

2023 Bylaw Amendment – Grammar, pronoun use, and other non-substantive edits.

Additions are identified in **blue, bold, underline** and deleted words are red with a ~~strike through~~ the word.

The following excerpts identify the page, article, and section of the Bylaws edits.

Table of Contents, ARTICLE VI Officers, Section 4.  
 Section 4. Chair~~man~~ of the Board ..... 4

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Page 2, ARTICLE I, SECTION 6.  
 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 his** application for membership, unless the member is an electric public utility purchasing electric energy for resale.

Page 3, ARTICLE I, SECTION 7. (b)  
 (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 4. Termination of membership in any manner shall not release a member or **the his** estate from any debts due the Association.

Page 3, ARTICLE III, SECTION 2.  
 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~~man~~ of the board, or by a written request made to the chair~~man~~ of the board and signed by not less than ten percent (10%) of the members.

Page 4, ARCILE III, SECTION 3.  
 ... If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at **the his** 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.

Page 5, ARTICLE III, SECTION 6. (b)  
 (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 his** designation, prior to **his** voting.

Page 6, ARTICLE III, SECTION 9.  
 ... 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 insuring** the fairness, impartiality, confidentiality, and integrity of the voting process.

Page 7, ARTICLE III, SECTION 9 (b)

... 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.

Page 8, ARTICLE III, SECTION 9. (f)

(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.

Page 8, ARTICLE III, SECTION 9. (g)

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.

Page 9, ARTICLE IV, SECTION 3. 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;

Page 9, ARTICLE IV, SECTION 3. 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;

Page 9, ARTICLE IV, SECTION 3. 7)

Maintains i) ~~his or her~~ membership and ii) bona fide residency in the area served by the Association throughout their his or her term of office; and

Page 10, 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 nor more than seven members, who shall be selected from different sections of the service area of the Association as to ~~insure~~ ensure equitable representation. No member of the board of directors may serve on such committee. The committee shall seek qualified candidates, as well as screen potential nominees. Public notice for nominations shall be given one hundred 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.

Page 10, ARTICLE IV, SECTION 5.

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 be but 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 ~~he may~~ be selected, including such non-statutory officers as ~~he shall~~ be appointed, perform such duties and exercise such authority as the board of directors may from time to time vest in the Chief Executive Officer.

Page 11, ARTICLE IV, SECTION 7.

... 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~~ he had read the petition and the said charges against such director to each of the members prior to the latter subscribing their names thereto.

Page 12, ARTICLE IV, SECTION 9.

A director may not be compensated for more than two regular board meetings per month, and an additional twelve (12) special board meetings per year. The total compensated meetings shall not exceed seventy (70) meetings per year for a director, and eighty-five (85) 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.

Page 12, ARTICLE V, SECTION 2.

Special meetings of the board of directors may be called by the chair~~man~~ of the board, or by any three 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~~man~~ 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~~man~~ 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~~ his address as it appears on the records of the Association, with postage thereon prepaid.

Page 13, ARTICLE V, SECTION 4 (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.

Page 13, ARTICLE V, SECTION 5.

(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 shall adopt a policy establishing additional means of providing public notice of meetings.

Page 14, ARTICLE V, SECTION 7. (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).

Page 14, ARTICLE VI, SECTION 1.

The officers of the Association shall be a chair~~man~~ of the board, vice-chair~~man~~ of the board, secretary of the board and 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.

Page 14, ARTICLE VI, SECTION 2.

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 ~~his~~ 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.

Page 14, ARTICLE VI, SECTION 4.

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

Page 14, ARTICLE VI, SECTION 4. (c)

In general, perform all duties incident to the office of chair~~man~~ of the board and such other duties as may be prescribed by the board of directors from time to time.

Page 15, ARTICLE VI, SECTION 5.

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

Page 16, ARTICLE VI, SECTION 8.

In the absence of an officer, or in the event of ~~an his~~ inability or refusal to act, the board of directors will appoint one of their number to perform the duties of ~~the his~~ office; provided that the offices of chair~~man~~ of the board and vice-chair~~man~~ 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~~man~~ of the board to perform the duties of the chair~~man~~ of the board in the event that the chair~~man~~ 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.

Page 17, ARTICLE VII, SECTION 1.

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 his~~ account.

Page 19, ARTICLE VII, SECTION 4.

Notwithstanding any other provisions of these bylaws, the board of directors, at its discretion, shall have the power at any time, upon the death of any patron, if the legal representative of ~~the his~~ estate shall request in writing that the capital credited to any such patron be retired prior to the time such capital 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 directors, 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.

Page 19, ARTICLE XI, SECTION 4.

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.

Page 19, ARTICLE XI, SECTION 5.

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 insure~~ 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 insure~~ that responsible bidders are not excluded.

Page 20, ARTIVCLE XII, SECTION 3.

~~SECTION 3. Interpretation. Wherever the masculine gender is used in these bylaws it shall be construed also to refer to the feminine.~~

Page 20, ARTICLE XII, SECTION 4.

**SECTION 3 4. Utility Bill Round Up Program.**

Page 20, ARTICLE XIII, SECTION 1.

These bylaws may be altered, amended or repealed by ballot as provided for in Article III, Section 9, 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.

Page 20, ARTICLE XIII, SECTION 2.

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 insure equitable representation. No member of the board of directors may serve on such a committee.

Page 20, ARTICLE XIV, SECTION 2.

It shall be the duty of the board of directors to appoint members to the 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 insure equitable representation.

Page 21, ARTICLE XV, SECTION 3.

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.

Page 21, ARTICLE XV, SECTION 4 (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

Page 22, ARTICLE XVI

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 he 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 his conduct was unlawful. The Association may purchase and maintain insurance to provide for such indemnification and defense.