IL
141 Kevin Klein, CCD, BLC, DGC	Illinois Electric Cooperative	IL
142 Patricia Ann Smith, CCD, BLC, DGC	Jo-Carroll Energy, Inc.	IL
143 Charles E Huebener, CCD	M.J.M. Electric Cooperative, Inc.	IL
144 David A. Lueck	McDonough Power Cooperative	IL
145 Warren D Goetsch, CCD, BLC, DGC	Menard Electric Cooperative	IL
146 Alisha D Anker, CCD, BLC, DGC	Prairie Power, Inc.	IL
147 Clayton T. Bloome, CCD, BLC	Rural Electric Convenience Cooperative	IL
148 Robert G Holthaus, CCD, BLC	Shelby Electric Cooperative	IL
149 David Allen Johnston, MIP	Southern Illinois Electric Cooperative	IL
150 William E. Littrell, CCD, BLC, DGC	Southern Illinois Power Cooperative	IL
151 Jerry C Gaffner	Southwestern Electric Cooperative, Inc.	IL
152 Dan Williams, CCD	Spoon River Electric Cooperative, Inc.	IL

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153 Michelle Lynn Barbee, CCD	Tri-County Elec. Cooperative, Inc.	IL
154 James Williams	Wayne-White Counties Electric Cooperative	IL
155 Janet Spory, ccd	Western Illinois Electrical Cooperative	IL
156 Janet L Anthony, CCD, BLC, DGC	Bartholomew County REMC	IN
157 William J Conley, CCD, BLC	Boone REMC	IN
158 Steven G Dieterlen, CCD, BLC, DGC	Clark County REMC	IN
159 Jason Barnhorst, CCD, BLC, DGC	Decatur County REMC	IN
160 Andy T Schwenk, CCD, BLC	Dubois REC, Inc.	IN
161 David B. Poe, CCD, BLC	Harrison County REMC	IN
162 David Thomas, CCD	Hendricks Power Cooperative	IN
163 Curt Poore, CCD	Henry County REMC	IN
164 Gary Waninger, CCD, BLC, DGC	Hoosier Energy REC, Inc.	IN
165 Steven McMichael, CCD, BLC, DGC	Indiana Electric Cooperatives	IN
166 John M. Trinkle, CCD	Jackson County REMC	IN
167 Mark A Kingma, CCD	Jasper County REMC	IN
168 Kenneth D Denton, CCD, BLC	Jay County REMC	IN
169 Dean Moretton, CCD, BLC, DGC	Kankakee Valley REMC	IN
170 John Hand, CCD	Kosciusko REMC	IN
171 David L. Lewallen	Marshall County REMC	IN
172 Robin Ritchie, CCD	NineStar Connect	IN
173 Matthew C Deaton	Orange County REMC	IN
174 Michael W Carpenter	Parke County REMC	IN
175 Charles A. Smith, CCD, BLC, DGC	RushShelby Energy, Inc.	IN
176 Jerry W. Pheifer, CCD, BLC, DGC	South Central Indiana REMC	IN
177 Vince Moster, CCD	Southeastern Indiana REMC	IN
178 Dirk Stein, CCD	Southern Indiana Power	IN
179 Gary H Shough, CCD, BLC, DGC	Steuben County REMC	IN
180 Kirk Alter, CCD, BLC, DGC	Tipmont REMC	IN
181 Dennis L Burton, CCD, BLC, DGC	Wabash Valley Power Alliance	IN
182 Don E. Mckinnis	Warren County REMC	IN
183 Terry M. Hillman, CCD, BLC, DGC	Whitewater Valley REMC	IN
184 Phillip C Carter, CCD, BLC, DGC	WIN Energy REMC	IN
185 Loren E Dickens, Jr., CCD, BLC, DGC	4 Rivers Electric Cooperative Inc	KS
186 Richard A. Ridder, CCD, BLC	Bluestem Electric Cooperative, Inc.	KS
187 Kirk A. Thompson, CCD	CMS Electric Co-op, Inc.	KS
188 James Christopher, CCD, BLC, DGC	DS&O Electric Cooperative, Inc.	KS
189 Gary E. Nix, CCD	Federated Rural Electric Insurance Exchange	KS
190 Don D Montgomery, CCD, BLC, DGC	FreeState Electric Cooperative, Inc.	KS
191 Mark Scheibe	Heartland REC	KS
192 Lee E. Tafanelli	Kansas Electric Cooperatives, Inc.	KS
193 Charles A. Goeckel	Kansas Electric Power Co-op	KS
194 Craig J. Ramsey	Lane-Scott Electric Cooperative, Inc.	KS
195 John H. Blackwell, CCD, BLC, DGC	Midwest Energy, Inc.	KS
196 James N. Bell, CCD, BLC, DGC	Pioneer Electric Cooperative, Inc.	KS
197 C. Eric Andersen, CCD, BLC, DGC	Rolling Hills Electric Co-op	KS
198 Scott A. Ayres	Sedgwick County Electric Cooperative Assn., Inc.	KS
199 Keith Leddy, CCD, BLC, DGC	Sumner-Cowley Electric Coop, Inc.	KS
200 Patrick L Morse, CCD, BLC, DGC	The Victory Electric Cooperative Assn., Inc.	KS
201 Robert S White, CCD, BLC, DGC	Big Rivers Electric Corporation	KY
202 Gary H. Keller, CCD, BLC, DGC	Blue Grass Energy Cooperative Corp.	KY
203 Robert C Brewer, MIP	Clark Energy Cooperative, Inc.	KY

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204 Kevin R. Moses, CCD, BLC, DGC	Cumberland Valley Electric, Inc.	KY
205 Charles Alan Ahrman, CCD, BLC, DGC	East Kentucky Power Cooperative	KY
206 Randy D Sexton, CCD, BLC, DGC	Farmers RECC	KY
207 Brandon D. Hunt	Fleming-Mason Energy Cooperative	KY
208 Joseph H Spalding, CCD, BLC, DGC	Inter-County Energy Cooperative Corp.	KY
209 Brent W Wigginton, CCD,BLC,DGC	Kenergy Corp	KY
210 Christopher S. Perry	Kentucky Electric Cooperatives	KY
211 Martin W Littrel	Meade County RECC	KY
212 Linda C. Grimes, CCD, BLC, DGC	Nolin RECC	KY
213 Charles Richardson, CCD, BLC	Owen Electric Cooperative, Inc.	KY
214 James L. Futrell, CCD, BLC	Pennyrile RECC	KY
215 Timothy J. Sharp	Salt River Electric Cooperative Corp.	KY
216 Dennis P. Ingram, CCD, BLC, DGC	Warren Rural Electric Cooperative Corporation	KY
217 Troy G. English, CCD, BLC, DGC	West Kentucky RECC	KY
218 Brian W. Hobbs	1803 Electric Cooperative, Inc.	LA
219 Addie M Armato	Assn. of Louisiana Electric Co-ops	LA
220 Chris D Settoon, CCD, BLC, DGC	Pointe Coupee EMC	LA
221 Trevor P Benoit, CCD	South Louisiana Electric Co-op Assn	LA
222 Jeff Edgar Daigle	Southwest Louisiana EMC	LA
223 Dane A Hocott	Washington-St. Tammany Elec. Co-op	LA
224 Robert B. Thompson, CCD, BLC, DGC	Choptank Electric Co-op, Inc.	MD
225 Joseph Douglas Frederick, CCD, BLC, DGC	Southern Maryland Electric Cooperative	MD
226 Richard S. Skinner, CCD, BLC, DGC	Eastern Maine Electric Co-op, Inc.	ME
227 Valarie S Handy, CCD	Cherryland Electric Cooperative	MI
228 William C Lalonde, CCD, BLC, DGC	Cloverland Electric Cooperative	MI
229 John LaForge, CCD, BLC, DGC	Great Lakes Energy Cooperative	MI
230 Shirley M Sprague, CCD, BLC, DGC	HomeWorks Tri-County Electric Co-op, Inc.	MI
231 James C. Stebbins, CCD, BLC, DGC	Michigan Electric Co-op Assn.	MI
232 Ronald Armstrong, CCD, BLC	Midwest Energy & Communications	MI
233 Sandra Lou Borowicz, CCD, BLC, DGC	Presque Isle Electric & Gas Co-op	MI
234 Kim Harold Nunn, CCD, BLC	Thumb Electric Co-op, Inc.	MI
235 Katie M Deller	Wolverine Power Marketing Co-op	MI
236 Melinda C. Lautner, CCD, BLC, DGC	Wolverine Power Supply Co-op, Inc.	MI
237 Jennifer A. Stryhn, MIP	Agralite Electric Cooperative	MN
238 John Lund, CCD, BLC, DGC	Beltrami Electric Cooperative, Inc.	MN
239 Donald Westphal, CCD, BLC	BENCO Electric Cooperative	MN
240 David Edward Wendinger	Brown County REA	MN
241 Betty Jean Surdez, CCD	Clearwater-Polk Electric Cooperative	MN
242 Kenneth H. Danner, CCD	Dakota Electric Association	MN
243 Mike J Gainor	East Central Energy	MN
244 Scott Thiesse	Federated REA	MN
245 Mary J. Nelson	Freeborn Mower Electric Cooperative	MN
246 Donnell V Buck, CCD	Goodhue County Cooperative Electric Assn.	MN
247 Margaret D. Schreiner	Great River Energy	MN
248 Tim Kivi	Itasca-Mantrap Co-op Electrical Assn	MN
249 Ryan D Nelson, MIP	Kandiyohi Power Cooperative	MN
250 Kurt Krueger, CCD	Lake Region Electric Cooperative	MN
251 Ronald Meier	McLeod Cooperative Power Assn.	MN
252 Andrew J Kalkbrenner	Meeker Cooperative Light & Power Assn.	MN
253 Dennis A. Ptacek, CCD	MiEnergy Cooperative	MN
254 Timothy Charles Velde, CCD, BLC	Minn. Valley Co-op L & P Assn.	MN

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255 Richard M Coe, CCD	Minnesota Rural Electric Assn.	MN
256 Jerry L Beckering, CCD	Nobles Cooperative Electric	MN
257 Paul L. Aakre, CCD	P.K.M. Electric Cooperative, Inc.	MN
258 Jodie Tvedt, CCD	People's Energy Cooperative	MN
259 Daniel L. Tauer	Redwood Electric Cooperative	MN
260 Gary Eekhoff, CCD	Renville-Sibley Cooperative Power Assn.	MN
261 Ronald L Horman, MIP	South Central Electric Association	MN
262 Scott J Carlson, CCD	Steele-Waseca Cooperative Electric	MN
263 Bradley James Rudolph	Traverse Electric Cooperative, Inc.	MN
264 Chris A. Lantto, CCD, BLC, DGC	Wright-Hennepin Cooperative Electric Assn.	MN
265 Caleb Michael Jones	Assn. of Missouri Electric Co-ops	MO
266 David J Tudor	Associated Electric Co-op, Inc.	MO
267 Kevin P Dechant, MIP	Atchison-Holt Electric Cooperative	MO
268 Jennifer McBroom	Barry Electric Co-op	MO
269 Paul I Montgomery	Black River Electric Cooperative	MO
270 Todd E. Culley, MIP	Boone Electric Co-op	MO
271 Thomas W. Howard	Callaway Electric Cooperative	MO
272 Christopher M Turner	Central Electric Power Cooperative	MO
273 Brian M Jacobi	Central Missouri Electric Cooperative	MO
274 Aaron J Bradshaw, MIP, CEM, REP, CDSM	Co-Mo Electric Cooperative, Inc.	MO
275 Lynn Thompson	Consolidated Electric Co-op	MO
276 James M Biermann, CCD	Crawford Electric Cooperative, Inc.	MO
277 Douglas S. Tracy	Cuivre River Electric Co-op, Inc.	MO
278 Larry Muck	Farmers Electric Cooperative, Inc.	MO
279 Scott A. Wilson	Grundy Electric Cooperative, Inc.	MO
280 Amber B Overfelt	Howard Electric Cooperative	MO
281 Charles D Lane, MIP, CLCP	Intercounty Electric Cooperative Assn.	MO
282 Joel K Cravens, CCD, BLC, DGC	Laclede Electric Co-op	MO
283 Staci D. Mesmer, SHRM-CP	Lewis County REC	MO
284 John R. Bledsoe, CCD, BLC	M & A Electric Power Co-operative	MO
285 Ross E. Frankenbach	Missouri REC	MO
286 Loren D. Haines, MIP	North Central Missouri Elec. Co-op	MO
287 Marvin Newton, CCD, BLC, DGC	Northeast Missouri Elec. Power Co-op	MO
288 David L McDowell, PE	NW Electric Power Cooperative, Inc.	MO
289 Jarrod R Campbell	Osage Valley Electric Co-op Assn.	MO
290 Billy Keith Jones	Pemiscot-Dunklin Electric Cooperative	MO
291 David W. Deihl, MIP	Platte-Clay Electric Cooperative, Inc.	MO
292 Lynn N. Hodges	Ralls County Electric Cooperative	MO
293 Jason Lee Marshall	Sho-Me Power Electric Cooperative	MO
294 Roger M Kloppel	Three Rivers Electric Co-op	MO
295 Michael W Scheib	Tri-County Electric Cooperative Assn.	MO
296 James E Bagley, MIP	United Electric Cooperative	MO
297 Lloyd Gunter, CCD, BLC, DGC	Webster Electric Co-op	MO
298 Michael Ross Newland, CPA, CFPC	West Central Electric Cooperative, Inc.	MO
299 Brian U. Clark	4-County Electric Power Association	MS
300 Sean M McGrath	Alcorn County Electric Power Assn.	MS
301 Ronald G. Barnes, CKAE	Coast Electric Power Association	MS
302 Charles H. Pittman	Delta Electric Power Association	MS
303 Ralph R. Smith, MIP	Dixie Electric Power Association	MS
304 Randy E. Carroll, MIP	East Mississippi EPA	MS
305 Lydia Walters, CCC, PHR, MIP	Electric Cooperatives of Mississippi	MS

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contact [VotingDelegates@nreca.coop](mailto:VotingDelegates@nreca.coop) with comments or questions.**

306 Billy S. Edmondson	Natchez Trace EPA	MS
307 Justin T. Smith, MIP	North East Mississippi EPA	MS
308 William Kevin Doddridge, MIP	Northcentral Electric Cooperative	MS
309 Matthew R. Ware, MIP	Pearl River Valley EPA	MS
310 Frankie L. Moonman	Pontotoc Electric Power Assn.	MS
311 Brian K. Hughey, MIP	Singing River Electric Cooperative	MS
312 Chris K Rhodes	Southern Pine Electric	MS
313 Stanley D Rucker, CCD, BLC, DGC	Southwest Mississippi Electric Power Association	MS
314 William B Robison	Tallahatchie Valley EPA	MS
315 Leslie A Holloway	Twin County Electric Power Association	MS
316 Michael K Neely, Jr.	Yazoo Valley Electric Power Association	MS
317 Kevin Koss, CCD	Big Flat Electric Co-op, Inc.	MT
318 Stacey Schnebel, CCD, BLC, DGC	Flathead Electric Cooperative, Inc.	MT
319 Marianne Roose, CCD, BLC, DGC	Lincoln Electric Co-op, Inc.	MT
320 Dennis D Nelson, CCD, BLC, DGC	Lower Yellowstone REA, Inc.	MT
321 Guy Meade Hanson	Missoula Electric Co-op, Inc.	MT
322 Deedri A. Isaacs, CCD, BLC, DGC	Montana Electric Cooperatives' Association	MT
323 Chris D. Christensen, CCD, BLC, DGC	NorVal Electric Co-op, Inc.	MT
324 Christopher W Music, Music, CCD	Sun River Electric Cooperative, Inc.	MT
325 Greg Steckler	Upper Missouri Power Cooperative	MT
326 Stuart K Morgan, CCD	Western States Power Corp.	MT
327 Thelma A. Finch-Copeland, CCD, BLC, DGC	Albemarle EMC	NC
328 James B. Lawrence, Jr., CCD, BLC, DGC	Blue Ridge Energy	NC
329 David L. Gore, CCD, BLC, DGC	Brunswick EMC	NC
330 Richard A Midgett, CCD, BLC, DGC	Cape Hatteras Electric Co-op	NC
331 Deloria Young Irby, CCD, BLC, DGC	Carteret-Craven Electric Co-op	NC
332 Edward B. Oldham, PE	Central EMC	NC
333 Elbert R. Pitt, Jr., CCD, BLC	Edgecombe-Martin County EMC	NC
334 Cheryl L Wright, CCD, BLC, DGC	EnergyUnited	NC
335 G Clayton Hollingsworth, CCD, BLC, DGC	Four County EMC	NC
336 Adam Tucker Lemley	Halifax EMC	NC
337 Thomas H. Batchelor, Jr., PE	Haywood EMC	NC
338 Gary Wayne Ray	Jones-Onslow EMC	NC
339 Nelle P Hotchkiss	N.C. Assn. of Electric Co-ops	NC
340 Charles E. Bayless	North Carolina EMC	NC
341 Richard H. Johnson, CCD, BLC, DGC	Pee Dee EMC	NC
342 Jordan Wayne Overbee	Piedmont EMC	NC
343 Mark A Suggs	Pitt & Greene EMC	NC
344 Scott Cole, CCD	Randolph EMC	NC
345 Carolyn D. Bradley, CCD, BLC, DGC	Roanoke Cooperative	NC
346 Marcus Lester Mullen, CCD	Rutherford EMC	NC
347 Christopher Milton Spears	South River EMC	NC
348 Wayne Sawyer, CCD, BLC, DGC	Tideland EMC	NC
349 J. Michael Davis	Tri-County EMC	NC
350 Dent Hall Turner, CCD, BLC, DGC	Union Power Cooperative	NC
351 Allen T. Nelson, CCD, BLC, DGC	Wake EMC	NC
352 Jeffrey S. Dahlin, CCD, BLC	Burke-Divide Electric Cooperative, Inc.	ND
353 Lyndon Anderson	Capital Electric Cooperative, Inc.	ND
354 Thomas J Seymour, CCD, BLC, DGC	Cass County Electric Cooperative Inc.	ND
355 David A Charles	Central Power Electric Cooperative, Inc.	ND
356 Mark A Kinzler	Dakota Valley Electric Cooperative	ND

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357 Jason L Bentz	Innovative Energy Alliance Cooperative	ND
358 Adam J. Bloms	Maintenance Solutions Cooperative	ND
359 Michael David Wahl, CCD	Minnkota Power Cooperative, Inc.	ND
360 Jennifer K Wade, CCD	Mountrail-Williams Electric Cooperative	ND
361 John Gunning	North Central Electric Cooperative, Inc.	ND
362 Dan Price, CCD	Roughrider Electric Cooperative, Inc.	ND
363 Angela Carlson	Slope Electric Cooperative, Inc.	ND
364 Robert E Hargrave	Verendrye Electric Cooperative, Inc.	ND
365 Jonathan H Dockhorn, MIP	Burt County PPD	NE
366 Randy Papenhausen, CCD, BLC, DGC	Cedar-Knox PPD	NE
367 Leroy Mostek, CCD, BLC, DGC	Cuming County PPD	NE
368 Greg J. Smith, CCD, BLC, DGC	Custer PPD	NE
369 Jerrell Dolesh, CCD, BLC, DGC	Elkhorn RPPD	NE
370 James R. Lee, CCD, BLC	KBR Rural Public Power District	NE
371 Douglas S Turner	Midwest Electric Cooperative Corporation	NE
372 Gregory J Strehle, CCD, BLC, DGC	Nebraska Rural Electric Assn.	NE
373 Bruce A. Vitosh	Norris PPD	NE
374 Mark W. Becker, CCD	Perennial Public Power District	NE
375 Wayne A. Anderbery	Southern Public Power District	NE
376 Trever A Turner	Stanton County PPD	NE
377 Toni L Blomenkamp, CCD	Wheat Belt PPD	NE
378 William Darcy, CCD	New Hampshire Electric Co-op	NH
379 Joseph Barca, CCD, BLC, DGC	Sussex REC	NJ
380 Rusty V Gwynne, CCD, BLC	Central Valley Electric Cooperative, Inc.	NM
381 Jubal R Pierce, CCD	Farmers Electric Co-op, Inc.	NM
382 Bruce Jassmann, CCD	Kit Carson Electric Cooperative, Inc.	NM
383 Charles J. Kinsolving, CCD	Lea County Electric Cooperative, Inc.	NM
384 James Ortiz, CCD	Mora-San Miguel Electric Co-op, Inc.	NM
385 Martha A Mills, CCD, BLC	Otero County Electric Cooperative, Inc.	NM
386 Leroy C. Anaya, CCD, BLC, DGC	Socorro Electric Co-op, Inc.	NM
387 David F. Spradlin	Springer Electric Cooperative, Inc.	NM
388 Kevin D Robison	Mt. Wheeler Power, Inc.	NV
389 Carolyn Marie Turner	Nevada Rural Electric Assn.	NV
390 Mike Young, CCD, BLC, DGC	Overton Power District No. 5	NV
391 Robby D. Hamlin	Valley Electric Association	NV
392 M Jonathan Dahl, CCD, BLC, DGC	Wells REC	NV
393 Edward G. Pick, Jr., CCD, BLC	Delaware County Electric Cooperative, Inc.	NY
394 Daniel S Saulsgiver, CCD, BLC, DGC	New York State RECA	NY
395 Rudy J. Brouillette, CCD, BLC	Northeast Assn. of Elec. Co-ops	NY
396 Brian R Bell	Oneida-Madison Electric Cooperative, Inc.	NY
397 Timothy R Johnson	Otsego Electric Cooperative, Inc.	NY
398 Gerald S Chase, Jr., CCD	Steuben REC, Inc.	NY
399 Stephen Huff, CCD, BLC, DGC	Adams REC, Inc.	OH
400 Craig W. Grooms	Buckeye Power, Inc.	OH
401 William Holcomb, CCD, BLC, DGC	Buckeye REC, Inc.	OH
402 James Richard O'Brien, CCD	Butler REC, Inc.	OH
403 Kurt P Helfrich	Cardinal Operating Company	OH
404 Larry K. Roof, CCD, BLC, DGC	Consolidated Cooperative	OH
405 Aaron D Sieftring	Darke REC, Inc.	OH
406 Tim Dickerson, CCD	Frontier Power Company	OH
407 Jay K. Gray, CCD, BLC	Guernsey-Muskingum Electric Co-op, Inc.	OH

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408 Brian T Terry, CCD	Hancock-Wood Electric Co-op, Inc.	OH
409 Christopher R Young, CCD	Holmes-Wayne Electric Cooperative, Inc.	OH
410 Roy Van Atta, CCD	Licking Rural Electrification	OH
411 Janet A Blank, CCD, BLC, DGC	Logan County Co-op Pwr. & Light Assn.	OH
412 Edward J VanHoose, Jr., MIP, CCD, BLC, DGC	Lorain-Medina REC, Inc.	OH
413 Trevor J Fremont, CCD	Mid-Ohio Energy Cooperative, Inc.	OH
414 Roger W. Rank, CCD, BLC, DGC	Midwest Electric, Inc.	OH
415 Jordan Kyle Hoffman	North Central Electric Co-op, Inc.	OH
416 Mitchel L Headley, CCD, BLC, DGC	North Western Electric Co-op, Inc.	OH
417 Edward B Crawford, CCD, BLC, DGC	Ohio REC, Inc.	OH
418 Adam Schnipke, CCD, BLC	Paulding-Putnam Electric Co-op, Inc.	OH
419 Mark A. Bailey, CCD, BLC, DGC	Pioneer REC, Inc.	OH
420 Reed M Bailey, CCD, BLC, DGC	South Central Power Co.	OH
421 Marvin Green	Tricounty REC, Inc.	OH
422 Anthony P. Smith	Union REC, Inc.	OH
423 Brent D Smith, CCD, BLC, DGC	Washington Electric Cooperative, Inc.	OH
424 Robert A. Schoenecke, CCD, BLC	Canadian Valley Electric Cooperative. Inc.	OK
425 James Wells	Central REC	OK
426 Aaron Roark	Cimarron Electric Cooperative	OK
427 Robert Wayne Travis, CCD, BLC, DGC	CKenergy Electric Cooperative, Inc.	OK
428 Ken Layn, CCD, BLC	Cotton Electric Cooperative, Inc.	OK
429 Dwight Luther, CCD, BLC, DGC	East Central Oklahoma Electric Cooperative, Inc.	OK
430 James R. Conley, CCD, BLC	Harmon Electric Association, Inc.	OK
431 Michael L. Spradling, CCD, BLC, DGC	Indian Electric Cooperative, Inc.	OK
432 Larry E Culwell	KAMO Power	OK
433 Max C Hohmann, CCD, BLC, DGC	Kay Electric Cooperative	OK
434 Lynn D Lamons, CCD, BLC, DGC	Lake Region Electric Co-op, Inc.	OK
435 Daniel R. Webster	Northeast Oklahoma Electric Co-op	OK
436 Gilbert L. Perkins, CCD, BLC	Northwestern Electric Cooperative, Inc.	OK
437 Christopher E. Meyers	Oklahoma Assn. of Electric Co-ops	OK
438 Danny Ray Drake, Jr., CCD	Oklahoma Electric Cooperative	OK
439 Jenny Trett, CCD	People's Electric Cooperative	OK
440 Randall L. Griswold, CCD, BLC, DGC	Rural Electric Cooperative, Inc.	OK
441 Charles E. Huerter, CCD, BLC, DGC	Verdigris Valley Electric Cooperative	OK
442 Ronald S Cunningham	Western Farmers Electric Co-op	OK
443 Eric Horning	Consumers Power, Inc.	OR
444 Daniel Brian Loshbaugh, CCD, BLC	Coos-Curry Electric Cooperative, Inc.	OR
445 Bill J Jackson, CCD	Douglas Electric Cooperative, Inc.	OR
446 Ronald L Cass	Midstate Electric Cooperative, Inc.	OR
447 Joe Van Meter, CCD, BLC, DGC	Oregon RECA	OR
448 Lester M Penning	Oregon Trail Electric Cooperative	OR
449 Dave Bauer, CCD, BLC, DGC	Salem Electric	OR
450 W. Bryan Wolfe, CCD, BLC, DGC	Umatilla Electric Cooperative	OR
451 Ronald W. Holmes, CCD, BLC, DGC	Wasco Electric Cooperative, Inc.	OR
452 Patricia Jordan, CCD, BLC	West Oregon Electric Cooperative, Inc.	OR
453 Nadine M. Hubner, CCD, BLC, DGC	Adams Electric Cooperative, Inc.	PA
454 Robert R. Faux, CCD, BLC, DGC	Allegheny Electric Cooperative, Inc.	PA
455 Richard L. Weaver, CCD, BLC, DGC	Central Electric Cooperative, Inc.	PA
456 Gary L Hennip, CCD, BLC, DGC	Claverack Rural Electric Cooperative, Inc.	PA
457 Mark A Morrison, MIP	New Enterprise REC	PA
458 Lisa R Chausse	Northwestern RECA, Inc.	PA

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459 Leroy D. Walls, CCD	Pennsylvania Rural Electric Assn.	PA
460 Russell Allan Hillegas, CCD, BLC, DGC	Somerset REC, Inc.	PA
461 Jeffrey S Hamilton, CCD, BLC, DGC	Sullivan County REC, Inc.	PA
462 Jerome Sasala, CCD, BLC, DGC	Tri-County REC, Inc.	PA
463 Timothy D. Burkett, CCD, BLC	United Electric Cooperative, Inc.	PA
464 Tracy Fredericks	Block Island Utility District	RI
465 Michael S Fuller	Berkeley Electric Cooperative, Inc.	SC
466 Mary B. Sheridan, CCD, BLC, DGC	Black River Electric Cooperative, Inc.	SC
467 James L Lovinggood	Blue Ridge Electric Cooperative, Inc.	SC
468 Mark H. Patterson, CCD, BLC, DGC	Broad River Electric Cooperative, Inc.	SC
469 D. Glenn Martin	CarolinaConnect Cooperative, Inc.	SC
470 Robert C Hochstetler, P.E.	Central Electric Power Co-op, Inc.	SC
471 David E. Felkel	Edisto Electric Cooperative, Inc.	SC
472 Michael N. Couick	Electric Cooperatives of S.C., Inc.	SC
473 Bruce G Bacon	Fairfield Electric Cooperative, Inc.	SC
474 Eugene Harriott, Jr., CCD, BLC, DGC	Horry Electric Cooperative, Inc.	SC
475 Matthew D Stanley, MIP, CFPC	Laurens Electric Cooperative, Inc.	SC
476 Sandra M Campbell	Little River Electric Cooperative, Inc.	SC
477 Brian W. Broughton	Lynches River Electric Cooperative, Inc.	SC
478 Eddie Best, CCD, BLC, DGC	Mid-Carolina Electric Cooperative, Inc.	SC
479 George K. Avery	Newberry Electric Cooperative	SC
480 Archie B. Davis, Jr.	Palmetto Electric Cooperative, Inc.	SC
481 Chad T Lowder, CFPC	Tri-County Electric Cooperative	SC
482 James C Spencer, MIP	York Electric Cooperative, Inc.	SC
483 Donald J Andersen, CCD	Black Hills Electric Cooperative, Inc.	SD
484 Paul J Voigt, CCD	Bon Homme Yankton Electric Assn. Inc.	SD
485 Merlin J. Bechen, CCD	Central Electric Cooperative	SD
486 Russell A. Gall, MIP	Charles Mix Electric Assn., Inc.	SD
487 Jerry J Fullerton, CCD	Cherry-Todd Electric Co-op, Inc.	SD
488 Roy A Gjerde	Codington-Clark Electric Cooperative, Inc.	SD
489 Wayne Lefers	Douglas Electric Cooperative, Inc.	SD
490 Duane J. Wolbrink, CCD, BLC, DGC	East River Electric Power Cooperative, Inc.	SD
491 Gary J Bachman, CCD, BLC, DGC	FEM Electric Association, Inc.	SD
492 Eric E Kahler	Grand Electric Cooperative, Inc.	SD
493 Bert J. Rogness, CCD, BLC, DGC	H-D Electric Cooperative, Inc.	SD
494 Dean Bjorklund, CCD	Kingsbury Electric Cooperative, Inc.	SD
495 Thomas E. Schlack	Lacreek Electric Association, Inc.	SD
496 Geralyn C Hahne	Moreau-Grand Electric Cooperative, Inc.	SD
497 Todd M Hettich	Northern Electric Cooperative, Inc.	SD
498 Boyt Young, CCD	Rosebud Electric Cooperative, Inc.	SD
499 Jamie L Lewis	Rushmore Electric Power Cooperative, Inc.	SD
500 Gary R Fish	Sioux Valley Energy	SD
501 Rodney E. Tobin, CCD	South Dakota REA	SD
502 Johnathan Wildeboer, CCD	Southeastern Electric Cooperative, Inc.	SD
503 Susan M Peters, CCD, BLC, DGC	West River Electric Assn., Inc.	SD
504 Kristina K Atyeo-Gortmaker, CCD, BLC, DGC	Whetstone Valley Electric Cooperative, Inc.	SD
505 Garry Jett, CCD	Appalachian Electric Cooperative	TN
506 Jason T Cloyd	Caney Fork Electric Cooperative, Inc.	TN
507 Edgar Earl Swan, CCD, BLC, DGC	Cumberland Electric Membership Corporation	TN
508 Mark Webb, CCD	Duck River Electric Membership Corp	TN
509 Jarrod M. Brackett	Fort Loudoun Electric Co-op	TN

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510 Daniel H Rodamaker	Gibson EMC	TN
511 William K. Carnahan, CCD, BLC, DGC	Meriwether Lewis Electric Cooperative	TN
512 Gloria B. O'Steen, CCD, BLC, DGC	Middle Tennessee EMC	TN
513 Matthew S Wood	Pickwick Electric Cooperative	TN
514 John C Proffitt	Plateau Electric Cooperative	TN
515 Michael B Coppock	Powell Valley Electric Cooperative	TN
516 T. Michael Partin	Sequachee Valley Electric Cooperative	TN
517 Audrey L. Blue, CCD, BLC, DGC	Southwest Tennessee EMC	TN
518 Trent T Scott	Tennessee Electric Co-op Assn.	TN
519 Danette G Scudder	Tennessee Valley Public Power Assn., Inc.	TN
520 Aubie Smith, CCD	Volunteer Energy Cooperative	TN
521 Gerhard Kurt Solis, CCD, BLC, DGC	Bandera Electric Cooperative, Inc.	TX
522 Atanacio Hinojosa	Central Texas Electric Cooperative, Inc.	TX
523 Cliff H Campbell	Coleman County Electric Co-op, Inc.	TX
524 Alan B. Lesley, MIP	Comanche County Electric Cooperative Assn, Inc.	TX
525 Donald R. Clary, Jr., CPA	CoServ Electric	TX
526 Micha J Miller, CCD, BLC	Deep East Texas Electric Cooperative, Inc.	TX
527 Bobby W. Middleton, Jr., CCD, BLC, DGC	Farmers Electric Cooperative, Inc.	TX
528 Joseph D. Kruppa, CCD, BLC, DGC	Fayette Electric Co-op, Inc.	TX
529 Richard Blake Moore	Golden Spread Electric Cooperative, Inc.	TX
530 Darren G. Schauer	Guadalupe Valley Electric Cooperative, Inc.	TX
531 William C. Pursley, CCD, BLC, DGC	J-A-C Electric Cooperative, Inc.	TX
532 Mark A Tamplin, MIP	Jasper-Newton Electric Cooperative, Inc.	TX
533 Eric Ben Halfmann	Karnes Electric Cooperative, Inc.	TX
534 Bryan Scott Story	Lamar County Electric Cooperative Association	TX
535 Paul A Pinkert	Lamb County Electric Co-op, Inc.	TX
536 Timothy G. Kendall	Lighthouse Electric Cooperative, Inc.	TX
537 Brian R Acosta	Magic Valley Electric Cooperative, Inc.	TX
538 Jimmie Raines, CCD, BLC, DGC	Medina Electric Co-op, Inc.	TX
539 Kerry K Kelton, PE	MidSouth Electric Co-op	TX
540 Bryan A. Wood	Northeast Texas Elec. Co-op	TX
541 Varzavand J Irani	Nueces Electric Cooperative, Inc.	TX
542 Michael Austin Haynes	Panola-Harrison Electric Cooperative, Inc.	TX
543 Neil J. Hesse	PenTex Energy	TX
544 Theresa Y Quiroz	Rio Grande Electric Cooperative, Inc.	TX
545 Chris L Sheldon, CCD	Rita Blanca Electric Cooperative, Inc.	TX
546 David Ehler, CCD	San Bernard Electric Cooperative, Inc.	TX
547 Matthew C Courter	San Miguel Electric Cooperative, Inc.	TX
548 Clifton E. Lange	South Texas Electric Cooperative, Inc.	TX
549 David R. McFall, CCD, BLC, DGC	Taylor Electric Cooperative, Inc.	TX
550 Thomas B. Cantrell, CCD, BLC, DGC	United Cooperative Services, Inc.	TX
551 Robert A Walker, Jr., J.D., P.E.	Upshur-Rural Electric Cooperative Corporation	TX
552 Blaine B. Warzecha	Victoria Electric Cooperative, Inc.	TX
553 Gary L Raybon, MIP	Wharton County Electric Co-op, Inc.	TX
554 David F. Crabtree	Deseret G&T	UT
555 Michael W. Brown, CCD, BLC	Dixie Power	UT
556 Guy Timpson, CCD	Garkane Energy Cooperative, Inc.	UT
557 Randan Vincent, CCD	Moon Lake Electric Association, Inc.	UT
558 Ricky L. Hendrix, CCD	Utah Rural Electric Association	UT
559 Addison W. Nottingham, Jr., CCD, BLC, DGC	A&N Electric Cooperative	VA
560 John M. Quantz, CCD	BARC Electric Cooperative	VA

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561 Lisa S Jackson	Central Virginia Electric Cooperative	VA
562 Brent R. McRae, CCD, BLC, DGC	CFC	VA
563 Steven A Harmon, MBA	Community Electric Cooperative	VA
564 Jeffrey M Ahearn	Craig-Botetourt Electric Cooperative	VA
565 Cynthia F. Gilbride, CCD, BLC, DGC	Northern Virginia Electric Cooperative	VA
566 Andrew Michael Vehorn	Old Dominion Electric Co-op	VA
567 Denya C Hankerson, CCD, BLC, DGC	Prince George Electric Cooperative	VA
568 Eugene L Campbell, Jr., CCD, BLC, DGC	Rappahannock Electric Cooperative	VA
569 Larry Howdysshell, CCD, BLC, DGC	Shenandoah Valley Electric Cooperative, Inc.	VA
570 William T. White, CCD	Southside Electric, Inc.	VA
571 Brian S. Mosier	VA, MD & DEL Assn. of Elec Co-op	VA
572 Donald Douglas	Washington Electric Co-op, Inc.	VT
573 William Shibley	Benton Rural Electric Assn	WA
574 Randall Suess	Inland Power & Light Company	WA
575 Steve W Walter	Tanner Electric Cooperative	WA
576 Jasen R Bronec	Washington RECA	WA
577 Derek James Alexander	Adams-Columbia Electric Co-op	WI
578 Lila A. Malvik-Shower	Central Wisconsin Electric Cooperative	WI
579 Herman H. Seebandt, CCD, BLC, DGC	Clark Electric Cooperative	WI
580 Jennifer A. Scharmer, CCD, BLC, DGC	Dairyland Power Cooperative	WI
581 Thomas W Schwartz, CCD, BLC, DGC	Eau Claire Energy Co-op	WI
582 Jane A. Reich, CCD, BLC, DGC	Jump River Electric Cooperative	WI
583 Gregory J. Eirschele	Oakdale Electric Cooperative	WI
584 Danny J. Kanack, CCD, BLC, DGC	Oconto Electric Cooperative	WI
585 Ann Louise Young, CCD	Pierce Pepin Cooperative Services	WI
586 Joan Points, CCD, BLC, DGC	Price Electric Cooperative	WI
587 Gerry P Bundle, CCD, BLC, DGC	Rural Electric Supply Cooperative RESCO	WI
588 Lawrence Dalen Hall	St. Croix Electric Co-op	WI
589 Donald Louis Everhard, CCD, BLC, DGC	Taylor Electric Cooperative	WI
590 Rob L Richard	Wisconsin Electric Cooperative Association	WI
591 William E Bridges, CCD, BLC, DGC	Big Horn Rural Electric Company	WY
592 Marvin N Applequist, III	Bridger Valley Electric Assn., Inc.	WY
593 Everett Allen Summers, CCD	Carbon Power & Light, Inc.	WY
594 Kosha Olsen, CCD	High West Energy, Inc.	WY
595 Max Moran	Lower Valley Energy	WY
596 Shawn W Taylor	Wyoming Rural Electric Assn.	WY

## **The Member Resolutions Process: What Happens Between NRECA Regional Meetings and NRECA PowerXchange?**

Following the NRECA Regional Meetings, the Compendium of Proposed Resolutions and all existing resolutions were forwarded to the NRECA Member Standing Committees (Committees). In January, the Committees: (1) reviewed the Compendium and reconciled conflicts or duplication in voting delegates' actions; (2) reviewed all existing resolutions approved by voting delegates at the previous NRECA PowerXchange Annual Business Meeting (Business Meeting); and (3) made recommendations on all resolutions. The Committees' work was then forwarded to the National Resolutions Committee (Resolutions Committee). The Resolutions Committee: (1) reviewed the Committees' work; (2) made recommendations on all proposed and existing resolutions; (3) ordered the resolutions in a logical sequence; and (4) prepared a consent agenda for the Business Meeting.

In January, the committees could not substantively alter the intent of an existing resolution. Other than courtesy resolutions, the committees could not originate or draft resolutions. The Resolutions Committee's recommendations were forwarded to NRECA voting members in late January and are included in this booklet.

Pursuant to the proposed Business Meeting standing rules (Proposed Rules), **only resolutions previously considered by the Resolutions Committee may be considered at the Business Meeting on March 10.** The Proposed Resolutions Forum (Forum) is the Resolutions Committee's final opportunity to consider proposals.

**The Forum will be held Sunday, March 8, at 4:00 p.m. in Davidson Ballroom A, Level 1M, of the Music City Center.**

Proposed new resolutions must be submitted at the Forum and will only be added to the Business Meeting agenda if the Resolutions Committee deems it an "extraordinary or emergency circumstance."

Also pursuant to the Proposed Rules, **the text or a summary of proposed amendments must be announced during the Forum or emailed to [resolutions@nreca.coop](mailto:resolutions@nreca.coop) by 5:00 p.m. CT on March 8.** Please see the Proposed Rules on page 5 of this booklet for more information.

The Resolutions Committee generally opposes the introduction of amendments or new resolutions during the Business Meeting since it does not afford voting members adequate time for consideration.

New resolutions and amendments may also be submitted for consideration in the 2026-2027 resolutions cycle by emailing [resolutions@nreca.coop](mailto:resolutions@nreca.coop) by June 19, 2026. The Resolutions Committee will consider submissions at its June 26, 2026 meeting.

# Quick Reference Guide to Proposed Resolutions

This guide is intended to help you easily see what the National Resolutions Committee (“Resolutions Committee”) is recommending for each existing resolution and the proposed resolutions from the NRECA Regional Meetings. Brand new resolutions, resolutions with proposed amendments, and resolutions with a recommended action to “Oppose” are **bold** in the table below. An explanation of the Committee’s recommendation accompanies each of these proposed resolutions.

The [2025 Member Resolutions booklet](#) is available for download if you wish to review the original language of existing member resolutions.

The [2025 Compendium of Proposed Resolutions](#) is available for download if you wish to review the language of proposed resolutions as initially presented in June 2025.

Resolution Title	Recommended Action	2026 Proposed Resolution Booklet Page
<a href="#"><b>1.1 NRECA and America's Electric Cooperatives</b></a>	<b>Amend</b>	<b>p. 34</b>
<a href="#"><b>1.2 The Cooperative Business Model</b></a>	<b>Amend</b>	<b>p. 35</b>
<a href="#">1.3 Support for Educating our Youth and the Washington Youth Tour</a>	Adopt	p. 35
<a href="#">1.4 Support for NRECA International</a>	Adopt	p. 36
<a href="#"><b>1.5 Support of the National Rural Utilities Cooperative Finance Corporation</b></a>	<b>Amend</b>	<b>p. 36</b>
<a href="#"><b>1.6 Support for Communities Economically Impacted by Federal Policies</b></a>	<b>Amend</b>	<b>p. 36</b>
<a href="#">1.7 Support for the Rural Heritage and Values of Electric Cooperatives</a>	Adopt	p. 37
<a href="#">1.8 Cooperative Governance and Leadership</a>	Adopt	p. 38
<a href="#">1.9 Support of Cooperative Governance and Ethics</a>	Adopt	p. 38
<a href="#">1.10 Selection and Compensation of CEO/General Manager</a>	Adopt	p. 38

<a href="#"><b><u>1.11 Support for Coordinated Outreach</u></b></a>	<b>Amend</b>	<b>p. 39</b>
<a href="#"><b><u>1.12 Support of Affordable, Reliable, and Safe Electric Power through Cooperative Grassroots Advocacy</u></b></a>	<b>Amend</b>	<b>p. 39</b>
<a href="#">1.13 Support of the America’s Electric Cooperatives PAC</a>	Adopt	p. 39
<a href="#">1.14 Support for Effective Legal Guidance for Electric Cooperatives</a>	Adopt	p. 40
<a href="#"><b><u>1.15 Support for Legal and Judicial Recognition of Member-Owned and Accountable Businesses</u></b></a>	<b>Amend</b>	<b>p. 40</b>
<a href="#">1.16 Support of Regulatory Reform and Fairness</a>	Adopt	p. 40
<a href="#">1.17 Member-Owner Relationship</a>	Adopt	p. 41
<a href="#">1.18 Support for Development of New Member-Owner-Centric Business Models</a>	Adopt	p. 41
<a href="#"><b><u>1.19 Support for Efforts to Address Poverty in Cooperative Communities</u></b></a>	<b>Amend</b>	<b>p. 42</b>
<a href="#">1.20 Support of Prepay Metering</a>	Adopt	p. 42
<a href="#"><b><u>1.21 Support of Privacy of Member-Owner Data</u></b></a>	<b>Amend</b>	<b>p. 42</b>
<a href="#"><b><u>1.22 Support of Showcasing Electric Cooperative Economic and Community Benefits</u></b></a>	<b>Amend</b>	<b>p. 43</b>
<a href="#"><b><u>1.23 Support of Cooperative Communications Programs</u></b></a>	<b>Amend</b>	<b>p. 43</b>
<a href="#">1.24 Support of Touchstone Energy® Cooperative</a>	Adopt	p. 44
<a href="#">1.25 Strategic Advantages of Developing Market Intelligence and Segmentation</a>	Adopt	p. 44
<a href="#"><b><u>1.26 Support for Promoting the Benefits of End-Use Electrification</u></b></a>	<b>Amend</b>	<b>p. 44</b>
<a href="#"><b><u>1.27 Support for Electric Vehicle Policies</u></b></a>	<b>Amend</b>	<b>p. 45</b>
<a href="#"><b><u>1.28 Support of Demand Response Programs</u></b></a>	<b>Amend</b>	<b>p. 45</b>

<a href="#"><b><u>1.29 Support of RE Magazine, Statewide Publications and Local Cooperative Pages</u></b></a>	<b>Amend</b>	<b>p. 45</b>
<a href="#">1.30 Workforce Safety, Security, and Operations Management</a>	Adopt	p. 46
<a href="#">1.31 Support of Health Care</a>	Adopt	p. 46
<a href="#">1.32 Support of Employee Retirement Benefits</a>	Adopt	p. 46
<a href="#">1.33 Support to Address Supply Chain Disruptions Critical to Electric Infrastructure</a>	Adopt	p. 46
<a href="#">1.34 Support of Safety Initiatives</a>	Adopt	p. 47
<a href="#"><b><u>1.35 Support of Security Initiatives</u></b></a>	<b>Amend</b>	<b>p. 47</b>
<a href="#"><b><u>1.36 Support of Director, Management, and Workforce Development</u></b></a>	<b>Amend</b>	<b>p. 47</b>
<a href="#">1.37 Support for Disaster Assistance</a>	Adopt	p. 48
<a href="#">1.38 Support for Necessary Flood Risk Management Measures</a>	Adopt	p. 48
<a href="#"><b><u>1.39 Support of Agricultural Implement Heights Limitations</u></b></a>	<b>Amend</b>	<b>p. 48</b>
<a href="#">1.40 Federal Land Use Management</a>	Adopt	p. 49
<a href="#">1.41 Investment and Financial Matters</a>	Adopt	p. 50
<a href="#">1.42 Premature Retirement of Generation Assets</a>	Adopt	p. 50
<a href="#"><b><u>1.43 Support for the Development of Accounting and Auditing Standards</u></b></a>	<b>Amend</b>	<b>p. 50</b>
<a href="#"><b><u>1.44 Support for USDA Rural Development Programs for a Strong Rural America</u></b></a>	<b>Amend</b>	<b>p. 51</b>
<a href="#"><b><u>1.45 Protection of Cooperative Tax Status</u></b></a>	<b>Amend</b>	<b>p. 51</b>
<a href="#">1.46 Support for Equitable Treatment in Energy Incentives and Tax Policy</a>	Adopt	p. 51
<a href="#"><b><u>1.47 Support of Bankruptcy Protection</u></b></a>	<b>Amend</b>	<b>p. 52</b>

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<a href="#">1.48 Support for Amending IRS Vehicle Fringe Reporting for Employees of Electric Cooperatives</a>	Adopt	p. 52
<b><a href="#">1.49 Power Supply</a></b>	<b>Amend</b>	<b>p. 53</b>
<a href="#">1.50 Support of Wholesale Power Contracts</a>	Adopt	p. 53
<a href="#">1.51 Support for the Federal Power Program</a>	Adopt	p. 54
<a href="#">1.52 Support for FERC-Licensed Projects</a>	Adopt	p. 54
<a href="#">1.53 Support for the Protection of Hydroelectric Dams</a>	Adopt	p. 54
<a href="#">1.54 Support for Hydroelectric Power Generation on the Mississippi River</a>	Adopt	p. 55
<b><a href="#">1.55 Support for the Columbia River System</a></b>	<b>Amend</b>	<b>p. 55</b>
<b><a href="#">1.56 Support for the Operation of the Nation’s Inland Waterways</a></b>	<b>Amend</b>	<b>p. 55</b>
<a href="#">1.57 Support Elimination of Western Area Power Administration Transmission Infrastructure Program</a>	Adopt	p. 56
<b><a href="#">1.58 Support for Carbon Capture Utilization and Storage</a></b>	<b>Amend</b>	<b>p. 56</b>
<a href="#">1.59 Support for Natural Gas-Fired Generation</a>	Adopt	p. 56
<a href="#">1.60 Support for Pipeline Rate Complaint Reform</a>	Adopt	p. 57
<b><a href="#">1.61 Support for Adequate Replacement Generation Capacity</a></b>	<b>Amend</b>	<b>p. 57</b>
<b><a href="#">1.62 (A-B) Support for a Reasonable Transition of the Electric Utility Industry</a></b>	<b>Amend; See Explanations</b>	<b>pp. 58-59</b>
<b><a href="#">1.63 Support of Distributed Energy Resources</a></b>	<b>Amend</b>	<b>p. 59</b>
<a href="#">1.64 Support of Renewable and Environmentally Favorable Energy</a>	Adopt	p. 60
<a href="#">1.65 Support for Nuclear Power</a>	Adopt	p. 60

<a href="#"><b><u>1.66 Support for Responsibly Addressing Spent Fuel and Nuclear Waste</u></b></a>	<b>Amend</b>	<b>p. 60</b>
<a href="#">1.67 Support for Geothermal Energy Exploration</a>	Adopt	p. 60
<a href="#"><b><u>1.68 Support for Public Utility Regulatory Policies Act Reform</u></b></a>	<b>Amend</b>	<b>p. 61</b>
<a href="#">1.69 Support for Bulk Commodity Rail Transportation Legislative Reform</a>	Adopt	p. 61
<a href="#"><b><u>1.70 Power Delivery</u></b></a>	<b>Amend</b>	<b>p. 62</b>
<a href="#"><b><u>1.71 Transmission Planning and Cost Allocation of High Voltage Transmission Facilities</u></b></a>	<b>Amend</b>	<b>p. 62</b>
<a href="#">1.72 Federal Energy Regulatory Commission Jurisdiction</a>	Adopt	p. 63
<a href="#"><b><u>1.73 (A-B) Support of Voluntary Regional Transmission Organization Membership</u></b></a>	<b>Amend; See Explanations</b>	<b>pp. 63-64</b>
<a href="#"><b><u>1.74 Federal Siting, Permitting, Eminent Domain and Private Property Rights</u></b></a>	<b>Amend</b>	<b>p. 64</b>
<a href="#">1.75 Electric Service Across Federal and State Lands</a>	Adopt	p. 64
<a href="#"><b><u>1.76 (A-B) Support for Reducing the Risk of Wildfires</u></b></a>	<b>Amend; See Explanations</b>	<b>pp. 65-66</b>
<a href="#"><b><u>1.77 Bulk Electric Reliability Standards</u></b></a>	<b>Amend</b>	<b>p. 66</b>
<a href="#"><b><u>1.78 Support for Protection of Electric Infrastructure</u></b></a>	<b>Amend</b>	<b>p. 67</b>
<a href="#">1.79 Support for Responsible Maintenance of Cooperative Infrastructure Through Use of Chemicals</a>	Adopt	p. 67
<a href="#">1.80 Energy Markets and Industry Structure</a>	Adopt	p. 68
<a href="#"><b><u>1.81 Electric Industry Restructuring</u></b></a>	<b>Amend</b>	<b>p. 68</b>
<a href="#"><b><u>1.82 Wholesale Market Design</u></b></a>	<b>Amend</b>	<b>p. 68</b>

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<a href="#"><u>1.83 Market Power</u></a>	Adopt	p. 69
<a href="#"><u>1.84 Natural Gas Reliability and Gas/Power Market Alignment</u></a>	Adopt	p. 69
<a href="#"><u>1.85 Financial Instrument Regulation</u></a>	Adopt	p. 69
<a href="#"><u>1.86 Territorial Integrity, Takeover Threats and Loan Security</u></a>	Adopt	p. 69
<b><a href="#"><u>1.87 Military Base Utility Privatization</u></a></b>	<b>Amend</b>	<b>p. 70</b>
<b><a href="#"><u>1.88 Environmental</u></a></b>	<b>Amend</b>	<b>p. 71</b>
<b><a href="#"><u>1.89 Greenhouse Gas Emissions</u></a></b>	<b>Amend</b>	<b>p. 71</b>
<b><a href="#"><u>1.90 Federal Clean Air Regulation</u></a></b>	<b>Amend</b>	<b>p. 72</b>
<b><a href="#"><u>1.91 Environmental Externalities</u></a></b>	<b>Amend</b>	<b>p. 72</b>
<b><a href="#"><u>1.92 Support for Education Regarding the Impacts of Compliance with EPA Regulations</u></a></b>	<b>Amend</b>	<b>p. 72</b>
<a href="#"><u>1.93 Clean Water Act Regulatory Implementation</u></a>	Adopt	p. 73
<a href="#"><u>1.94 Abandoned Mine Land Reclamation</u></a>	Adopt	p. 73
<b><a href="#"><u>1.95 Solid Waste and Hazardous Waste</u></a></b>	<b>Amend</b>	<b>p. 73</b>
<a href="#"><u>1.96 Support for Superfund Reform</u></a>	Adopt	p. 73
<b><a href="#"><u>1.97 Endangered Species</u></a></b>	<b>Amend</b>	<b>p. 74</b>
<b><a href="#"><u>1.98 Support State Sage-Grouse Plans</u></a></b>	<b>Amend</b>	<b>p. 74</b>
<a href="#"><u>1.99 Invasive Species</u></a>	Adopt	p. 75
<a href="#"><u>1.100 Fish, Wildlife, and Avian Mitigation</u></a>	Adopt	p. 75
<b><a href="#"><u>1.101 Telecommunications and Technology Utilization</u></a></b>	<b>Amend</b>	<b>p. 76</b>
<b><a href="#"><u>1.102 Support for Electric Cooperative Participation in Broadband Service</u></a></b>	<b>Amend</b>	<b>p. 77</b>
<b><a href="#"><u>1.103 Support of Telecommunications and Information Technology for Electric Cooperatives</u></a></b>	<b>Amend</b>	<b>p. 77</b>

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<a href="#"><u>1.104 Support for Unmanned Aerial Systems</u></a>	<b>Amend</b>	<b>p. 78</b>
<a href="#"><u>2 Support for Reliable Rural Postal Services</u></a>	<b>Adopt</b>	<b>p. 79</b>
<a href="#"><u>3 Support of Artificial Intelligence Technology for Electric Cooperatives</u></a>	<b>Adopt</b>	<b>p. 80</b>
<a href="#"><u>4 (A-C) Support of the Colorado River Storage Project</u></a>	<b>Amend; See Explanations</b>	<b>pp. 81-83</b>
<a href="#"><u>5 (A-C) Support of the Keystone XL Pipeline</u></a>	<b>Amend; See Explanations</b>	<b>pp. 84-86</b>
<a href="#"><u>6 Support of Uniform Regulation of Electric Service on Indian Reservations</u></a>	<b>Oppose; See Explanation</b>	<b>p. 87</b>
<a href="#"><u>7 Honoring Electric Cooperative Workers' Roles as First Responders</u></a>	<b>Adopt</b>	<b>p. 88</b>
<a href="#"><u>8 Recognition of Military Service</u></a>	<b>Adopt</b>	<b>p. 88</b>
<a href="#"><u>9 Appreciation</u></a>	<b>Adopt</b>	<b>p. 88</b>
<a href="#"><u>10 General Memorial</u></a>	<b>Adopt</b>	<b>p. 88</b>

## 1 – Proposed Resolution – Consent Agenda to Adopt

The Member Standing Committee responsible for the initial review of the resolution is noted below. The full text of each resolution follows this list. For amendments to existing resolutions, deletions are shown as ~~strikethroughs~~, and new language is underlined.

Resolutions with a “✓” below denote an explanation of the Committees’ actions is included.

Resolutions with a “\*” below denote the Resolutions Committee plans to revisit the resolution at its June 26, 2026, meeting and invites member input at [resolutions@nreca.coop](mailto:resolutions@nreca.coop).

## 1 – Proposed Resolution – Consent Agenda to Adopt

*Any Voting Delegate may remove a resolution from the Consent Agenda to have it considered individually.*

**The Standing Committees and Resolutions Committee recommend for the adoption of the following resolutions:**

### **Preamble**

1.1 NRECA and America's Electric Cooperatives (CMEC)✓

### **1.2 The Cooperative Business Model (CMEC)✓**

1.3 Support for Educating our Youth and the Washington Youth Tour (CMEC)

1.4 Support for NRECA International (Legislative)

1.5 Support of the National Rural Utilities Cooperative Finance Corporation (Legislative)✓

1.6 Support for Communities Economically Impacted by Federal Policies (Regulatory)✓

1.7 Support for the Rural Heritage and Values of Electric Cooperatives (CMEC)\*

### **1.8 Cooperative Governance and Leadership (CMEC)**

1.9 Support of Cooperative Governance and Ethics (CMEC)

1.10 Selection and Compensation of CEO/General Manager (CMEC)

1.11 Support for Coordinated Outreach (CMEC)✓

1.12 Support of Affordable, Reliable, and Safe Electric Power through Cooperative Grassroots Advocacy (CMEC)✓

1.13 Support of the America’s Electric Cooperatives PAC (CMEC)

1.14 Support for Effective Legal Guidance for Electric Cooperatives (CMEC)

1.15 Support for Legal and Judicial Recognition of Member-Owned and Accountable Businesses (Legislative)✓

1.16 Support of Regulatory Reform and Fairness (Regulatory)

### **1.17 Member-Owner Relationship (CMEC)✓**

1.18 Support for Development of New Member-Owner-Centric Business Models (CMEC)

1.19 Support for Efforts to Address Poverty in Cooperative Communities (CMEC)✓

1.20 Support of Prepay Metering (CMEC)

1 – Proposed Resolution – Consent Agenda to Adopt

- 1.21 Support of Privacy of Member-Owner Data (Regulatory)✓
- 1.22 Support of Showcasing Electric Cooperative Economic and Community Benefits (CMEC)✓
- 1.23 Support of Cooperative Communications Programs (CMEC)✓
- 1.24 Support of Touchstone Energy® Cooperative (CMEC)
- 1.25 Strategic Advantages of Developing Market Intelligence and Segmentation (CMEC)
- 1.26 Support for Promoting the Benefits of End-Use Electrification (Regulatory)✓
- 1.27 Support for Electric Vehicle Policies (Legislative)✓
- 1.28 Support of Demand Response Programs (CMEC)✓
- 1.29 Support of RE Magazine, Statewide Publications and Local Cooperative Pages (CMEC)✓

**1.30 Workforce Safety, Security, and Operations Management (CMEC)**

- 1.31 Support of Health Care (CMEC)
- 1.32 Support of Employee Retirement Benefits (CMEC)
- 1.33 Support to Address Supply Chain Disruptions Critical to Electric Infrastructure (Regulatory)
- 1.34 Support of Safety Initiatives (CMEC)
- 1.35 Support of Security Initiatives (CMEC)✓
- 1.36 Support of Director, Management, and Workforce Development (CMEC)✓
- 1.37 Support for Disaster Assistance (Legislative)
- 1.38 Support for Necessary Flood Risk Management Measures (Legislative)
- 1.39 Support of Agricultural Implement Heights Limitations (CMEC)✓
- 1.40 Federal Land Use Management (Regulatory)

**1.41 Investment and Financial Matters (Legislative)**

- 1.42 Premature Retirement of Generation Assets (Legislative)
- 1.43 Support for the Development of Accounting and Auditing Standards (Regulatory)✓
- 1.44 Support for USDA Rural Development Programs for a Strong Rural America (Legislative)✓
- 1.45 Protection of Cooperative Tax Status (Legislative)✓
- 1.46 Support for Equitable Treatment in Energy Incentives and Tax Policy (Legislative)
- 1.47 Support of Bankruptcy Protection (Legislative)✓
- 1.48 Support for Amending IRS Vehicle Fringe Reporting for Employees of Electric Cooperatives (Legislative)

**1.49 Power Supply (Legislative)✓**

- 1.50 Support of Wholesale Power Contracts (Regulatory)
- 1.51 Support for the Federal Power Program (Legislative)
- 1.52 Support for FERC-Licensed Projects (Regulatory)
- 1.53 Support for the Protection of Hydroelectric Dams (Regulatory)
- 1.54 Support for Hydroelectric Power Generation on the Mississippi River (Legislative)
- 1.55 Support for the Columbia River System (Legislative)✓
- 1.56 Support for the Operation of the Nation’s Inland Waterways (Legislative)✓
- 1.57 Support Elimination of Western Area Power Administration Transmission Infrastructure Program (Regulatory)\*
- 1.58 Support for Carbon Capture Utilization and Storage (Legislative)✓
- 1.59 Support for Natural Gas-Fired Generation (Regulatory)\*

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- 1.60 Support for Pipeline Rate Complaint Reform (Legislative)
- 1.61 Support for Adequate Replacement Generation Capacity (Regulatory)✓\*
- 1.62 (A-B) Support for a Reasonable Transition of the Electric Utility Industry (Regulatory)✓
- 1.63 Support of Distributed Energy Resources (Regulatory)✓
- 1.64 Support of Renewable and Environmentally Favorable Energy (Regulatory)
- 1.65 Support for Nuclear Power (Regulatory)
- 1.66 Support for Responsibly Addressing Spent Fuel and Nuclear Waste (Regulatory)✓
- 1.67 Support for Geothermal Energy Exploration (Legislative)
- 1.68 Support for Public Utility Regulatory Policies Act Reform (Legislative)✓
- 1.69 Support for Bulk Commodity Rail Transportation Legislative Reform (Legislative)

**1.70 Power Delivery (Regulatory)✓**

- 1.71 Transmission Planning and Cost Allocation of High Voltage Transmission Facilities (Regulatory)✓
- 1.72 Federal Energy Regulatory Commission Jurisdiction (Regulatory)
- 1.73 (A-B) Support of Voluntary Regional Transmission Organization Membership (Regulatory)✓
- 1.74 Federal Siting, Permitting, Eminent Domain and Private Property Rights (Regulatory)✓
- 1.75 Electric Service Across Federal and State Lands (Regulatory)
- 1.76 (A-B) Support for Reducing the Risk of Wildfires (Regulatory)✓
- 1.77 Bulk Electric Reliability Standards (Regulatory)✓
- 1.78 Support for Protection of Electric Infrastructure (Regulatory)✓
- 1.79 Support for Responsible Maintenance of Cooperative Infrastructure Through Use of Chemicals (CMEC)

**1.80 Energy Markets and Industry Structure (Regulatory)**

- 1.81 Electric Industry Restructuring (Regulatory)✓
- 1.82 Wholesale Market Design (Regulatory)✓
- 1.83 Market Power (Regulatory)
- 1.84 Natural Gas Reliability and Gas/Power Market Alignment (Regulatory)
- 1.85 Financial Instrument Regulation (Regulatory)
- 1.86 Territorial Integrity, Takeover Threats and Loan Security (CMEC)
- 1.87 Military Base Utility Privatization (Regulatory)✓

**1.88 Environmental (Legislative)✓**

- 1.89 Greenhouse Gas Emissions (Legislative)✓
- 1.90 Federal Clean Air Regulation (Regulatory)✓
- 1.91 Environmental Externalities (Regulatory)✓
- 1.92 Support for Education Regarding the Impacts of Compliance with EPA Regulations (CMEC)✓
- 1.93 Clean Water Act Regulatory Implementation (Regulatory)
- 1.94 Abandoned Mine Land Reclamation (Legislative)
- 1.95 Solid Waste and Hazardous Waste (Regulatory)✓
- 1.96 Support for Superfund Reform (Legislative)
- 1.97 Endangered Species (Legislative)✓
- 1.98 Support State Sage-Grouse Plans (Legislative)✓

1 – Proposed Resolution – Consent Agenda to Adopt

1.99 Invasive Species (Legislative)

1.100 Fish, Wildlife, and Avian Mitigation (Regulatory)

**1.101 Telecommunications and Technology Utilization (CMEC)✓**

1.102 Support for Electric Cooperative Participation in Broadband Service (Legislative)✓

1.103 Support of Telecommunications and Information Technology for Electric  
Cooperatives (CMEC)✓

1.104 Support for Unmanned Aerial Systems (Regulatory)✓

**1.1 Explanation:** The CMEC and Resolutions Committees recommend for the adoption of this resolution as amended to remove the use of possessive nouns and pronouns when referring to NRECA members.

## **1.1 NRECA AND AMERICA’S ELECTRIC COOPERATIVES**

The NRECA Member Resolutions are foundational documents which guide the activity and advocacy of the national organization for America’s Electric Cooperatives.<sup>1</sup> The issues NRECA’s members face are complex and can affect individual electric cooperatives differently. However, electric cooperatives are guided by the seven cooperative principles, and united in their mission to provide safe, reliable and affordable electric power to member-owners. They work to maintain adequate energy capacity, meet member-owners’ needs for access to electricity, provide leadership in communities, and protect the environment. NRECA supports all ~~of its~~ members in their efforts to meet those objectives and works to establish commonsense priorities through enactment of balanced policies. NRECA’s members speak with one voice through the Member Resolutions.

A crucial element of the electric cooperative model depends on an engaged relationship with energy member-owners. Likewise, a crucial element of NRECA’s relationship with ~~its~~ members depends on transparency, communication and a commitment on the part of NRECA to be guided by the same seven cooperative principles as ~~its~~ the members.

<sup>1</sup> *NRECA voting distribution members and voting generation and transmission members include electric cooperatives, public power districts, and public utility districts. References to “electric cooperatives” throughout the member resolutions are intended to apply broadly and include all applicable NRECA voting members.*

**1.2 Explanation:** The CMEC and Resolutions Committees recommend for the adoption of this resolution as amended for clarity and to remove the use of possessive nouns and pronouns when referring to NRECA members.

## **1.2 THE COOPERATIVE BUSINESS MODEL**

We support protecting and promoting the cooperative business model and cooperative brand by emphasizing its unique strengths in educating our youth, member-owners, directors, employees, community leaders, and political officials. We support reviving, sustaining, and further developing rural America and ~~we~~ encourage ~~the~~ involvement and support of ~~the~~ cooperative membership. Rural America is advanced by a strong network of cooperatives. Therefore, we support the right of all individuals to form and join cooperative organizations, including electric cooperatives, credit unions, agriculture cooperatives, and other entities operating under traditional cooperative principles.

We support the principle of cooperation among cooperatives and support NRECA's work with ~~its~~ members to develop programs to educate employees, directors and member-owners, and opinion leaders about the cooperative business model.

We support the collaboration of electric cooperatives, public power districts, and other entities through communications and other programs that build a greater understanding and appreciation of the benefits that nonprofit<sup>1</sup> utilities provide to the nation.

<sup>1</sup> *The term "nonprofit" is used generally and for consistency in NRECA member resolutions and does not indicate whether an electric cooperative meets a state law definition of nonprofit, not-for-profit, or similar term.*

## **1.3 Support for Educating our Youth and the Washington Youth Tour**

The youth of America are the future of the cooperative way of life. Engaging these future leaders and helping shape the leadership of future cooperatives and our nation is a cornerstone of the cooperative business model. We urge NRECA to continue to sponsor and support youth programs, including the Washington Youth Tour and Youth Leadership Council, and to support and encourage members' complementary programs to teach electric cooperative history and operations. We encourage NRECA to engage like-minded organizations to maintain relationships with youth program participants as they become tomorrow's leaders.

#### **1.4 Support for NRECA International**

America’s Electric Cooperatives’ support of the development of utility systems governed by the cooperative business model around the world is essential to quality of life, economic prosperity and environmental stewardship in developing countries, and creating strong ties to the United States which can benefit our national security. It also demonstrates the value of the cooperative model for those not familiar with the cooperative movement.

We urge NRECA to work with Congress and the Administration to secure sufficient funding for rural electrification in the U.S. government’s foreign assistance program and request that this funding be directed through NRECA International. Leveraging federal funding and charitable donations of time, money and materials from America’s Electric Cooperatives, we urge NRECA and NRECA International to provide assistance and support to communities and organizations in territories of the United States and other countries that are exploring the creation and development of electric cooperatives.

**1.5 Explanation:** The Legislative and Resolutions Committees recommend for the adoption of this resolution as amended for grammatical purposes to strike the comma after “their own”.

#### **1.5 Support of the National Rural Utilities Cooperative Finance Corporation**

A prime example of the cooperative business model at work is the creation of a member-owned, nonprofit financing cooperative by NRECA in 1969 charged with raising funds from the capital markets on behalf of electric cooperatives. The National Rural Utilities Cooperative Finance Corporation (CFC) remains the only lending institution wholly owned and controlled by electric cooperatives. We urge NRECA to protect the ability of electric cooperatives to secure their own, private financing through CFC and to oppose legislation and tax policy that would jeopardize this ability.

**1.6 Explanation:** The Regulatory and Resolutions Committees recommend for the adoption of this resolution as amended to remove the use of a possessive pronoun when referring to NRECA members.

#### **1.6 Support for Communities Economically Impacted by Federal Policies**

The cooperative business model is dependent on a vibrant rural America and cooperatives in local communities. Our country depends on rural America for national security, food, water, and energy resources contributed by America’s Electric Cooperatives. We urge NRECA to work with **its** members and other appropriate stakeholders to support rural communities that are significantly and economically impacted by federal policies that result in the stranding of local industries as well as electric generation, transmission and distribution assets built to serve those rural communities.

1 – Proposed Resolution – Consent Agenda to Adopt  
The Cooperative Business Model

**1.7 Note:** The Resolutions Committee plans to review this resolution at its June 26, 2026 meeting to consider clarifications or updates. The Committee encourages members to submit input at [resolutions@nreca.coop](mailto:resolutions@nreca.coop). The deadline for member submissions is June 19, 2026.

### **1.7 Support for the Rural Heritage and Values of Electric Cooperatives**

We urge NRECA to advocate for policies and initiatives that support rural communities, preserving the history and contributions of electric cooperatives, and ensuring that the unique needs and strengths of rural areas are recognized.

## **1.8 COOPERATIVE GOVERNANCE AND LEADERSHIP**

We support promoting appropriate governance practices and encourage electric cooperative boards and management to continue their strong record of implementing policies and practices that ensure transparency, ethics, accountability, diversity, equity, and inclusion. We support communicating those practices to their membership and others, and also support professional development and relationship building among cooperative leaders. The democratic nature of cooperative governance ensures that the cooperative board and management is responsive to the local community rather than the profit-maximizing interests of distant shareholders, thereby making governmental regulation duplicative and in many cases unnecessary. We seek to ensure the continued recognition of this distinction by state and federal policymakers, judiciary, and regulatory bodies through education and coordinated advocacy efforts.

We support NRECA and allied interest groups collaborating to further cooperative interests in local policies, state and national legislation, and to continue promoting electric cooperative political engagement and grassroots activities to enable NRECA members to speak to policymakers with a unified voice.

## **1.9 Support of Cooperative Governance and Ethics**

We urge NRECA to continue to provide leadership in identifying appropriate governance practices. We urge all electric cooperative boards and management to continue their strong record of implementing policies and practices that reflect the highest degree of transparency, ethics and accountability, and to communicate those good governance practices with their membership and the public.

## **1.10 Selection and Compensation of CEO/General Manager**

We encourage NRECA to assist boards of directors in understanding the implications of selection and compensation of a CEO/general manager, including:

- Exercising the appropriate level of due diligence, risk management and effort;
- A criterion that the successful candidate possesses an understanding of and support for the cooperative principles and how cooperatives do business; and
- Considering the value of using NRECA or other professional executive search services and market-based total compensation data from NRECA or others to enhance attraction and retention.

**1.11 Explanation:** The CMEC and Resolutions Committees recommend for the adoption of this resolution as amended to remove the use of a possessive pronoun when referring to NRECA members.

### **1.11 Support for Coordinated Outreach**

We urge NRECA and ~~its~~ **the** membership to continue to communicate and develop relationships with allied interest groups for their continued support, including various national, state and local consumer organizations, farm organizations, and other groups, to further cooperative interests in local policies and state or national legislation.

**1.12 Explanation:** The CMEC and Resolutions Committees recommend for the adoption of this resolution as amended to remove the use of a possessive pronoun when referring to NRECA members and to standardize the phrase “safe, reliable, and affordable”.

### **1.12 Support of Safe, Reliable, Affordable, Reliable, and Safe Electric Power through Cooperative Grassroots Advocacy**

We urge NRECA to continue helping ~~its~~ members and member-owners speak with a loud and unified voice to inform policymakers that all citizens should have access to safe, reliable, and affordable, ~~reliable, and safe~~ electric power through facilitation of effective grassroots campaigns.

### **1.13 Support of the America’s Electric Cooperatives PAC<sup>1</sup>**

We urge NRECA to continue to support the America’s Electric Cooperatives PAC as a voluntary vehicle through which the interests of the rural electrification program can be promoted and as a means by which rural people, through thousands of small contributions, can support candidates for Congress who support rural electrification. We further encourage NRECA to urge all directors, eligible employees, and member-owners of electric cooperatives to participate as individuals in the America’s Electric Cooperatives PAC program and in our political processes.

<sup>1</sup> *Editor’s Note: Contributions to America’s Electric Cooperatives PAC are not tax deductible. America’s Electric Cooperatives PAC qualifies as a multi-candidate political action committee and is registered with the Federal Election Commission (FEC). Contributions to America’s Electric Cooperatives PAC are voluntary and will be used for political purposes. You have the right to refuse to contribute without reprisal. Federal law prohibits contributions from foreign nationals. Any contribution guidelines are merely suggestions. You are free to contribute more or less than the suggested amounts, or not at all. NRECA will not favor or disadvantage anyone by reason of the amount contributed or a decision not to contribute. The Internal Revenue Service and FEC require this notice.*

### **1.14 Support for Effective Legal Guidance for Electric Cooperatives**

We urge NRECA to continue supporting the role of attorneys in the efficient, effective, and lawful governance and operations of electric cooperatives.

We urge NRECA to continue administering, and urge electric cooperatives to support their attorneys' and paralegals' membership in, the Electric Cooperative Bar Association (ECBA). ECBA provides its members with legal resources and peer-to-peer learning and communication opportunities. We urge NRECA to continue providing, and encourage electric cooperative attorneys to attend or subscribe to, legal seminars and publications to enhance their understanding of the legal and business issues confronting their cooperative clients.

**1.15 Explanation:** The Legislative and Resolutions Committees recommend for the adoption of this resolution as amended to recognize a database of Equal Access to Justice Act payments has been created.

### **1.15 Support for Legal and Judicial Recognition of Member-Owned and Accountable Businesses**

We urge NRECA to support judicial and legal reform efforts that ensure the interests of member-owners are fairly and transparently represented, including, but not limited to:

- Tort reform legislation that would provide balance in our judicial system that has been overburdened with costly lawsuits;
- Legislation to modify federal agency procedures that allow for what is commonly called “Sue-and-Settle” citizen lawsuits to allow all stakeholders the opportunity to be informed and heard throughout the process; and
- Tracking and reporting requirements for all Equal Access to Justice Act (EAJA) reimbursements to attorneys and ~~creation of a~~ **full agency reporting in the** searchable, online database of all EAJA payments.

### **1.16 Support of Regulatory Reform and Fairness**

We urge NRECA to support reform of the federal regulatory process to balance the development of regulations with accountability and align with the best interests of electric cooperatives across the country. All regulatory actions being considered should include a balanced and equitable assessment of costs and benefits as part of the regulatory development processes.

We support regulations that do not stifle innovation or cause excessive and unjustified burdens on those affected by them, particularly smaller and nonprofit entities including electric cooperatives. Costs and benefits of proposed regulations should be reviewed and affirmed in an open and transparent process with recognition of potentially disproportionate burdens on smaller entities.

**1.17 Explanation:** The CMEC and Resolutions Committees recommend for the adoption of this resolution as amended to remove the use of a possessive pronoun when referring to NRECA members.

## **1.17 MEMBER-OWNER RELATIONSHIP**

Electric cooperatives are built by, and belong to, the communities they serve. Every cooperative is shaped over time by the unique community it serves, including the diversity of that community and its specific needs. A crucial element of the electric cooperative model depends on an engaged relationship with member-owners. We support anticipating and meeting the needs of electric cooperative member-owners as the energy industry continues to develop and evolve. We promote the concept of a member-owner-centric utility. This may take the form of additional utility products or consumer services such as broadband, beneficial electrification, community economic development, technology innovation, strong governance and strategic execution, or mutual support for other shared goals, often tailored to different segments of the membership. To advance the cooperative principle of concern for community, we support and partner with the cooperative network to deliver programs and services that focus on member-owners' needs and the sustainable development of electric cooperative communities.

By working cooperatively to meet NRECA member needs, America's Electric Cooperatives support consumers who join together to create, own, and operate nonprofit utilities. Furthermore, NRECA enables collaboration to occur among ~~its~~ **the** membership in the interest of serving these communities. The power of NRECA and America's Electric Cooperatives resides in the cooperative model and its principles and the engaged members who devote their time, effort, and talent to these endeavors.

## **1.18 Support for Development of New Member-Owner-Centric Business Models**

We urge NRECA to identify and recommend potential business models or processes for electric cooperatives to consider in adapting to the ongoing evolution from a commodity-centric model to a member-owner-centric model. The member-owner-centric model provides member-owners with safe, reliable, affordable electric service and offers other related products and services that increase member-owner value while optimizing the entire system for the benefit of the cooperative. Our goal is to educate and place the cooperative community in the best position possible to deal with the ever-changing energy markets, technology, member-owner expectations, and political and social landscapes.

We urge NRECA to oppose any legislation or regulation that would limit a cooperative's ability to engage in a specific business enterprise that adds value for the benefit of the member-owners and the local community.

**1.19 Explanation:** The CMEC and Resolutions Committees recommend for the adoption of this resolution as amended to remove the use of a possessive pronoun when referring to NRECA members.

### **1.19 Support for Efforts to Address Poverty in Cooperative Communities**

We urge NRECA to work with ~~its~~ members to understand available data, federal assistance, and other cooperative or utility programs and solutions that help advance efforts to address poverty issues within the NRECA membership given that electric cooperatives provide electricity and other services to 92 percent of the United States' counties identified by the federal government to be persistent poverty counties.

We urge NRECA to continue to support, promote and provide guidance on energy assistance programs and activities, such as the Low Income Home Energy Assistance Program, the Weatherization Assistance Program, the Rural Energy Savings Program, and the Affordable Connectivity Program.

### **1.20 Support of Prepay Metering**

We urge NRECA to protect prepay metering from all federal regulatory and legislative initiatives that would negatively impact the ability of electric cooperatives and nonprofit public power electric utilities to provide these programs.

**1.21 Explanation:** The Regulatory and Resolutions Committees recommend for the adoption of this resolution as amended for clarity by including the term “PII” which is commonly used in federal and state laws and cybersecurity standards.

### **1.21 Support of Privacy of Member-Owner Data**

We urge NRECA to support all regulatory and legislative initiatives that would protect **PII** (Personally Identifiable Information) about electric cooperative member-owners. No party should be granted access for non-essential or non-operational purposes without the member-owners' expressed consent.

**1.22 Explanation:** The CMEC and Resolutions Committees recommend for the adoption of this resolution as amended for consistency with other member resolutions.

### **1.22 Support of Showcasing Electric Cooperative Economic and Community Benefits**

We urge NRECA to:

- Assemble and organize data in cooperation with individual cooperatives and statewide associations regarding the direct and indirect benefits and accomplishments of electric cooperatives and showcase this information in a succinct and uniform format to policymakers at all levels of government in an educational campaign;
- Encourage and provide guidance to all cooperatives to develop information and create reports that quantify the economic contributions and investments of electric cooperatives from two perspectives:
  - The economic benefits contributed by electric cooperatives as businesses in their service area and in their states; and
  - How electric cooperatives serve and are serving as catalysts and engines for economic development in local, state and regional areas;
- Keep cooperative directors and employees abreast of community and economic development information, opportunities, and best practices;
- Support continuing efforts to research, measure and understand available sources of financing and funding mechanisms and the impact of electric cooperatives' participation in community and economic development and share this information with members of Congress, the media and all potential sources of financing;
- Explore further opportunities with the National Rural Economic Developers Association and Touchstone Energy<sup>®</sup> Cooperative in support of community and economic development opportunities; and
- Continue to support and promote programs and activities that help cooperatives identify and ~~nurture~~ **support** local entrepreneurs.

**1.23 Explanation:** The CMEC and Resolutions Committees recommend for the adoption of this resolution as amended to remove the use of a possessive pronoun when referring to NRECA members.

### **1.23 Support of Cooperative Communications Programs**

We urge NRECA to encourage electric cooperatives to participate in strategic communications and outreach programs that are member-owner responsive and carefully designed to win the loyalty of and raise engagement among all member-owners. We urge NRECA to encourage electric cooperatives to measure member-owners' satisfaction as well as "perceived value of membership" in a cooperative.

To maintain the highest satisfaction level among **its** member-owners, we urge NRECA to support electric cooperatives and statewide associations in developing proactive and crisis communications strategies to foster prompt, clear, and forthright communications with member-owners, the public, and opinion leaders related to environmental matters, events of public interest or in the wake of natural disasters.

### **1.24 Support of Touchstone Energy® Cooperative**

We urge NRECA to encourage electric cooperatives to join Touchstone Energy® Cooperative and to use the resources and partnerships this national network provides to help Touchstone Energy members and their employees better engage and serve their member-owners. We urge NRECA and Touchstone Energy to work collaboratively so members can maximize the value of membership in each organization.

### **1.25 Strategic Advantages of Developing Market Intelligence and Segmentation**

We encourage NRECA staff to work with distribution cooperatives, generation and transmission cooperatives, service organizations, statewide associations, and Touchstone Energy® Cooperative Regional Members to gain a clear understanding of current and potential member-owners' demographics, lifestyles, attitudes and behaviors. NRECA is also urged to provide research tools to aid in ongoing and complete exploration and analysis of their perceptions, attitudes and behaviors.

**1.26 Explanation:** The Regulatory and Resolutions Committees recommend for the adoption of this resolution as amended to remove the use of a possessive pronoun when referring to NRECA members.

### **1.26 Support for Promoting the Benefits of End-Use Electrification**

We urge NRECA to engage ~~its~~ the membership, industry stakeholders, policymakers and regulators on the economic and environmental benefits of electrification. We urge NRECA to support analysis to quantify and communicate the benefits of increased electrification. Promoting electrification throughout the economy has the potential to provide a wide variety of economic and environmental benefits to local communities and the nation.

**1.27 Explanation:** The Legislative and Resolutions Committees recommend for the adoption of this resolution as amended to remove the use of a possessive pronoun consistent with other member resolutions.

### **1.27 Support for Electric Vehicle Policies**

We urge NRECA to support policies and investments that facilitate deployment of electric vehicles and charging infrastructure, encourage transportation electrification that can optimize electric grid infrastructure, and improve management of electric loads.

We urge NRECA to support electric cooperatives in educating ~~their~~ member-owners on the benefits and challenges of electric vehicles for the transportation and energy sectors and the potential role they can play.

**1.28 Explanation:** The CMEC and Resolutions Committees recommend for the adoption of this resolution as amended to remove the use of a possessive pronoun when referring to NRECA members.

### **1.28 Support of Demand Response Programs**

We urge NRECA to educate members on the types of demand response and/or demand management opportunities available and share among ~~its~~ members examples of successful programs.

**1.29 Explanation:** The CMEC and Resolutions Committees recommend for the adoption of this resolution as amended to remove the use of a possessive pronoun when referring to NRECA members.

### **1.29 Support of RE Magazine, Statewide Publications and Local Cooperative Pages**

We urge statewide associations and electric cooperatives to adopt the Model Standards for Statewide Publications and the Model Standards for Local Cooperative News Pages to provide effective and efficient vehicles for communicating industry information to their member-owners.

We call upon NRECA to urge every member to subscribe to its statewide association publication and to assist statewide association publications in developing and deploying digital and responsive publication tools to better engage cooperative member-owners. We urge NRECA to ensure that nonprofit postal rates are kept as low as possible while striving to improve efficiencies in delivery services.

We urge NRECA to encourage every system to purchase subscriptions to the Rural Electric (RE) Magazine for all employees. We urge NRECA to further encourage ~~its~~ members' employees and leaders to regularly visit Electric.coop and Cooperative.com and to sign up for the weekly Electric Co-op News email updates.

## **1.30 WORKFORCE SAFETY, SECURITY, AND OPERATIONS MANAGEMENT**

We support efforts to continue to strengthen NRECA and the cooperative network resources that assist electric cooperatives with the efficient management of daily operations. This is accomplished by ensuring all NRECA members can attract and retain a qualified workforce by offering affordable, comprehensive and flexible health care and retirement options, participating in employee professional growth opportunities, supporting a culture of safety and security (physical and cyber) that focuses on training and continuous improvement, and having the tools, technology and business practices to advance member-owners' quality of life, economic prosperity and environmental stewardship. We also support the safeguarding of electric cooperative service territories, communications systems integrity and disaster recovery.

### **1.31 Support of Health Care**

We urge NRECA to support policies that ensure all NRECA member cooperatives, regardless of their size and location, have access to affordable, comprehensive, and flexible health care and insurance programs for current and former employees and their dependents.

We urge NRECA to explore opportunities to contain the rising premium cost of its group medical program, fully recognizing that tradeoffs in the level and quality of service may be necessary. We further encourage NRECA to continue to operate a national health insurance program for our membership. We urge NRECA to ensure the continuation of a structure under the Internal Revenue Code that allows for it to provide a nationwide group medical plan.

### **1.32 Support of Employee Retirement Benefits**

We urge NRECA to support legislation to protect the ability of cooperatives to offer the Retirement Security (RS) Plan and support policies which would provide opportunities and protect our employees' ability to save for their retirement through 401(k) plans and other investment vehicles.

We urge NRECA to study alternatives and pursue opportunities to help reduce the cost pressures faced by electric cooperatives participating in NRECA's defined benefit RS Plan.

### **1.33 Support to Address Supply Chain Disruptions Critical to Electric Infrastructure**

We urge NRECA to address supply chain disruptions impacting electric cooperatives by working with cooperatives, statewide associations, Congress, the Administration, and federal agencies to maximize the availability of, at a reasonable cost, electric infrastructure materials and equipment. We urge NRECA to collaborate with cooperatives, stakeholders, and other national trade associations to communicate the crisis affecting the electric utility supply chain.

### **1.34 Support of Safety Initiatives**

We encourage NRECA’s continued support of safety by:

- Continuing to improve and update the Rural Electric Safety Achievement Program (RESAP);
- Identifying measures to enhance safety and engaging cooperative leaders regarding these measures;
- Promoting NRECA member participation in RESAP;
- Promoting NRECA member participation in all phases of the Commitment to Zero Contacts program;
- Providing safety education and training for cooperatives and the public; and
- Advocating for appropriate safety regulation before Congress, regulatory agencies, and industry safety groups.

**1.35 Explanation:** The CMEC and Resolutions Committees recommend for the adoption of this resolution as amended to standardize the phrase “safe, reliable, and affordable”.

### **1.35 Support of Security Initiatives**

Cyber and physical security of electric cooperative infrastructure is critically important to protecting the grid and ensuring a safe, **reliable, and** affordable, ~~and reliable~~ supply of electricity. We urge NRECA to continue supporting electric cooperative cyber and physical security by providing educational opportunities, resources and tools to advance security improvements, and encouraging NRECA members to participate in NRECA’s Rural Cooperative Cybersecurity Capabilities (RC3) Program. We urge NRECA to continue educating policymakers regarding electric sector security and advocating for appropriate laws, regulations, policies, and adequate funding to support cyber and physical security investments.

**1.36 Explanation:** The CMEC and Resolutions Committees recommend for the adoption of this resolution as amended to remove the use of a possessive pronoun when referring to NRECA members.

### **1.36 Support of Director, Management, and Workforce Development**

We urge NRECA to continue to enhance its education and training curricula and delivery mechanisms to ensure cooperative directors, management, and workforce have the necessary skills to excel throughout their service to their cooperatives. We urge NRECA to help **its** members recruit, develop, and retain an adequate and competent workforce to maintain a strong and viable electric cooperative service network to meet the needs of member-owners.

### **1.37 Support for Disaster Assistance**

We urge NRECA to work with the Administration and Congress to maintain electric cooperatives' eligibility for Federal Emergency Management Agency (FEMA) funding and ensure FEMA policies facilitate the expeditious delivery of funds. We urge NRECA to work diligently to establish clear and concise rules and criteria relating to FEMA assistance to minimize future uncertainty, ambiguity and risk to electric cooperatives. We urge NRECA to encourage FEMA to develop and uniformly implement policies for determining eligibility for public assistance and the extent of permanent restoration of disaster-damaged facilities.

We urge NRECA to work with FEMA to assure that FEMA will not deobligate funds if the decision to deobligate funds is due to a reinterpretation of FEMA policy or a reconsideration of information existing at the time of the initial determination to approve a project. We urge NRECA to work with FEMA to ensure that if FEMA deobligates funds, it does so in a manner that is consistent with the intent of the Stafford Act and FEMA's governing regulations and policies.

### **1.38 Support for Necessary Flood Risk Management Measures**

We urge NRECA to support necessary actions by Congress to require the U.S. Army Corps of Engineers to maintain flood risk management as a top priority in its management guidelines.

**1.39 Explanation:** The CMEC and Resolutions Committees recommend for the adoption of this resolution as amended to remove the use of a possessive pronoun when referring to NRECA members.

### **1.39 Support of Agricultural Implement Heights Limitations**

We urge NRECA to support the education of agriculture-related associations, implement manufacturers, dealers, end consumers, and regulators, to inform them of the safety issues associated with equipment exceeding the minimum height standards of the electrical distribution system as set by the applicable version of the National Electrical Safety Code.

We ask NRECA to work with related associations and other utility groups to educate manufacturers to limit the design height and production of agriculture equipment to meet these current minimum heights to reduce costs to cooperative member-owners and eliminate electric contact hazards.

We further ask that NRECA educate ~~its~~ members, legislators, regulators, implement manufacturers, dealers, end consumers, and the general public to the rules regarding clearances over roadways.

#### **1.40 Federal Land Use Management**

We urge NRECA to work with Congress, the Administration and all federal land management agencies charged with maintaining our public lands to ensure that regulatory actions do not inhibit electric cooperative use of federal land for purposes that are consistent with the Federal Land Policy Management Act of 1976, and that fee increases and regulations are not adopted, which result in economic hardship to electric cooperatives. We urge NRECA to support public lands initiatives that help expand local management to reduce wildfire risk and protect economic opportunities for electric cooperatives.

## **1.41 INVESTMENT AND FINANCIAL MATTERS**

We support electric cooperative access to adequate sources of financing for electric, broadband, and other relevant infrastructure investments. Utility services are capital intensive industries that are essential to the long-term viability of rural America. The low density of rural America requires these investments to be spread over a smaller consumer base than is the case in urban America. We support equitable treatment for electric cooperatives with other service providers when tax-exempt financing, interest-free loans, or other incentives exist, or when considered by Congress. Additionally, we seek to ensure that electric cooperatives are treated equitably under the tax law.

### **1.42 Premature Retirement of Generation Assets**

For numerous reasons, electric cooperatives are currently facing the premature retirement of fossil fuel generating resources before the end of their useful life. These premature retirements have the potential to impact reliability, strand these assets, and leave electric cooperatives with unproductive debt on their balance sheets. These stranded assets can jeopardize the financial strength of, and lead to upward rate pressure on, those impacted electric cooperatives. We urge NRECA to oppose legislation and regulatory policies that interfere with the ability of electric cooperatives to operate fossil fuel generating resources through the end of their useful life.

**1.43 Explanation:** The Resolutions Committee recommends for the adoption of this resolution without amendment. The Regulatory Committee, which met prior to the Resolutions Committee in January 2026, recommended inserting “including Generally Accepted Accounting Principles/Accounting Standards Codification” after “broad principle-based accounting standards”. The Resolutions Committee determined the existing language is adequate since some electric cooperatives use other standards.

### **1.43 Support for the Development of Accounting and Auditing Standards**

We urge NRECA to support the development and adoption of cost-effective accounting and auditing standards that yield transparent financial statements accurately reflecting the financial position of electric cooperatives and to support broad principle-based accounting standards with meaningful internal controls.

**1.44 Explanation:** The Legislative and Resolutions Committees recommend for the adoption of this resolution as amended for clarity, to streamline the resolution, and to emphasize staffing needs.

#### **1.44 Support for USDA Rural Development Programs for a Strong Rural America**

We urge NRECA to support the ~~continuation and~~ **funding, staffing, and effectiveness** of Rural Development programs **as a high priority** at the U.S. Department of Agriculture (USDA), including those that provide critical investment capital to strengthen and sustain rural communities and institutions such as the Rural Economic Development Loan and Grant program. ~~We urge that Rural Development be treated as a high priority within USDA.~~

We support the Rural Utilities Service (RUS) and its mission of enabling the building and **maintaining maintenance** of essential electric infrastructure through the Electric Loan Program. We urge NRECA to support adequate RUS electric loan levels ~~and staffing~~. We urge NRECA to support engineering and technical standards, encourage staff and the Transmission and Distribution Engineering Committee to explore modernization of RUS construction standards, and propose timely updates to RUS.

**1.45 Explanation:** The Legislative and Resolutions Committees recommend for the adoption of this resolution as amended to streamline the resolution.

#### **1.45 Protection of Cooperative Tax Status**

We urge NRECA to ~~seek legislation, interpretation of regulations, judicial decisions, and administrative rulings to~~ **support legislative, administrative and judicial actions that** ensure ~~that~~ electric cooperatives, the National Rural Utilities Cooperative Finance Corporation and other nonprofit cooperative partners maintain their tax status and are not adversely impacted by federal tax law.

#### **1.46 Support for Equitable Treatment in Energy Incentives and Tax Policy**

We urge NRECA to support equitable treatment for cooperatives with other energy providers when tax-exempt financing, interest free loans, or energy incentives exist, or are considered by Congress.

**1.47 Explanation:** The Legislative and Resolutions Committees recommend for the adoption of this resolution as amended for clarity, consistency, and to streamline the resolution.

#### **1.47 Support of Bankruptcy Protection**

We urge NRECA to **seek support** legislation to prevent electric cooperatives ~~and their member-owners~~ from subsidizing commercial and industrial members that file for bankruptcy by strengthening Bankruptcy Code Section 366(c) to better protect electric cooperatives. We urge NRECA to pursue clarification of federal bankruptcy laws to define utilities that provide mutual aid as “critical vendors” ~~in order that they~~ **so these utilities** are qualified for prompt reimbursement by the bankruptcy trustee.

#### **1.48 Support for Amending IRS Vehicle Fringe Reporting for Employees of Electric Cooperatives**

We urge NRECA to support an amendment of the Internal Revenue Code to recognize electric cooperative employees, who put their lives in harm’s way to restore an essential service and protect the communities throughout the United States, similar to first responders who are exempt from the Internal Revenue Service vehicle fringe reporting requirements and exempt from including use of the non-personal vehicles in gross income.

**1.49 Explanation:** The Legislative and Resolutions Committees recommend for the adoption of this resolution as amended to standardize the phrase “safe, reliable, affordable”.

## **1.49 POWER SUPPLY**

We support outcomes that ensure each electric cooperative can access, develop, construct, produce, and/or purchase a mix of power supply resources they conclude best enables them to provide their member-owners with safe, secure, reliable, and affordable electric service. Resource portfolios differ substantially across the country, between electric cooperatives, and among neighboring utilities. Maintaining resource diversity and flexibility is critical. We also support retention of existing resilient and dispatchable resources, including adequate dispatchable reserves, that protect the integrity and reliability of the electric grid.

Providing safe, reliable, affordable, and responsible electricity remains the shared commitment of all NRECA members. Electric cooperatives are committed to generating power as efficiently and cost-effectively as possible using an “all-of-the-above” approach.

Diversity of electric generation is essential to meeting member-owners’ expectations. Consistent with that approach, electric cooperatives explore all ideas that promote these core principles as they work to meet the evolving energy needs of their communities. Every electric cooperative is unique – from the local community it’s owned by and serves to how it decides to power those homes, businesses, and farms and the innovative work it is undertaking. A technology, program, or policy that works for one electric cooperative might not work for another.

Many NRECA members meet their commitments to providing safe, reliable, affordable and responsible energy with resources operated by the U.S. Army Corps of Engineers and the Bureau of Reclamation, and marketed by the federal Power Marketing Administrations. Therefore, we support efforts to maximize the federal hydropower assets. We will continue to work to improve the efficiency of federal power operations, protect the equity interest of preference customers, preserve their competitive stance and resist unjustifiable increases in electric rates to the ultimate consumer. We also support efforts by electric cooperatives to engage in education programs to increase awareness and support for hydropower.

Every electric cooperative’s power supply resource mix will vary greatly depending on existing and available resources and assets, the impact on rates for member-owners, reliability implications, geographic location, and other regional and local circumstances. Any policy proposals regarding electric generation technology must provide long-term certainty and flexibility that maintains energy diversity for electric cooperatives, protects reliability and security of the electric grid, and minimizes undue economic impact for member-owners. Electric cooperative member-owners should not be burdened with stranded assets that were developed based on federal government policy directives.

## **1.50 Support of Wholesale Power Contracts**

We urge NRECA to support protecting and enforcing wholesale power contracts.

### **1.51 Support for the Federal Power Program**

We urge NRECA to oppose the sale, transfer or other disposal of the federal Power Marketing Administrations (PMAs) or any assets of the PMAs.

We urge NRECA to work with Congress to fully fund the federal hydropower program to ensure that preference power customers maintain cost based rates, and are not burdened with costs not directly related to generation, transmission and marketing of federal hydropower.

We urge NRECA to work with Congress and the U.S. Department of Energy to ensure that no initiative hinders the core statutory mission of the PMAs to market and deliver power to their preference customers.

We support retention of the historical principles of cost-based federal power pricing and support federal power rates that recover only those costs that are authorized by statute. We urge NRECA to work with Congress to continue to block administrative decisions and others that abandon the fair, reasonable and equitable principles that have guided the pricing of federal power for nearly a century.

Where federal projects are not authorized for hydropower, we urge NRECA to work with other preference power customer groups to ensure equitable sharing of benefits and costs when new hydropower developers gain access.

We oppose changes in the allocation or sale of federal or state preference power that would expand rights to this power to non-traditional customers.

We urge NRECA to work with Congress and the Administration to direct the U.S. Army Corps of Engineers to follow the directives of the Dam Safety Act of 1986 in allocating the costs associated with dam safety repairs among multiple project purposes.

We urge NRECA to support actions by Congress to require the U.S. Army Corps of Engineers and the Bureau of Reclamation to conform their policies to authorized congressional purposes and to require meaningful due process and consultation regarding all significant modifications in the operation of multipurpose federal resource projects.

### **1.52 Support for FERC-Licensed Projects**

With respect to Federal Energy Regulatory Commission licensing of hydroelectric projects, we urge NRECA to support preference rights for electric cooperatives that are equal to municipalities and state agencies' rights.

### **1.53 Support for the Protection of Hydroelectric Dams**

We urge NRECA to oppose dam breaching proposals for congressionally authorized federal multipurpose dams or efforts to involuntarily breach other hydroelectric dams. Such actions may impact access to carbon-free energy, reliability, and the economic and environmental benefits provided by the nation's hydropower system.

### **1.54 Support for Hydroelectric Power Generation on the Mississippi River**

We urge NRECA to support legislative and regulatory initiatives which promote the development and implementation of technologies to generate hydroelectric power through the existing lock and dam system on the Mississippi River. We urge NRECA to support legislative and regulatory initiatives that enable funding for research and development, technical design, and for upgrading existing and new dam and pump storage hydropower facilities that incorporate low-head capacity hydroelectric power generation.

**1.55 Explanation:** The Resolutions Committee recommends for the adoption of this resolution as amended to remove the use of possessive pronouns when referring to NRECA members, to standardize the phrase “safe, reliable, and affordable”, and to streamline the resolution. The Legislative Committee, which met prior to the Resolutions Committee in January 2026, recommended for the adoption of the resolution with additional amendments to replace “members” with “stakeholders”. The Resolutions Committee determined the current language is more appropriate since “stakeholders” is broader and includes organizations other than NRECA members.

### **1.55 Support for the Columbia River System**

We urge NRECA to work with ~~its~~ members to support ~~a legislative solution protecting~~ the multipurpose benefits of the Federal Columbia River Power System, most importantly, the system’s safe, reliable, ~~economical~~ and affordable carbon-free power supply.

We urge NRECA to work with ~~its~~ members to support a fair and equitable Columbia River Treaty for Pacific Northwest electricity consumers.

**1.56 Explanation:** The Legislative and Resolutions Committees recommend for the adoption of this resolution as amended to streamline the resolution.

### **1.56 Support for the Operation of the Nation’s Inland Waterways**

We urge NRECA to work with Congress to appropriate funds necessary to complete ~~all~~ ~~of~~ the waterway projects that have been authorized.

We urge NRECA to oppose ~~further~~ increases in user fees beyond those determined by the principles of cost based federal power pricing for the inland waterways. We urge NRECA to oppose proposals to close, sell, dismantle or otherwise divest the federal government of any lock and dam project financed by the federal government.

**1.57 Note:** The Resolutions Committee plans to review this resolution at its June 26, 2026 meeting to consider clarifications or updates. The Committee encourages members to submit input at [resolutions@nreca.coop](mailto:resolutions@nreca.coop). The deadline for member submissions is June 19, 2026.

### **1.57 Support Elimination of Western Area Power Administration Transmission Infrastructure Program**

We urge NRECA to support elimination of the Western Area Power Administration’s Transmission Infrastructure Program and underlying authority, and the rescission of any unspent funds.

**1.58 Explanation:** The Legislative and Resolutions Committees recommend for the adoption of this resolution as amended for clarity and consistency with other member resolutions.

### **1.58 Support for Carbon Capture Utilization and Storage**

We urge NRECA to support legislative and regulatory initiatives which promote the development and implementation of technologies to capture and sequester carbon dioxide from power plants. Carbon Capture Utilization and Storage (CCUS) technology protects member investments in reliable baseload generation while enhancing the value of these resources in an economy that values low carbon emissions.

We urge NRECA to work ~~to ensure that electric generators can effectively mitigate their financial risks by working~~ with Congress, the Administration, and regulatory agencies to provide ensure electric generators can effectively mitigate their financial risks by providing financial support and incentives and ~~to promote promoting~~ a regulatory environment which favors CCUS development.

**1.59 Note:** The Resolutions Committee plans to review this resolution at its June 26, 2026 meeting to consider clarifications or updates. The Committee encourages members to submit input at [resolutions@nreca.coop](mailto:resolutions@nreca.coop). The deadline for member submissions is June 19, 2026.

### **1.59 Support for Natural Gas-Fired Generation**

We urge NRECA to undertake legislative and regulatory initiatives to support the continuation and expansion of natural gas-fired generation. As a dispatchable resource, natural gas-fired generation remains critical for reliability of our nation’s power supply.

We urge NRECA to work with the Administration, Congress, and appropriate federal entities to continue to support new and existing natural gas-fired electric generating units and related infrastructure as indispensable components of a diverse power production portfolio that complements the deployment of intermittent renewable resources.

### **1.60 Support for Pipeline Rate Complaint Reform**

We urge NRECA to support legislation to establish when customers of natural gas pipeline companies, including electric cooperatives, file a complaint with the Federal Energy Regulatory Commission under the Natural Gas Act, Section 5, as to whether rates charged by the pipeline company are “just and reasonable,” if the natural gas pipeline company’s rates are subsequently determined to be unjust and unreasonable, then the company must pay refunds from the date the complaint was filed.

**1.61 Explanation:** The Regulatory and Resolutions Committees recommend for the adoption of this resolution as amended to standardize the phrase “safe, reliable, and affordable”. The Resolutions Committee plans to review this resolution at its June 26, 2026 meeting to consider clarifications or updates. The Committee encourages members to submit input at [resolutions@nreca.coop](mailto:resolutions@nreca.coop). The deadline for member submissions is June 19, 2026.

### **1.61 Support for Adequate Replacement Generation Capacity**

Providing adequate, safe, reliable, and affordable electricity to consumer-members is essential to electric cooperatives’ mission. The retirement of existing dispatchable generation assets, without having adequate replacement capacity online prior to retirement, directly impacts the ability to provide safe, reliable, and affordable electricity. Providing adequate replacement capacity for retiring generation assets must consider characteristics such as capacity factor, nameplate capacity, reliability, dispatchability, and affordability. We urge NRECA to advocate for having adequate replacement generation capacity as existing dispatchable generation assets are retired and to oppose legislation and regulations that promote policies to the contrary.

**Voting delegates, please note: Robert’s Rules of Order (12<sup>th</sup> ed.) governs NRECA member meetings (NRECA Bylaw Article IX). Robert’s Rules provides that, “Motions are ... improper when they present practically the same question as a motion previously decided at the same session.” (Section 39:6 “Improper Motions,” page 327).**

**Therefore, if 1.62-A is adopted by voting delegates, then 1.62-B will not be considered since it presents practically the same question.**

**If 1.62-A is not adopted by voting delegates, then delegates may reconsider 1.62-A with any proposed amendment. If no amendment is offered, then delegates will proceed with 1.62-B and continue until a version of the resolution is adopted, or until delegates have opposed all versions.**

**1.62-A Explanation:** The Regulatory and Resolutions Committees recommend for the adoption of this resolution as amended by the Resolutions Committee at its June 2025 meeting. The amendments clarify that any transition of the electric industry should allow the use of both existing and new generation resources to address the growing risks of generation capacity deficiencies and grid reliability concerns. This version was adopted by Regions 1-10 at the 2025 NRECA Regional Meetings.

### **1.62-A Support for a Reasonable Transition of the Electric Utility Industry**

~~With a growing elevated risk of capacity deficiencies and electric grid reliability issues throughout America, we urge NRECA to support the utilization of diversified power supply resources to help protect and maintain affordable, reliable service to the electric cooperative member-owners.~~

We urge NRECA to advocate for policies supporting the preservation and use of all current and future power supply a reasonable transition timeline of the electric industry that allows for the use of existing and new generation resources for their entire useful life ~~to protect the electric grid and power supply resource adequacy. An appropriate amount of time is required to protect our electric service reliability as we work to implement further carbon reduction measures, relevant~~ and for the incorporation of technology, and transmission infrastructure expansion. Such actions are needed to address the growing risks of generation capacity deficiencies and grid reliability concerns while protecting and maintaining diversified resources and safe, reliable and affordable service to electric cooperative member-owners.

**In accordance with Robert’s Rules of Order (12<sup>th</sup> ed.), (Section 39:6 “Improper Motions,” page 327), if 1.62-A is adopted by voting delegates, then 1.62-B will not be considered since it presents practically the same question.**

**Please see the note preceding 1.62-A in this booklet for more information.**

**1.62-B Explanation:** The Regulatory and Resolutions Committees recommend against the adoption of this resolution because the Committees prefer 1.62-A. This version was adopted by voting delegates at the 2025 NRECA Annual Business Meeting and was not considered at the 2025 NRECA Regional Meetings.

### **1.62-B Support for a Reasonable Transition of the Electric Utility Industry**

With a growing elevated risk of capacity deficiencies and electric grid reliability issues throughout America, we urge NRECA to support the utilization of diversified power supply resources to help protect and maintain affordable, reliable service to the electric cooperative member-owners.

We urge NRECA to support the preservation and use of all current and future power supply resources for their entire useful life to protect the electric grid and power supply resource adequacy. An appropriate amount of time is required to protect our electric service reliability as we work to implement further carbon reduction measures, relevant technology, and transmission infrastructure expansion.

**1.63 Explanation:** The Regulatory and Resolutions Committees recommend for the adoption of this resolution as amended for clarity and consistency with other member resolutions.

### **1.63 Support of Distributed Energy Resources**

We support the development of cost-effective distributed energy resources (DER) and integration standards that ~~will~~ provide benefits and minimize risks to member-owners and the grid. We urge NRECA to participate in and/or conduct studies to keep members informed on all regulatory and legislative issues, as well as technologies and business opportunities associated with the implementation of DER. We urge NRECA to identify and share information related to implementation of rate structures that fairly accommodate DER.

We urge NRECA to work with the Administration and Congress to advance DER technology for the benefit of electric cooperatives and their member-owners, including funding opportunities such as Rural Utilities Service funding to electric cooperatives to support these technologies and the Administration funding of DER research and development initiatives.

We urge NRECA to participate in the legislative process and oppose adverse legislative or regulatory initiatives with respect to DER, such as mandates, feed-in tariffs, net metering, and third-party aggregation, that would increase rates, degrade reliability or safety, impose other undue economic costs on electric cooperatives, or interfere with the power supply or other contractual relationships between electric cooperatives.

### **1.64 Support of Renewable and Environmentally Favorable Energy**

We encourage NRECA to support responsible development and cost-effective use of renewable resources and environmentally favorable energy resources by cooperatives. We oppose any mandates that undermine a cooperative's ability to decide which resources make sense for the cooperative and its member-owners. We encourage NRECA to support cost-effective ethanol and other biofuels development.

### **1.65 Support for Nuclear Power**

We urge NRECA to undertake legislative and regulatory initiatives to support the continuation and expansion of nuclear power. Funding for research, development, and construction of our next generation of nuclear power, a dispatchable resource, is critical for reliability of our nation's power supply.

We urge NRECA to work with the Administration, Congress, and appropriate federal entities to continue to support funding and develop a streamlined licensing and permitting process for existing and future nuclear power units.

**1.66 Explanation:** The Regulatory and Resolutions Committees recommend for the adoption of this resolution as amended for consistency with other member resolutions.

### **1.66 Support for Responsibly Addressing Spent Fuel and Nuclear Waste**

We urge NRECA to ~~undertake~~ support appropriate federal legislative and regulatory initiatives to responsibly address spent nuclear fuel and nuclear waste, including, but not limited to, encouraging funding for (1) interim storage and (2) research and development of spent nuclear fuel reprocessing technologies.

### **1.67 Support for Geothermal Energy Exploration**

We urge NRECA to work with the Administration, Congress, and appropriate federal entities to support producing electricity from geothermal heat and support new areas of exploration by seeking funding for research, development, and demonstration of geothermal power generation, a low-carbon, dispatchable resource, which is critical for the reliability of our nation's power supply.

**1.68 Explanation:** The Legislative and Resolutions Committees recommend for the adoption of this resolution as amended for clarity and for consistency with NRECA’s support of reforms in addition to the repeal of Section 210.

### **1.68 Support for Public Utility Regulatory Policies Act Reform**

We urge NRECA to support legislation to reform the Public Utility Regulatory Policies Act, ~~by repealing~~ including repeal of Section 210, in order to reduce regulatory and financial burdens on electric cooperatives.

### **1.69 Support for Bulk Commodity Rail Transportation Legislative Reform**

We urge NRECA to support legislation to reform the Surface Transportation Board and end certain monopolistic railroad practices that penalize shippers, and to repeal the railroads’ exemption from certain existing antitrust laws.

**1.70 Explanation:** The Regulatory and Resolutions Committees recommend for the adoption of this resolution as amended to standardize the phrase “safe, reliable, and affordable”.

## **1.70 POWER DELIVERY**

We support policies to ensure that cooperatives can deliver power to their member-owners safely, securely, reliably, efficiently, and affordably. This includes the delivery of a diverse mix of electric generation that varies across regions of the country and even by individual cooperatives in a manner that meets member-owners’ expectations. Consistent with that approach, electric cooperatives explore all ideas that promote these core principles as we work to meet the evolving energy needs of our communities. Every electric cooperative is unique, from the members that own it, the local community it serves, to how it decides to power those homes, businesses, and farms, to the innovative work it is undertaking. A cooperative’s resource mix is also guided by its affordability, efficiency, reliability, and locally available energy resources, such as fossil fuels, nuclear, hydropower, wind and solar. A technology, program, or policy that works for one cooperative might not work for another.

Cooperatives’ role in power delivery continues to evolve given changes in technology, member-owner expectations and regulatory developments. The cost of siting, permitting, and maintaining transmission lines is a critical element of ensuring **safe, reliable, and** affordable ~~and reliable~~ power delivery. This includes the buildout of necessary infrastructure to support new generation capacity and new technologies such as renewable resources and energy storage. Cooperatives also need to maintain their decision-making autonomy when determining whether to participate in Regional Transmission Organizations (RTO). For those that do join, they should be treated consistent with other utilities that are members of the same RTO. Cooperatives recognize that continued integration of variable forms of generation and the two-way flow of power, data and financial compensation requires a strong system operator. Cooperatives are committed to the security and reliability of the grid, which are vital to delivering power to their member-owners.

**1.71 Explanation:** The Regulatory and Resolutions Committees recommend for the adoption of this resolution as amended to standardize the phrase “safe, reliable, and affordable”.

### **1.71 Transmission Planning and Cost Allocation of High Voltage Transmission Facilities**

Transmission planning for high voltage transmission facilities for all forms of affordable generation should focus on the needs of load serving entities and result from an open planning process. Planning regions first should determine the benefits to be considered when allocating costs of high voltage transmission facilities. Absent regional agreement, costs should be allocated among those entities that benefit initially and over time and are taking service from the transmission providers imposing the charge. Benefits should be tangible and non-trivial and related to the **safe,** reliable, and affordable delivery of power, and generally commensurate with allocated costs. We urge NRECA to support legislative or regulatory efforts that are consistent with these principles.

## 1.72 Federal Energy Regulatory Commission Jurisdiction

We urge NRECA to oppose efforts to subject electric cooperatives and federal power marketing agencies, involuntarily, to Federal Energy Regulatory Commission jurisdiction under Federal Power Act Sections 205 and 206.

**Voting delegates, please note: Robert’s Rules of Order (12<sup>th</sup> ed.) governs NRECA member meetings (NRECA Bylaw Article IX). Robert’s Rules provides that, “Motions are ... improper when they present practically the same question as a motion previously decided at the same session.” (Section 39:6 “Improper Motions,” page 327).**

**Therefore, if 1.73-A is adopted by voting delegates, then 1.73-B will not be considered since it presents practically the same question.**

**If 1.73-A is not adopted by voting delegates, then delegates may reconsider 1.73-A with any proposed amendment. If no amendment is offered, then delegates will proceed with 1.73-B and continue until a version of the resolution is adopted, or until delegates have opposed all versions.**

**1.73-A Explanation:** The Regulatory and Resolutions Committees recommend for the adoption of this resolution as amended by the Resolutions Committee at its June 2025 meeting. The amendment clarifies, and emphasizes, the importance of voluntary membership in regional transmission organizations. This version was adopted by Regions 1-10 at the 2025 NRECA Regional Meetings.

### 1.73-A Support of Voluntary Regional Transmission Organization Membership

~~Electric cooperatives believe that membership in Regional Transmission Organizations (RTOs) should be on a strictly voluntary basis.~~ We urge NRECA to oppose ~~any~~ legislative ~~or~~ and regulatory efforts to require electric cooperatives to join Regional Transmission Organizations (RTOs). Electric cooperatives support voluntary membership in RTOs. ~~If electric cooperatives are in regions that establish RTOs, For those electric cooperatives located in areas where RTOs are established,~~ we urge NRECA to ~~work~~ collaborate with ~~those cooperatives them~~ to ensure that the RTO rules are ~~established to be~~ fair, ~~and~~ non-discriminatory, ~~to~~ protect the interests of load-serving entities.

**In accordance with Robert’s Rules of Order (12<sup>th</sup> ed.), (Section 39:6 “Improper Motions,” page 327), if 1.73-A is adopted by voting delegates, then 1.73-B will not be considered since it presents practically the same question.**

**Please see the note preceding 1.73-A in this booklet for more information.**

**1.73-B Explanation:** The Regulatory and Resolutions Committees recommend against the adoption of this resolution because the Committees prefer 1.73-A. This version was adopted by voting delegates at the 2025 NRECA Annual Business Meeting and was not considered at the 2025 NRECA Regional Meetings.

### **1.73-B Support of Voluntary Regional Transmission Organization Membership**

Electric cooperatives believe that membership in Regional Transmission Organizations (RTOs) should be on a strictly voluntary basis. We urge NRECA to oppose any legislative or regulatory efforts to require cooperatives to join RTOs. If electric cooperatives are in regions that establish RTOs, we urge NRECA to work with those cooperatives to ensure the RTO rules are established to be fair and non-discriminatory and to protect the interests of load-serving entities.

**1.74 Explanation:** The Regulatory and Resolutions Committees recommend for the adoption of this resolution as amended for clarity.

### **1.74 Federal Siting, Permitting, Eminent Domain and Private Property Rights**

Electric cooperatives believe in private property rights. The use of eminent domain for permitting or siting transmission systems comes with the responsibility **for serving to serve** the public interest. We urge NRECA to oppose federal eminent domain for transmission systems unless it is planned through a regional process, that will benefit member-owners within that region.

### **1.75 Electric Service Across Federal and State Lands**

We urge NRECA to pursue legislative and regulatory action – including but not limited to the streamlining of National Environmental Policy Act review processes and creation of Categorical Exclusions – so that electric cooperatives are granted timely permitting and access to federal and state lands to perform necessary construction, expansion, relocation, system hardening, vegetation management, maintenance and restoration on electric utility projects and rights-of-way. We urge NRECA to advocate for streamlining the issuance and renewal of Special Use Permits for electric cooperative infrastructure.

As it relates to easements and permits for electric infrastructure, we urge NRECA to support the removal of a strict liability standard on federal lands in favor of an ordinary negligence standard.

**Voting delegates, please note: Robert’s Rules of Order (12<sup>th</sup> ed.) governs NRECA member meetings (NRECA Bylaw Article IX). Robert’s Rules provides that, “Motions are ... improper when they present practically the same question as a motion previously decided at the same session.” (Section 39:6 “Improper Motions,” page 327).**

**Therefore, if 1.76-A is adopted by voting delegates, then 1.76-B will not be considered since it presents practically the same question.**

**If 1.76-A is not adopted by voting delegates, then delegates may reconsider 1.76-A with any proposed amendment. If no amendment is offered, then delegates will proceed with 1.76-B and continue until a version of the resolution is adopted, or until delegates have opposed all versions.**

**1.76-A Explanation:** The Regulatory and Resolutions Committees recommend for the adoption of this resolution as amended. The amendment was originally submitted by South Texas Electric Cooperative, Texas, with further amendments by the Resolutions Committee at its June 2025 meeting. The amendment urges NRECA to continue to advocate for wildfire liability protections for electric cooperatives. This version was adopted by Regions 1-10 at the 2025 NRECA Regional Meetings.

### **1.76-A Support for Reducing the Risk of Wildfires**

We urge NRECA to:

- Work with Congress and the Federal Land Management Agencies (Agencies) to ensure adequate funding to prevent and respond to wildfires;
- Work with Congress and Agencies to develop and implement consistent policies that enable electric cooperatives to mitigate the risk of wildfires, including but not limited to accessing utility rights-of-way for vegetation management and system hardening;
- Develop tools and technical education programs to aid electric cooperatives in understanding, mitigating, and communicating wildfire risk;
- Assist electric cooperatives in securing federal grants for system hardening and other preventative measures;
- Collaborate with Agencies to mitigate the impacts of wildfires on rural communities and electric cooperatives infrastructure and assist electric cooperatives prior to, during, and after wildfire events; and
- Pursue solutions to address the wildfire liability insurance crisis, **including liability protections for electric cooperatives.**

**In accordance with Robert’s Rules of Order (12<sup>th</sup> ed.), (Section 39:6 “Improper Motions,” page 327), if 1.76-A is adopted by voting delegates, then 1.76-B will not be considered since it presents practically the same question.**

**Please see the note preceding 1.76-A in this booklet for more information.**

**1.76-B Explanation:** The Regulatory and Resolutions Committees recommend against the adoption of this resolution because the Committees prefer 1.76-A. This version was adopted by voting delegates at the 2025 NRECA Annual Business Meeting and was not considered at the 2025 NRECA Regional Meetings.

### **1.76-B Support for Reducing the Risk of Wildfires**

We urge NRECA to:

- Work with Congress and the Federal Land Management Agencies (Agencies) to ensure adequate funding to prevent and respond to wildfires;
- Work with Congress and Agencies to develop and implement consistent policies that enable electric cooperatives to mitigate the risk of wildfires, including but not limited to accessing utility rights-of-way for vegetation management and system hardening;
- Develop tools and technical education programs to aid electric cooperatives in understanding, mitigating, and communicating wildfire risk;
- Assist electric cooperatives in securing federal grants for system hardening and other preventative measures;
- Collaborate with Agencies to mitigate the impacts of wildfires on rural communities and electric cooperatives infrastructure and assist electric cooperatives prior to, during, and after wildfire events; and
- Pursue solutions to address the wildfire liability insurance crisis.

**1.77 Explanation:** The Regulatory and Resolutions Committees recommend for the adoption of this resolution as amended to standardize the phrase “safe, reliable, and affordable” and for consistency with other member resolutions.

### **1.77 Bulk Electric Reliability Standards**

We urge NRECA to collaborate with electric cooperatives, the North American Electric Reliability Corporation (NERC), and the Federal Energy Regulatory Commission to ensure that **electric** cooperative positions and interests are considered in the development of reliability standards and other related matters. We urge NRECA to monitor and provide information and education to **electric** cooperatives regarding NERC reliability standards development and subsequent compliance issues. Electric cooperatives are dedicated to delivering safe, **reliable, and affordable, and reliable electricity energy** to our member-owners and strongly support the reliability of our nation’s electric grid.

**1.78 Explanation:** The Regulatory and Resolutions Committees recommend for the adoption of this resolution as amended to remove the use of a possessive pronoun when referring to NRECA members.

### **1.78 Support for Protection of Electric Infrastructure**

Electric cooperatives support the need for timely and actionable information from federal government intelligence sources on threats and vulnerabilities to electric cooperative infrastructure. We urge NRECA to work with Congress, appropriate federal agencies and industry groups, advocating that any physical, cyber or operational security guidelines and standards they develop consider the unique nature and geography of cooperatives and apply any protections cost-effectively. We urge NRECA to assist in educating ~~its~~ members on methods to identify, evaluate, and mitigate physical, cyber and operational risks to members' facilities.

### **1.79 Support for Responsible Maintenance of Cooperative Infrastructure Through Use of Chemicals**

We urge NRECA to support the careful and knowledgeable use of chemicals in the safe, economical and effective operation and maintenance of electric cooperatives. Electric cooperatives utilize chemicals to economically and effectively maintain rights-of-way, pole treatment, insect control, etc. Curtailment in the use of these products will result in more expensive and less reliable electric power for member-owners.

## **1.80 ENERGY MARKETS AND INDUSTRY STRUCTURE**

We support voluntary participation in competitive wholesale markets, open transmission access, transparency, construction of needed new transmission infrastructure, and elimination of undue market power to ensure that all electric cooperatives can safely, reliably, securely and affordably meet their member-owners' power needs. As new energy technologies are changing market performance and conduct, cooperatives should retain flexibility to best address their individual needs.

Markets should encourage investment in resources that enable system operators to effectively manage the system without imposing undue costs on cooperatives and their member-owners.

**1.81 Explanation:** The Regulatory and Resolutions Committees recommend for the adoption of this resolution as amended to standardize the phrase “safe, reliable, and affordable”.

### **1.81 Electric Industry Restructuring**

We urge NRECA to protect the interests of electric cooperatives and their member-owners by opposing electric industry restructuring efforts that negatively impact the cooperatives' abilities to continue to provide their member-owners with safe, reliable, and affordable, ~~and reliable~~ electric services. Federal and state rules, including rules regarding business models, local control, energy resource ownership, cost allocation, affiliate transaction, and separation of functions, should recognize that electric cooperatives are unique. Electric cooperatives are nonprofit, locally controlled, built by their member-owners and benefit the communities they serve.

**1.82 Explanation:** The Regulatory and Resolutions Committees recommend for the adoption of this resolution as amended for consistency with other member resolutions.

### **1.82 Wholesale Market Design**

We urge NRECA to support voluntary participation in competitive wholesale markets, open transmission access, transparency, construction of necessary transmission infrastructure, and elimination of undue market power so wholesale energy markets offer participants and consumers net benefits and ensure all electric cooperatives have the ability to safely, reliably, and affordably meet their member-owners' long-term ~~power~~ energy needs. Wholesale market designs should promote resource adequacy without imposing undue costs, fairly allocate reasonable costs among consumers, and compensate electric cooperatives for the capacity, dispatchability, and flexibility of their resources when participating in these markets.

### **1.83 Market Power**

We urge NRECA to advocate that state and federal regulators should aggressively enforce state and federal laws to protect member-owners from undue market power.

### **1.84 Natural Gas Reliability and Gas/Power Market Alignment**

We urge NRECA to support legislation to establish mandatory reliability standards for the natural gas pipeline industry.

We urge NRECA to work with gas and electric industry participants to support policies that promote harmonizing changes to market scheduling and procurement processes that will improve the reliability and economic efficiency of natural gas as a generation fuel.

### **1.85 Financial Instrument Regulation**

We urge NRECA to take an active role in protecting the interests of electric cooperatives in regulations affecting cooperative products and transactions as the derivatives markets and potential financial regulations develop and are implemented.

### **1.86 Territorial Integrity, Takeover Threats and Loan Security**

We urge NRECA to identify and provide education regarding leading practices in areas of cooperative governance, financial planning, bylaws, policies and surveys that would prepare and strengthen cooperatives against threats of territorial invasion and hostile takeover and to support the defense efforts of the board of directors, management, or member-owners of any threatened cooperative.

We urge NRECA to support legislation prohibiting use of federally subsidized tax-exempt securities to finance acquisition of electric cooperative facilities and prohibiting non-Rural Electrification Act preference borrowers, such as investor-owned power companies, the privilege of assuming Rural Utilities Service loans.

We urge NRECA to encourage participation by cooperatives in the National Rural Utilities Cooperative Finance Corporation “System Integrity Fund” which may provide financial support for legal defense costs by threatened cooperatives.

1 – Proposed Resolution – Consent Agenda to Adopt  
Energy Markets and Industry Structure

**1.87 Explanation:** The Regulatory and Resolutions Committees recommend for the adoption of this resolution as amended for consistency with other member resolutions.

**1.87 Military Base Utility Privatization**

We urge NRECA to ~~seek~~ **support** legislative and regulatory action providing electric cooperatives a fair and equal opportunity to participate in the privatization of military utility systems without unintended adverse consequences.

**1.88 Explanation:** The Legislative and Resolutions Committees recommend for the adoption of this resolution as amended to standardize the phrase “safe, reliable, and affordable”.

## **1.88 ENVIRONMENTAL**

Environmental laws affect nearly every aspect of operating an electric cooperative, from trimming trees near power lines to fueling power plants. Federal policies should recognize the crucial role that electric cooperatives play in bringing clean, **safe**, reliable, **and** affordable power to rural businesses and households.

We support necessary environmental regulations that provide for common sense solutions to environmental impacts and that balance the cost of compliance with the environmental benefits. Electric cooperatives are committed to meeting environmental requirements, but policies that needlessly increase costs have a dramatic impact on those who can least afford it. Higher power costs also hurt businesses, potentially causing job losses and limiting economic development opportunities.

We believe that environmental, wildlife and land-management policies should encourage flexible, local approaches where possible rather than imposing costly one-size-fits-all rules that discourage innovation. We support policies that rely more on providing incentives and encouraging voluntary conservation efforts.

We support policies that will ensure that any government action to address environmental concerns protects the interests of, and minimizes the economic impacts to, electric cooperatives and our member-owners, and allows electric cooperatives to provide **safe, reliable**, affordable, **reliable, and** secure ~~and safe~~ electric power in an environmentally responsible manner.

**1.89 Explanation:** The Legislative and Resolutions Committees recommend for the adoption of this resolution as amended to standardize the phrase “safe, reliable, and affordable”.

## **1.89 Greenhouse Gas Emissions**

We urge NRECA to remain actively engaged to ensure that any government action to address greenhouse gas emissions protects the interests of, and minimizes the economic impacts to, electric cooperatives and our member-owners, and allows electric cooperatives to provide **safe, reliable, and** affordable, ~~reliable, and safe~~ electric power.

We urge NRECA to support research and technology development for projects that can help to economically manage greenhouse gas emissions. We support an open dialogue and efforts to determine the cost effectiveness of greenhouse gas management proposals on future world climate conditions. We urge NRECA to educate member-owners of electric cooperatives, policymakers and the general public of the cost and consequences of government action, as well as cost effective actions to address greenhouse gas emissions while improving the quality of life in rural areas across the United States.

**1.90 Explanation:** The Regulatory and Resolutions Committees recommend for the adoption of this resolution as amended for consistency with other member resolutions.

### **1.90 Federal Clean Air Regulation**

We urge NRECA to take all appropriate actions to protect the interests of electric cooperatives and their member-owners by ensuring that the Environmental Protection Agency's Clean Air Act regulations:

- Are legal, cost-effective, and sensible;
- Address conflicting emissions reduction requirements;
- Address scientifically demonstrable and significant environmental impacts; and
- Do not negatively impact reliability.

Additionally, we urge NRECA to examine programs incorporating financial incentives to reduce the costs of compliance with mitigating emissions and to recommend changes or additions to ensure that these incentives would be equally beneficial to **electric** cooperatives, as compared to other electric utilities.

**1.91 Explanation:** The Regulatory and Resolutions Committees recommend for the adoption of this resolution as amended to remove the use of a possessive pronoun when referring to NRECA members.

### **1.91 Environmental Externalities**

We urge NRECA to oppose the use of ambiguous or arbitrary measurements of environmental externalities, such as the social cost of carbon, to justify regulatory burdens in the regulatory process or other policy determinations. We urge NRECA to educate **its** members on this issue to get the grassroots support we need to achieve the goal of using scientific evidence-based estimates of environmental costs and benefits in the regulatory process.

**1.92 Explanation:** The CMEC and Resolutions Committees recommend for the adoption of this resolution as amended to remove the use of a possessive pronoun when referring to NRECA members.

### **1.92 Support for Education Regarding the Impacts of Compliance with EPA Regulations**

We urge NRECA to continue to monitor, investigate, analyze and report on anticipated Environmental Protection Agency regulatory compliance impacts to **its** members.

### **1.93 Clean Water Act Regulatory Implementation**

We urge NRECA to take all appropriate actions to protect the interests of electric cooperatives and their member-owners to ensure that any Clean Water Act requirements allow utilities as much flexibility as possible to meet environmental goals to enhance water quality through scientifically sound, cost-effective methods.

### **1.94 Abandoned Mine Land Reclamation**

We urge NRECA to seek congressional oversight of and to oppose the use of coal assessments for anything other than coal mine reclamation activities, with regard to the Surface Mining Control and Reclamation Act of 1977.

**1.95 Explanation:** The Regulatory and Resolutions Committees recommend for the adoption of this resolution as amended for consistency with other member resolutions.

### **1.95 Solid Waste and Hazardous Waste**

We urge NRECA to ~~advocate for~~ support legislative and regulatory solid waste and hazardous waste programs that are scientifically sound, cost-effective, and balance member-owner interests and environmental protection. We support non-hazardous regulation and beneficial reuse of existing and future coal-combustion residues.

### **1.96 Support for Superfund Reform**

We urge NRECA to support reforms to the Superfund statute to require the Environmental Protection Agency to address electric cooperatives' liability concerns and more equitably apportion liability among potentially responsible parties based on the finding of fault.

**1.97 Explanation:** The Legislative and Resolutions Committees recommend for the adoption of this resolution as amended to streamline the resolution and provide NRECA with greater flexibility regarding solutions.

### **1.97 Endangered Species**

We urge NRECA to support federal cost sharing provisions for electric cooperatives where certain compliance efforts with the Endangered Species Act result in rate increases for member-owners and to oppose the listing of plant and animal species in electric cooperative service territories and transmission routes where the costs for compliance are not shared by all citizens. The designation of critical habitat for endangered species protection and recovery should accommodate essential electric transmission and distribution corridors and substation/plant sites.

We urge NRECA to ~~educate its members on this issue and~~ support **legislative policy** solutions that would balance electric cooperative interests with species protection.

We urge NRECA to support reauthorization of the Endangered Species Act to make procedural changes to make the Act more efficient, effective, and less costly, with the goal of finding a balance that accommodates essential economic activities. To ensure fair and sensible application of the Act, scientific information must be thorough, balanced and based on scientific standards and impartial peer review.

We urge NRECA to support legislation to clarify that electrocution, contacts, or collisions by avian species do not qualify as an intentional “taking” of protected avian species.

We urge NRECA to ~~continue provide~~ communication and education programs **for electric cooperatives and employees to members**, applying best available practices, including design and technology for avian protection.

**1.98 Explanation:** The Legislative and Resolutions Committees recommend for the adoption of this resolution as amended for consistency with NRECA’s advocacy.

### **1.98 Support State Sage-Grouse Plans**

**We urge NRECA to oppose listing sage-grouse under the Endangered Species Act (ESA).** If the sage-grouse is listed under the ~~Endangered Species Act (ESA)~~, we urge NRECA to ensure ~~that~~ states with effective sage-grouse conservation plans are allowed to follow their state plans, and to ensure ~~that~~ additional ESA requirements are not imposed within those states.

### **1.99 Invasive Species**

We urge NRECA to support congressional action to limit the further outbreak of invasive species. Costs for prevention and mitigation measures should be paid for by parties that are primarily responsible for the introduction or spread of invasive species or by the broadest possible funding base, the U.S. Treasury. These costs should not be funded through federal hydropower rates or Power Marketing Administrations.

### **1.100 Fish, Wildlife, and Avian Mitigation**

We urge NRECA to work with the U.S. Fish and Wildlife Service and other federal agencies to ensure that their rules and requirements respecting fish, wildlife, and avian mitigation are clear, reasonable, consistent, and cost-effective.

**1.101 Explanation:** The CMEC and Resolutions Committees recommend for the adoption of this resolution as amended to standardize the phrase “safe, reliable, and affordable”.

## **1.101 TELECOMMUNICATIONS AND TECHNOLOGY UTILIZATION**

In our digital economy, high-speed communications systems have become a part of everyday life. Electric cooperatives increasingly rely on robust telecommunications networks, systems and various technologies to provide safe, reliable, and affordable ~~and reliable~~ electric service and other programs and services for their member-owners. In addition, many rural Americans are locked out of the modern economy simply because broadband service is not available. Access to sufficient, affordable, and reliable telecommunications service is not only critical to cooperatives’ business operations but increasingly a necessity for communities, education, health care, and commerce. Increasingly, electric cooperatives are working to bridge this gap in access for the communities they serve. We strongly support NRECA’s continued work and collaboration with National Rural Telecommunications Cooperative, the Utilities Technology Council, and other like-minded organizations to support the ability of cooperatives and the communities they serve to have affordable and reliable access to broadband, and related technology by ensuring:

- Financing and incentives comparable to those provided to for-profit entities are available to fund the build out and maintenance of advanced telecommunications systems and related technology;
- Access to sufficient radio spectrum without undue interference;
- The promotion of interoperability and security of telecommunications and information technology systems;
- The ability of electric cooperatives directly or indirectly to provide broadband services to consumers; and
- Safeguarding the ability of NRECA members to maintain local control over any attachments by other service providers to their poles or other infrastructure.

**1.102 Explanation:** The Legislative and Resolutions Committees recommend for the adoption of this resolution as amended for clarity.

### **1.102 Support for Electric Cooperative Participation in Broadband Service**

In the face of entrenched telecommunications incumbency and a fiercely competitive telecommunications market, it is critical for NRECA to be the advocate for electric cooperatives providing broadband service. We urge NRECA to take a prominent, long-term leadership and advocacy role in the U.S. Congress, with the Administration, at the Federal Communications Commission (FCC), and other regulatory agencies to support electric cooperatives in their ability to **voluntarily** provide broadband service, including middle-mile broadband connectivity, ~~voluntarily~~, on their own or in partnership with other local providers.

We urge NRECA to advocate for reforms in the definition of broadband recognized by the FCC and other regulatory agencies, promoting broadband solutions that are forward-looking, scalable, and prioritize the highest speeds possible. We urge NRECA to ~~also~~ advocate for reforms to the National Broadband Map to more effectively utilize state and federal investment in broadband infrastructure. ~~Since S~~erved location reporting by telecommunication providers vastly overstates coverage. ~~W~~ we support more accurate federal mapping using granular data and/or other available information to better reflect actual broadband services and speeds that are available to consumers.

**1.103 Explanation:** The CMEC and Resolutions Committees recommend for the adoption of this resolution as amended to remove the use of a possessive pronoun when referring to NRECA members.

### **1.103 Support of Telecommunications and Information Technology for Electric Cooperatives**

We urge NRECA to:

- Maintain robust advocacy and support of telecommunications and information technology for electric cooperatives;
- Educate policymakers on the critical need for advanced telecommunications services in operating electric cooperatives reliably and efficiently;
- Help ensure that cooperatives maintain security and achieve integration of their facilities and meet federal standards, rules and regulations by training their employees and directors in the secure use of telecommunications and information technology as well as appropriate cybersecurity protection related to these technologies;
- Work to protect internet customer and business information privacy and be a resource to electric cooperatives in realizing the full value of their internet presence;
- Encourage and support the continuing development of Cooperative.com and its cooperative professional communities and encourage NRECA members to use these communities on a daily basis;
- Explore, expand and recommend to ~~its~~ members the use of the internet, teleconferencing, webcasting and other multimedia communication capabilities; and
- Continue its support for the development and adoption of interoperability standards.

**1.104 Explanation:** The Regulatory and Resolutions Committees recommend for the adoption of this resolution as amended for consistency with other member resolutions.

### **1.104 Support for Unmanned Aerial Systems**

We urge NRECA to ~~seek~~ **support** any congressional legislation and regulatory action necessary while monitoring Federal Aviation Administration rules and guidelines to allow the Unmanned Aerial Systems (UAS) industry to grow and prosper in America as a tool for the electric industry. The commercialization of the UAS industry requires regulators, legislative leaders and electric cooperatives to work in cooperation by integrating small UAS into the national air space. We urge NRECA to support ~~in-nurturing~~ the use of this technology by electric cooperatives to the benefit of member-owners.

## **2 – Proposed New Resolution**

### **Recommend for Adoption**

**2 Explanation:** The Legislative and Resolutions Committees recommend for the adoption of this resolution. This resolution was submitted in June 2025 by the Missouri Electric Cooperatives. This resolution addresses the “importance of reliable and affordable mail delivery ... for rural communities” which are experiencing significant challenges in the quality and timeliness of U.S. Postal Service delivery. This resolution was adopted by Regions 1-10 at the 2025 NRECA Regional Meetings.

### **2 Support for Reliable Rural Postal Services**

We urge NRECA to work with Congress, the Administration and the U.S. Postal Service (USPS) to safeguard the needs of America’s electric cooperatives and the communities they serve by communicating and educating them on the importance of reliable and affordable mail delivery for all, emphasizing comparable service for rural communities.

We urge NRECA to collaborate with government and other stakeholders on solutions that would enable the USPS to adhere to the Universal Service Obligation while improving service to rural areas and keeping postal rates affordable.

### **3 – Proposed New Resolution**

#### **Recommend for Adoption**

**3 Explanation:** The Legislative and Resolutions Committees recommend for the adoption of this resolution. This resolution was submitted by Kankakee Valley REMC, Indiana, and North Carolina’s Electric Cooperatives, North Carolina, and amended by the Resolutions Committee at its June 2025 meeting. This resolution was adopted by Regions 1-10 at the 2025 NRECA Regional Meetings.

#### **3 Support of Artificial Intelligence Technology for Electric Cooperatives**

We urge NRECA to advocate on policies that recognize the value of artificial intelligence (AI) in supporting the mission of electric cooperatives. NRECA should promote a balanced approach that encourages responsible innovation, protects critical infrastructure, and ensures that policies are flexible and appropriate for electric cooperatives. NRECA should support efforts to secure funding opportunities that help bring emerging AI technologies to communities and promote education and collaboration across the cooperative network.

**Voting delegates, please note: Robert’s Rules of Order (12<sup>th</sup> ed.) governs NRECA member meetings (NRECA Bylaw Article IX). Robert’s Rules provides that, “Motions are ... improper when they present practically the same question as a motion previously decided at the same session.” (Section 39:6 “Improper Motions,” page 327).**

**Therefore, if 4-A is adopted by voting delegates, then 4-B and 4-C will not be considered since they present practically the same question.**

**If 4-A is not adopted by voting delegates, then delegates may reconsider 4-A with any proposed amendment. If no amendment is offered, then delegates will proceed with 4-B and continue until a version of the resolution is adopted, or until delegates have opposed all versions.**

#### **4-A – Proposed Amendment to Existing Resolution**

##### **Recommend for Adoption**

**4-A Explanation:** The Regulatory and Resolutions Committees recommend for the adoption of this resolution as amended at the January 2026 member standing committee meetings. The proposal was originally submitted in June 2025 by South Texas Electric Cooperative, Texas (see No. 4-B). In January 2026, the Committees further amended the resolution to: (1) make the title consistent with the proposed new language; and (2) strike “the Colorado River and” before “the Rio Grande River” to distinguish the two rivers since there are separate negotiations occurring. Version 4-A was not considered at the 2025 NRECA Regional Meetings. The Resolutions Committee plans to review this resolution at its June 26, 2026 meeting. The Committee encourages members to submit input at [resolutions@nreca.coop](mailto:resolutions@nreca.coop). The deadline for member submissions is June 19, 2026.

#### **4-A Support of the Colorado River Storage Project and Rio Grande River Treaty**

We urge NRECA to support the Bureau of Reclamation, the U.S. Army Corps of Engineers, and the Western Area Power Administration (WAPA) to implement cost-cutting measures, as well as partnering opportunities with preference customers to develop operational, financial, and rate-setting strategies to address ongoing funding issues in their respective hydropower projects.

Due to its special funding provisions, we urge NRECA to support the Bureau of Reclamation and WAPA to implement cost-cutting measures and strategies that improve the status of the Upper Colorado River Basin Fund and stabilize the Colorado River Storage Project (CRSP) power rate. We urge NRECA to encourage these agencies to partner with CRSP customers to develop operational, financial, and rate-setting strategies that address drought and environmental situations, create a sustainable cash flow and maintain an economical power rate.

**We urge NRECA to work with the Administration to enforce the treaty allocation of waters between Mexico and the United States, including the rights to water along the Rio Grande River, and its impacts to hydroelectric generation.**

**In accordance with Robert’s Rules of Order (12<sup>th</sup> ed.), (Section 39:6 “Improper Motions,” page 327), if 4-A is adopted by voting delegates, then 4-B and 4-C will not be considered since they present practically the same question.**

**Please see the note preceding 4-A in this booklet for more information.**

#### **4-B – Proposed Amendment to Existing Resolution**

##### **Recommend Against Adoption**

**4-B Explanation:** The Regulatory and Resolutions Committees recommend against the adoption of this resolution because the Committees prefer 4-A. This version was submitted in June 2025 by South Texas Electric Cooperative, Texas, and adopted by Regions 1-10 at the 2025 NRECA Regional Meetings.

##### **4-B Support of the Colorado River Storage Project**

We urge NRECA to support the Bureau of Reclamation, the U.S. Army Corps of Engineers, and the Western Area Power Administration (WAPA) to implement cost-cutting measures, as well as partnering opportunities with preference customers to develop operational, financial, and rate-setting strategies to address ongoing funding issues in their respective hydropower projects.

Due to its special funding provisions, we urge NRECA to support the Bureau of Reclamation and WAPA to implement cost-cutting measures and strategies that improve the status of the Upper Colorado River Basin Fund and stabilize the Colorado River Storage Project (CRSP) power rate. We urge NRECA to encourage these agencies to partner with CRSP customers to develop operational, financial, and rate-setting strategies that address drought and environmental situations, create a sustainable cash flow and maintain an economical power rate.

**We urge NRECA to work with the Administration to enforce the treaty allocation of waters between Mexico and the United States, including the rights to water along the Colorado River and the Rio Grande River, and its impacts to hydroelectric generation.**

**In accordance with Robert’s Rules of Order (12<sup>th</sup> ed.), (Section 39:6 “Improper Motions,” page 327), if 4-A is adopted by voting delegates, then 4-B and 4-C will not be considered since they present practically the same question.**

**Please see the note preceding 4-A in this booklet for more information.**

#### **4-C – Existing Resolution**

##### **Recommend Against Adoption**

**4-C Explanation:** The Regulatory and Resolutions Committees recommend against the adoption of this resolution because the Committees prefer 4-A. This version was adopted by voting delegates at the 2025 NRECA Annual Business Meeting and was not considered at the 2025 NRECA Regional Meetings.

##### **4-C Support of the Colorado River Storage Project**

We urge NRECA to support the Bureau of Reclamation, the U.S. Army Corps of Engineers, and the Western Area Power Administration (WAPA) to implement cost-cutting measures, as well as partnering opportunities with preference customers to develop operational, financial, and rate-setting strategies to address ongoing funding issues in their respective hydropower projects.

Due to its special funding provisions, we urge NRECA to support the Bureau of Reclamation and WAPA to implement cost-cutting measures and strategies that improve the status of the Upper Colorado River Basin Fund and stabilize the Colorado River Storage Project (CRSP) power rate. We urge NRECA to encourage these agencies to partner with CRSP customers to develop operational, financial, and rate-setting strategies that address drought and environmental situations, create a sustainable cash flow and maintain an economical power rate.

**Voting delegates, please note: Robert’s Rules of Order (12<sup>th</sup> ed.) governs NRECA member meetings (NRECA Bylaw Article IX). Robert’s Rules provides that, “Motions are ... improper when they present practically the same question as a motion previously decided at the same session.” (Section 39:6 “Improper Motions,” page 327).**

**Therefore, if 5-A is adopted by voting delegates, then 5-B and 5-C will not be considered since they present practically the same question.**

**If 5-A is not adopted by voting delegates, then delegates may reconsider 5-A with any proposed amendment. If no amendment is offered, then delegates will proceed with 5-B and continue until a version of the resolution is adopted, or until delegates have opposed all versions.**

### **5-A – Proposed Amendment to Existing Resolution**

#### **Recommend for Adoption**

**5-A Explanation:** The Legislative and Resolutions Committees recommend for the adoption of this resolution as amended. This version was submitted by the Region 10 Resolutions Committee at the Regions 8 and 10 Meeting and adds “but not limited to” before “Keystone XL” to recognize that there are other pipeline projects around the country. This version was adopted by Region 10 at the 2025 NRECA Regional Meetings. It was introduced after Regions 1-9 met.

#### **5-A Support of the ~~Keystone XL~~ for Pipeline Projects**

We urge NRECA to support **the development of pipelines, including but not limited to the Keystone XL Pipeline project and Alaska North Slope Natural Gas Pipeline and Liquefied Natural Gas Export Project, that provide stable and affordable fuels to enhance our energy infrastructure, national security, and domestic supply options that best represent the interests of electric cooperatives.**

**In accordance with Robert’s Rules of Order (12<sup>th</sup> ed.), (Section 39:6 “Improper Motions,” page 327), if 5-A is adopted by voting delegates, then 5-B and 5-C will not be considered since they present practically the same question.**

**Please see the note preceding 5-A in this booklet for more information.**

## **5-B – Proposed Amendment to Existing Resolution**

### **Recommend Against Adoption**

**5-B Explanation:** The Legislative and Resolutions Committees recommend against the adoption of this resolution because the Committees prefer 5-A. The original topic was submitted by Alaska Power Association (statewide) and Matanuska Electric Association, Alaska, and amended by the Resolutions Committee at its June 2025 meeting. Based on the submitting members’ proposal to adopt a new resolution addressing the Alaska North Slope pipeline project, the Committee determined existing resolution “Support of the Keystone XL Pipeline” should be amended to address pipeline projects more generally. The Committees acknowledge that the Keystone and North Slope pipelines impact NRECA members in those regions differently. This version was adopted by Regions 1-9 at the 2025 NRECA Regional Meetings. It was not considered by Region 10, which adopted No. 5-A.

### **5-B Support of ~~the Keystone XL~~ for Pipeline Projects**

We urge NRECA to support **the development of pipelines, including the Keystone XL Pipeline project and Alaska North Slope Natural Gas Pipeline and Liquefied Natural Gas Export Project, that provide stable and affordable fuels to enhance our energy infrastructure, national security, and domestic supply options that best represent the interests of electric cooperatives.**

**In accordance with Robert’s Rules of Order (12<sup>th</sup> ed.), (Section 39:6 “Improper Motions,” page 327), if 2-A is adopted by voting delegates, then 5-B and 5-C will not be considered since they present practically the same question.**

**Please see the note preceding 5-A in this booklet for more information.**

### **5-C – Existing Resolution**

#### **Recommend Against Adoption**

**5-C Explanation:** The Legislative and Resolutions Committees recommend against the adoption of this resolution because the Committees prefer 5-A. This version was adopted by voting delegates at the 2025 NRECA Annual Business Meeting and was not considered at the 2025 NRECA Regional Meetings.

#### **5-C Support of the Keystone XL Pipeline**

We urge NRECA to support the Keystone XL Pipeline project.

## **6 – Existing Resolution**

### **Recommend Against Adoption**

**6 Explanation:** The Legislative and Resolutions Committees recommend against the adoption of this resolution because the specific issue addressed in the resolution has been resolved. The Committees recommend that voting delegates “oppose” this resolution (by pressing 2-B on the voting device) to remove it from the 2026 member resolutions booklet. Consistent with the recommendation, this resolution was opposed by Regions 1-10 at the 2025 NRECA Regional Meetings.

### **6 Support of Uniform Regulation of Electric Service on Indian Reservations**

We recognize that providing electric service on Indian reservations poses unique and sometimes difficult circumstances, including specific territorial disputes. We urge NRECA to develop and support policies to move toward the uniform regulation of electric utilities on Indian reservations (other than tribally owned electric utilities) consistent with state law.

We urge NRECA to seek improved working relationships and education efforts between electric cooperatives and tribes. We support legislative options that will more clearly define the relationship and benefits of electric cooperatives on reservations.

**The CMEC and Resolutions Committees recommend for the adoption of the following courtesy resolutions:**

**7 – Proposed Resolution**

**Honoring Electric Cooperative Workers' Roles as First Responders**

We honor the service provided by electric cooperative workers as they provide critical support to police, fire, sheriffs and other organizations in responding to emergencies.

**8 – Proposed Resolution**

**Recognition of Military Service**

We pay special recognition and honor to electric cooperative employees, directors, and member-owners who have served or who are presently serving our country in military duty.

**9 – Proposed Resolution**

**Appreciation**

We express our thanks to the many people who have contributed to the success of the NRECA PowerXchange – NRECA's annual member meeting. In particular, we are grateful to the NRECA staff and the distinguished speakers and others for their contributions to the success of this meeting.

**10 – Proposed Resolution**

**General Memorial**

This year has seen the loss of good friends and fine leaders in the electric cooperative program. We are appreciative of the contributions made by these workers during their lifetime and acknowledge our debt to them. In recognition of the example they have set for all of us, we join now in a moment of silent prayer.

## **NRECA Financial Report**

The Report of the NRECA Secretary-Treasurer for the period ending December 31, 2025 is available on the PowerXchange conference mobile app in the NRECA Business Meeting tab. The Report, as well as the most recently issued audited financial statements, are also available on [Cooperative.com under NRECA > NRECA Governance and Reporting](#).

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

**GOVERNANCE COMMITTEE MEETING**  
**AGENDA ITEM SUMMARY**

**February 18, 2026**

**ACTION REQUIRED**

**AGENDA ITEM NO. VI. B.**

- Information Only
  - Motion
  - Resolution
  - Executive Session
  - Other
- 

**TOPIC**

Proposed Amendment to the Bylaws of Chugach Electric Association, Inc. (Chugach) – Membership Fee

**DISCUSSION**

Chugach Electric Association, Inc.'s membership fee is a one-time charge assessed when an individual or entity joins the cooperative. Membership fees serve as an equity contribution, establishing the member's ownership interest in the cooperative and reinforcing the principle that members collectively support the cooperative they own. The current \$5 fee has remained unchanged for more than 50 years and no longer reflects the customary membership contribution expected of new cooperative members.

It is proposed that the one-time membership fee be increased to \$25 for new members only. The proposed adjustment applies solely to individuals or entities requesting new service and does not affect existing Chugach members.

Updating the membership fee promotes equity among members, and reinforces the cooperative principle that members share in the responsibility and benefits of cooperative ownership.

The Governance Committee recommends the Chugach Board of Directors approve the proposed amendment to Article I, MEMBERSHIP, SECTION 4, Membership and Service Connections Fees, to increase the one-time membership fee from \$5 to \$25. Attachment I includes both redline and clean versions of the proposed Bylaw amendment reflecting this change.

## **MOTION**

Move that the Governance Committee recommends the Chugach Electric Association, Inc. Board of Directors approve the proposed amendment to Article I, Membership, Section 4, Membership and Service Connection Fees, as outlined in Attachment I, for inclusion on the ballot for a vote by the Chugach membership at the 2026 Annual Meeting election, to increase the one-time membership fee from \$5 to \$25.

**Chugach Electric Association, Inc.  
Anchorage, Alaska**

**Attachment I.  
Proposed Bylaw Amendments**

**Proposed Bylaw Change 1**

**Submitted By:** Chugach Electric Association, Inc.

**Proposed Bylaw Change 1:** Article I, MEMBERSHIP, SECTION 4, Membership and Service Connections Fees provides that the non-refundable membership fee shall be five dollars. Chugach proposes the following edits:

**ARTICLE I  
MEMBERSHIP**

**SECTION 4. Membership and Service Connection Fees.** The non-refundable membership fee shall be ~~five-dollar~~twenty-five dollars (\$25.00). Payment of the membership fee and completion of a membership application are conditions of service. The Board of Directors may also, as a condition of service, require the payment of a consumer deposit or the furnishing of other acceptable security.

**ARTICLE I  
MEMBERSHIP**

**SECTION 4. Membership and Service Connection Fees.** The non-refundable membership fee shall be twenty-five dollars (\$25.00). Payment of the membership fee and completion of a membership application are conditions of service. The Board of Directors may also, as a condition of service, require the payment of a consumer deposit or the furnishing of other acceptable security.

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

**GOVERNANCE COMMITTEE MEETING**  
**AGENDA ITEM SUMMARY**

**February 18, 2026**

**ACTION REQUIRED**

**AGENDA ITEM NO. VI. B.**

Information Only  
 Motion  
 Resolution  
 Executive Session  
 Other

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**TOPIC**

Proposed Amendments to the Bylaws of Chugach Electric Association, Inc. (Chugach) – Grammar, Formatting, and Removal of Repealed Sections

**DISCUSSION**

As part of the annual election process, Chugach reviews its Bylaws and makes recommended changes where necessary to ensure they remain clear, current, and internally consistent.

The proposed amendments include non-substantive revisions intended to improve the clarity, consistency, and organization of the Bylaws, including updates to grammar and formatting and the removal of sections previously repealed but still reflected in the document structure.

These changes do not alter the intent or substance of the existing provisions. Rather, they are intended to enhance readability, ensure internal consistency, and maintain a clear and current governing document.

The Governance Committee recommends approval of these non-substantive revisions relating to grammar, formatting, and the removal of repealed sections. Attachment I includes both redline and clean versions of the proposed Bylaw amendments reflecting these changes.

**MOTION**

Move that the Governance Committee recommends the Chugach Electric Association, Inc. Board of Directors approve the proposed Bylaw amendments consisting of non-substantive revisions for grammar, formatting, and the removal of repealed sections, and authorize their inclusion on the ballot for a vote of the Chugach membership at the 2026 Annual Meeting election.

**Chugach Electric Association, Inc.  
Anchorage, Alaska**

**Attachment I  
Proposed Bylaw Amendments**

**Proposed Bylaw Change 2**

**Submitted By:** Chugach Electric Association, Inc.

**Proposed Bylaw Change:** Non-substantive edits for grammar, formatting, and the removal of repealed sections. Chugach proposes the following edits as follows:



**CHUGACH ELECTRIC ASSOCIATION, INC.**

**BYLAWS**

**(As Amended May 30, 2025)**

Chugach Electric Association, Inc. is a cooperative owned by more than 90,000 members. These Bylaws are the framework of the organization.

As a member, you have the right to vote for the directors responsible for overseeing Chugach. Directors are elected each spring during the cooperative's annual meeting. At this time, members may also vote on any proposed changes to the bylaws.

Proposed bylaw amendments may be submitted to:

**Bylaws Committee  
c/o Chugach General Counsel  
P. O. Box 196300  
5601 Electron Drive  
Anchorage, Alaska 99519-6300**

Visit Chugach Electric's home page on the internet at [www.chugachelectric.com](http://www.chugachelectric.com)

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# CHUGACH ELECTRIC ASSOCIATION, INC.

## BYLAWS

### ARTICLE I MEMBERSHIP

**SECTION 1. Requirements for Membership.** Any person or other legally recognized entity, body politic, or subdivision thereof, shall become a member of CHUGACH ELECTRIC ASSOCIATION, INC. by:

- (a) Making a written application for membership therein;
- (b) Agreeing to purchase from the Association electric energy as hereinafter specified;
- (c) Agreeing to comply with, and be bound by, the Articles of Incorporation and Bylaws of the Association, and any rules and regulations adopted by its Board of Directors; and
- (d) Paying the membership fee hereinafter specified.

No person or entity may hold more than one membership in the Association, and no membership in the Association shall be transferable, except as provided in these Bylaws.

**SECTION 2. Joint Membership.** Any two persons who occupy the same household may apply for a joint membership and, subject to compliance with the requirements set forth in Section 1 of this Article, may be accepted for such membership. The term “member” as used in these Bylaws shall be deemed to include any two persons who have applied for and have been issued a joint membership, and any provisions relating to the rights and liabilities of membership shall apply equally with respect to the holders of a joint membership. Without limiting the generality of the foregoing, the effect of the hereinafter specified actions by, or in respect to, the holders of a joint membership shall be as follows:

- (a) The presence at a meeting of either or both shall be regarded as the presence of one member and shall have the effect of constituting a joint waiver of notice of the meeting;
- (b) The vote of either separately, or both jointly, shall constitute one joint vote;
- (c) A waiver of notice signed by either or both shall constitute a joint waiver;
- (d) Notice to either shall constitute notice to both;
- (e) Expulsion of either shall terminate the joint membership;
- (f) Withdrawal of either shall terminate the joint membership; and

- (g) Either, but not both, may be elected or appointed as an officer or director, provided that both meet the qualifications for such office.

**SECTION 3. Conversion of Membership.** (a) A membership may be converted to a joint membership upon the written request of the holder thereof, and the agreement by such holder and the joint applicant to comply with the Articles of Incorporation, Bylaws, and rules and regulations adopted by the Board of Directors. The Association shall reissue the membership in a manner that reflects the change in membership status.

(b) Upon the death of any individual who is a party to the joint membership, such membership shall continue to be held solely by the surviving joint member. The membership shall be reissued in such manner and form as shall evidence the changed membership status; provided, however, that no such reissuance shall release or discharge the estate of the deceased from any indebtedness due the Association.

**SECTION 4. Membership and Service Connection Fees.** The non-refundable membership fee shall be five dollars (\$5.00). Payment of the membership fee and completion of a membership application are conditions of service. The Board of Directors may also, as a condition of service, require the payment of a consumer deposit or the furnishing of other acceptable security.

**SECTION 5. Purchase of Electric Energy.** Each member may, as soon as electric energy shall be available, purchase from the Association all electric energy purchased for use on the premises specified in the application for membership, unless the member is an electric public utility purchasing electric energy for resale. Each member shall pay monthly at rates which shall from time to time be adjusted by the Board of Directors. The Board of Directors may limit the amount of electric energy which the Association shall be required to furnish to its member(s). Each member shall pay to the Association such minimum amount per month, regardless of the electric energy consumed, as shall be adjusted by the Board of Directors from time to time. Each member shall also pay all amounts owed to the Association as and when the same shall become due and payable. Production or use of electric energy on such premises, regardless of the source thereof, by means of facilities which shall be interconnected with the Association's facilities, shall be subject to appropriate regulations as shall be fixed and modified from time to time by the Association.

**SECTION 6. Termination of Membership.** (a) Any member of the Association may withdraw from membership with written notice. Additionally, the Association may expel any member who fails to comply with the Association's tariff and policies provided such policies are consistent with state law and applicable regulatory orders. Members subject to expulsion will be contacted in writing by the Association and will have ten (10) days to comply with the Association's tariff and policies. An expelled member may be reinstated by complying with the Association's tariff and policies. The Association may also cancel membership if the member:

- 1) Has had a disconnect order active for thirty (30) days without signing a reconnect order; or
- 2) Has been disconnected because of nonpayment of electric energy debts to the Association provided that this delinquency has continued for at least thirty (30) days after termination of service.

(b) Upon the withdrawal, death, cessation of existence or expulsion of a member, the membership of such member shall thereupon terminate, except as provided in Article 1, Section 3. Termination of membership in any manner shall not release a member or the estate from any debts due the Association.

## **ARTICLE II RIGHTS AND LIABILITIES OF MEMBERS**

**SECTION 1. Property Interest of Members.** Upon dissolution, after paying, or discharging, or adequately providing for the payment or discharge of all its debts, obligations and liabilities, other than those to patrons arising by reason of their patronage, the Association shall distribute any remaining sums, first to patrons for the pro rata return of all amounts standing to their credit by reason of their patronage, and second, to members for the pro rata repayment of membership fees. Any sums then remaining shall be distributed among its members and former members in proportion to their patronage, except as participation in such distribution may have been legally waived. In the event of the lawful liquidation, through transfer or sale of all the property and assets of the Association, the proceeds of such liquidation, transfer or sale shall be distributed in the same manner as hereinabove provided for in the case of dissolution.

**SECTION 2. Non-liability for Debts of the Association.** The private property of the members shall be exempt from execution or other liability for the debts of the Association, and no members shall be liable or responsible for any debts or liabilities of the Association.

## **ARTICLE III MEMBERS, MEETINGS AND ELECTIONS**

**SECTION 1. Annual Meeting.** The annual meeting of the members shall be held, as designated by the Board of Directors in the notice of meeting, on such convenient date, on or after April 15 and not later than June 15 of each year, either (a) at such place or building in the Municipality of Anchorage, State of Alaska, or (b) by teleconference or other means of electronic communication that ensures all members participating can hear each other during the meeting. The purpose of the annual meeting shall be to elect directors, pass upon reports for the previous fiscal year, and transact such other business as may come before the meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Association.

**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 directors to the chair of the Board, or by a written request made to the chair 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, as designated by the Board of Directors in the notice of meeting, (a) at any place within the Municipality of Anchorage specified in such notice, or (b) by teleconference or other means of electronic communication that ensures all

members participating can hear each other during the 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 3. Notice of Members' Meetings.** Written notice stating the place, day and hour and agenda of the annual meeting shall be delivered to each member not less than thirty (30) or more than sixty (60) days before the date of the meeting. Notice of a special meeting of the members, including but not limited to a meeting where a merger or dissolution of the Association, or sale, lease, or other disposition of more than fifteen percent (15%) of the Association's total assets, less depreciation, as reflected on the books of the Association at the time of the transaction, shall be delivered, together with notice of the purpose for which the meeting is called, not less than ninety (90) or more than one hundred twenty (120) days before the date of the meeting, with notice of a public hearing on the proposed action to be held not less than sixty (60) days before the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the address as it appears on the records of the Association, with postage thereon prepaid. The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

**SECTION 4. Quorum.** Seven and one-half percent (7 1/2%) of all members of the Association voting, including at least fifty (50) members attending either in person or electronically, shall constitute a quorum for a regular or special meeting of the members. No business shall be conducted at a regular or special meeting of the members lacking a quorum, except for counting marked ballots as specified in this Article III, Section 8(d) and announcing the results thereof. If a quorum is lacking with respect to any meeting of the members, a majority of those in attendance may adjourn the meeting to another date and time no later than forty-five (45) days after the adjourned meeting, provided that the secretary of the Board shall notify all members of the date, time and place of such meeting by delivering notice thereof no later than ten (10) days in advance of such meeting. At such meeting, the only business that may be conducted is business that could lawfully have been conducted at the originally scheduled meeting.

**SECTION 5. Voting.** (a) Only members who have purchased electric energy or received other services from the Association as of the record date of the election shall be entitled to vote. Each such member shall have only one vote upon each matter submitted to a vote at a meeting of the members.

(b) A non-natural member may designate an individual to vote on its behalf, in accordance with the member's own procedures. The Election Committee may require the designated individual to submit satisfactory written proof of their designation prior to voting.

(c) Members may vote by official ballot on all matters on which a vote of the members is required or permitted under these Bylaws. Voting may be conducted by such means as permitted by law and established by the Association. For purposes of these Bylaws, a ballot validly returned by the prescribed deadline shall be deemed a vote cast at the meeting to which the ballot relates.

(d) Directors shall be elected at a meeting with respect to which a quorum is established by the plurality vote of the members voting thereon.

(e) Action to amend these Bylaws or to remove a director pursuant to Article IV, Sections 7 and 8 of these Bylaws may only be taken at a meeting with respect to which a quorum is established by the affirmative vote of a majority of those members voting thereon.

(f) Any sale, lease, or other disposition of more than fifteen percent (15%) of the Association's total assets, less depreciation, as reflected on the books of the Association at the time of the transaction, must be approved by the members pursuant to the provisions of Article IX, Section 1 of these Bylaws.

(g) A merger of the Association with any other cooperative, or with any other entity to the extent permitted by applicable law, must be approved at a meeting with respect to which a quorum is established by the affirmative vote of members constituting two-thirds (2/3) of the members voting thereon.

(h) Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, all other questions to be submitted to a vote of the members shall be decided at a meeting at which a quorum is established by the affirmative vote of a majority of the members voting thereon.

**SECTION 6. Record Date.** To determine the members entitled to notice of a meeting of the members or to vote on a matter that is to be submitted to a vote of the members, or for any other proper purpose, the Board of Directors may fix a date that occurs no more than thirty (30) days before the date of notice or distribution of ballots as the record date for the determination. If a record date is not fixed for the determination of members entitled to notice of a meeting or to vote on a matter, the date on which notice of the meeting is first transmitted shall be the record date. When a determination of members entitled to vote at a meeting is made, the determination applies until the meeting is adjourned *sine die* (without assigning a date for a future meeting). To determine whether a person is a member for purposes of deciding whether a sufficient number of members have signed a petition to hold a special meeting of members for any purpose, the Board of Directors may fix a record date that occurs no more than thirty (30) days before the date on which petitions are first received by the Association. The record date fixed for the original meeting shall be the record date for the adjourned meeting under Article III, Section 4.

**SECTION 7. 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 attending either in person or electronically 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; and
- 8) Adjournment.

(b) Any proposed amendment to the bylaws upon which voting is being conducted by ballot may be discussed at the meeting, but may not be altered, amended, or tabled.

**SECTION 8. Elections and Election Committee.** (a) The Board of Directors shall appoint members to an Election Committee as provided for in Article XV of these Bylaws. The committee shall consist of not less than five (5) nor more than thirteen (13) members. One member shall be the master election judge, who shall chair the committee. The other members shall be 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 ensuring 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. If a candidate is running as an authorized representative of a non-natural entity in accordance with Article IV, Section 3(b), the ballot shall indicate that the candidate is running as the authorized representative of a non-natural entity.

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. The election materials shall 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 made available 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.
  - (iv) A person running as an authorized representative of a non-natural entity in accordance with Article IV, Section 3(b).
- 3) May include a photograph of the candidate, and a statement not to exceed two hundred (200) words.

The Election Committee shall procure a post office box where all mail ballots shall be received.

(c) A member may vote by such means as allowed by law and established by the Association. All mail ballots must be received by the Association or its designee by 12:00 Noon one (1) calendar day 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 ten (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 one percent (1%) 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 one percent (1%) or less of the total votes cast for directors, then the cost of the recount shall be borne by the Association.

A group of ten (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 ten (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 one percent (1%) of the total votes cast for directors, and the Association bearing the expense if the margin is one percent (1%) or less of the total votes cast for directors.

(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 sixty (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 8(b). The run-off election shall be conducted by the Election Committee. The provisions of this Article III, Section 8(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 IV DIRECTORS**

**SECTION 1. General Powers.** The management of the business and the affairs of the Association shall be vested in a Board of seven (7) directors who shall exercise all of the powers of the Association, except such as are by law, the Articles of Incorporation, or by these Bylaws conferred upon or reserved to the members.

**SECTION 2. Election and Tenure of Office.** Directors shall be elected by secret ballot either mailed, cast in person at annual or special meetings of the membership, by and from the members, or by such other means as allowed by law and as established by the Association. Directors shall serve for a four-year term, not to exceed three (3) consecutive four-year terms, until their successors shall have been elected and qualify, provided that the terms of directors shall be staggered so that as nearly as possible, an equal number of terms expire each year. Directors shall be elected to fill vacancies as provided in Article IV, Section 8 of these Bylaws. Where the remaining unexpired terms to be filled are of different lengths, the longest term shall be given to the director receiving the most votes. If the size of the Board is subsequently increased, the initial terms of the directors to fill the newly created seat or seats shall be scheduled so that, as nearly as possible, an equal number of terms expire each year. At each annual or special meeting, members shall be elected to fill the seats on the Board which become vacant as contemplated by Article IV, Section 8 of these Bylaws.

**SECTION 3. Qualifications.** (a) A person shall be eligible to serve as a director, who:

- 1) Has been a member and bona fide resident in the area served by the Association for twelve (12) continuous months before appointment to the Board, or the notice of the election;
- 2) Is not in any way employed by a competing enterprise;
- 3) Does not have a financial interest in a competing enterprise;

- 4) Is not a supplier, contractor, consultant, or other entity which does business with the Association or a person with more than a ten percent (10%) ownership interest in a supplier, contractor, consultant, or other entity which does business with the Association, except for providers whose annual business with the Association does not exceed \$25,000;
- 5) Is not an employee of the Association nor a member, officer, director, nor employee of any union local currently acting as a bargaining agent for Association employees;
- 6) Is not a person living in the same household with and financially interdependent upon any person included in paragraphs 2, 3, 4, and 5, above;
- 7) Maintains i) membership and ii) bona fide residency in the area served by the Association throughout their term in office; and
- 8) Has not exceeded, or would not exceed if elected to the applicable term, the limit on Board service specified in Article IV, Section 2.

(b) An individual who is the authorized representative of a non-natural entity (corporation, association or partnership, for example) which itself is qualified under subsection (a) shall also be eligible to serve as a director. If the non-natural member changes its authorized representative, the director's position shall become vacant, without power of appointment by the non-natural member.

(c) Upon establishment of the fact that a director is holding office in violation of any of the foregoing provisions or violated the disclosure provisions of Article III, Section 8(b), subsection (2), the Board of Directors shall remove such director from office unless the basis for disqualification is remedied within thirty (30) days of notice of disqualification by the Board of Directors.

(d) Directors are ineligible for employment by the Association for a period of two (2) years after their term has expired.

(e) "Bona fide resident" is hereby defined to mean: 1) a person whose primary residence is in the area served by the Association, and who actually lives at this primary residence with the intention to remain there indefinitely, and 2) a non-natural entity who chooses as their authorized representative a person who is a "bona fide resident" as defined in 1).

"Primary residence" shall mean the residence that is the chief or main residence of the person and where the person actually lives for the most substantial portion of the year. "Intention" shall be evidenced by that person's acts and words and by the circumstances.

The failure of a director to meet the qualifications for service shall not affect the validity of any action taken at any meeting of the Board of Directors.

**SECTION 4. Nominations.** No person may be elected a director by the members unless nominated pursuant to this Article IV, Section 4.

(a) Nominating Committee. The Board of Directors shall appoint members to a committee on nominations as provided for in Article XV of these Bylaws. The committee shall consist of not

less than five (5) nor more than seven (7) members, who shall be selected from different sections of the service area of the Association to ensure equitable representation. No member of the Board of Directors may serve on such committee. The committee shall seek qualified candidates and screen potential nominees. Public notice for nominations shall be given one hundred (100) days prior to the meeting. The committee, keeping in mind the principle of geographical representation, shall approve, prepare and post at the principal office of the Association, at least eighty (80) days before the meeting, a list of nominations for directors, which may include a greater number of candidates than are to be elected.

(b) Petition. Any fifty (50) or more members, acting together, may make other nominations by petition not less than seventy (70) days prior to the election, and the secretary of the Board shall post such nominations at the same place where the list of nominations made by the committee is posted.

**SECTION 5. Appointment of Consultants and Chief Executive Officer.** The Board of Directors may engage the services of consultants to advise it from time to time as well as appoint a Chief Executive Officer. The Chief Executive Officer may, but is not required to, be a member of the Association. The Chief Executive Officer shall, together with such other staff, agents and employees as selected, including such non-statutory officers as appointed, perform such duties and exercise such authority as the Board of Directors may from time to time vest in the Chief Executive Officer.

**SECTION 6. Policy, Rules and Regulations.** The Board of Directors shall have the power to make, adopt and enforce such policy, rules and regulations, not inconsistent with law, the Articles of Incorporation, or these Bylaws, as it may deem advisable for the management of the affairs and business of the Association, for the protection of its investment, and for the interest and welfare of the members thereof. Such policy statements, rules, and regulations shall be in writing and shall be made available for review by the members.

**SECTION 7. Removal of Directors by Members.** Any member may bring charges against a director to remove such director for cause. "Cause" means that the director has committed an act or omission materially and adversely affecting the business of the Association, which amounts to criminal conduct, fraud, gross negligence, failure to perform prescribed duties, or gross misconduct in office. The charging member shall bring charges by filing with the secretary of the Board such charges in writing, together with a petition signed by at least two percent (2%) of members which requests the removal of such director by reason of the charges. The charges set forth in the petition must specifically allege grounds which, if true, would constitute cause for removal. The signatures of members on the petition shall be acceptable only when affixed to a sheet on which the petition and the relevant charges are fully set forth; and, provided further, that the person who solicited the signatures affixed to such petition shall acknowledge thereon before a person authorized to take acknowledgments of deeds that they had read the petition and the said charges against such director to each of the members prior to the latter subscribing their names thereto. All signatures on petitions to remove a director shall be collected within the single ninety (90) calendar day period immediately preceding the date on which petitions 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. A director who is the subject of such charges shall be informed in writing of the charges promptly upon receipt of such petitions by the

Association. The director shall have an opportunity at a special hearing on the proposed removal, to be heard in person, or by counsel, and to present evidence in respect to the charges, and the member or members bringing the charges against the director shall have the same opportunity. This special hearing to present evidence and testimony shall occur before ballots are transmitted to members for voting in connection with the special meeting at which the question of removal shall be considered and voted upon by the members. The question of the removal of such director shall be considered and voted upon at a meeting of the members conducted in accordance with procedures established for regular annual membership meetings. The question of removal shall be decided by the vote of a majority of the members voting thereon at a meeting with respect to which a quorum exists.

**SECTION 8. Vacancies.** Any vacancy occurring in the Board shall initially be filled through appointment by the affirmative vote of the majority of the remaining directors. The duration of such appointment shall be until the next annual or special meeting following the vacancy, at which time a member shall be elected to serve as director for the unexpired portion of the term vacated, subject, however to provisions of Article IV, Section 2, 3 and 4 of these Bylaws.

**SECTION 9. Compensation.** Directors shall not receive any salary for their services as directors and except in emergencies, may not receive salaries for their services in any other capacity without the approval of Association members. The Association may not provide health insurance for directors or insurance for risks except those incurred in their capacity as directors. By resolution of the Board of Directors, directors may be allowed a fixed fee and expenses of attendance, if any, for each day of attendance at each meeting of the Board of Directors, or a meeting of a committee thereof, or when a director is otherwise representing the Association in an official capacity and for each day of necessary travel in connection therewith. No attendance other than regular or special Board or committee meetings shall be reimbursed unless authorized by a majority vote of the Board. A director may not be compensated for more than one (1) regular Board meeting per month, except in the month of the annual meeting of the members, in which a director may be compensated for one (1) additional regular Board meeting, and an additional six (6) special Board meetings per year. The total compensated meetings shall not exceed fifty-five (55) meetings per year for a director, and sixty (60) meetings per year for the chair of the Board. In addition, a director may be compensated for up to twenty (20) days of attendance per year at conferences or educational seminars where the director is representing the Association in an official capacity. Directors' expense reimbursement requests shall be reviewed and approved by the majority vote of the Board. Any change to the amount of compensation that the Board receives shall be published in the annual meeting election materials.

## **ARTICLE V MEETINGS OF DIRECTORS**

**SECTION 1. Regular Meeting.** A regular meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of the members. A regular meeting of the Board of Directors shall also be held monthly at such time and place in the Municipality of Anchorage, state of Alaska, as the Board of Directors may provide by resolution. The Board shall provide notice of the selection of the time and place of the regular meetings to the members promptly after it is selected.

**SECTION 2. Special Meetings.** Special meetings of the Board of Directors may be called by the chair of the Board, or by any three (3) directors, and it shall thereupon be the duty of the secretary of the Board to cause notice of such meetings to be given as hereinafter provided. The chair of the Board or the directors calling the meeting shall fix the time and place, which shall be in the Municipality of Anchorage, State of Alaska, for the holding of the meeting.

Written notice of the time, place and purpose of any special meetings of the Board of Directors shall be delivered to each director not less than three (3) days previous thereto, by or at the direction of the secretary of the Board, or upon default in duty by the secretary of the Board, by the chair of the Board or the directors calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the director at the address as it appears on the records of the Association, with postage thereon prepaid.

**SECTION 3. Quorum.** A majority of the Board of Directors shall constitute a quorum; provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time; and provided further, that the secretary of the Board shall notify any absent directors of the time and place of such adjourned meeting. The act of the majority of the directors present at the meeting at which a quorum is present shall be the act of the Board of Directors. Each director present shall vote or abstain on each motion. Each director shall disclose any financial interest of the director or of a member of the director's immediate family in a matter before the Board.

**SECTION 4. Director Attendance.** (a) If a director is absent from three (3) consecutive regular Board meetings or four (4) regular Board meetings in any director year (from the date of the annual meeting to the day before the annual meeting in the following year) whether consecutive or not, the director shall be deemed to have resigned from the Board of Directors. Any vacancy thereby resulting will be filled as provided in Article IV, Section 8, of these Bylaws.

(b) If a director who is a member of a Board committee is absent from three (3) consecutive Board committee meetings or four (4) Board committee meetings in any director year whether consecutive or not, the director shall be deemed to have resigned from the Board committee and may not be reappointed to that same Board committee until the following director year.

(c) A director who is absent on Association business, including reasonable travel time to and from such business, shall not be counted absent for any Board or Board committee meetings, provided such travel and absence is approved by the Board.

(d) For purposes of this Section 4, an absence shall not be counted if it is excused by a vote of a majority of the members of the Board not requesting the excuse at the next regular or special Board meeting. However, no more than four (4) absences per director may be excused by the Board in any director year.

**SECTION 5. Membership Attendance.** (a) Regular meetings, special meetings and work sessions shall be open to all Association members. The notice of such meeting and an agenda shall be posted in a conspicuous place in the public places of business of the Association not later than three (3) days prior to the meeting. The Board of Directors has adopted and maintains a policy establishing additional means of providing public notice of meetings.

(b) No closed or executive sessions shall be held except to discuss:

- 1) Matters the immediate knowledge of which would clearly have an adverse effect on the Association's finances;
- 2) Subjects that tend to prejudice the reputation and character of a person; however, that person may request a public discussion;
- 3) Matters discussed with an attorney for the Association, the immediate knowledge of which could have an adverse effect on the Association's legal position; and,
- 4) Personnel matters.

**SECTION 6. Minutes.** Minutes will be kept for all regular and special meetings and shall include how each 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 recording upon payment of the cost of transcription by a court reporter service; members shall also be permitted to listen to such recording at the headquarters building.

**SECTION 7. Attendance At Board Meetings Via Electronic Communications.** Directors can participate in meetings by means of teleconference or similar communications equipment subject to the following limitations:

(a) Electronic attendance for any regular meeting shall be limited to three (3) consecutive meetings or four (4) meetings in any director year (from the date of the annual meeting to the day before the annual meeting in the following year).

(b) Electronic attendance by directors at any regular meeting shall be permitted without limitation if the Board has declared an emergency exists dictating that in-person attendance should not be required or the director is unable to attend in person due to Board-approved Association business.

(c) Electronic attendance for Board committee meetings and special Board meetings shall be permitted without limitation.

## **ARTICLE VI OFFICERS**

**SECTION 1. Number.** The officers of the Association shall be a chair of the Board, vice-chair of the Board, secretary of the Board, treasurer of the Board, and such other 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 2. Election and Term of Office.** The officers shall be elected annually by and from the Board of Directors at the Board meeting 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 a 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.

**SECTION 3. Removal of Officers and Agents by Directors.** The Board of Directors may remove any officer or agent elected or appointed by the Board of Directors whenever, in its judgment, such removal serves the best interests of the Association.

**SECTION 4. Chair of the Board.** The chair 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) Sign any deeds, mortgages, deeds of trust, notes, bonds, contracts, or other instruments authorized for execution by the Board of Directors, except in cases where the Board of Directors or these Bylaws specifically delegate signing authority to another officer or agent of the Association, or where the law requires a different method of execution; and
- (c) In general, perform all duties incident to the office of chair of the Board and such other duties as may be prescribed by the Board of Directors from time to time.

**SECTION 5. Vice-Chair of the Board.** In the absence of the chair of the Board, or in the event of an inability or refusal to act, the vice-chair of the Board shall perform the duties of the chair of the Board, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the chair of the Board. The vice-chair of the Board shall also perform such duties from time to time as may be assigned by the Board of Directors.

**SECTION 6. Secretary of the Board.** The secretary of the Board shall be responsible for:

- (a) Keeping the minutes of the meetings of the members and of the Board of Directors;
- (b) Seeing that all notices are given in accordance with these Bylaws, or as required by law;
- (c) The safekeeping of the corporate records and seal of the Association, and affixing the seal of the Association to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these Bylaws;
- (d) Keeping a register of the names and post office addresses of all members;
- (e) Keeping on file at all times a complete copy of the Articles of Incorporation and Bylaws of the Association, including all amendments thereto, which copy shall be open to

inspection by any member; and, at the expense of the Association, forwarding a copy of the Bylaws and all amendments thereto to any member upon request.

- (f) In general, performing all duties incident to the office of secretary of the Board, and such other duties as from time to time may be assigned by the Board of Directors.

The Board of Directors may provide for the delegation of one or more of the duties of the secretary of the Board.

**SECTION 7. Treasurer of the Board.** The treasurer of the Board shall be responsible for:

- (a) Custody of all funds and securities of the Association;
- (b) The receipt of, and the issuance of receipts for, all monies due and payable to the Association, and for the deposit of all such monies in the name of the Association in such bank or banks as shall be selected in accordance with the provisions of these Bylaws; and
- (c) In general, performing all the duties incident to the office of treasurer of the Board and such other duties as from time to time may be assigned by the Board of Directors.

The Board of Directors may provide for the delegation of one or more of the duties of the treasurer of the Board.

**SECTION 8. Delegation of Duties.** In the absence of an officer, or in the event of an inability or refusal to act, the Board of Directors will appoint one of its members to perform the duties of the office; provided that the offices of the chair of the Board and vice-chair of the Board may not be combined with any other office; and, provided further, nothing herein shall limit the right and duty of the vice-chair of the Board to perform the duties of the chair of the Board in the event that the chair of the Board is absent, is unable to act, or refuses to act. The Board of Directors may provide for the delegation of one or more of the duties of the secretary of the Board and treasurer of the Board.

**SECTION 9. Bonds of Officers.** The treasurer of the Board, and any other officer or agent of the Association charged with responsibility for the custody of any of its funds or property, shall give bond or be covered by insurance procured by the Association in such sum, and with such surety, as the Board of Directors shall determine. The Board of Directors, in its discretion, may also require any other officer, agent or employee of the Association to give bond or be covered by insurance procured by the Association in such amount and with such surety as it shall determine.

**SECTION 10. Budget.** The Board of Directors shall review, revise and approve an annual operating budget prior to each fiscal year.

**SECTION 11. Reports.** The officers of the Association shall submit, at each annual meeting of the members, reports covering the business of the Association for the previous fiscal year. Such reports shall set forth the condition of the Association at the close of such fiscal year.

## ARTICLE VII PATRONAGE CAPITAL

**SECTION 1. Patronage Capital.** The Association shall at all times be operated on a cooperative, nonprofit basis for the mutual benefit of its patrons. The Association's operations shall be so conducted that all patrons, members and non-members alike, will through their patronage furnish capital for the Association, subject to the provisions for sinking funds and reserves as provided by Article VIII of these Bylaws.

In order to induce patronage and to assure that the Association will operate on a nonprofit basis, the Association is obliged to account on a patronage basis to all its patrons, members and non-members alike, for all amounts received from the furnishing of electric energy in excess of operating costs and expenses properly chargeable against the furnishing of electric energy. All such amounts in excess of operating costs and expenses are received with the understanding that they are furnished by the patrons, members and non-members alike, as capital. The Association is obligated to pay all such amounts in excess of operating costs and expenses to the patrons by credits to a capital account for each patron. The books and records of the Association shall be set up and kept in such a manner that at the end of each fiscal year the amount of capital, if any, so furnished by each patron, is clearly reflected and credited in an appropriate record to the capital account of each patron, and the Association shall within a reasonable time after the close of the fiscal year notify each patron of the amount of capital so credited to their account.

All such amounts credited to the capital account of any patron shall have the same status as though they had been paid to the patron in cash in pursuance of a legal obligation to do so, and the patron had then furnished the Association corresponding amounts for capital. In the event of dissolution or liquidation of the Association, after all outstanding indebtedness of the Association shall have been paid, outstanding capital credits shall be retired without priority on a pro rata basis before any payments are made on account of property rights of members. If, at any time prior to dissolution or liquidation, the Board of Directors shall determine that the financial condition of the Association will not be impaired thereby, the capital then credited to patrons' accounts may be retired in full or in part, according to policies adopted by the Board. Capital credited to the account of each patron shall be assignable only on the books of the Association pursuant to written instructions from the assignor, and only to successors in interest or successors in occupancy in all or a part of such patron's premises served by the Association, unless the Board of Directors, acting under policies of general application, shall determine otherwise. All other amounts received by the Association from its operations in excess of costs and expenses shall, insofar as permitted by law, be:

- (a) Used to offset any losses incurred during the current or any prior fiscal year; and
- (b) To the extent not needed for that purpose, allocated to its patrons on a patronage basis, and any amount so allocated shall be included as part of the capital credited to the accounts of patrons, as herein provided. However, after retiring, and before paying capital credits allocated to a patron or former patron, the Association, unless otherwise provided for by law, may recoup or offset any amount owed to the Association by the patron or former patron by reducing the amount of retired capital credits due to the patron or former patron

by the amount owed until it is paid in full or all available capital credits have been credited to the amount owed.

Notwithstanding any other provisions of these Bylaws, the Board of Directors shall have the discretion to retire capital credited to a patron upon the patron's death. If the legal representative of the patron's estate submits a written request for such capital to be retired prior to the time it would otherwise be retired under these Bylaws, the Board of Directors may authorize the retirement of the credited capital. Any such retirement shall occur immediately upon terms and conditions agreed upon by the Board of Directors, acting pursuant to policies of general application, and the legal representative of the patron's estate, provided that the financial condition of the Association will not be impaired.

## **ARTICLE VIII FISCAL MANAGEMENT AND ACCOUNTING**

**SECTION 1. Revenues and Expenditures.** The Board of Directors shall adopt and maintain a system of accounting for receipts and expenditures in conformance with the laws of the United States and of the State of Alaska applicable to cooperative associations and corporations. The accounting system shall at all times provide appropriate reserves for the payment of interest and principal on outstanding indebtedness, as well as reserves for taxes, insurance, depreciation, and replacement of capital plant and facilities. The system shall also provide for such other reserves and accounts as the Board of Directors deems proper.

**SECTION 2. Accounting System and Reports.** The accounting system adopted and maintained by the Board of Directors shall conform to such rules and regulations applicable to accounting systems, their establishment and operation, and which may be established by any applicable laws, rules and regulations of the United States, the State of Alaska, or any regulatory agency thereof of competent jurisdiction. The Board of Directors shall also, after the close of each fiscal year, cause to be made a full, complete and independent audit of the accounts, books, and financial conditions of the Association as of the end of each fiscal year. A reasonably comprehensive and easily understood summary of the audit report shall be made available to the members prior to each annual meeting.

## **ARTICLE IX DISPOSITION OF PROPERTY**

**SECTION 1. Disposition of Property.** (a) The Board of Directors shall have full power and authority to authorize the disposition of property of the Association, or to authorize the execution and delivery of a mortgage or mortgages, or a deed or deeds of trust, of any and all of the property, rights, privileges, licenses, franchises, and permits of the Association, whether acquired or to be acquired, and wherever situated, as well as the revenues therefrom, all upon such terms and conditions as the Board of Directors shall determine, to secure any indebtedness of the Association.

(b) The sale, lease, or other disposition of more than fifteen percent (15%) of the Association's total assets, less depreciation, as reflected on the books of the Association at the time of the transaction, must also be approved by the affirmative vote of members constituting not less than two-thirds (2/3) of the members voting. The number of members voting to approve the transaction

must also constitute a majority of all members of the Association. Except that, if such a disposition is to another cooperative or to the State of Alaska pursuant to Alaska Statute 10.25.400, the disposition must be approved by a majority of those members voting on the issue in an election in which at least ten percent (10%) of the members vote.

## **ARTICLE X SEAL**

The corporate seal of the Association shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words “Corporate Seal, State of Alaska.”

## **ARTICLE XI FINANCIAL TRANSACTIONS**

**SECTION 1. Contracts.** Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, or execute and deliver any instrument, in the name and on behalf of the Association, and such authority may be general or confined to specific instances.

**SECTION 2. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, and all notes, bonds or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents, employee or employees of the Association, and in such manner, as shall from time to time be determined by resolution of the Board of Directors.

**SECTION 3. Deposits.** All funds of the Association shall be deposited from time to time to the credit of the Association in such bank or banks as the Board of Directors may select.

**SECTION 4. Fiscal Year.** The fiscal year of the Association shall begin on the first (1st) day of January of each year and shall end on the thirty-first (31st) day of December of the same year.

**SECTION 5. Full and Open Competitive Bidding.** It is deemed to be in the best interest of the Association to encourage and require full and open competitive bidding of contracts; to take affirmative steps to ensure that the Association selects the lowest responsible bidder for its requirements from among the broadest range of suppliers qualified by expertise and resources; and to ensure that responsible bidders are not excluded. These requirements shall not apply in emergency matters, to professional service contracts, or (in the discretion of the Association) to contracts reasonably expected to be less than \$50,000. The Directors shall require a review of the Association’s bidding procedures and qualifications and shall take such actions as may be in the best interests of the Association as determined herein. Within thirty (30) months of the passage of this Section 5, the Board of Directors shall have fully implemented the provisions of this Section 5.

## **ARTICLE XII MISCELLANEOUS**

**SECTION 1. Membership in Other Organizations.** The Association may, with the approval of the Board of Directors, become a partner, member, shareholder or holder of any other interest in any entity engaging in any lawful business.

**SECTION 2. Waiver of Notice.** Any member or director may waive in writing any notice of a meeting required to be given by these Bylaws. The attendance of a member or director at any meeting shall constitute a waiver of notice of the meeting, unless the person participates in the meeting solely for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

**SECTION 3. Utility Bill Round Up Program.** The Association may establish a program to permit members to round up their bills to the nearest dollar. The monies collected shall be used for 501(c)(3) charitable purposes in the Association's service area. Members may be automatically included in this program, but may choose not to participate in the program by notice to the Association.

### **ARTICLE XIII AMENDMENTS**

**SECTION 1. Notice.** These Bylaws may be altered, amended or repealed by ballot as provided for in Article III, Section 8, provided the election materials include a description of the proposed alteration, amendment, or repeal. Notice to the membership that proposed bylaw changes may be submitted to the Bylaws Committee shall be given at least ninety (90) days prior to the annual meeting election.

**SECTION 2. Bylaws Committee.** The Board of Directors shall appoint members to a committee on Bylaws as provided in Article XV of these Bylaws. The committee shall consist of not less than five (5) nor more than seven (7) members, who shall be selected from different sections of the service area of the Association so as to ensure equitable representation. No member of the Board of Directors may serve on such a committee. The committee shall review the Bylaws of the Association, consider any recommendations for revisions thereof which may be made by the Board of Directors or any member, and report their recommendations concerning the Bylaws to the annual membership meeting. Nothing herein shall be interpreted to limit the authority of the Board of Directors to propose changes in the Bylaws, or the right of the members to call a special meeting for any proper purpose pursuant to Article III, Section 2, herein.

### **ARTICLE XIV ADVISORY COUNCIL**

**SECTION 1. Member Advisory Council.** The Board of Directors may establish a Member Advisory Council to advise the Board as an ad hoc committee.

**SECTION 2. General Duties.** It shall be the duty of the Board of Directors to appoint members to the Member Advisory Council, as provided in Article XV. Members shall be selected from different sections of the service area of the Association so as to ensure equitable representation.

### **ARTICLE XV**

## STANDING AND AD HOC MEMBER COMMITTEES

**SECTION 1. General.** This Article XV shall apply to 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 8; the Nominating Committee, as provided for in Article IV, Section 4; and the Bylaws Committee, as provided for in Article XIII, Section 2. Ad hoc committees include the Member Advisory Council, as provided for in Article XIV, and others as determined by the Board of Directors.

**SECTION 2. Compensation.** Members of standing and ad hoc committees may receive a meeting fee as set by the Board of Directors.

**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 (1/3) shall expire each year. Committee members serve at the pleasure of the Board and unless otherwise specified their terms shall begin on January 1 and end on December 31.

**SECTION 4. Membership.** In order to be fairly representative of the Association's diverse membership, it is preferable that 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;
- (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 twenty percent (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 financially interdependent upon any of the persons listed in (a) through (e), above.

**SECTION 5. Vacancy.** In the case of a vacancy, 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.

## ARTICLE XVI INDEMNIFICATION

The Association shall indemnify and defend directors, officers, employees or agents of the Association who are, or are threatened to be made, parties to civil, criminal or administrative proceedings, for expenses (including attorneys' fees), judgments, fines, and settlements, actually and reasonably incurred, if the acts complained of were performed within the scope of the director's, officer's, employee's, or agent's duties, and the director, officer, employee, or agent acted in good faith and in a manner they reasonably believed should be in, or not opposed to, the best interests of the Association, and, with respect to a criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The Association may purchase and maintain insurance to provide for such indemnification and defense.

## **ARTICLE XVII MEMBER ACCESS TO INFORMATION**

**SECTION 1. Access Rights.** The rights of the members to examine and make copies of the books and records of the Association at a reasonable time and for a proper purpose in accordance with Alaska Statutes shall not be infringed. The following information is deemed to be requested for a proper purpose without any showing whatsoever and shall be made available to members on request of a member:

- (a) Names and mailing addresses of Association members when requested by a candidate running for election to the Association Board;
- (b) Salary, title, job classification and position description, benefits, leave accrued and cashed-in, and hours worked, but not employee name, for each employee position in the Association;
- (c) Collective bargaining agreements of any kind to which the Association is a party;
- (d) Published information which shall include:
  - 1) Documents provided to any regulatory authority including, but not limited to the Regulatory Commission of Alaska (RCA), Federal Energy Regulatory Commission (FERC) and Securities and Exchange Commission (SEC) filings;
  - 2) Documents provided in open session to the Board of Directors or Association committees, including but not limited to budget documents, feasibility studies, audits or cost effectiveness studies, correspondence between the Association and third parties and minutes of Board of Directors or Association committee meetings.

**SECTION 2. Charges.** The Association may charge no more than the actual incremental cost of producing the above information.

**SECTION 3. Policies and Procedures.** Nothing in this Article XVII prevents the Association from allowing for additional disclosure of Association information or from developing other rules for disclosure and payment therefor by policy or procedure provided that the policy or procedure shall in no way restrict the disclosure required in this Article XVII.



**CHUGACH ELECTRIC ASSOCIATION, INC.**

**BYLAWS**

**(As Amended May 30, 2025)**

Chugach Electric Association, Inc. is a cooperative owned by more than 90,000 members. These **B**ylaws are the framework of the organization.

As a member, you have the right to vote for the directors responsible for overseeing Chugach. Directors are elected each spring during the cooperative's annual meeting. At this time, members may also vote on any proposed changes to the bylaws.

Proposed bylaw amendments may be submitted to:

**Bylaws Committee  
c/o Chugach General Counsel  
P. O. Box 196300  
5601 Electron Drive  
Anchorage, Alaska 99519-6300**

Visit Chugach Electric's home page on the **i**nternet at [www.chugachelectric.com](http://www.chugachelectric.com)

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# CHUGACH ELECTRIC ASSOCIATION, INC.

## BYLAWS

### ARTICLE I MEMBERSHIP

**SECTION 1. Requirements for Membership.** Any person or other legally recognized entity, body politic, or subdivision thereof, shall become a member of CHUGACH ELECTRIC ASSOCIATION, INC. by:

- (a) Making a written application for membership therein;
- (b) Agreeing to purchase from the Association electric energy as hereinafter specified;
- (c) Agreeing to comply with, and be bound by, the Articles of Incorporation and Bylaws of the Association, and any rules and regulations adopted by its Board of Directors; and
- (d) Paying the membership fee hereinafter specified.

No person or entity may hold more than one membership in the Association, and no membership in the Association shall be transferable, except as provided in these Bylaws.

~~**SECTION 2. Membership Certificates. Repealed April 30, 1998.**~~

**SECTION 23. Joint Membership.** Any two persons who occupy the same household may apply for a joint membership and, subject to compliance with the requirements set forth in Section 1 of this Article, may be accepted for such membership. The term “member” as used in these Bylaws shall be deemed to include any two persons who have applied for and have been issued a joint membership, and any provisions relating to the rights and liabilities of membership shall apply equally with respect to the holders of a joint membership. Without limiting the generality of the foregoing, the effect of the hereinafter specified actions by, or in respect to, the holders of a joint membership shall be as follows:

- (a) The presence at a meeting of either or both shall be regarded as the presence of one member and shall have the effect of constituting a joint waiver of notice of the meeting;
- (b) The vote of either separately, or both jointly, shall constitute one joint vote;
- (c) A waiver of notice signed by either or both shall constitute a joint waiver;
- (d) Notice to either shall constitute notice to both;
- (e) Expulsion of either shall terminate the joint membership;
- (f) Withdrawal of either shall terminate the joint membership; and

(g) Either, but not both, may be elected or appointed as an officer or director, provided that both meet the qualifications for such office.

**SECTION 43. Conversion of Membership.** (a) A membership may be converted to a joint membership upon the written request of the holder thereof, and the agreement by such holder and the joint applicant to comply with the Articles of Incorporation, By-laws, and rules and regulations adopted by the Board of Directors. The ~~membership-Association shall be reissued by the Association-membership in such a manner that as reflects shall indicate~~ the changed in membership status.

(b) Upon the death of any individual who is a party to the joint membership, such membership shall continue to be held solely by the surviving joint member. The membership shall be reissued in such manner and form as shall ~~indicate evidence~~ the changed membership status; provided, however, that no such reissuance shall release or discharge the estate of the deceased ~~shall not be released~~ from any indebtedness due the Association.

**SECTION 45. Membership and Service Connection Fees.** The non-refundable membership fee shall be five dollars (\$5.00 five dollars). Payment of the membership fee and completion of a membership application are conditions of service. The Board of Directors may also, as a condition of service, require the payment of a consumer deposit or the furnishing of other acceptable security.

**SECTION 56. Purchase of Electric Energy.** Each member may, as soon as electric energy shall be available, purchase from the Association all electric energy purchased for use on the premises specified in the application for membership, unless the member is an electric public utility purchasing electric energy for resale. Each member shall pay monthly at rates which shall from time to time be fixed-adjusted by the Board of Directors. The Board of Directors may limit the amount of electric energy which the Association shall be required to furnish to its member(s). Each member shall pay to the Association such minimum amount per month, regardless of the electric energy consumed, as shall be fixed-adjusted by the Board of Directors from time to time. Each member shall also pay all amounts owed to the Association as and when the same shall become due and payable. Production or use of electric energy on such premises, regardless of the source thereof, by means of facilities which shall be interconnected with the Association's facilities, shall be subject to appropriate regulations as shall be fixed and modified from time to time by the Association.

**SECTION 67. Termination of Membership.** (a) Any member of the Association may withdraw from membership with written notice. Additionally, the Association may expel any member who fails to comply with the Association's tariff and policies provided such policies are consistent with state law and applicable regulatory orders. Members subject to expulsion will be contacted in writing by the Association and will have ten (10) days to comply with the Association's tariff and policies. An expelled member may be reinstated by complying with the Association's tariff and policies. The Association may also cancel membership if the member:

- 1) Has had a disconnect order active for thirty (30) days without signing a reconnect order;
- or

- 2) Has been disconnected because of nonpayment of electric energy debts to the Association provided that this delinquency has continued for at least thirty (30) days after termination of service.

(b) Upon the withdrawal, death, cessation of existence or expulsion of a member, the membership of such member shall thereupon terminate, except as provided in Article 1, Section 43. Termination of membership in any manner shall not release a member or the estate from any debts due the Association.

## **ARTICLE II RIGHTS AND LIABILITIES OF MEMBERS**

**SECTION 1. Property Interest of Members.** Upon dissolution, after paying, or discharging, or adequately providing for the payment or discharge of all its debts, obligations and liabilities, other than those to patrons arising by reason of their patronage, the Association shall distribute any remaining sums, first to patrons for the pro rata return of all amounts standing to their credit by reason of their patronage, and second, to members for the pro rata repayment of membership fees. Any sums then remaining shall be distributed among its members and former members in proportion to their patronage, except as participation in such distribution may have been legally waived. In the event of the lawful liquidation, through transfer or sale of all the property and assets of the Association, the proceeds of such liquidation, transfer or sale shall be distributed in the same manner as hereinabove provided for in the case of dissolution.

**SECTION 2. Non-liability for Debts of the Association.** The private property of the members shall be exempt from execution or other liability for the debts of the Association, and no members shall be liable or responsible for any debts or liabilities of the Association.

## **ARTICLE III MEMBERS, MEETINGS AND ELECTIONS**

**SECTION 1. Annual Meeting.** The annual meeting of the members shall be held, as designated by the Board of Directors in the notice of meeting, on such convenient date, on or after April 15 and not later than June 15 of each year, either (a) at such place or building in the Municipality of Anchorage, State of Alaska, or (b) by teleconference or other means of electronic communication that ensures all members participating can hear each other during the meeting. The purpose of the annual meeting shall be to elect directors, pass upon reports for the previous fiscal year, and transact such other business as may come before the meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Association.

**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 directors to the chair of the Board, or by a written request made to the chair of the boardBoard 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~~Board to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held, as designated by the ~~B~~board of ~~D~~irectors in the notice of meeting, (a) at any place within the Municipality of Anchorage specified in ~~the such notice of the special meeting~~, or (b) by teleconference or other means of electronic communication that ensures all members participating can hear each other during the 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 3. Notice of Members' Meetings.** Written notice stating the place, day and hour and agenda of the annual meeting shall be delivered to each member not less than thirty (30) or more than sixty (60) days before the date of the meeting. Notice of a special meeting of the members, including but not limited to a meeting where a merger or dissolution of the Association, or sale, lease, or other disposition of more than fifteen percent (15%) of the Association's total assets, less depreciation, as reflected on the books of the Association at the time of the transaction, shall be delivered, together with notice of the purpose for which the meeting is called, not less than ninety (90) or more than one hundred twenty (120) days before the date of the meeting, with notice of a public hearing on the proposed action to be held not less than sixty (60) days before the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the address as it appears on the records of the Association, with postage thereon prepaid. The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

~~**SECTION 4. Waiver of Notice. Repealed April 23, 1986.**~~

**SECTION 45. Quorum.** Seven and one-half percent (7 1/2%) of all members of the Association voting, including at least fifty (50) members attending either in person or electronically, shall constitute a quorum for a regular or special meeting of the members. No business shall be conducted at a regular or special meeting of the members lacking a quorum, except for counting marked ballots as specified in this Article III, Section 98(d) and announcing the results thereof. If a quorum is lacking with respect to any meeting of the members, a majority of those in attendance may adjourn the meeting to another date and time no later than forty-five (45) days after the adjourned meeting, provided that the secretary of the ~~board~~Board shall notify all members of the date, time and place of such meeting by delivering notice thereof no later than ten (10) days in advance of such meeting. At such meeting, the only business that may be conducted is business that could lawfully have been conducted at the originally scheduled meeting.

**SECTION 56. Voting.** (a) Only members who have purchased electric energy or received other services from the Association as of the record date of the election shall be entitled to vote. Each such member shall have only one vote upon each matter submitted to a vote at a meeting of the members.

(b) A non-natural member may designate an individual to vote on its behalf, in accordance with the member's own procedures. The ~~E~~election ~~C~~ommittee may require the designated individual to submit satisfactory written proof of their designation prior to voting.

(c) Members may vote by official ballot on all matters on which a vote of the members is required or permitted under these Bbylaws. Voting may be conducted by such means as permitted~~allowed~~ by law and established by the Association. For purposes of these Bbylaws, a ballot validly returned by the prescribed deadline ~~for return of ballots~~ shall be deemed counted as a vote cast at the meeting to which the ballot ~~it~~ relates.

(d) Directors shall be elected at a meeting with respect to which a quorum is established by the plurality vote of the members voting thereon.

(e) Action to amend these Bbylaws or to remove a director pursuant to Article IV, Sections 7 and 8 of these Bbylaws may only be taken at a meeting with respect to which a quorum is established by the affirmative vote of a majority of those members voting thereon.

(f) Any sale, lease, or other disposition of more than fifteen percent (15%) of the Association's total assets, less depreciation, as reflected on the books of the Association at the time of the transaction, must be approved by the members pursuant to the provisions of Article IX, Section 1 of these Bbylaws.

(g) A merger of the Association with any other cooperative, or with any other entity to the extent permitted by applicable law, must be approved at a meeting with respect to which a quorum is established by the affirmative vote of members constituting two-thirds (2/3) of the members voting thereon.

(h) Except as otherwise required by law, the Articles of Incorporation, or these Bbylaws, all other questions to be submitted to a vote of the members shall be decided at a meeting at with respect to which a quorum is established by the affirmative a vote of a majority of the members voting thereon.

**SECTION 67. Record Date.** To determine the members entitled to notice of a meeting of the members or to vote on a matter that is to be submitted to a vote of the members, or for any other proper purpose, the Bboard of Directors may fix a date that occurs no more than thirty (30) days before the date of notice or distribution of ballots as the record date for the determination. If a record date is not fixed for the determination of members entitled to notice of a meeting or to vote on a matter, the date on which notice of the meeting is first transmitted shall be the record date. When a determination of members entitled to vote at a meeting is made, the determination applies until the meeting is adjourned *sine die* (without assigning a date for a future meeting). To determine whether a person is a member for purposes of deciding whether a sufficient number of members have signed a petition to hold a special meeting of members for any purpose, the Bboard of Directors may fix a record date that occurs no more than thirty (30) days before the date on which petitions are first received by the Association. The record date fixed for the original meeting shall be the record date for the adjourned meeting under Article III, Section 45.

**SECTION 78. 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 attending either in person or electronically in order to determine the existence of a quorum;~~;~~

- 2) ~~R~~Reading of the notice of the meeting and proof of the due publication thereof;:-
- 3) ~~R~~Reading of unapproved minutes of previous meetings of the members, making technical changes only to the minutes, and approval thereof;:-
- 4) ~~P~~Presentation and consideration of reports of officers, directors and committees;:-
- 5) ~~E~~Election of directors;:-
- 6) ~~U~~Unfinished business;:-
- 7) ~~N~~New business; and:-
- 8) ~~A~~Adjournment.

(b) Any proposed amendment to the bylaws upon which voting is being conducted by ballot may be discussed at the meeting, but may not be altered, amended, or tabled.

**SECTION 89. Elections and Election Committee.** (a) The ~~B~~board of ~~D~~irectors shall appoint members to an ~~E~~lection ~~C~~ommittee as provided for in Article XV of these ~~B~~ylaws. The committee shall consist of not less than five (5) nor more than thirteen (13) members. One member shall be the master election judge, who shall chair the committee. The other members shall be election judges. This committee shall have the responsibility for conducting all voting by secret ballot during the calendar year. The ~~E~~lection ~~C~~ommittee shall devise such procedures, and adopt such rules and regulations, subject to the approval of the ~~B~~board of ~~D~~irectors, as may be reasonably necessary or convenient to the discharge of the ~~E~~lection ~~C~~ommittee'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 ensuring 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 ~~B~~board of ~~D~~irectors shall appoint an Association member to complete the unexpired term of the committee member.

(b) The ~~E~~lection ~~C~~ommittee shall cause the preparation of an official ballot containing the names of the candidates for the office of director and the proposed bylaw amendments. If a candidate is running as an authorized representative of a non-natural entity in accordance with Article IV, Section 3(b), the ballot shall indicate that the candidate is running as the authorized representative of a non-natural entity.

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. The election materials shall 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 made available by the secretary of the ~~board~~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~~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.
  - (iv) A person running as an authorized representative of a non-natural entity in accordance with Article IV, Section 3(b).
- 3) May include a photograph of the candidate, and a statement not to exceed two hundred (200) words.

The Election Committee shall procure a post office box where all mail ballots shall be received.

(c) A member may vote by such means as allowed by law and established by the Association. All mail ballots must be received by the Association or its designee by 12:00 Noon one (1) calendar day prior to the annual or special meeting.

(d) The E-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 Eelection 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 ten (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 one percent (1%) 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 one percent (1%) or less of the total votes cast for directors, then the cost of the recount shall be borne by the Association.

A group of ten (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 ten (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 one percent (1%) of the total votes cast for directors, and the Association bearing the expense if the margin is one percent (1%) or less of the total votes cast for directors.

(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 sixty (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 89(b). The run-off election shall be conducted by the Election Committee. The provisions of this Article III, Section 89(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 IV DIRECTORS**

**SECTION 1. General Powers.** The management of the business and the affairs of the Association shall be vested in a ~~board~~Board of seven (7) directors who shall exercise all of the powers of the Association, except such as are by law, the ~~A~~articles of ~~I~~ncorporation, or by these ~~B~~bylaws conferred upon or reserved to the members.

**SECTION 2. Election and Tenure of Office.** Directors shall be elected by secret ballot either mailed, cast in person at annual or special meetings of the membership, by and from the members, or by such other means as allowed by law and as established by the Association. Directors shall serve for a four-year term, not to exceed three (3) consecutive four-year terms, until their successors shall have been elected and qualify, provided that the terms of directors shall be staggered so that as nearly as possible, an equal number of terms expire each year. Directors shall be elected to fill vacancies as provided in Article IV, Section 8 of these ~~B~~bylaws. Where the remaining unexpired terms to be filled are of different lengths, the longest term shall be given to the director receiving the most votes. If the size of the ~~board~~Board is subsequently increased, the initial terms of the directors to fill the newly created seat or seats shall be scheduled so that, as nearly as possible, an equal number of terms expire each year. At each annual or special meeting,

members shall be elected to fill the seats on the ~~board~~Board which become vacant as contemplated by Article IV, Section 8 of these ~~B~~bylaws.

**SECTION 3. Qualifications.** (a) A person shall be eligible to serve as a director, who:

- 1) Has been a member and bona fide resident in the area served by the Association for twelve (12) continuous months before appointment to the ~~board~~Board, or the notice of the election;
- 2) Is not in any way employed by a competing enterprise;
- 3) Does not have a financial interest in a competing enterprise;
- 4) Is not a supplier, contractor, consultant, or other entity which does business with the Association or a person with more than a ten percent (10%) ownership interest in a supplier, contractor, consultant, or other entity which does business with the Association, except for providers whose annual business with the Association does not exceed \$25,000;
- 5) Is not an employee of the Association nor a member, officer, director, nor employee of any union local currently acting as a bargaining agent for Association employees;
- 6) Is not a person living in the same household with and financially interdependent upon any person included in paragraphs 2, 3, 4, and 5, above;
- 7) Maintains i) membership and ii) bona fide residency in the area served by the Association throughout their term in office; and
- 8) Has not exceeded, or would not exceed if elected to the applicable term, the limit on ~~board~~Board service specified in Article IV, Section 2.

(b) An individual who is the authorized representative of a non-natural entity (corporation, association or partnership, for example) which itself is qualified under subsection (a) shall also be eligible to serve as a director. If the non-natural member changes its authorized representative, the director's position shall become vacant, without power of appointment by the non-natural member.

(c) Upon establishment of the fact that a director is holding office in violation of any of the foregoing provisions or violated the disclosure provisions of Article III, Section ~~89~~89(b), subsection ~~-(2)~~-(2), the ~~B~~Board of ~~D~~Directors shall remove such director from office unless the basis for disqualification is remedied within thirty (30) days of notice of disqualification by the ~~board of directors~~Board of Directors.

(d) Directors are ineligible for employment by the Association for a period of two (2) years after their term has expired.

(e) "Bona fide resident" is hereby defined to mean: 1) a person whose primary residence is in the area served by the Association, and who actually lives at this primary residence with the intention to remain there indefinitely, and 2) a non-natural entity who chooses as their authorized representative a person who is a "bona fide resident" as defined in 1).

“Primary residence” shall mean the residence that is the chief or main residence of the person and where the person actually lives for the most substantial portion of the year. “Intention” shall be evidenced by that person’s acts and words and by the circumstances.

The failure of a director to meet the qualifications for service shall not affect the validity of any action taken at any meeting of the ~~board of directors~~ Board of Directors.

**SECTION 4. Nominations.** No person may be elected a director by the members unless nominated pursuant to this Article IV, Section 4.

(a) Nominating Committee. The ~~board of directors~~ Board of Directors shall appoint members to a committee on nominations as provided for in Article XV of these By-laws. The committee shall consist of not less than five (5) nor more than seven (7) members, who shall be selected from different sections of the service area of the Association ~~as~~ to ensure equitable representation. No member of the ~~board of directors~~ Board of Directors may serve on such committee. The committee shall seek qualified candidates and ~~, as well as~~ screen potential nominees. Public notice for nominations shall be given one hundred (100) days prior to the meeting. The committee, keeping in mind the principle of geographical representation, shall approve, prepare and post at the principal office of the Association, at least eighty (80) days before the meeting, a list of nominations for directors, which may include a greater number of candidates than are to be elected.

(b) Petition. Any fifty (50) or more members, acting together, may make other nominations by petition not less than seventy (70) days prior to the election, and the secretary of the ~~board~~ Board shall post such nominations at the same place where the list of nominations made by the committee is posted.

**SECTION 5. Appointment of Consultants and Chief Executive Officer.** The ~~board of directors~~ Board of Directors may engage the services of consultants to advise it from time to time as well as appoint a Chief Executive Officer. The Chief Executive Officer may ~~, be~~ but is shall not ~~be~~ required to be a member of the Association. The Chief Executive Officer shall, together with such other staff, agents and employees as selected, including such non-statutory officers as appointed, perform such duties and exercise such authority as the ~~board of directors~~ Board of Directors may from time to time vest in the Chief Executive Officer.

**SECTION 6. Policy, Rules and Regulations.** The ~~board of directors~~ Board of Directors shall have the power to make, adopt and enforce such policy, rules and regulations, not inconsistent with law, the Articles of Incorporation, or these By-laws, as it may deem advisable for the management of the affairs and business of the Association, for the protection of its investment, and for the interest and welfare of the members thereof. Such policy statements, rules, and regulations shall be in writing and shall be made available for review by the members.

**SECTION 7. Removal of Directors by Members.** Any member may bring charges against a director to remove such director for cause. “Cause” means that the director has committed an act or omission materially and adversely affecting the business of the Association, which amounts to criminal conduct, fraud, gross negligence, failure to perform prescribed duties, or gross misconduct in office. The charging member shall bring charges by filing with the secretary of the ~~board~~ Board such charges in writing, together with a petition signed by at least two percent (2%)

of members which requests the removal of such director by reason of the charges. The charges set forth in the petition must specifically allege grounds which, if true, would constitute cause for removal. The signatures of members on the petition shall be acceptable only when affixed to a sheet on which the petition and the relevant charges are fully set forth; and, provided further, that the person who solicited the signatures affixed to such petition shall acknowledge thereon before a person authorized to take acknowledgments of deeds that they had read the petition and the said charges against such director to each of the members prior to the latter subscribing their names thereto. All signatures on petitions to remove a director shall be collected within the single ninety (90) calendar day period immediately preceding the date on which petitions are first presented to the Association, and the ~~board of directors~~Board of Directors shall establish such policies as may be necessary and convenient to ensure compliance with this provision. A director who is the subject of such charges shall be informed in writing of the charges promptly upon receipt of such petitions by the Association. The director shall have an opportunity at a special hearing on the proposed removal, to be heard in person, or by counsel, and to present evidence in respect to the charges, and the member or members bringing the charges against the director shall have the same opportunity. This special hearing to present evidence and testimony shall occur before ballots are transmitted to members for voting in connection with the special meeting at which the question of removal shall be considered and voted upon by the members. The question of the removal of such director shall be considered and voted upon at a meeting of the members conducted in accordance with procedures established for regular annual membership meetings. The question of removal shall be decided by the vote of a majority of the members voting thereon at a meeting with respect to which a quorum exists.

**SECTION 8. Vacancies.** Any vacancy occurring in the ~~board~~Board shall initially be filled through appointment by the affirmative vote of the majority of the remaining directors. The duration of such appointment shall be until the next annual or special meeting following the vacancy, at which time a member shall be elected to serve as director for the unexpired portion of the term vacated, subject, however to provisions of Article IV, Section 2, 3 and 4 of these ~~B~~bylaws.

**SECTION 9. Compensation.** Directors shall not receive any salary for their services as directors and except in emergencies, may not receive salaries for their services in any other capacity without the approval of Association members. The Association may not provide health insurance for directors or insurance for risks except those incurred in their capacity as directors. By resolution of the ~~board of directors~~Board of Directors, directors may be allowed a fixed fee and expenses of attendance, if any, for each day of attendance at each meeting of the ~~board of directors~~Board of Directors, or a meeting of a committee thereof, or when a director is otherwise representing the Association in an official capacity and for each day of necessary travel in connection therewith. No attendance other than regular or special ~~board~~Board or committee meetings shall be reimbursed unless authorized by a majority vote of the ~~board~~Board. A director may not be compensated for more than one (1) regular ~~board~~Board meeting per month, except in the month of the annual meeting of the members, in which a director may be compensated for one (1) additional regular ~~board~~Board meeting, and an additional six (6) special ~~board~~Board meetings per year. The total compensated meetings shall not exceed fifty-five (55) meetings per year for a director, and sixty (60) meetings per year for the chair of the ~~board~~Board. In addition, a director may be compensated for up to twenty (20) days of attendance per year at conferences or educational seminars where the director is representing the Association in an official capacity. Directors' expense reimbursement requests shall be reviewed and approved by the majority vote

of the ~~board~~Board. Any change to the amount of compensation that the ~~board~~Board receives shall be published in the annual meeting election materials.

## ARTICLE V MEETINGS OF DIRECTORS

**SECTION 1. Regular Meeting.** A regular meeting of the ~~board of directors~~Board of Directors shall be held immediately after, and at the same place as, the annual meeting of the members. A regular meeting of the ~~board of directors~~Board of Directors shall also be held monthly at such time and place in the Municipality of Anchorage, ~~s~~State of Alaska, as the ~~board of directors~~Board of Directors may provide by resolution. The ~~board~~Board shall provide notice of the selection of the time and place of the regular meetings to the members promptly after it is selected.

**SECTION 2. Special Meetings.** Special meetings of the ~~board of directors~~Board of Directors may be called by the chair of the ~~board~~Board, or by any three (3) directors, and it shall thereupon be the duty of the secretary of the ~~board~~Board to cause notice of such meetings to be given as hereinafter provided. The chair of the ~~board~~Board or the directors calling the meeting shall fix the time and place, which shall be in the Municipality of Anchorage, State of Alaska, for the holding of the meeting.

Written notice of the time, place and purpose of any special meetings of the ~~board of directors~~Board of Directors shall be delivered to each director not less than three (3) days previous thereto, by or at the direction of the secretary of the ~~board~~Board, or upon default in duty by the secretary of the ~~board~~Board, by the chair of the ~~board~~Board or the directors calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the director at the address as it appears on the records of the Association, with postage thereon prepaid.

**SECTION 3. Quorum.** A majority of the ~~board of directors~~Board of Directors shall constitute a quorum; provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time; and provided further, that the secretary of the ~~board~~Board shall notify any absent directors of the time and place of such adjourned meeting. The act of the majority of the directors present at the meeting at which a quorum is present shall be the act of the ~~board of directors~~Board of Directors. Each director present shall vote or abstain on each motion. Each director shall disclose any financial interest of the director or of a member of the director's immediate family in a matter before the ~~board~~Board.

**SECTION 4. Director Attendance.** (a) If a director is absent from three (3) consecutive regular ~~board~~Board meetings or four (4) regular ~~board~~Board meetings in any director year (from the date of the annual meeting to the day before the annual meeting in the following year) whether consecutive or not, the director shall be deemed to have resigned from the ~~board of directors~~Board of Directors. Any vacancy thereby resulting will be filled as provided in Article IV, Section 8, of these ~~B~~bylaws.

(b) If a director who is a member of a Board committee is absent from three (3) consecutive ~~board~~Board committee meetings or four (4) ~~board~~Board committee meetings in any director year whether consecutive or not, the director shall be deemed to have resigned from the ~~board~~Board

committee and may not be reappointed to that same ~~board~~Board committee until the following director year.

(c) A director who is absent on Association business, including reasonable travel time to and from such business, shall not be counted absent for any ~~board~~Board or ~~board~~Board committee meetings, provided such travel and absence is approved by the ~~board~~Board.

(d) For purposes of this Section 4, an absence shall not be counted if it is excused by a vote of a majority of the members of the ~~board~~Board not requesting the excuse at the next regular or special ~~board~~Board meeting. However, no more than four (4) absences per director may be excused by the ~~board~~Board in any director year.

**SECTION 5. Membership Attendance.** (a) Regular meetings, special meetings and work sessions shall be open to all Association members. The notice of such meeting and an agenda shall be posted in a conspicuous place in the public places of business of the Association not later than three (3) days prior to the meeting. The ~~board of directors~~Board of Directors ~~has shall~~adopted and maintains a policy establishing additional means of providing public notice of meetings.

(b) No closed or executive sessions shall be held except to discuss:

- 1) Matters the immediate knowledge of which would clearly have an adverse effect on the Association's finances;
- 2) Subjects that tend to prejudice the reputation and character of a person; however, that person may request a public discussion;
- 3) Matters discussed with an attorney for the Association, the immediate knowledge of which could have an adverse effect on the Association's legal position; and,
- 4) Personnel matters.

**SECTION 6. Minutes.** Minutes will be kept for all regular and special meetings and shall include how each individual director voted on each matter voted upon by the ~~board of directors~~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~~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 recording upon payment of the cost of transcription by a court reporter service; members shall also be permitted to listen to such recording at the headquarters building.

**SECTION 7. Attendance At Board Meetings Via Electronic Communications.** Directors can participate in meetings by means of teleconference or similar communications equipment subject to the following limitations:

(a) Electronic attendance for any regular meeting shall be limited to three (3) consecutive meetings or four (4) meetings in any director year (from the date of the annual meeting to the day before the annual meeting in the following year).

(b) Electronic attendance by directors at any regular meeting shall be permitted without limitation if the ~~board~~Board has declared an emergency exists dictating that in-person attendance should not be required or the director is unable to attend in person due to ~~board~~Board-approved Association business.

(c) Electronic attendance for ~~board~~Board committee meetings and special ~~board~~Board meetings shall be permitted without limitation.

## ARTICLE VI OFFICERS

**SECTION 1. Number.** The officers of the Association shall be a chair of the ~~board~~Board, vice-chair of the ~~board~~Board, secretary of the ~~board~~Board, ~~and~~ treasurer of the ~~board~~Board, and such other officers as may be determined by the ~~board of directors~~Board of Directors from time to time. The offices of secretary of the ~~board~~Board and treasurer of the ~~board~~Board may be held by the same person.

**SECTION 2. Election and Term of Office.** The officers shall be elected annually by and from the ~~board of directors~~Board of Directors at the ~~board~~Board meeting 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~~Board of Directors following the next succeeding annual meeting of the members, or until a successor shall have been elected and shall have qualified. A vacancy in any office shall be filled by the ~~board of directors~~Board of Directors for the unexpired portion of the term.

**SECTION 3. Removal of Officers and Agents by Directors.** ~~The Board of Directors may remove any officer or agent Any officer or agent~~ elected or appointed by the ~~board of directors~~Board of Directors ~~may be removed by the board of directors~~ whenever, in its judgment, ~~such removal serves~~ the best interests of the Association ~~will be served thereby~~.

**SECTION 4. Chair of the Board.** The chair of the ~~board~~Board shall:

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

(b) Sign any deeds, mortgages, deeds of trust, notes, bonds, contracts, or other instruments authorized for execution by the ~~board of directors~~Board of Directors ~~to be executed~~, except in cases where the Board of Directors or these Bylaws specifically in which the signing and execution thereof shall be expressly delegate signing authority to another d by the ~~board of directors or these bylaws to some other~~ officer or agent of the Association, or

~~where the shall be required by law requires a different method of to be otherwise signed or executed~~execution; and

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

**SECTION 5. Vice-Chair of the Board.** In the absence of the chair of the ~~board~~Board, or in the event of an inability or refusal to act, the vice-chair of the ~~board~~Board shall perform the duties of the chair of the ~~board~~Board, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the chair of the ~~board~~Board. The vice-chair of the ~~board~~Board shall also perform such duties from time to time as may be assigned by the ~~board of directors~~Board of Directors.

**SECTION 6. Secretary of the Board.** The secretary of the ~~board~~Board shall be responsible for:

- (a) Keeping the minutes of the meetings of the members and of the ~~board of directors~~Board of Directors;
- (b) Seeing that all notices are given in accordance with these ~~B~~bylaws, or as required by law;
- (c) The safekeeping of the corporate records and seal of the Association, and affixing the seal of the Association to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these ~~B~~bylaws;
- (d) Keeping a register of the names and post office addresses of all members;
- (e) Keeping on file at all times a complete copy of the ~~A~~articles of Incorporation and ~~B~~bylaws of the Association, ~~including containing~~ all amendments thereto, which copy shall ~~always~~ be open to ~~the~~ inspection ~~by~~ of any members; and, at the expense of the Association, forwarding a copy of the ~~b~~Bylaws and ~~of~~ all amendments thereto to ~~any each~~ member ~~upon~~ request; ~~and~~;
- (f) In general, performing all duties incident to the office of secretary of the ~~board~~Board, and such other duties as from time to time may be assigned by the ~~board of directors~~Board of Directors.

The ~~board of directors~~Board of Directors may provide for the delegation of one or more of the duties of the secretary of the ~~board~~Board.

**SECTION 7. Treasurer of the Board.** The treasurer of the ~~board~~Board shall be responsible for:

- (a) Custody of all funds and securities of the Association;

- (b) The receipt of, and the issuance of receipts for, all ~~moneys~~ monies due and payable to the Association, and for the deposit of all such ~~monieys~~ in the name of the Association in such bank or banks as shall be selected in accordance with the provisions of these Bylaws; and
- (c) In general, performing all the duties incident to the office of treasurer of the ~~board~~ Board and such other duties as from time to time may be assigned by the ~~board of directors~~ Board of Directors.

The ~~board of directors~~ Board of Directors may provide for the delegation of one or more of the duties of the treasurer of the ~~board~~ Board.

**SECTION 8. Delegation of Duties.** In the absence of an officer, or in the event of an inability or refusal to act, the ~~board of directors~~ Board of Directors will appoint one of ~~its member~~ their number to perform the duties of the office; provided that the offices of the chair of the ~~board~~ Board and vice-chair of the ~~board~~ Board may not be combined with any other office; and, provided further, nothing herein shall limit the right and duty of the vice-chair of the ~~board~~ Board to perform the duties of the chair of the ~~board~~ Board in the event that the chair of the ~~board~~ Board is absent, is unable to act, or refuses to act. The ~~board of directors~~ Board of Directors may provide for the delegation of one or more of the duties of the secretary of the ~~board~~ Board and treasurer of the ~~board~~ Board.

**SECTION 9. Bonds of Officers.** The treasurer of the ~~board~~ Board, and any other officer or agent of the Association charged with responsibility for the custody of any of its funds or property, shall give bond or be covered by insurance procured by the Association in such sum, and with such surety, as the ~~board of directors~~ Board of Directors shall determine. The ~~board of directors~~ Board of Directors, in its discretion, may also require any other officer, agent or employee of the Association to give bond or be covered by insurance procured by the Association in such amount and with such surety as it shall determine.

**SECTION 10. Budget.** The Board of Directors shall review, revise and approve an annual operating budget prior to each fiscal year.

**SECTION 11. Reports.** The officers of the Association shall submit, at each annual meeting of the members, reports covering the business of the Association for the previous fiscal year. Such reports shall set forth the condition of the Association at the close of such fiscal year.

## ARTICLE VII PATRONAGE CAPITAL

**SECTION 1. Patronage Capital.** The Association shall at all times be operated on a cooperative, nonprofit basis for the mutual benefit of its patrons. The Association's operations shall be so conducted that all patrons, members and non-members alike, will through their patronage furnish capital for the Association, subject to the provisions for sinking funds and reserves as provided by Article VIII of these Bylaws.

In order to induce patronage and to assure that the Association will operate on a nonprofit basis, the Association is obliged to account on a patronage basis to all its patrons, members and non-members alike, for all amounts received from the furnishing of electric energy in excess of

operating costs and expenses properly chargeable against the furnishing of electric energy. All such amounts in excess of operating costs and expenses are received with the understanding that they are furnished by the patrons, members and non-members alike, as capital. The Association is obligated to pay all such amounts in excess of operating costs and expenses to the patrons by credits to a capital account for each patron. The books and records of the Association shall be set up and kept in such a manner that at the end of each fiscal year the amount of capital, if any, so furnished by each patron, is clearly reflected and credited in an appropriate record to the capital account of each patron, and the Association shall within a reasonable time after the close of the fiscal year notify each patron of the amount of capital so credited to their account.

All such amounts credited to the capital account of any patron shall have the same status as though they had been paid to the patron in cash in pursuance of a legal obligation to do so, and the patron had then furnished the Association corresponding amounts for capital. In the event of dissolution or liquidation of the Association, after all outstanding indebtedness of the Association shall have been paid, outstanding capital credits shall be retired without priority on a pro rata basis before any payments are made on account of property rights of members. If, at any time prior to dissolution or liquidation, the ~~board of directors~~Board of Directors shall determine that the financial condition of the Association will not be impaired thereby, the capital then credited to patrons' accounts may be retired in full or in part, according to policies adopted by the ~~board~~Board. Capital credited to the account of each patron shall be assignable only on the books of the Association pursuant to written instructions from the assignor, and only to successors in interest or successors in occupancy in all or a part of such patron's premises served by the Association, unless the ~~board of directors~~Board of Directors, acting under policies of general application, shall determine otherwise. All other amounts received by the Association from its operations in excess of costs and expenses shall, insofar as permitted by law, be:

- (a) Used to offset any losses incurred during the current or any prior fiscal year; and
- (b) To the extent not needed for that purpose, allocated to its patrons on a patronage basis, and any amount so allocated shall be included as part of the capital credited to the accounts of patrons, as herein provided. However, after retiring, and before paying capital credits allocated to a patron or former patron, the Association, unless otherwise provided for by law, may recoup or offset any amount owed to the Association by the patron or former patron by reducing the amount of retired capital credits due to the patron or former patron by the amount owed until it is paid in full or all available capital credits have been credited to the amount owed.

Notwithstanding any other provisions of these Bylaws, the ~~board of directors~~Board of Directors, ~~at its discretion,~~ shall have the discretion to retire capital credited to a patron upon the patron's death. power at any time, upon the death of any patron, if the legal representative of the patron's estate submits a written request for shall request in writing that the capital credited to any such patron be retired prior to the time such capital to would otherwise be retired prior to the time it would otherwise be retired under the provisions of these Bylaws, to retire capital credited to any such patron immediately upon such terms and conditions as the board of directorsBoard of Directors may authorize the retirement of the credited capital. Any such retirement shall occur immediately upon terms and conditions agreed upon by the Board of Directors, acting pursuant to policies of general application, and the legal representative of the patron's estate, ,acting under

~~policies of general application, and the legal representative of such patron's estate shall agree upon, provided, however, that the financial condition of the Association will not be impaired thereby.~~

## ARTICLE VIII FISCAL MANAGEMENT AND ACCOUNTING

**SECTION 1. Revenues and Expenditures.** The ~~board of directors~~Board of Directors shall adopt and maintain a system of accounting for receipts and expenditures in conformance with the laws of the United States and of the State of Alaska applicable to cooperative associations and corporations. ~~The accounting, which~~ system shall at all times provide appropriate ~~the proper~~ reserves for the payments of interest and principal on outstanding indebtedness, as well as reserves for taxes, insurance, depreciation, and replacement of capital plant and facilities. The system shall also provide for, and such other reserves and accounts as the ~~board of directors~~Board of Directors ~~shall~~ deem proper.

**SECTION 2. Accounting System and Reports.** The accounting system adopted and maintained by the ~~board of directors~~Board of Directors shall conform to such rules and regulations applicable to accounting systems, their establishment and operation, and which may be established by any applicable laws, rules and regulations of the United States, the State of Alaska, or any regulatory agency thereof of competent jurisdiction. The ~~board of directors~~Board of Directors shall also, after the close of each fiscal year, cause to be made a full, complete and independent audit of the accounts, books, and financial conditions of the Association as of the end of each fiscal year. A reasonably comprehensive and easily understood summary of the audit report shall be made available to the members prior to each annual meeting.

~~**SECTION 3. Disclosure. Repealed April 25, 1996.**~~

## ARTICLE IX DISPOSITION OF PROPERTY

**SECTION 1. Disposition of Property.** (a) The ~~board of directors~~Board of Directors shall have full power and authority to authorize the disposition of property of the Association, or to authorize the execution and delivery of a mortgage or mortgages, or a deed or deeds of trust, of any and all of the property, rights, privileges, licenses, franchises, and permits of the Association, whether acquired or to be acquired, and wherever situated, as well as the revenues therefrom, all upon such terms and conditions as the ~~board of directors~~Board of Directors shall determine, to secure any indebtedness of the Association.

(b) The sale, lease, or other disposition of more than fifteen percent (15%) of the Association's total assets, less depreciation, as reflected on the books of the Association at the time of the transaction, must also be approved by the affirmative vote of members constituting not less than two-thirds (2/3) of the members voting. ~~where~~ The number of members voting to approve the transaction must also constitute a majority of all ~~of the~~ members of the Association. ~~except that, if such a disposition is to another cooperative or to the State of Alaska pursuant to Alaska Statutes Section 10.25.400, the such~~ disposition must ~~also~~ be approved by a majority of those members voting on the issue in an election in which at least ten percent (10%) of the members vote.

## ARTICLE X SEAL

The corporate seal of the Association shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words “Corporate Seal, State of Alaska.”

## ARTICLE XI FINANCIAL TRANSACTIONS

**SECTION 1. Contracts.** Except as otherwise provided in these ~~B~~bylaws, the ~~board of directors~~Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, or execute and deliver any instrument, in the name and on behalf of the Association, and such authority may be general or confined to specific instances.

**SECTION 2. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, and all notes, bonds or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents, employee or employees of the Association, and in such manner, as shall from time to time be determined by resolution of the ~~board of directors~~Board of Directors.

**SECTION 3. Deposits.** All funds of the Association shall be deposited from time to time to the credit of the Association in such bank or banks as the ~~board of directors~~Board of Directors may select.

**SECTION 4. Fiscal Year.** The fiscal year of the Association shall begin on the first (1st) day of January of each year and shall end on the thirty-first (31st) day of December of the same year.

**SECTION 5. Full and Open Competitive Bidding.** It is deemed to be in the best interest of the Association: to encourage and require full and open competitive bidding of contracts; to take affirmative steps to ensure that the Association selects the lowest responsible bidder for its requirements from among the broadest range of suppliers qualified by expertise and resources; and to ensure that responsible bidders are not excluded. These requirements shall not apply in emergency matters, to professional service contracts, or (in the discretion of the Association) to contracts reasonably expected to be less than \$50,000. The Directors shall require a review of the Association’s bidding procedures and qualifications and shall take such actions as may be in the best interests of the Association as determined herein. Within thirty (30) months of the passage of this Section 5, the Board of Directors shall have fully implemented the provisions of this Section 5.

## ARTICLE XII MISCELLANEOUS

**SECTION 1. Membership in Other Organizations.** The Association may, with the approval of the Board of Directors, become a partner, member, shareholder or holder of any other interest in any entity engaging in any lawful business.

**SECTION 2. Waiver of Notice.** Any member or director may waive in writing any notice of a meeting required to be given by these Bylaws. The attendance of a member or director at any meeting shall constitute a waiver of notice of the meeting, unless the person participates in the meeting solely for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

**SECTION 3. Utility Bill Round Up Program.** The Association may establish a program to permit members to round up their bills to the nearest dollar. The monies collected shall be used for 501(c)(3) charitable purposes in the Association's service area. Members may be automatically included in this program, but may choose not to participate in the program by notice to the Association.

### ARTICLE XIII AMENDMENTS

**SECTION 1. Notice.** These Bylaws may be altered, amended or repealed by ballot as provided for in Article III, Section 98, provided the election materials include a description of the proposed alteration, amendment, or repeal. Notice to the membership that proposed bylaw changes may be submitted to the Bylaws Committee shall be given at least ninety (90) days prior to the annual meeting election.

**SECTION 2. Bylaws Committee.** The ~~board of directors~~Board of Directors shall appoint members to a committee on Bylaws as provided in Article XV of these Bylaws. The committee shall consist of not less than five (5) nor more than seven (7) members, who shall be selected from different sections of the service area of the Association so as to ensure equitable representation. No member of the ~~board of directors~~Board of Directors may serve on such a committee. The committee shall review the Bylaws of the Association, consider any recommendations for revisions thereof which may be made by the ~~board of directors~~Board of Directors or any member, and report their recommendations concerning the Bylaws to the annual membership meeting. Nothing herein shall be interpreted to limit the authority of the ~~board of directors~~Board of Directors to propose changes in the Bylaws, or the right of the members to call a special meeting for any proper purpose pursuant to Article III, Section 2, herein.

### ARTICLE XIV ADVISORY COUNCIL

**SECTION 1. Member Advisory Council.** The ~~board of directors~~Board of Directors may ~~create and~~ establish a Member Advisory Council to advise the ~~board~~Board as an ad hoc committee.

**SECTION 2. General Duties.** It shall be the duty of the ~~board of directors~~Board of Directors to appoint members to the ~~Member A~~advisory Council, as provided in Article XV. Members shall be selected from different sections of the service area of the Association so as to ensure equitable representation.

### ARTICLE XV STANDING AND AD HOC MEMBER COMMITTEES

**SECTION 1. General.** This Article XV shall apply to member committees which may from time to time be appointed by the ~~board~~Board. Standing member committees include: the Election Committee, as provided for in Article III, Section ~~89~~; the Nominating Committee, as provided for in Article IV, Section 4; and the Bylaws Committee, as provided for in Article XIII, Section 2. Ad hoc committees include the Member Advisory Council, as provided for in Article XIV, and others as determined by the ~~board of directors~~Board of Directors.

**SECTION 2. Compensation.** Members of standing and ad hoc committees may receive a meeting fee as set by the ~~board of directors~~Board of Directors.

**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 (1/3) shall expire each year. Committee members serve at the pleasure of the ~~board~~Board and unless otherwise specified their terms shall begin on January 1 and end on December 31.

**SECTION 4. Membership.** In order to be fairly representative of the Association's diverse membership, it is preferable that 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) ~~A~~An employee or director of the Association;
- (b) ~~A~~A director, officer, or employee of any union local currently acting as a bargaining agent for Association employees;
- (c) ~~A~~A person employed by a competing enterprise;
- (d) ~~A~~A person having a financial interest in a competing enterprise;
- (e) ~~A~~A supplier, contractor, consultant, or other entity which does business with the Association or a person with more than a twenty percent (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~~A person living in the same household with and financially interdependent upon any of the persons listed in (a) through (e), above.

**SECTION 5. Vacancy.** In the case of a vacancy, the ~~board of directors~~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.

## ARTICLE XVI INDEMNIFICATION

The Association shall indemnify and defend directors, officers, employees or agents of the Association who are, or are threatened to be made, parties to civil, criminal or administrative proceedings, for expenses (including attorneys' fees), judgments, fines, and settlements, actually and reasonably incurred, if the acts complained of were performed within the scope of the director's, officer's, employee's, or agent's duties, and the director, officer, employee, or agent acted in good faith and in a manner they reasonably believed should be in, or not opposed to, the best interests of the Association, and, with respect to a criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The Association may purchase and maintain insurance to provide for such indemnification and defense.

## **ARTICLE XVII MEMBER ACCESS TO INFORMATION**

**SECTION 1. Access Rights.** The rights of the members to examine and make copies of the books and records of the Association at a reasonable time and for a proper purpose in accordance with Alaska Statutes shall not be infringed. The following information is deemed to be requested for a proper purpose without any showing whatsoever and shall be made available to members on request of a member:

- (a) Names and mailing addresses of Association members when requested by a candidate running for election to the Association Board;
- (b) Salary, title, job classification and position description, benefits, leave accrued and cashed-in, and hours worked, but not employee name, for each employee position in the Association;
- (c) Collective bargaining agreements of any kind to which the Association is a party;
- (d) Published information which shall include:
  - 1) Documents provided to any regulatory authority including, but not limited to the Regulatory Commission of Alaska (RCA), Federal Energy Regulatory Commission (FERC) and Securities and Exchange Commission (SEC) filings;
  - 2) Documents provided in open session to the Board of Directors or Association committees, including but not limited to budget documents, feasibility studies, audits or cost effectiveness studies, correspondence between the Association and third parties and minutes of Board of Directors or Association committee meetings.

**SECTION 2. Charges.** The Association may charge no more than the actual incremental cost of producing the above information.

**SECTION 3. Policies and Procedures.** Nothing in this Article XVII prevents the Association from allowing for additional disclosure of Association information or from developing other rules for disclosure and payment therefor by policy or procedure provided that the policy or procedure shall in no way restrict the disclosure required in this Article XVII.

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

**GOVERNANCE COMMITTEE MEETING**  
**AGENDA ITEM SUMMARY**

**February 18, 2026**

**ACTION REQUIRED**

**AGENDA ITEM NO.**

Information Only  
 Motion  
 Resolution  
 Executive Session  
 Other

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**TOPIC**

Board Policy Updates

**DISCUSSION**

The Chugach Electric Association, Inc. (Chugach or Association) Board of Directors establishes board policies that govern the direction of the Association, including governance, operations, finance, human resources, and strategic planning. The policies are designed to ensure that the Association operates effectively, ethically, and in accordance with its mission and values. The policies support and complement the Bylaws.

Chugach continues to review its Board Policies and is proposing revisions to the following policy:

1. *BP 602 – Appointment of Standing and Ad Hoc Committee Members*

A summary of the proposed changes to the policy is provided in Attachment I. Attachment II includes the proposed updated Board Policy presented in both redline and clean versions.

**MOTION**

Move that the Governance Committee recommend the Chugach Electric Association, Inc. Board of Directors approve the modifications to Board Policy 602, Appointment of Standing and Ad Hoc Committee Members as identified in Attachment II.

**Chugach Electric Association, Inc.  
Anchorage, Alaska**

**Attachment I:  
Summary of Modifications to Board Policy 602**

**1. Board Policy 602**

- Revised the document to remove Government Relations as a listed source for obtaining the application, ensuring alignment with current processes and procedures.
- Updated the Appointment language to accurately reflect the reassignment of committee oversight responsibilities from the Operations Committee to the Governance Committee.
- Minor grammar and wording updates for clarity and readability

**CHUGACH ELECTRIC ASSOCIATION, INC.**

**BOARD POLICY: 602**

**APPOINTMENT OF STANDING AND AD HOC COMMITTEE MEMBERS**

**I. OBJECTIVE**

To describe the procedure for appointing members to standing and ad hoc member committees of the Association.

**II. CONTENT**

- A. Time of Selection. The Board shall appoint members to the Nominating, Bylaws, and Elections Committees by December 31 of each year. The Board shall appoint members to the Member Advisory Council in accordance with Board Policy 601. Committee members shall serve terms for no more than three (3) years and the Board shall stagger terms such that, as nearly as practicable, one-third (1/3) of the terms expire each year.
- B. Recruitment. At least forty-five (45) days prior to appointments being made, notice shall be published in the Chugach Outlet and on the Association's website soliciting applications from interested members.
- C. Application. Members who meet the requirements of Article XV, Section 4 of the Association's Bylaws are eligible for appointment to member committees. Application forms shall be available from Corporate Communications and on the Association's website.
- D. Appointment. The Governance Committee shall review applications of those interested in serving on member committees. In conducting its review, the Committee shall consider the criteria set forth in Article XV, Section 4 of the Association's Bylaws and, for the Member Advisory Council, the criteria set forth in Article XIV, Section 2. The Governance Committee shall recommend to the Board the appointment of members to such committees and the term for each appointee.

**III. RESPONSIBILITY**

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

Date Approved: February 25, 2026

Attested: \_\_\_\_\_  
Susanne Fleek-Green  
Secretary of the Board

## CHUGACH ELECTRIC ASSOCIATION, INC.

### BOARD POLICY: 602

#### APPOINTMENT OF STANDING AND AD HOC COMMITTEE MEMBERS

##### I. OBJECTIVE

To describe the procedure for appointing members to standing and ~~Ad Hoc~~ member committees of the Association.

##### II. CONTENT

- A. Time of Selection. The Board shall appoint members to the Nominating, Bylaws, and Elections Committees by December 31<sup>st</sup> of each year. The Board shall appoint members to the Member Advisory Council in accordance with Board Policy 601. Committee members shall serve terms for no more than three (3) years and the Board shall stagger ~~their~~ terms such that, as nearly as practicable, possible, one-third (1/3) of the terms shall expire each year.
- B. Recruitment. At least forty-five (45) days prior to ~~before~~ appointments being are made, notices shall be published ~~will be placed~~ in the Chugach Outlet and on the Association's website soliciting applications from interested members.
- C. Application. ~~All Association m~~Members who meet the requirements of Article XV, Section 4 of the Association's ~~b~~Bylaws, are eligible for appointment to member committees. Application forms shall be available from Government Relations and Corporate Communications and on the Association's website.
- D. Appointment. The ~~Operations-Governance~~ Committee shall will review the applications of those interested in serving on member committees. In conducting its review, the Committee shall consider and, taking into account the criteria set forth provided for in Article XV, Section 4 of the Association's ~~b~~Bylaws and, for the Member Advisory Council, (as well as the criteria set forth provided for in Article XIV, Section 2. The Governance Committee shall for the Member Advisory Council), recommend to the Board the appointment of members to such these committees and the term for each appointeemember.

##### III. RESPONSIBILITY

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

Date Approved: ~~May 25, 2016~~ February 25, 2026

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Fleek-Green

Attested: \_\_\_\_\_

~~Bruce M. Dougherty~~ Susanne

Secretary of the Board