

# Copper Valley Electric Association, Inc.

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**101 POLICY FORMULATION AND APPROVAL****101.1 Purpose**

The purpose of this policy is to establish the basis for the formulation and distribution of policies to effectively achieve the objectives, goals, plans, and programs of Copper Valley Electric Association, Inc. (the Cooperative), and to provide for the periodic review and revision, if appropriate, of Cooperative policies.

**101.2 Policy**

- A. The Board of Directors has overall responsibility for policy development and approval for the Cooperative.
- B. The Board has determined the following subject areas requiring policies:
  - 1. Board Responsibilities
  - 2. Cooperative Policies
  - 3. Personnel and Administration
- C. In addressing the foregoing subjects areas, the Board has established the following structure for Cooperative policies:

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- D. The Board of Directors has the exclusive responsibility to develop and administer Sections 100 and 200 of the Cooperative policies.
  - 1. In developing and revising these policies the Board may seek the assistance of the Policy Committee, Board of Directors or the Chief Executive Officer.
  - 2. Any director may propose revisions to these policies.
  - 3. Any director may propose new policies in this subject area.

- E. The Board of Directors and Chief Executive Officer are responsible for proposing new policies or revisions to existing policies for Sections 300–800 of the Cooperative policies. Proposals shall be directed to the Policy Committee of the Board of Directors.
- F. The Chief Executive Officer is responsible for developing policies for Section 900 of the Cooperative policies.
- G. The Board of Directors is responsible for approving policies for Sections 100 – 800 of the Cooperative policies.
- H. The Chief Executive Officer is responsible for approving Section 900 policies.
- I. Sections 100-800 policies shall be reviewed periodically by the Policy Committee of the Board of Directors to ensure their applicability and relevance to current operations.
- J. The Chief Executive Officer shall review Section 900 policies annually to ensure the applicability and relevance to current operations.
- K. The Board of Directors is accountable to themselves for upholding Sections 100 and 200 of the Cooperative policies.
- L. The Chief Executive Officer is accountable to the Board of Directors for ensuring that Cooperative policies are properly communicated to members and employees and are adhered to.
- M. In the event there is a conflict between any policy and the law, or the Bylaws, or the Articles of Incorporation, or the rules and regulations of a lending or regulatory agency, the applicable law, or the Bylaws, or the Articles of Incorporation, or such rules and regulations will prevail over the policy.
- N. In the event there is a conflict between any policy and a collective bargaining agreement, then the collective bargaining agreement shall prevail over the policy for represented employees.

### **101.3 Responsibility**

- A. The President of the Board shall make every reasonable effort to ensure that this policy is adhered to.
- B. The Chief Executive Officer will provide each director with a manual containing the current Articles of Incorporation, the Bylaws, Board Policies, and any revisions to the Articles, Bylaws, and Board Policies as they occur.
- C. The Chief Executive Officer, in consultation with the General Counsel, shall ensure that all proposed policies or revisions to existing policies meet the requirements of all state and federal legal requirements.

## 102 FUNCTIONS OF THE BOARD OF DIRECTORS

### 102.1 Purpose

The purpose of this policy is to describe the major functions of the Board of Directors of Copper Valley Electric Association, Inc. (the Cooperative) and to develop an increased understanding of their responsibilities and authorities and to define the Board's accountability.

### 102.2 Policy

- A. To establish and maintain a legal entity with respect to:
1. Ensuring that the legal requirements, as set forth in the Articles of Incorporation, the Bylaws, and other regulations applying to the Cooperative, are complied with regularly, including, but not necessarily limited to:
    - a. All federal, state, and local statutes and ordinances.
    - b. Federal, state, and local tax and regulatory agencies and commissions.
    - c. Lending agency requirements.
  2. Selecting and appointing the General Counsel, in consultation with the Chief Executive Officer.
  3. Studying, reviewing, and recommending revision and other changes in the Bylaws, as necessary or required, to be submitted to the membership.
  4. Reviewing and approving major contracts such as loan agreements, wholesale power contracts, and construction contracts as defined in Policy 501.
  5. Ensuring that complete and accurate minutes of the Board and the annual membership meeting are prepared, maintained, and approved. Minutes of the Board and membership meetings will be taken by a Recording Secretary, who will prepare a draft for the Chief Executive Officer to review before distribution to the directors.
  6. Authorizing eminent domain proceedings by the Cooperative as required.
- B. To act as trustee, advocate, and regulator of membership interests with respect to:
1. Conducting well planned membership meetings to adequately inform its members, obtain their ideas and suggestions, and to promote understanding of the Cooperative's objectives, goals, policies, plans, and programs.

2. Keeping well informed about changing members needs and how the Cooperative might assist in meeting these needs.
3. Ensuring that the members are informed of the results of the operations through periodic newsletters and other publications, annual reports, and membership meetings.
4. Complying with Board policies and the Bylaws.
5. Keeping informed and growing in their skills and understanding as Board members.
6. Arranging periodically for an appraisal of Board performance and for a systematic program to keep the Board growing in its abilities.
7. Assisting new Board members to develop a greater understanding of the Cooperative and their basic responsibilities and authorities.
8. Keeping the members informed of problems faced by the Cooperative which require their support. Every reasonable effort shall be made to keep the members advised of the long-range outlook on power costs, and as far in advance as possible on the need for adjustments in retail electric rates.
9. Protecting the assets of the Cooperative through appropriate insurance policies and coverages and by making sure that the policies, regulations, and mortgages of lending agencies are complied with.
10. Selecting and appointing independent financial auditors.
11. Ensuring that the Officers, the Chief Executive Officer, and other employees are bonded in accordance with the bonding requirements as prescribed by the Board of Directors and the Bylaws of the Cooperative.
12. Approving depositories for funds of the Cooperative and designating those authorities to sign checks, drafts, notes, contracts, deeds, mortgages, and other instruments on behalf of the Cooperative.
13. Holding well planned and effectively conducted Board meetings monthly, or more often if required. The preliminary agenda for such meetings shall be developed by the Chief Executive Officer in consultation with the President, and the agenda will be mailed in advance of the Board meeting with appropriate supporting information. The agenda shall be posted at least five days before the meeting at the Glennallen and Valdez offices of the Cooperative.
14. May establish policies governing the investment of funds of the Cooperative.

15. Establishing policies governing the payment of travel, director fees, out of pocket, and other expenses of directors.
  16. Approving the appointment of the Cooperative's principal consultants and contracts and agreements for their services.
  17. Approving purchase, transfer, lease and/or sales of all real estate.
  18. Fills vacancies on the Board for any unexpired term of office in accordance with the Bylaws.
  19. Reviews recommendations of the Chief Executive Officer on the program for the Annual Membership Meeting, and reviews the results of this meeting and makes appropriate recommendations to the Chief Executive Officer on any improvements which might be made to make such meetings more effective.
  20. Invites the participation of the members in planning and carrying out programs that affect them.
  21. Performs such other actions deemed necessary to promote and protect the interest of the membership.
- C. To consider and adopt short and long range plans with respect to:
1. Ensuring an adequate and reliable supply of power at the most reasonable cost for the members consistent with sound economic and business practices.
  2. Reviewing and approving the ideals, objectives, and major goals of the Cooperative, as developed and recommended by the Chief Executive Officer.
  3. Reviewing, in consultation with the Chief Executive Officer, proposed policies and adopting such policies as appropriate, and ensuring that these policies are reviewed periodically.
  4. Reviewing and approving broad operating programs, services and activities developed and recommended by the Chief Executive Officer and taking into account the feasibility of such recommendations, and the financial ability of the Cooperative to provide these programs and services.
  5. Reviewing and approving the annual work plans and budgets in terms of achieving the desired end results in the operations of the Cooperative and providing the best possible service to the members.

6. Considering and adopting broad personnel and wage and salary policies essential to provide opportunities for growth and development of employees.
7. Considering and approving labor contracts as recommended by the Chief Executive Officer.
8. Considering and adopting financial plans and policies essential to maintaining a sound financial structure for the Cooperative.
9. Adopting in consultation with the Chief Executive Officer, policies for maintaining good member, public, and governmental relations, programs for community and economic development, load management and energy conservation.

D. To provide operating requirements with respect to:

1. Authorizing the monies and expenditures of such monies through the adoption of the revenue, expense, and capital budgets necessary to carry out the mission of the Cooperative.
2. Establishing committees, when necessary, and receiving reports and recommendations from special or standing committees, and taking appropriate action as a result of such reports. The functions of such committees shall be in writing and reviewed annually by the Board of Directors.
3. Interviewing candidates and selecting and employing a competent Chief Executive Officer.
4. Delegating to the Chief Executive Officer the authorities and responsibilities as described in the *Delegation of Authority from the Board of Directors to the Chief Executive Officer* policy or by appropriate resolution.
5. Advising the Chief Executive Officer, upon his request, in regard to specific managerial decisions which are his delegated responsibility to make and for which results he is to be held responsible.
6. Determining major local, state, regional, or national organizations in which the Cooperative shall become a member.
7. Authorizing the construction of major facilities necessary for the efficient operations of the Cooperative.

E. To ensure that controls are established which can be used in appraising the effectiveness of the operations by:

1. Reviewing periodic reports from the Chief Executive Officer to ensure conformity to the Board's approved viewpoints, objectives, policies, major goals, plans, and programs. These reports shall be of sufficient scope to enable the Board of Directors to:
  - a. Prevent unauthorized action.
  - b. Predict trends and forecast results.
  - c. Determine where remedial or corrective action may be required.
  - d. Measure results against work plans.
  - e. Measure performance against plans and policies.
2. Reviewing the annual financial audit and the management letter, with the auditor present, and ensuring that any necessary action is taken. The audit and the management letter shall be sent to the directors prior to the meeting when they are to review it.
3. Reviewing the independent management audit if such an audit is undertaken, and ensuring that the Board approved recommendations are carried out by receiving and reviewing regular progress reports from the Chief Executive Officer.
4. Annually, conducting a written performance appraisal of the Chief Executive Officer. Such appraisal shall be conducted by the Board.
5. Conducting periodically, an appraisal of the Board of Directors, with or without outside consulting assistance, and holding discussions on the growth and development of the Board of Directors and how they can more effectively carry out their major functions.

### **102.3 Responsibility**

- A. The Board of Directors may delegate any or all of these responsibilities to a Committee of the Board or the Chief Executive Officer as long as such action is consistent with the Cooperative Bylaws and other legal requirements.
- B. The President of the Board of Directors has overall responsibility for administration of this policy.

## **103 DELEGATIONS OF AUTHORITY FROM THE BOARD OF DIRECTORS TO THE CHIEF EXECUTIVE OFFICER**

### **103.1 Purpose**

The purpose of this policy is to define the delegations of authority from the Board of Directors to the Chief Executive Officer to enable the manager to adequately direct the operations of Copper Valley Electric Association, Inc. (the Cooperative) and to report to the Board on the results achieved.

### **103.2 Policy**

#### **A. In General**

The Board, after considering input from staff and consultants, will set specified organizational objectives. The Board has also developed policies and a position description for the Chief Executive Officer that delegate tasks, powers, and responsibilities to the Chief Executive Officer, while also reserving specific responsibilities for the Board. The overall intent of these delegations of power and limitations on those delegations is to ensure the Chief Executive Officer has the authority necessary to achieve the Board's specified objectives while making clear the limits the Board is placing on the exercise of that authority.

#### **B. Interpretation**

As long as the Chief Executive Officer uses any reasonable interpretation of the Board's objectives, delegations of authority and limits on that authority, the Chief Executive Officer is authorized to establish all further operational policies, make all decisions, take all actions, establish all practices and carry out all activities the Chief Executive Officer believes are necessary to achieve those objectives. Such decisions of the Chief Executive Officer shall have the full force and authority as if decided by the Board. The following sections provide additional guidance regarding the Board's delegation of authority to the Chief Executive Officer and the limits on that authority.

#### **C. Delegated Areas of Authority**

1. Supervision and direction of the employees of the Cooperative;
2. Review and administration of the Cooperative's policy manuals;
3. Supervision and direction of the activities of the Cooperative, including, but not limited to, the generation and purchase of electricity; the distribution of electricity; proper administrative practices for billing and collection; proper consumer relations between the Cooperative and the members of the Cooperative; management of the Cooperative's finances;

and management of Cooperative purchasing procedures for Cooperative supplies, equipment, and services;

4. Representing the Cooperative in its relationships with other corporate entities, government entities, and associations;
5. Acting in such a manner as to ensure the highest quality service to Cooperative members;
6. Carrying out the responsibilities and exercising the authority set forth in the Chief Executive Officer's Board-approved position description; and
7. Exercising all other authority on behalf of the Cooperative that is not reserved to the Board or the members by the Cooperative's Articles of Incorporation, Bylaws, Board policy or applicable law.

#### D. Global Executive Constraints

In carrying out the responsibilities and powers delegated to the Chief Executive Officer, the Chief Executive Officer shall not cause or allow:

1. The Cooperative to be in violation of its Articles of Incorporation, Bylaws, Tariff (or applicable special contract), board policies, applicable law, regulation, court order or rule;
2. Members and prospective members to be treated unfairly;
3. Expenditures to be made in excess of the approved budget, or on non-budgeted items, except when in his judgment they are vital to effect unanticipated emergency maintenance or repairs;
4. The Cooperative to be in violation of a loan or debt promise, covenant or warranty;
5. The Cooperative to fail to settle short and long-term financial obligations in a timely manner;
6. The Cooperative to fail to maintain cooperative status under Alaska and federal law;
7. A change to the organization's name or to substantially alter its identity in the community;
8. Create or purchase any subsidiary corporation without board approval;

9. The sale, absent board approval, of any Cooperative real estate or plant asset or any asset that has a fair market value greater than \$10,000;
10. A change to the Chief Executive Officer's own compensation and benefits, except incidentally as a result of changes to benefits that apply to all non-union employees; or
11. A failure to notify the Board of an actual or anticipated noncompliance with a previously submitted monitoring report or Policy.

**103.3. Responsibility**

- A. The Chief Executive Officer shall report to the Board periodically on how these delegations are being carried out. The Chief Executive Officer may make further delegations to his staff as required.
- B. The Board is responsible for approving any changes in the delegations to the Chief Executive Officer. The Board may change its policies establishing specified results or limiting the Chief Executive Officer's latitude, thereby shifting the boundary between the Board and the Chief Executive Officer's areas of responsibility. By doing so, the Board changes the latitude of choice given to the Chief Executive Officer. But as long as any particular delegation is in place, the Board will respect and support the Chief Executive Officer's choices.
- C. The President shall be responsible for seeing that the performance of the Chief Executive Officer is appraised each year by the Board and the results of such appraisal are discussed with the Chief Executive Officer.

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**104 BOARD OF DIRECTORS-CHIEF EXECUTIVE OFFICER RELATIONSHIP****104.1 Purpose**

The purpose of this policy is to establish the policy governing the basic relationship between the Board of Directors and the Chief Executive Officer, including the principles involving the delegation of authority.

**104.2. Policy**

- A. In accordance with the above objective, the Board of Directors has established the following policy:
1. It is recognized that good management is the most important factor in the success of the Cooperative. In exercising such management responsibilities, the Board of Directors reserves its authority to establish policy, approve plans and programs and delegate authority to its Chief Executive Officer, except those that are by law, the Articles of Incorporation and Bylaws of the Cooperative conferred upon or reserved to its members.
  2. The Board of Directors recognizes its responsibility and its needs to establish policies, approve plans and programs, and delegate authority to the Chief Executive Officer to execute and carry out its plans, programs, and policies. All policies of the Board of Directors shall be promulgated at regular and special meetings. The Chief Executive Officer shall be given complete authority for managing the operations of the Cooperative in accordance with the objectives and policies set forth by the Board, including the authority to hire capable personnel within the approved wage and salary plan and policy, to train, supervise and replace them if necessary.
  3. The Chief Executive Officer shall be accountable to the Board for providing complete reports regarding strategic areas of operations in a manner that will allow full opportunity for the Board to measure results of management and operations. The Chief Executive Officer may use, at his discretion, individual members of the General Staff to present special reports for him to the Board of Directors.
  4. In addition to the establishment of policies, the Board shall be responsible for approval of the overall plans involving major operations, and basic requirements such as financial forecasts, budgets, other resources, facilities, investments and the control reports necessary to measure results. The Board may also direct the Chief Executive Officer to conduct necessary replanning to take corrective action to conform to Board objectives, policies, and plans.

5. Directors shall act collectively, as the Board of Directors, under an approved order of business. Each director shall recognize that he has no authority outside of the Board meeting, except and unless he is specifically authorized or assigned a project with authority to act or speak for the Board. The Board recognizes that should any Director undertake in private conversation with others to make commitments for the Board of Directors, and/or the Cooperative that Director becomes involved in a serious breach of policy.
6. It shall be the policy of the Board of Directors to refrain, as individuals, from discussing management problems with the personnel of the Cooperative. At the request of the Chief Executive Officer, the Board of Directors may confer with personnel at regular or special meetings of the Board.
7. It shall be distinctly understood that the "Flow" of authority for the management of the Cooperative shall pass through the Chief Executive Officer, and the Chief Executive Officer shall be the connecting link between the Board of Directors and the personnel. The Board of Directors shall require full and complete information from the Chief Executive Officer concerning all matters in connection with the management of the Cooperative as set forth in Board Policies.
8. Primarily, the purpose of this policy is to define the relationship that shall exist between the Board of Directors, who are the elected representatives of the Cooperative members, and the Chief Executive Officer, who is employed by the Board of Directors. The Board of Directors recognizes that efficient management of the Cooperative can exist only through mutual understanding and complete cooperation between the Board of Directors and the Chief Executive Officer. The Chief Executive Officer is expected to produce results and give an account to the Board of Directors for his stewardship. His performance cannot be of the best unless he is given latitude to exercise independent judgment in executing policies of the Board of Directors. The Board of Directors acknowledges the obligation, and gives the Chief Executive Officer that latitude of judgment and discretion, and expects faithful performance in carrying out all of the policies of the Board of Directors.
9. Employees will be delegated responsibility in accordance with an approved organizational plan and written job descriptions. No employee shall, at any time, receive or be required to take instructions from any member of the Board of Directors, nor will an employee contact any director with any grievance or operating problem, it being clearly understood that the Board, as the governing body of the Cooperative, establishes and approves the general policies and not operating procedures.

10. When an individual Board Member receives a complaint from the membership or the public, he shall refer the complaint to the Chief Executive Officer and may request a full report to the Board of the action taken. The Chief Executive Officer is expected to periodically inform the Board of Directors regarding evidence of members' dissatisfaction and the type and number of complaints.
11. The Chief Executive Officer will be expected to provide leadership in the overall Board and management function and to advise and assist the Board with regard to viewpoints, objectives, policies, and plans.
12. The Board of Directors recognizes its responsibility for the employment of a Chief Executive Officer, and further the additional responsibility for a systematic appraisal of the Chief Executive Officer's performance in order that growth, development and effective improvements are encouraged.

### **104.3 Responsibility**

- A. The Chief Executive Officer shall be responsible for communicating noncompliance of this Policy to the Board of Directors, at a meeting.
- B. All directors shall follow this policy.
- C. Each director has the responsibility to comply with this policy and shall report any non-adherence to the Board of Directors at the next meeting of the Board.

## 105 QUALIFICATIONS FOR DIRECTORSHIP

### 105.1 Purpose

The purpose of this policy is stated as follows:

- A. To state the qualifications which have been determined to be essential characteristics of those individuals who are elected or appointed to the Board of Directors.
- B. To provide and inform the membership of guidelines for those persons considering or being nominated and subsequently voted upon for service as a member of the Board of Directors of the Cooperative.
- C. To provide the membership with a means of assuring themselves of the election of members to the Board of Directors who are qualified to carry out the mission of the Cooperative, to support the ideals and objectives, formulate policy, develop plans, and ensure their execution.

### 105.2 Policy

- A. The Board of Directors of the Cooperative has resolved that the policy contained herein shall be used as a guide when considering the qualifications for directorship.
- B. Any member or members that nominate, by petition, an individual to be voted upon for election to the Board of Directors of the Cooperative, shall be aware of and should carefully and seriously consider the following legal and other requirements and personal qualifications before such a nomination is entered. The Cooperative Bylaws, Section 4.02, Director Qualifications, and Section 4.11, "Close Relative" Defined, stipulate director qualifications as adopted by the membership. In addition to the Bylaws, the person nominated:
  - 1. Must be a member in good standing and a bona fide resident of the district from which elected. Member in good standing is defined as: A member with an established good payment record with the Cooperative as evidenced by receiving service from the Cooperative with no more than one delinquency in payment during the last 12 consecutive months of service.
  - 2. Must be willing to promote and safeguard the interests of the Cooperative.
  - 3. Will be required and, therefore, must be able to represent the entire membership on an impartial basis for the good of all.

4. Must be willing to attend regularly scheduled and special meetings of the Board of Directors; national, state and other meetings of organizations with associated interests that further the cooperative movement; training institutes or seminars which will aid in keeping well informed on matters affecting the Cooperative.
  5. Shall be aware that members of the Board of Directors serve without salary and on a fee basis only for time given to regularly scheduled and approved affairs of the Cooperative plus reimbursement for all reasonable expenses in connection with such scheduled activities.
  6. Shall agree to serve the term of office for which elected until a successor has been appointed or elected.
  7. Shall not use, or cause to be used, the position of director to further any political ambitions.
  8. Shall not be a holder of an elected public office.
- C. Service as a director shall include the following responsibilities for growth and development, for keeping informed and educated, and for participating in all functions of the Board.
1. To expend the effort needed to understand the Cooperative's problems and to provide the judgment needed to reach decisions in constantly changing circumstances.
  2. To support all official decisions and actions made or taken by a majority of the Board.
  3. To conscientiously study the information contained in the reports submitted by and to the Board.
  4. To contribute to the development of statements of functions and responsibilities of Board members and to work toward their constant improvement.
  5. To objectively evaluate and consider the questions and problems with which the Cooperative is faced.
  6. To keep informed as to the ideals and objectives of the Cooperative and to further study and analyze the policies, plans, and problems which result from efforts to achieve such ideals and objectives.

7. To keep informed on, alert to, and aware of the attitudes of the members, the employees, and general public toward the Cooperative's mission, goals, objectives, and policies.
  8. To inform all interested persons about the Cooperative's mission, goals, ideals, objectives, programs, and services.
- D. The Board of Directors should consider the following suggested questions when reviewing the personal qualifications of a nominee for appointment to the Board of Directors:
1. What is the business record of the individual and what has the management of his\her own affairs indicated as to the possession of sound business judgment?
  2. What is the proposed nominee's demonstrated capacity for leadership and reputation for honesty and integrity?
  3. What has the proposed nominee done that would demonstrate his\her capacity for working with others?
  4. What are the ideals and objectives of the proposed nominee as they relate to cooperative principles and philosophy?
  5. What are the problem areas which the proposed nominee might encounter when helping fellow members obtain a more complete understanding of the Cooperative and its activities and problems?
- E. This policy shall be in addition to existing provisions of the Articles of Incorporation and approved Bylaws and is intended to serve as a guide in keeping the members informed on their nominating and voting obligations.
- F. Potential nominees shall be provided with Section 100 of the Director Handbook prior to submitting their petitions for nomination.

### **105.3 Responsibility**

- A. The President shall make certain that a copy of this policy is given to each member considering nomination and those members nominated by petition.
- B. The President is responsible for determining that this policy is adhered to and made known to interested persons at all times.

## **106 POLITICAL ACTIVITY OF DIRECTORS AND EMPLOYEES OF THE COOPERATIVE**

### **106.1 Purpose**

The purpose of this policy is to recognize the rights and privileges of its Directors and employees, as individual citizens, to express themselves on, and participate in political activities. It also recognizes that the exercise of these rights is necessary to foster and maintain our democratic form of government.

### **106.2 Policy**

A. To provide clarification and understanding that will guide the political actions and activities of Directors and employees of the Cooperative and to define the relationships that will be maintained by the Cooperative with candidates and elected representatives of political parties.

1. Directors

Directors of the Cooperative are encouraged to be active in the political party of their choice but they shall not use their position with the Cooperative to endorse either political candidates or parties.

2. Employees

- a. Employees of the Cooperative are encouraged to be active in the political party of their choice but they shall not use their position with the Cooperative to endorse either political candidates or parties.
- b. Employees who are elected to government office shall resign their position with the Cooperative.
- c. All employees are encouraged to familiarize themselves with the position of candidates on the Rural Electrification Program.

### **106.3 Responsibility**

The President of the Board and Chief Executive Officer, respectively, are responsible to ensure this policy is adhered to.

## 107 CONFLICT OF INTEREST

### 107.1 Purpose

The purpose of this policy is to spell out those areas where the Directors of Copper Valley Electric Association, Inc. (the Cooperative) shall avoid conflict of interest, or any appearance of conflict of interest, so that the affairs of the Cooperative will always be carried out in a business like and ethical manner.

### 107.2 Policy

- A. Directors and employees are prohibited from receiving gifts, fees, loans, or favors from suppliers, contractors, consultants, or financial houses, which obligates or induces them to compromise their responsibilities to negotiate, obligate, inspect or audit, or award contracts, with the best interests of the Cooperative uppermost in mind. This does not prohibit receiving gifts or favors of nominal value or casual entertainment, which meets all standards of ethical business conduct, and involves no element of concealment.
- B. The complete confidentiality of business information must be respected at all times. Directors and employees are prohibited from knowingly disclosing such information to those who do not have the need to know, or whose interest may be adverse to the Cooperative, both inside or outside the organization; or in any way using such information for personal gain or advancement; or to the detriment of the Cooperative; or to individually conduct negotiations or make contacts or inquiries on behalf of the Cooperative unless officially designated to do so.
- C. Directors and employees are prohibited from acquiring or having a financial interest in any property which the Cooperative acquires or a direct or indirect financial interest in a major supplier, contractor, consultant, or other entity with which the Cooperative does business. This does not prohibit the ownership of securities in a publicly owned company except in a substantial amount by those in a position to materially influence or affect the business relationship between the Cooperative and such publicly owned company. Any other interest in or relationship with an outside organization or individual having business dealings with the Cooperative, is prohibited if this interest or relationship might tend to impair the ability of the Directors or employees to serve the best interests of the Cooperative. If members of the immediate family of a Director or employee have a financial interest as specified above, such interest shall be fully disclosed to the Board of Directors which shall decide if such interest should prevent the Cooperative from entering into a particular transaction, purchase, or employment services. The term "immediate family" means a person who, by blood or in-law, including half, foster, step and adoptive kin, is either a spouse, child, grandchild, parent, grandparent, brother, sister, aunt, uncle, nephew or niece of the principal. Any person residing in the Cooperative's Director's or employees' households shall be regarded as "immediate family".

- D. Every Director and employee of the Cooperative is expected to avoid situations which might be construed as conflicts of interest since it is not feasible in a policy statement such as this to describe all the circumstances and conditions that might be or have the potential of being considered conflict of interest.

**107.3 Responsibility**

- A. Each Director of the Cooperative shall make every reasonable effort to comply with the letter and spirit of this policy.
- B. The Board of Directors is responsible for reviewing all interpretations or violations of this policy. Decisions considered inconsistent with this policy are to be reported to the entire Board.
- C. Each Director and employee must disclose any situation which in their opinion, violates, may violate, or could appear to violate the intent of this policy.

## Attachment

### Sec. 11.46.600. Scheme to defraud.

(a) A person commits the crime of scheme to defraud if the person engages in conduct constituting a scheme

(1) to defraud five or more persons or to obtain property or services from five or more persons by false or fraudulent pretense, representation, or promise and obtains property or services in accordance with the scheme; or

(2) to defraud one or more persons of \$10,000 or to obtain \$10,000 or more from one or more persons by false or fraudulent pretense, representation, or promise and obtains property or services in accordance with the scheme.

(b) Scheme to defraud is a class B felony.

### Sec. 11.46.620. Misapplication of property.

(a) A person commits the crime of misapplication of property if the person knowingly misapplies property that has been entrusted to that person as a fiduciary or that is property of the government or a financial institution.

(b) It is not a defense to a prosecution under this section that it may be impossible to identify particular property as belonging to the victim at the time of the defendant's misapplication.

(c) For purposes of this section, "misapply" means to deal with or dispose of property contrary to

(1) law;

(2) a judicial rule or order; or

(3) the obligations of a fiduciary relationship.

(d) Misapplication of property is

(1) a class C felony if the value of the property misapplied is \$500 or more;

(2) a class A misdemeanor if the value of the property misapplied is less than \$500.

### Sec. 11.46.630. Falsifying business records.

(a) A person commits the crime of falsifying business records if, with intent to defraud, the person

- (1) makes or causes a false entry in the business records of an enterprise;
- (2) alters, erases, obliterates, deletes, removes, or destroys a true entry in the business records of an enterprise;
- (3) omits to make a true entry in the business records of an enterprise in violation of a duty to do so which the person knows to be imposed upon that person by law or by the nature of that person's position; or
- (4) prevents the making of a true entry or causes the omission of a true entry in the business records of an enterprise.

(b) For purposes of this section,

- (1) "business record" means a writing, recording, or article kept or maintained by an enterprise for the purpose of evidencing or reflecting its condition or activity;
- (2) "enterprise" means a private entity of one or more persons, corporate or otherwise, engaged in business, commercial, professional, charitable, political, industrial, or social activity.
- (c) Falsifying business records is a class C felony.

Sec. 11.46.660. Commercial bribe receiving.

- (a) A person commits the crime of commercial bribe receiving if the person solicits, accepts, or agrees to accept a benefit with intent to violate a duty to which that person is subject as
  - (1) an agent or employee of another;
  - (2) a trustee, guardian, or other fiduciary;
  - (3) a lawyer, physician, accountant, appraiser, or other professional adviser;
  - (4) an officer, director, partner, manager, or other participant in the direction of the affairs of an organization; or
  - (5) an arbitrator or other purportedly disinterested adjudicator or referee.
- (b) Commercial bribe receiving is a class C felony.

Sec. 11.46.670. Commercial bribery.

- (a) A person commits the crime of commercial bribery if, knowing that another is subject to a duty described in [AS 11.46.660](#) (a) and with intent to influence the other to violate that duty, the person confers, offers to confer, or agrees to confer a benefit on the other.
- (b) Commercial bribery is a class C felony.

Sec. 11.46.710. Deceptive business practices.

(a) A person commits the crime of deceptive business practices if, in the course of engaging in a business, occupation, or profession, the person

(1) makes a false statement in an advertisement or communication addressed to the public or to a substantial number of persons in connection with the promotion of the sale of property or services or to increase the consumption of property or services;

(2) uses or possesses for use a false weight or measure or any other device for falsely determining or recording any quality or quantity;

(3) sells, offers for sale, exposes for sale, or delivers less than the represented quantity of a commodity or service;

(4) sells, offers for sale, or exposes for sale adulterated commodities; or

(5) sells, offers for sale, or exposes for sale mislabeled commodities.

(b) As used in this section,

(1) "adulterated" means varying from the standard of composition or quality prescribed by law or, if none, as set by established commercial usage;

(2) "false statement" means an offer to sell or provide property or services made with intent not to sell or provide the advertised property or services

(A) at the price or of the quality advertised;

(B) in a quantity sufficient to meet the reasonably expected public demand unless quantity is specifically stated in the advertisement; or

(C) at all;

(3) "mislabeled" means

(A) varying from the standard of truth or disclosure in labeling prescribed by law or, if none, as set by established commercial usage; or

(B) represented as being another person's product, though otherwise labeled accurately as to quality and quantity.

(c) Except as provided in (d) of this section, deceptive business practices is a class A misdemeanor.

(d) Deceptive business practices is a class C felony if the person uses the Internet or a computer network to commit the offense. In this subsection, "Internet" means the combination of

computer systems or networks that make up the international network for interactive communications services, including remote logins, file transfer, electronic mail, and newsgroups.

Sec. 11.46.720. Misrepresentation of use of a propelled vehicle.

(a) A person commits the crime of misrepresentation of use of a propelled vehicle if, with intent to deceive any person, the person sells, leases, or offers or exposes for sale or lease a propelled vehicle knowing that a usage registering device on the vehicle has been disconnected, adjusted, or replaced so as to misrepresent the distance traveled by the vehicle or the hours of engine use.

(b) As used in this section, "usage registering device" means any odometer, speedometer, recording tachometer, hobbsmeter, or other instrument that registers the distance traveled by the vehicle or the hours of engine use.

(c) Misrepresentation of use of a propelled vehicle is a class A misdemeanor.

Sec. 11.46.730. Defrauding creditors.

(a) A person commits the crime of defrauding creditors if

(1) knowing that property is subject to a security interest, the person

(A) with intent to defraud, fails to disclose that security interest to a buyer of that property;  
or

(B) destroys, removes, conceals, encumbers, transfers, or otherwise deals with that property with intent to hinder enforcement of that security interest;

(2) the person destroys, removes, conceals, encumbers, transfers, or otherwise deals with the person's property with intent to defraud an existing judgment creditor; or

(3) knowing that proceedings have been or are about to be instituted for the appointment of an administrator or that a composition agreement or other arrangement for the benefit of creditors has been made or is about to be made, the person, with intent to defraud any creditor,

(A) destroys, removes, conceals, encumbers, transfers, or otherwise disposes of any part of or interest in the debtor's estate;

(B) obtains a substantial part of or interest in the debtor's estate;

(C) presents to any creditor or to the administrator a writing or record relating to the debtor's estate knowing that it contains a false statement; or

(D) misrepresents or fails to disclose to the administrator the existence, amount, or location of any part of or interest in the debtor's estate or any information which that person is legally required to furnish to the administrator.

(b) As used in this section, "administrator" means an assignee or trustee for the benefit of creditors, a liquidator, a receiver, or any other person entitled to administer property for the benefit of creditors.

(c) Defrauding creditors is a class A misdemeanor unless that secured party, judgment creditor, or creditor incurs a pecuniary loss of \$500 or more as a result to the defendant's conduct, in which case defrauding secured creditors is

- (1) a class B felony if the loss is \$25,000 or more;
- (2) a class C felony if the loss is \$500 or more but less than \$25,000

**108 INSURANCE FOR DIRECTORS****108.1 Purpose**

The purpose of this policy is to indemnify directors, former directors, employees, and the Chief Executive Officer against liability and to provide insurance.

**108.2. Policy**

- A. The Cooperative Bylaws provide in Section 6.12 indemnification based upon good faith business judgments.
- B. Directors', officers', and employees' liability insurance shall be provided by the Cooperative, which provides up to \$5,000,000 in the aggregate for claims made against them while acting on CVEA business, individually or collectively, for a wrongful act.
- C. 24 Hour Accident Insurance (NRECA) \$20,000
- D. Business Travel Insurance (NRECA) \$100,000

**108.3 Responsibility**

- A. The Chief Executive Officer shall annually report to the Board of Directors insurance availability, cost, and recommend appropriate revisions.
- B. Each Board member shall be aware of limits and limitation of insurance coverage.

## **109 DIRECTOR PARTICIPATION IN COOPERATIVE MEETINGS**

### **109.1 Purpose**

The purposes of this policy are as follows:

- A. To establish guidelines for Director participation in Cooperative meetings by electronic means.
- B. To establish procedure for payment of fees and reimbursement of expenses for attendance at Cooperative meetings, community and public meetings in the CVEA service area, and meetings regarding Cooperative business outside the CVEA service area.

### **109.2 Authority**

- A. Article V of the Cooperative's Bylaws sets forth the rules governing regular and special meetings of the Board of Directors.
- B. Section 5.01(c) of the Bylaws provides that regular and special board meetings may be conducted via remote communication devices.
- C. Section 5.05 of the Bylaws authorizes the Board of Directors to define terms and conditions for Director participation in board meetings.
- D. Corporate counsel is authorized to participate in all meetings of the Board of Directors by electronic means when requested.

### **109.3 General Policy**

- A. Regular or special board meetings may be held by video or teleconference in the event of adverse weather or when the topics require attention but do not justify the time and travel to meet. Video and teleconference should not overshadow the importance of face-to-face meetings.
- B. Attendance
  - 1. Directors are expected to attend, in person, all regular monthly board meetings.
  - 2. Directors may participate in regular and special board meetings by video or telephonic means at the Director's option.
  - 3. Directors who participate via teleconference or videoconference will be counted as attending under the same privileges as in-person attendance.
  - 4. Directors missing five regular meetings in any 12 consecutive months will be deemed to have resigned their seat on the Board of Directors. (Section 5.05(a) of the Bylaws).

5. For purposes of Section 4.02(b)(2) of the CVEA Bylaws, the term “permanent year round resident within or in close proximity to an area served by the Association” includes a person who is a legal resident of Alaska for voter registration or Permanent Fund Dividend purposes whose principal residence is located within or in close proximity to the CVEA Service Area, even if such a person may be absent from such area for an extended period of time, so long as that person otherwise complies with the attendance requirements stated in this Subsection B.
- C. Directors not able to participate at a regular monthly meeting are responsible for contacting the Board President and the CEO or Executive Assistant, in advance of the meeting.
- D. Weather Considerations
1. Winter weather constraints on the day of a regular or special board meeting will be evaluated for consideration for participation by videoconference. The Board President will contact at least one director from the other district to determine if the meeting should be conducted via videoconference.
  2. Weather constraints to be considered:
    - a. Richardson Highway is closed between Valdez and Glennallen
    - b. Temperature is colder than 40° below zero (Fahrenheit)
    - c. High winds and/or excessive precipitation forecast
    - d. Other considerations by the President

#### **109.4 Meeting Fees & Expenses**

- A. Cooperative Meetings (in service area)
1. The Board of Directors will receive a daily fee of \$250 for each board meeting, committee meeting, work session, or other Cooperative meeting attended within the service area. Where one or more meetings are held the same day, one daily fee will be paid.
  2. In addition, the Board of Directors may receive mileage to and from their principal residence to approved meetings at the standard federal mileage rate and be reimbursed for reasonable expenses.
  3. If a regular meeting is held and a quorum is not present, the attending Directors will receive the daily fee plus mileage at the standard mileage rate to and from such meetings and may be reimbursed for any expenses.

B. Community and Public Meetings Where Cooperative Business is Discussed (in service area)

1. Expenses and mileage will be paid for Directors attending community meetings in their own district when there is discussion regarding Cooperative business.
2. If Directors travel to the other district for such meetings, director fees, expenses, and mileage will be paid.
3. Director attendance at these meetings does not require advance approval of the Board.

C. Cooperative Business (outside the service area)

1. The Board of Directors will receive a daily fee of \$250 for each day of attendance at state, regional, and national meetings or other approved meetings or training sessions outside of the service area.
2. Where one or more meetings are held the same day, one daily fee will be paid.
3. If a Director participates in an approved training session via electronic means, e.g., webinars, the daily fee of \$250 will be paid if the session last four hours or more. If the session last less than four hours, a fee of \$125 will be paid.
  - a. Directors are responsible for documenting their fees on the Cooperative expense sheet.
  - b. Any expenses associated with electronic participation shall be documented on the Cooperative expense sheet.
4. Travel Fee Reimbursement
  - a. In-state travel - For in-state travel, fees will be paid for "documented official travel days" for attendance at all approved Cooperative meetings.
  - b. Out-of-state fees - For out-of-state travel, fees will be paid for "documented official travel days" up to two days each way for attendance at approved Cooperative meetings.
  - c. Directors are responsible for documenting the official travel days upon which fees are calculated on the Cooperative expense sheet.

## 5. Expense Reimbursement

- a. Directors may be reimbursed for reasonable and necessary business expenses including meals, lodging, airfare, ground transportation, and incidental expenses.
- b. All requests for reimbursement must provide the time, place, business purpose, business relationship of person involved, and the amount to qualify for reimbursement.
- c. Except for lodging all reimbursements greater than \$25 must be supported by a receipt.
- d. All reimbursements for lodging must be supported by a receipt.
- e. Travel by personal automobile to and from approved meetings or the appropriate airport will be reimbursed at the standard mileage rate.
- f. To the extent reasonably convenient, the most economical means and combination of transportation will be used. Payment for meals and room expenses for travel time (especially when the trip is made by automobile as a personal preference to public transportation) shall not exceed such expenses as might be incurred if the trip was made by airline, to the extent such transportation is available. Where extenuating circumstances prevent compliance with this limitation, an itemized statement of expenses may be presented to the Board for approval.
- g. Directors are responsible for completion of a CVEA expense sheet to claim reimbursement for mileage, Director fees, and travel day(s) fees, and out-of-pocket expenses.
- h. Director expense packets will be available for Board review at regular monthly board meetings.

### **109.5 Responsibility**

- A. The Chief Executive Officer is responsible for communicating to the Board President expenses claimed which are inconsistent with this policy.
- B. Each Director shall be responsible for adhering to this policy.
- C. The Board President shall be responsible for the administration of this policy.

## 110 BOARD TRAVEL POLICY

### 110.1 Purpose

The purpose of this policy is as follows:

- A. To provide effective means and procedures for the Board of Directors in rotation of duties and responsibilities.
- B. To establish procedures and guidelines for travel by members of the Board.

### 110.2. Policy

- A. It shall be the policy of the Board of Directors to give each board member equal training and attendance at meetings.
  - 1. Approval
    - a. When a director has been selected by the Board to serve as the Cooperative's representative on a standing industry board or committee, it is presumed that appropriate travel and expenses are also approved.
    - b. No approval will be required for board members travel to regular board meetings, special board meetings, annual membership meetings, board work sessions, board committee meetings, and other meetings within the service area. Reimbursement of travel expenses and daily fees will be as prescribed in the Directors Fees and Expenses policy. The Board reserves the right to review reasonableness of expenditures.
    - c. Those directors not selected to represent the Cooperative and who wish to travel outside the service area will be by approval of the Board. This includes: APA meetings, regional meetings, national meetings, FDPPA meetings, and educational meetings (schools). In the event that the presence of at least one board member is required for a meeting within the state, but outside the service area, approval may be granted by the President if circumstances do not allow for Board approval at a regular meeting. For example: An emergency or unscheduled meeting might be called concerning the FDPPA. This meeting may fall between the Cooperative's regular board meetings, and approval by the Board may not be possible. The President or acting President may give approval for a board member to attend such meeting. The President also has the option to poll other board members by telephone concerning emergency or unscheduled training.

2. Discretion should be used by the Board when approving out-of-area travel. It may not be necessary that the entire Board be present at a meeting outside the area to represent the Cooperative.
3. When approving Board travel by board members for educational purposes, the following criteria should be considered:
  - a. length of time on the Board;
  - b. the board member's desire to remain on the Board;
  - c. the educational courses that have been taken by the board member;
  - d. the board member's reason for wanting to attend a particular training session.
4. When board members travel to meetings outside of the service area, they will prepare a written report of the meeting for the next regular board meeting.
5. Under no circumstances will the travel expenses for a spouse or friend of a board member be paid by the Cooperative. (See Directors Fees and Expenses, Policy 109, for details.)
6. All board expenses will be reimbursed by the Cooperative according to Directors Fees and Expenses, Policy 109.
7. In the event that travel for a particular meeting may be lengthy and require considerable monetary outlay by the board member, he/she may request a travel advance not to exceed 75% of the projected costs including air fare, personal vehicle use, room and board, taxi and bus fares, and other miscellaneous expenses.
8. The board member will prepare an expense sheet with receipts, following travel, which will be presented to the Chief Executive Officer for reimbursement minus any travel advance.

Board member expense packets will be available for Board review at regular monthly board meetings.

9. Each board member is responsible to review his/her expenses and meeting attendance. Board members should be willing to travel in order to increase their knowledge of state, national, and political influences on the Cooperative.

**110.3 Responsibility**

- A. Each board member shall be responsible for adhering to this Policy.
- B. The Board President shall be responsible for the administration of this Policy.
- C. The Chief Executive Officer shall bring instances of non-adherence of this policy to the President of the Board of Directors.

## 111 PARLIAMENTARY AUTHORITY

### 111.1 Purpose

The purpose of this policy is as follows:

- A. To set forth general parliamentary authority for conduct of board and committee meetings.
- B. To adopt standing rules for conducting Cooperative board and committee meetings.

### 111.2 Policy

- A. Parliamentary procedure at all meetings of the members, of the Board of Directors, and any committee provided for in the Bylaws, and of any other committee of the members of the Board of Directors, which may from time to time be duly established, shall be governed by the most recent edition of *Robert's Rules of Order*, except to the extent such procedure is otherwise determined by law or by the Cooperative's Articles of Incorporation or Bylaws by resolution of the Board of Directors or any policy adopting standing rules of parliamentary authority.
- B. As a supplement to *Robert's Rules of Order* the following standing rules are adopted.
  1. Board members requesting to place a topic on the agenda shall do so a minimum of ten days prior to the meeting date. Documentation in support of the agenda topic shall be provided when the request is made.
  2. Agenda items that have not been received by the stated deadline shall only be considered after a majority vote of the Board of Directors. These late agenda items will be added to the agenda as the last items of Other Business, after all other items have been considered.
  3. The presiding officer will follow the six steps to a motion procedure. The presiding officer may require that motions be made in writing. Motion forms will be made available at each meeting.
  4. At board meetings, each board member may speak a second time to a motion only if no other board member who has not already spoken desires to speak. The board may choose to extend debate by a majority vote. No member may speak for more than three minutes each time they are recognized. Motion makers may not speak against their own motions.

5. The presiding officer will keep a speaker's list as necessary and recognize each member in turn, alternating between speakers for and against each motion.
  6. Votes will be taken by show of hands or any other method approved by the Board. Unless excused, the presiding officer will vote on all motions.
  7. Board members will be expected to perform due diligence by having read all of the material provided in a timely manner before the board meeting.
- C. These rules can be suspended by 2/3 vote of the Board of Directors.

### **111.3 Responsibility**

- A. The presiding officer or committee chair is responsible for ensuring parliamentary procedure is followed.
- B. Each Director is responsible for adhering to parliamentary rules and for maintaining proper decorum in board and committee meetings.

**113 REPLACEMENT OF THE CHIEF EXECUTIVE OFFICER****113.1 Purpose**

The purpose of this policy is as follows:

- A. To establish procedures for the resignation, termination, incapacity, or death of the Chief Executive Officer (CEO).
- B. To establish procedures whereby an Acting CEO is appointed in the event of the termination, death, or incapacity of the CEO.
- C. To establish procedures for appointing an Interim CEO until such time as a successor CEO is named.
- D. To define the process by which the Board shall undertake the search for and selection of a competent and qualified CEO for the Cooperative.

**113.2 Policy**

- A. Resignation of the CEO
  - 1. The CEO shall give the Board of Directors as much advance notice as possible of his resignation and in no case less than 120 days.
  - 2. The departing CEO will assist the Board as required in recruiting and selecting a successor CEO.
- B. Termination of the CEO
  - 1. The CEO may be terminated by the Cooperative for misconduct or failure to perform the duties required of the CEO. In such a case, termination shall be “for cause” and termination shall occur only after written notice has been provided to the CEO and he has been extended an opportunity to respond to the allegations of cause. Termination shall occur only for substantial and material failure to perform or misconduct.
  - 2. In the event of proposed disciplinary action for alleged incompetence, the Board of Directors shall conduct a special evaluation of the CEO and provide the CEO written notice of the Board’s concerns before taking any such action.
  - 3. A termination for failure to perform or misconduct shall be finalized in writing and shall state the basis of the termination. The termination document shall be confidential between the Board of Directors and the CEO.

4. In the event of the death, incapacity, or termination of the CEO, the Acting CEO will ensure that all Cooperative property is recovered.

C. Assumption of CEO's Responsibilities in the Event of the Death or Incapacity of the CEO

1. In the event of the death or incapacity of the CEO, the Board President shall appoint a senior management employee to the position of Acting CEO.
2. The Acting CEO will immediately notify the following persons and organizations:
  - a. Members of the Board
  - b. Cooperative General Counsel
  - c. Regional Vice President of the National Rural Utilities Cooperative Finance Corporation
  - d. National Rural Electric Cooperative Association Executive Search Department
3. The Acting CEO, in consultation with the President of the Board, will schedule a Board of Directors meeting within 30 days to discuss replacing the CEO.

D. Appointing an Interim CEO

1. At the board meeting referred to in II.C.3 of this policy, the Board of Directors, by majority vote, shall appoint an existing employee to serve as the Interim CEO until such time as a successor CEO is named.
2. In the event there are no qualified, existing employees, the Acting CEO shall be directed to contact CFC, NRECA, and the Rural Utilities Service General Field Representative to secure a list of qualified interim candidates.
3. In appointing the Interim CEO, the Board shall consider the educational background, professional experience, leadership skills, and qualifications of the individual to serve as the Interim CEO of the Cooperative.

E. Hiring a replacement CEO

1. The Board has two options for recruiting and selecting a CEO. Those options include retaining a consultant to assist with the process or alternatively conducting the process themselves. As an alternative to the second option, the Board may elect to create a special CEO Search Committee to conduct the process.

2. Activities required in the search effort include such services as preparing and placing advertisements for the position, rewriting the position description, receiving and reviewing resumes from the candidates, performing background checks, assisting with interviews or performing preliminary screening and establishing a short candidate list, and performing other services which may be desired by the Board.

3. Background Verification

Each prospective candidate shall authorize the Cooperative to perform a complete background review including his military, criminal, civilian, employment, credit and educational attainments. In addition, candidates shall be required to provide five professional and three personal references.

The candidate shall be advised that the results of the review may be subject to disclosure during the review process. The results of the review shall be made available to the Board but shall otherwise be deemed confidential information not subject to disclosure except by court order entered by a court of competent jurisdiction.

4. Short List

- a. The professional consultant or Board committee shall recommend to the Board those candidates that appear to warrant further consideration.
- b. In the case where there is no consultant or committee, the full Board shall determine those candidates that appear to warrant further consideration.
- c. While there can be no specific number for such a short list, it is understood that the purpose is to focus on those candidates who appear to have the best credentials required for the position, and to have that number be small enough for interview and final selection purposes.

5. Interviews

- a. The entire Board, and in no event less than six members, shall interview the candidates on the short list.
- b. Interviews of the candidates should take place at the Cooperative's headquarters, or at a facility customarily used for meetings of the Board. The Board may, at its discretion, send members of the Board to a site for the purpose of conducting background checks if deemed necessary. The costs of bringing prospective candidates and their spouses to the service area for interviews shall be borne by the Cooperative.
- c. The Board shall determine the process for conducting interviews.

## 6. Selection

Selection shall be made upon the affirmative vote of not less than six members of the Board as a whole. The vote shall be taken as soon as practicable after the interview process.

## 7. Offer of Employment

- a. Once a candidate is selected, an employment offer acceptable to the Board should be made.
- b. Terms and conditions of employment including at a minimum, start date, salary, benefits, housing, relocation expense, discipline and termination of employment, appraisal, and probationary period should be set forth in a written employment agreement acceptable to General Counsel. The agreement should be executed by the candidate and the Board President.

## F. Notifications

Subsequent to the selection of the CEO, the following notifications shall be made via electronic communications or resolution of the Board.

1. NRECA Designate and Alternate
2. CFC Designate and Alternate
3. National Rural Utilities Cooperative Finance Corporation
4. Use of Commercial Paper
5. First National Bank Alaska Signature Authorization (resolution)
6. SelectRE Pension Plan Adoption Agreement
7. Investment Authorization – National Rural Utilities Cooperative Finance Corporation
8. Investment Authorization – First National Bank Alaska
9. Use of CFC Line of Credit
10. First National Bank Alaska Wire Transfer Authorization
11. APA Board of Directors Representative and Alternate (resolution)
12. Federal Energy Regulatory Commission
13. Delegation of Authority to CEO (resolution)

14. Other

**113.3 Responsibility**

It shall be the responsibility of the President of the Board to administer this policy.

**114 BOARD OF DIRECTOR MEETING DOCUMENTATION****114.1 Purpose**

The purpose of this policy is as follows:

- A. To establish procedures for recording and transcribing minutes of meetings of the Board of Directors and to accurately document said meetings.
- B. To establish a consistent manner in which to accurately record votes cast by board members.
- C. To establish a retention period for board meeting tapes which is in the best interest of the Cooperative.
- D. To establish procedures for the systematic disposal of board meeting tape recordings.

**114.2 Policy**

- A. It is a duty of the recording secretary to tape record all board meetings. Handwritten notes will be taken to accurately document the actions of the board as backup in the event of a mechanical failure of the recorder.
  - 1. Meeting tapes are to be used to transcribe meeting minutes; and
  - 2. Meeting tapes are to be used to clarify any discrepancies which may arise in the written minutes; and
  - 3. Meeting tapes will be retained until after the regularly scheduled board meeting following the meeting in which the minutes were approved as presented or amended by the Board of Directors; and
  - 4. Meeting tapes will be retained by the recording secretary and magnetically erased promptly after the prescribed retention period.
- B. Consistent with Robert's Rules of Order and parliamentary procedures, the minutes of meetings of the Board of Directors will be produced in summary fashion. Motions made during the meeting and acted upon will be recorded verbatim. To ensure accuracy, the tape of the meetings will be used to validate motions.
- C. Consistent with Alaska Statute 10.25.175, a vote shall be conducted in such a manner that the members attending the meeting may know how each board member voted.

1. The recording secretary will record the votes of the Board of Directors by documenting whether the resolution or other item being voted upon passed or failed to pass.
2. The minutes of the meetings will reflect whether the resolution or other item being voted upon passed or failed to pass, as well as the name/s of the director/s specifically requesting, at the time of the vote, to be noted as dissenting from the result.
3. In the event of a teleconference meeting, the Board will conduct voice voting, whereby the overall votes will be documented as noted above.
4. When a roll-call vote is requested for a specific matter, the actual roll-call voting will be documents in the mintues.

**114.3 Responsibility**

- A. The Executive Assistant will provide day-to-day administration of this policy to the best interests of the Cooperative.
- B. The Chief Executive Officer has final responsibility to ensure the Cooperative's overall policies are adhered to.

## 115 ELECTION OF OFFICERS

### 115.1 Purpose

The purpose of this policy is to establish that all officers shall be nominated and elected by secret ballot.

### 115.2 Policy

- A. The Board of Directors will elect officers at the first regular board meeting following the annual meeting.
- B. The nomination and election process will be as follows:
  - 1. The CEO will preside over the nominating and election proceedings for the office of President. Once the election for President is concluded, in accordance with the following procedures, the newly elected President will preside over the nominating and election proceedings for all other officers.
  - 2. Nominations and the election of each officer will be carried out in the following order: (a) President, (b) Vice President, (c) Secretary, and (d) Treasurer. The election of each position in the above listed order will be completed before proceeding to nominations for the next position. An election involves nomination and election ballots.
  - 3. Nomination and elections will be by secret ballot. Each board member desiring to nominate a candidate for any position may do so at the time a nominating ballot for the position is called for. It is not mandatory for each Director to submit a nominating ballot. If only one person is nominated, that person will be deemed to be elected. In the event all nominees decline to serve if elected, an additional nominating ballot will be taken. Any nominee for a position listed above must be a board member.
  - 4. If more than one person is nominated for a position, all nominees for the position will be candidates for election to the position. If a candidate receives a majority of votes cast on the first election ballot, that person is elected to the position. If no candidate receives a majority of the first election ballot, the candidates with the two highest numbers of votes will be voted on with a second election ballot. In the event of a tie vote among the top vote getting candidates, election ballots will be taken until a candidate receives a majority of the votes cast.

### 115.3 Responsibility

The Board President shall be responsible for administration of and compliance with this policy.

COPPER VALLEY ELECTRIC ASSOCIATION, INC.  
Glennallen, Alaska

POSITION DESCRIPTION  
Board of Directors  
President

I. OBJECTIVE

To describe the major responsibilities of the Board President.

II. AUTHORITIES AND RESPONSIBILITIES

- A. Satisfy the duties and responsibilities of the President, as set forth in Section 6.05 of the Association's Bylaws, which states the President shall:
- i. Be the principal executive officer of the Board of Directors and shall preside at all meetings of the Board of Directors and, unless determined otherwise by the Board of Directors, at all meetings of the members;
  - ii. Sign, with the Secretary, any deeds, mortgages, deeds of trust, notes, bonds, contracts, or other instruments authorized by the Board of Directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and
  - iii. In general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- B. Develops agenda in concert with the CEO.
- C. Administer the most recent version of *Robert's Rules of Order* at board and member meetings, and maintain the decorum of all such meetings and ensure that Board debate and discussion is conducted consistent with such rules and in keeping with the agenda adopted by the Board.
- D. Within the scope of the Board's delegations, act as a partner with the Chief Executive Officer in achieving the organization's mission. Provide leadership to the Board of Directors, who sets policy and to whom the Chief Executive Officer is accountable.
- E. Encourage Board's role in strategic planning.

- F. Appoint committees after consideration of board member desires.
- G. Appoint the chairpersons of committees.
- H. Serve as an *ex officio* member of all Board committees.
- I. Serves as Chair of the Governance Committee.
- J. Discuss issues confronting the organization with the Chief Executive Officer.
- K. Help guide and mediate Board actions with respect to organizational priorities and governance concerns.
- L. Review with the Chief Executive Officer any issues of concern to the Board.
- M. Ensure the performance of the Chief Executive Officer is appraised annually.
- N. Administer Board of Director and Board Committee policies.

III. NOTE

The Association reserves the right to revise or change position authorities and responsibilities as the need arises.

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

Date: \_\_\_\_\_

COPPER VALLEY ELECTRIC ASSOCIATION, INC.  
Glennallen, Alaska

POSITION DESCRIPTION  
Board of Directors  
Vice President

I. OBJECTIVE

To describe the major responsibilities of the Board Vice President.

II. AUTHORITIES AND RESPONSIBILITIES

A. The Vice President shall have the authorities and duties set forth in Section 6.06 of the Association's Bylaws, which states:

In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President; and shall perform such other duties from time to time which may be assigned to him by the Board of Directors.

B. Work closely with the President and CEO.

III. NOTE

The Association reserves the right to revise or change position authorities and responsibilities as the need arises.

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

Date: \_\_\_\_\_

COPPER VALLEY ELECTRIC ASSOCIATION, INC.  
Glennallen, Alaska

POSITION DESCRIPTION  
Board of Directors  
Secretary

I. OBJECTIVE

To describe the major responsibilities of the Board Secretary.

II. AUTHORITIES AND RESPONSIBILITIES

- A. The duties of the Secretary of the Association are set forth in Section 6.07 of the Association's Bylaws. These duties may be delegated to others under Section 6.09 of the Bylaws. The Duties of the Secretary include the following:
- i. Keep, or cause to be kept, the minutes of meetings of the members and of the Board of Directors in one or more books provided for that purpose.
  - ii. See that all notices are duly given in accordance with the Bylaws or as required by law.
  - iii. Be custodian of the corporate records and of the seal of the Association, and see that the seal of the Association is affixed to all documents the execution of which, on behalf of the Association under its seal, is duly authorized in accordance with the provisions of the Bylaws.
  - iv. Keep, or cause to be kept, a register of the name and post office address of each member, which address shall be furnished to the Association by such member.
  - v. Have general charge of the books of the Association in which a record of the members is kept.
  - vi. Keep on file at all times a complete copy of the Association's Articles of Incorporation and Bylaws together with all amendments thereto, which copies shall always be open to the inspection of any member, and at the expense of the Association, furnish a copy of such documents and of all amendments thereto upon request to any member.
  - vii. Perform all duties incident to the office of the Secretary and such duties as from time to time may be assigned to him by the Board of Directors.
- B. In addition, the Secretary should be sufficiently familiar with legal documents (articles, bylaws, IRS letters, etc.) to note applicability during meetings.

III. NOTE

The Association reserves the right to revise or change position authorities and responsibilities as the need arises.

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

Date: \_\_\_\_\_

COPPER VALLEY ELECTRIC ASSOCIATION, INC.  
Glennallen, Alaska

POSITION DESCRIPTION  
Board of Directors  
Treasurer

I. OBJECTIVE

To describe the major responsibilities of the Board Treasurer.

II. AUTHORITIES AND RESPONSIBILITIES

- A. The duties of the Treasurer of the Association are set forth in Section 6.08 of the Association's Bylaws. These duties may be delegated to others under Section 6.09 of the Bylaws. Section 6.08 of the Association's Bylaws states the duties of the Treasurer are as follows:
- i. Have charge and custody of and be responsible for all funds and securities of the Association;
  - ii. Receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit or invest all such monies in the name of the Association in such bank or banks or in such financial institutions or securities as shall be selected in accordance with the provisions of these Bylaws; and
  - iii. In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors.
- B. Approve and sign expenditures of the Chief Executive Officer.
- C. Chair the Budget Committee and recommend an annual budget to the Board for approval.
- D. Ensure development and periodic Board review of financial policies and procedures.

III. NOTE

The Association reserves the right to revise or change position authorities and responsibilities as the need arises.

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

Date: \_\_\_\_\_

## 201 COMMITTEES OF THE BOARD OF DIRECTORS

### 201.1 Purpose

The purpose of this policy is to provide for the establishment of committees and to ensure that the functions are clearly defined and reviewed periodically.

### 201.2 Policy

- A. Establishment of Committees
1. It shall be the responsibility of the Board of Directors to establish or abolish committees, approve changes in committee functions, and receive and act upon their reports or recommendations.
    - a. The standing committees shall be Finance, Policy, Bylaws, and Governance
    - b. The special committee shall be CEO Evaluation
  2. The President, in consultation with other Board members, shall appoint the members of committees, taking into consideration the preference of the Directors and their experience and expertise.
  3. The chair of standing committees shall be appointed by the President.
- B. General Functions of Committees
1. The President and Secretary shall serve as members of all Standing Board Committees and all board members will be encouraged to participate as voting members of the committee.
  2. Each committee shall have such powers and duties as may be delegated to it by the Board of Directors. Functions of the committee shall be defined in a written policy that shall be reviewed periodically by the Board of Directors.
  3. Board committees shall only meet as needed. The Committee Chair may convene a committee meeting. Dates of all committee meetings shall be coordinated with the Chief Executive Officer, or his designees, to avoid conflict and to assure completion of any required staff study or support.
  4. Each committee member will be notified at least five days in advance of the committee meeting. Each Director will be notified at least five days in advance of all Standing Committee Meetings.
  5. The Chief Executive Officer, or his designees, shall attend each committee meeting to provide staff advice and assistance.

6. A report shall be made by the committee chair to the Board at its next meeting.

**201.3      Responsibility**

- A. The President of the Board of Directors shall make every reasonable effort to ensure that this policy is implemented and adhered to.
- B. The Chief Executive Officer shall assist the President to carry out these functions.

COPPER VALLEY ELECTRIC ASSOCIATION, INC.  
Glennallen, Alaska

POSITION DESCRIPTION  
Board of Directors  
Committee Chair

I. OBJECTIVE

To describe the major responsibilities of the Committee Chair of the Board of Directors.

II. AUTHORITIES AND RESPONSIBILITIES

- A. Preside at committee meetings, call committee meetings, propose an agenda for committee meetings, assign work to the committee members, , and keep and distribute committee meeting minutes.
- B. Set tone for the committee work, and ensure that the committee's work is within the scope of any delegation or direction of the Board of Directors to the Committee.
- C. Ensure that members have the information needed to do their jobs.
- D. Oversee the logistics of committee's operations.
- E. Report to the Board President.
- F. Report to the full board on committee's decisions/recommendations.
- G. Work closely with the Chief Executive Officer and other staff as agreed to by the Chief Executive Officer.
- H. Initiate and lead the committee's annual evaluation.

III. NOTE

The Association reserves the right to revise or change position authorities and responsibilities as the need arises.

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

Date: \_\_\_\_\_

**202 FUNCTIONS OF THE FINANCE COMMITTEE****202.1 Purpose**

The purpose of this policy is to describe the functions of the Finance Committee.

**202.2 Policy****A. Functions**

1. Reviewing and approving work plans and budgets in terms of achieving the desired end results in the operations of the Cooperative and providing the best possible service to the members.
2. Considering and adopting financial plans and policies essential to maintaining a sound financial structure for the Cooperative.
3. Reviewing the annual financial audit and the management letter, with the auditor present, and ensuring that any necessary action is taken.
4. Establish policies governing the investment of funds of the Cooperative.
5. Other assignments deemed appropriate by the Board of Directors.

**B. Committee Membership**

1. The Committee shall be comprised of all Directors.
2. The Committee is a continuing one.

**202.3 Responsibility**

- A. The Chair of the Finance Committee shall make every reasonable effort to ensure that this policy is implemented and adhered to.
- B. The Chief Executive Officer shall assist the Committee to carry out its functions.

**203 FUNCTIONS OF THE POLICY COMMITTEE****203.1 Purpose**

The purpose of this policy is to describe the functions of the Policy Committee.

**203.2. Policy****A. Functions**

1. Follows Policy 101, Policy Formation and Approval, as the overall guideline in discharging its duties.
2. Reviewing, in consultation with the Chief Executive Officer, proposed policies and adopting such policies as appropriate, and ensuring that these policies are reviewed periodically.
3. Reviewing in consultation with the Chief Executive Officer, proposed policies, and adopting policies essential to provide opportunities for growth, development, retention and administration of personnel.
4. Serves the Board in other areas as may be specifically assigned to it by the President.

**B. Committee Membership**

1. The Committee is a continuing one.
2. The term of such member runs for one year or until a successor is appointed.
3. The Committee shall be comprised of not less than four Directors.

**203.3 Responsibility**

- A. The Chair of the Policy Committee shall make every reasonable effort to ensure that this policy is implemented and adhered to.
- B. The Chief Executive Officer shall assist the Committee to carry out its functions.

## 204 FUNCTIONS OF THE BYLAWS COMMITTEE

### 204.1 Purpose

The purpose of this policy is to describe the functions of the Bylaws Committee and to establish the process for bylaw amendments.

### 204.2 Policy

#### A. Functions

1. Review the Articles of Incorporation and Bylaws as necessary with the Chief Executive Officer, and legal counsel if appropriate, to determine if modifications are necessary for the benefit of the Cooperative and its members.
2. Notice members of procedures and requirements for proposing Bylaw amendments. Review responses.
3. Hold public meetings in each district to receive member input on proposed Bylaw changes.
4. Attend the annual meeting to report to the membership on the proposed amendments.

#### B. Process for Bylaw Amendments

1. Board Initiated Changes
  - a. Bylaw Committee meets to review proposals from the Board.
  - b. Committee will seek member input on proposed amendment(s).
  - c. Committee makes recommendation to the Board.
  - d. With Board approval, proposed amendment goes on ballot for consideration by the membership.
2. Amendments by Petition
  - a. Goes on ballot if: filing a proposed amendment petition in writing, with 10% of the members signing the petition, to the Secretary of the Cooperative at least 90 days before a regular or special membership meeting.
  - b. Committee will review amendment by petition and may seek member input on the amendment by petition.

3. Motion from the Floor of a member meeting
  - a. A motion for an amendment, duly seconded and carried by majority vote, will be placed on the ballot for the next scheduled meeting of the members.
  - b. Committee will review amendment by motion with the Board of Directors for recommendation. Committee will seek member input on the amendment by motion.

C. Committee Membership

1. The Committee is a continuing one.
2. The term of each committee member runs for one year or until a successor is appointed.
3. The Committee shall be comprised of not less than four Directors.

**204.3 Responsibility**

- A. The Chairman of the Bylaws Committee shall make every reasonable effort to ensure that this policy is implemented and adhered to.
- B. The Chief Executive Officer shall assist the Committee to carry out its functions.

**AMENDED BYLAWS OF  
COPPER VALLEY ELECTRIC ASSOCIATION, INC.**

**ARTICLE I**

**MEMBERSHIP**

**Section 1.01 Eligibility**

Any natural person, firm, association, corporation, business trust, partnership, federal agency, state or political subdivision or agency thereof, or any body politic (each hereinafter referred to as "member," "person," "applicant," "him," or "his") shall be eligible to become a member of and, at one or more premises owned or directly occupied or used by him, to use, receive, or purchase electric service from Copper Valley Electric Association, Inc. (hereinafter called the Association). No person shall hold more than one membership in the Association.

**Section 1.02 Application for Membership; Renewal of Prior Application**

(a) Application for membership -- wherein the applicant shall agree to purchase electric power and energy from the Association and to be bound by and to comply with all of the other provisions of the Association's Articles of Incorporation and Bylaws and all rules, regulations, rate classifications, and rate schedules established pursuant thereto, as all the same then exist or may thereafter be duly adopted or amended (the obligations embraced by such agreement being hereinafter called "membership obligations") -- shall be made in writing on such form as is provided therefore by the Association. With respect to any particular classification of service for which the Board of Directors shall require it, such application shall be accompanied by a supplemental contract, executed by the applicant on forms provided by the Association. The membership application shall be accompanied by the membership fee provided for in Section 1.03 (together with any service security deposit, service connection deposit, or contribution-in-aid-of-construction that may be required by the Association), which fee (and such service security deposit, service connection, deposit fee, facilities extension deposit, or contribution-in-aid-of-construction, if any) shall be refunded in the event the application is denied by Board resolution.

(b) Any former member of the Association may, by the sole act of paying a new membership fee and any outstanding account plus accrued interest thereon at the Alaska legal rate on judgments in effect when such account first became overdue, (together with any service security deposit, service connection deposit or fee, facilities extension deposit, or contribution-in-aid-of-construction that may be required by the Association), renew and reactivate any prior application for membership to the same effect as though the application had been newly made on the date of such payment.

(c) Purchases of other than electrical service from the Association shall not require or entitle the purchaser to be a member of the Association, or entitle them to capital credits, or to vote in Association elections.

**Section 1.03 Membership and Service Connection Fees**

(a) The membership fee shall be as fixed from time to time by the Board of Directors. The payment of the membership fee (together with any service security deposit, service connection deposit or fee, facilities extension deposit, contribution-in-aid-of-construction, or any combination thereof, if required by the Association) shall entitle the member to one service connection.

(b) A service connection deposit or fee, in such amount as shall be prescribed by the Association (together with any service security deposit, service connection deposit or fee, facilities extension deposit, contribution-in-aid-of-construction, or any combination thereof, if required by the Association), shall be paid by the member for each additional service connection requested by him.

#### **Section 1.04 Joint Membership**

(a) Any two natural persons living in the same household, by specifically so requesting in writing, may be accepted into joint membership or, if one of them is already a member, may automatically convert such membership into a joint membership. The words "member," "applicant," "person," "his," and "him," as used in these Bylaws, shall include any two natural persons living in the same household applying for or holding a joint membership, unless otherwise clearly distinguished in the text; and all provisions relating to the rights, powers, terms, conditions, obligations, responsibilities and liabilities of membership shall apply equally, severally, and jointly to them. Without limiting the generality of the foregoing;

(b) The presence of one person of a joint membership at a meeting shall constitute the presence of one member and a joint waiver of notice of the meeting;

(c) The vote of one person of a joint membership shall constitute one joint vote;

(d) Notice to, or waiver of notice signed by, one person of a joint membership shall constitute, respectively, a joint notice or waiver of notice;

(e) Suspension or termination in any manner of one person of a joint membership shall constitute, respectively, suspension or termination of the joint membership;

(f) Only one person of a joint membership, shall be eligible to serve as a Director of the Association at any given time, but only if both meet the qualifications required therefore; and

(g) No one person of a joint membership shall be permitted to have any additional service connections except through their one joint membership.

#### **Section 1.05 Acceptance into Membership**

Upon complying with the requirements set forth in these Bylaws, the Articles of Incorporation, policies, rules, regulations, tariff, or other directives as may from time to time be adopted by the Board of Directors any applicant shall automatically become a member on the date of his connection for electric service.

#### **Section 1.06 Purchase of Electric Power and Energy; Power Production by Member; Application of Payments to All Accounts**

(a) The Association shall use reasonable diligence to furnish its members with adequate and dependable electric service, although it cannot and therefore does not guarantee a continuous and uninterrupted supply thereof; and each member, for so long as such premises are owned or directly occupied or used by him, shall purchase from the Association all central electric power and energy purchased for use on all premises to which electric service has been furnished by the Association pursuant to his membership, unless and except to the extent that the Board of Directors may, in writing, waive such requirement, and shall pay therefore at the time, and in accordance with the rules, regulations, rate classifications, and rate schedules (including any monthly minimum amount that may be

charged without regard to the amount of electric power and energy actually used) established by the Board of Directors and, if in effect, in accordance with the provisions of any supplemental contract that may have been entered into as provided for in Section 1.02.

(b) Production or use of electric energy on such premises, regardless of the source thereof by means of facilities which shall be interconnected with Association facilities, shall be subject to appropriate regulations as shall be fixed from time to time by the Association.

(c) Each member shall also pay all other amounts owed by him to the Association as and when they become due and payable. When the member has more than one service connection from the Association, any payment by him for service from the Association shall be deemed to be allocated and credited on a pro rata basis to his outstanding accounts for all such service connections, notwithstanding that the Association's actual accounting procedures do not reflect such allocation and proration.

(d) Nothing contained in these bylaws will prevent members from developing alternative energy sources. Further, the Board of Directors may enter into contract for joint operation, joint venture, cogeneration, sales, and purchase of electrical energy as may be necessary in order to provide service to and obtain purchases from its members.

#### **Section 1.07 Excess Payments to be Credited as Member Furnished Capital**

All amounts paid for electric service in excess of the cost thereof shall be furnished by members as capital, and each member shall be credited with the capital so furnished as provided in Article VII of these Bylaws. The term 'cost' as used in this Section shall include, but not be limited to, all cash and non-cash expenses and current liabilities of the Association, and all contributions by the Association to its reserve funds, sinking funds, and other accounts set up by the Board of Directors for Association purposes.

#### **Section 1.08 Wiring of Premises; Meter Tampering; Damage to Association Property; Association Responsibility; Indemnification**

(a) Each member shall cause all premises receiving electric service pursuant to his membership to become and to remain wired and utilized in accordance with the specifications of the Alaska Fire Insurance Underwriters Association, the National Electric code, any applicable state code or local government ordinances, and of the Association. If the foregoing specifications are variant, the more exacting standards shall prevail.

(b) Each member shall be responsible for and shall indemnify and defend, at its own cost, the Association and its employees, directors, officers, agents, and independent contractors against claim for illness, death, injury, loss, or damage resulting from wiring or use or maintenance of customer premises and all wiring and apparatus connected thereto or used thereon.

Members shall not install or use alternate generation equipment except in strict compliance with the Association's tariff, Bylaws, and policies, and other application national, state, and local laws and regulations regarding the use of such equipment.

(c) Each member shall make available to the Association a suitable site, as determined by the Association, whereon to place the Association's physical facilities for the furnishing and metering of electric service and shall permit the Association's authorized employees, agents, and independent contractors to have access thereto safely and without interference from hostile dogs or any other hostile source for meter reading, bill collecting, inspection, maintenance, replacement, relocation, repair or disconnection of such facilities at all reasonable times.

(d) As part of the consideration for such service, each member shall be the Association's bailee of such facilities and shall accordingly desist from interfering with, impairing the operation of, or causing damage to such facilities, and shall use his best efforts to prevent others from so doing.

(e) Each member shall also provide such protective devices to his premises, apparatus, or meter base as the Association shall from time to time require in order to protect the Association's physical facilities and personnel and its operation and to prevent any interference with or damage to such facilities. In the event such facilities are interfered with, impaired in their operation or damaged by the member, or by any other person when the member's reasonable care and surveillance should have prevented such, the member shall indemnify the Association and its directors, officers, employees, agents, and independent contractors against death, injury, loss, or damage resulting therefrom, including but not limited to the Association's cost of repairing, replacing, or relocating any such facilities and its loss, if any, of revenues resulting from the failure or defective functioning of its metering equipment. The Association shall, however, in accordance with its applicable rules and regulations, reimburse the member for overcharges for service that may result from a malfunctioning of its metering equipment or any error occurring in the Association's billing procedures in accordance with the then existing tariff. In no event shall the responsibility of the Association for furnishing electric service extend beyond the point at which its service wires are attached to the meter loop provided for measuring electricity used on such premises or beyond the combination circuit breaker-meter base panel if such is owned and maintained by the Association.

### **Section 1.09 Member to Grant Easements to Association and to Participate in Required Cooperative Load Management Programs**

Each member shall, upon being requested to do so by the Association, execute and deliver to the Association, in a form acceptable to the Association and consistent with industry standards, grants of easement or right-of-way over, on, and under such lands owned or leased by or mortgaged to the member and in accordance with such reasonable terms and conditions as the Association shall require for the furnishing of electric service to him or other members or for the construction, operation, maintenance, or relocation of the Association's electric facilities. Each member shall participate in any required program and comply with related rates and service rules and regulations that may be established by the Association to enhance load management and to more efficiently utilize or conserve electric energy or to conduct load research.

### **Section 1.10 District Membership**

The Association shall be comprised of two districts, namely, the Copper River Basin District and the Valdez District. The Copper River Basin District shall be comprised of all members and territory North of 27 Mile, Richardson Highway, and the Valdez District shall be comprised of all members and territory South of 27 Mile, Richardson Highway, within the Association boundaries as they presently exist or as they may be altered in the future. Should any member be considered eligible for membership in either district, such member shall choose his district and shall not change his election until one week after the annual membership meeting following his choice of district.

## **ARTICLE II**

### **MEMBERSHIP SUSPENSION AND TERMINATION**

#### **Section 2.01 Suspension; Reinstatement**

Upon his failure, after the expiration of the initial time limit prescribed either in a specific notice to him or in the

Association's generally publicized applicable rules and regulations, to pay any amounts due the Association or to cease any other noncompliance with his membership obligations a person's membership shall automatically be suspended; and he shall not, during such suspension, be entitled to receive electric service from the Association or to cast a vote at an election. Payment of all amounts due the Association, including any additional charges required for such reinstatement and/or cessation of any other noncompliance with his membership obligations within the final time limit, shall automatically reinstate the membership, in which event the member shall thereafter be entitled to receive electric service from the Association and to vote at an election.

### **Section 2.02 Termination by Expulsion; Renewed Membership**

Upon failure of a suspended member to be automatically reinstated to membership, as provided in Section 2.01, he may, without further notice, but only after due hearing, if such is requested by him, be expelled by resolution of the Board of Directors at any subsequently held regular or special meeting of the Board. Any person so expelled may, by delivering written notice to that effect to the Association at least ten (10) days prior to the next meeting of the Board of Directors, appeal to and be present and heard at such meeting, which may vote approval of such expulsion or disapproval thereof, in which latter event such person's membership shall be reinstated retroactively to the date of his expulsion. After any finally effective expulsion of a member, he may not again become a member except upon new application therefore duly approved as provided in Section 1.05. The Board of Directors, acting upon principles of general application in such cases, may establish such additional terms and conditions for renewed membership as it determines to be reasonably necessary to assure the applicant's compliance with all his membership obligations.

### **Section 2.03 Termination by Withdrawal or Resignation**

A member may withdraw from membership upon such generally applicable conditions as the Board of Directors shall prescribe. A membership shall automatically terminate upon either (a) ceasing to own or directly occupy or use all premises being furnished electric service pursuant to his membership, or (b) abandoning totally and permanently the use of central station electric service on such premises.

### **Section 2.04 Termination by Death or Cessation of Existence; Continuation of Membership in Remaining or New Partners**

Except as provided in Section 2.06, the death of a natural person member shall automatically terminate his membership. The cessation of the legal existence of any other type of member shall automatically terminate such membership: PROVIDED, that upon the dissolution for any reason of a partnership, or upon the death, withdrawal or addition of any individual partner, such membership shall continue to be held by such remaining and/or new partner or partners as continue to own or directly to occupy or use the premises being furnished electric service pursuant to such membership in the same manner and to the same effect as though such membership had never been held by different partners: PROVIDED FURTHER, that neither a withdrawing partner nor his estate shall be released from any debts then due the Association.

### **Section 2.05 Effect of Termination**

Upon the termination in any manner of a natural person's membership, he or his estate, as the case may be, shall be entitled to refund of his membership fee and service security deposit, if any, theretofore paid the Association, less any amounts due the Association; but neither he nor his estate, as the case may be, shall be released from any debts or other obligations then remaining due the Association. Notwithstanding the suspension or expulsion of a member, as provided for in Section 2.01 and 2.02, such suspension or expulsion shall not, unless the Board of

Directors shall expressly so elect, constitute such release of such person from his membership obligations as to entitle him to purchase from any other person any central station electric power and energy for use at the premises to which such service has theretofore been furnished by the Association pursuant to such membership.

### **Section 2.06 Other Terminations of a Joint Membership**

Upon the death of either person of a joint membership, such membership shall continue to be held solely by the survivor, in the same manner and to the same effect as though such membership had never been joint: PROVIDED, that the estate of the deceased person shall not be released from any debts due the Association. Upon the legal separation, divorce, or other termination of the joint membership of the holders of a joint membership, such membership shall continue to be held solely by the one who continues directly to occupy or use the premises covered by such membership in the same manner and to the same effect as though such membership had never been joint: PROVIDED, that the other person shall not be released from any debts due the Association.

### **Section 2.07 Automatic Membership Termination and Acceptance**

(a) A membership is automatically terminated when a member ceases to receive electrical service from the Association; PROVIDED that the member has not made special arrangement for continuation of service in the future. Upon discovery that the Association has been furnishing electric service to any person other than the member, it shall cease furnishing such service unless such person applies for service from that date forward.

(b) Upon the withdrawal, death, or cessation of existence of a member the membership shall thereupon terminate. Termination of membership in any manner shall not release a member or his estate from any debts due the Association.

(c) Should the Association acquire existing electric facilities, it may continue to serve persons, not in excess of forty percent (40%) of the then-total members of the Association, who are already receiving electric service from these facilities and these persons will become members upon the terms prescribed in these Bylaws.

## **ARTICLE III**

### **MEETING OF MEMBERS**

#### **Section 3.01 Annual Meeting**

(a) The annual meeting of the members of each district shall be held during the month of April or May of each year, at such places within the Association District as selected by the Board of Directors and which shall be designated in the notice of the meeting, for the purpose of passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting. It shall be the responsibility of the Board of Directors to make adequate plans and preparations for the annual meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Association.

(b) Pursuant to resolution of the Board of Directors, the annual meeting may be convened in separate district meetings corresponding to the districts provided for in Article I, Section 1.10.

#### **Section 3.02 Special Meetings**

Special meetings of the members may be called by resolution of a majority of the Board of Directors or upon

written request signed by ten percent (10%) of the members and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held at any place within the Association's Districts.

### **Section 3.03 Notice of Members Meeting and Mail Balloting**

(a) Written or printed notice stating the date, time, and place of the annual meeting at which business requiring special notice is to be transacted, the purpose or purposes for which the meeting is called, shall be delivered not less than fifteen (15) days nor more than sixty (60) days, or as otherwise provided in AS 10.25.100, before the date of the meeting, either personally or by mail, by or at the direction of the Secretary, or upon default in duty by the Secretary, by the persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the members as required by these Bylaws, at their addresses as they appear on the records of the Association, with postage thereon prepaid. The failure of any member to receive notice of an annual meeting of the members shall not invalidate any action which may be taken by the members.

(b) Written or printed notice stating the date, time, and place of the special meeting at which business requiring special notice is to be transacted, the purpose or purposes for which the meeting is called, shall be delivered not less than ninety (90) days nor more than one hundred twenty (120) days, or as otherwise provided in AS 10.25.100, before the date of the meeting, either personally or by mail, by or at the direction of the Secretary, or upon default in duty by the Secretary, by the persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the members as required by these Bylaws, at their addresses as they appear on the records of the Association, with postage thereon prepaid. The failure of any member to receive notice of a special meeting of the members shall not invalidate any action which may be taken by the members.

(c) The notice shall specify whether the annual or special meetings of the members are to be conducted on a single date and place for all members or, alternatively, on different dates and in separate districts corresponding to the districts provided for in Article I, Section 1.10.

### **Section 3.04 Quorum**

(a) Five percent (5%) of the total membership, present in person, shall constitute a quorum. If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting to another date, time, and place without further notice. The minutes of each meeting shall contain a list of the members present in person.

(b) If the annual or a special meeting of the members is held by districts, five percent (5%) of the total number of members of each district, respectively, shall constitute a quorum for the purpose of transacting business, unless the district has more than 1,000 members, then 50 members of that district, present in person, shall constitute a quorum for the purpose of transacting business.

(c) Votes cast by mail shall not be counted for the purpose of determining a quorum.

### **Section 3.05 Voting**

(a) Each member shall be entitled to only one vote upon each matter submitted to a vote at an election. An election shall be defined as the process of voting upon all matters that come before the members including election

of directors, ballot propositions, and advisory votes. Cumulative voting is not permitted.

(b) Voting by a representative of member associations, corporations and body politic, or subdivision thereof, shall be allowed upon presentation to the Association, prior to, or upon registration at a member meeting written authorization from the governing body entitling the representative to vote on its behalf.

(c) Vote by proxy shall not be allowed.

(d) All questions shall be decided by a vote of a majority of the members voting, except as otherwise provided by law, the Articles of Incorporation, or these Bylaws.

(e) Minimum requirements necessary to constitute a valid election:

1. Director elections – Ten percent (10%) of the district membership.
2. Bylaws and other matters not otherwise covered – Ten percent (10%) of all members of the Association.
3. Disposition of property – A majority of all members of the Association.

(f) The Board of Directors, in the instance of merger, consolidation, or sale and such other matters as it may deem appropriate, may cause a special membership meeting to be held at which an election may take place or set forth the particulars for an election after proper discussion.

(g) Any member may attend a district election meeting, but if such member is not a member of the district holding the election, that member shall not vote at that district election meeting.

(h) Changes to the Bylaws shall be voted by sealed ballots, tallied together by the Credentials and Election Committee after both districts have voted.

(i) Any member may vote by mail. The Secretary shall be responsible for the enclosure with the notice of such motion, resolution, or other matters to be voted upon; and each member shall express his vote thereon, by placing any mark in the space provided opposite each such motion, resolution, or other matter. Each member shall enclose such copy so marked in a sealed envelope bearing his name and addressed to the Secretary. Mailed ballots, to be valid, must be received in the designated post office box by 5:00 p.m., one (1) week prior to the annual meeting or special meeting. When such written vote so enclosed is received by mail from any member, it shall be counted as a vote of such member. In cases of joint membership, a written ballot received from either person of a joint membership shall constitute one joint vote. The failure of any member to receive a copy of any such motion shall not invalidate any action, which may be taken by the members.

### **Section 3.06 Credentials and Election Committee**

(a) The Board of Directors shall, at least thirty (30) days before any meeting of the members, appoint a Credentials and Election Committee composed of members from the district holding the election. The Committee shall consist of an uneven number of Association members not less than five (5) nor more than seven (7) who are not existing Association employees, agents, officers, Directors or known candidates for Director, and who are not close relatives or members of the same household thereof.

(b) In appointing the Committee, the Board shall select members from different sections of the district conducting the election, where possible, keeping in mind the principles of geographic representation.

(c) Each Committee shall elect its own Chairman and Secretary prior to the member meeting. It shall be the responsibility of each Committee to establish or approve the manner of conducting member registration and any balloting or other voting, consistent with these Bylaws and Board Policies, to pass upon all questions that may arise with respect to the registration of members in person or by mailed vote, to count all ballots or other votes cast in any election or in any other matter, to rule upon the effect of any ballots or other vote irregularly or indecisively marked or cast, to rule upon all other questions that may arise relating to member voting and the election of Directors (including but not limited to the validity of petitions of nomination or the qualifications of candidates and the regularity of the nomination and election of Directors), and to pass upon any protest or objection filed with respect to any election or conduct affecting the results of any election. In the exercise of its responsibility, the Committee shall have available to it the advice of counsel provided by the Association.

(d) In the event a protest or objection is filed concerning any election, such protest or objection must be filed within three (3) business days following the public notice (as provided by CVEA which shall be published in the local newspapers in both districts) of the official voting results. The person making the protest or objection shall provide evidence of a substantial election irregularity before the Committee may change an election result. The Credentials and Election Committee may develop 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 Committee's responsibilities. The Committee shall thereupon be reconvened, upon notice from its Chairman, not less than seven (7) days after such protest or objection is filed. The Committee shall hear such evidence as is presented by the protestor(s) or objector(s), who may be heard in person, by counsel, or both, and any opposing evidence; and the Committee, by a vote of a majority of those present and voting, shall, within a reasonable time but not later than thirty (30) days after such hearing, render its decision, the result of which may be to affirm the election, to change the outcome thereof, or to set it aside. The Committee may not affirmatively act on any matter unless a majority of the Committee is present. The Committee's decision (as reflected by a majority of those actually present and voting) on all matters covered by this Section shall be final.

### **Section 3.07 Order of Business**

The order of business at the annual meeting of the members and, so far as possible, at all other meetings of the members shall be essentially as follows:

- (a) Report on the number of members present in order to determine the existence of a quorum;
- (b) Reading of the notice of the meeting and proof of the publication or mailing thereof, or the waiver or waivers of notice of the meeting, as the case may be;
- (c) Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon;
- (d) Presentation and consideration of reports of officers, directors, and committees;
- (e) Report on Voting;
- (f) Old Business;
- (g) New Business;
- (h) Adjournment;

(i) Notwithstanding the foregoing, the Board of Directors or the members may from time to time, establish a different order of business for the purpose of assuring earlier consideration of action upon any item of business, the transaction of which is necessary or desirable, in advance of any other item of business; PROVIDED, that no business, other than adjournment of the meeting to another time and place, may be transacted until and unless the existence of a quorum is first established.

### **Section 3.08 District Meetings**

(a) District meetings shall be held at such time and place as shall be designated by the Board of Directors. Business may be conducted at a district membership meeting to include, but not be limited to, electing Directors and conducting such business as may require the vote of the membership according to law and these Bylaws.

(b) If the President or Vice President is not present to conduct the District election meeting any other director may substitute and conduct the meeting.

(c) If no Officer or Director of the Association is present to conduct the election meeting, the meeting shall be adjourned to another date, time, and place; however, the ballots shall still be counted.

## **ARTICLE IV**

### **DIRECTORS**

#### **Section 4.01 General Powers**

The management of the business and the affairs of the corporation shall be vested in a board of eight (8) directors which shall exercise all the powers of the Association, except as are by law, the Articles of Incorporation, or these Bylaws, conferred upon or reserved to the members.

#### **Section 4.02 Qualifications**

Any person who is a member of the Association for at least twelve (12)-continuous months may seek membership on the Board of Directors if that person has the legal capacity to enter into a binding contract.

No person shall be eligible to become or remain a director, or to hold any position of trust in the Association who:

(a) Is currently an employee of the Association or is a close relative of an incumbent director or of an employee of the Association, or is not a member in good standing of the Association and receiving electric service therefrom at his primary residential abode; (Member in good standing is defined as: A member with an established good payment record with the Association as evidenced by receiving service from the Association with no more than one delinquency in payment during the last 12 consecutive months of service.)

(b) PROVIDED, that the operating or chief executive of any member which is not a natural person, such as a corporation, church, etc., or his designee, shall, notwithstanding that he does not receive service from the Association at his primary residential abode, be eligible to become a Director, from the District in which such member is located, if he or such designee (1) is in substantial permanent occupancy, direction or use of the premises served by the Association, and (2) is a permanent year-round resident within or in close proximity to an area served by the Association; and bonafide resident of the district from which elected. The discontinuance of employment of a person who has become eligible as a Director under this section shall require that the position be

filled from the membership by the Board of Directors under Section 4.09, entitled, "Vacancies." No more than one (1) such person in each district may be eligible to serve under this subsection on the Board of Directors at the same time.

(c) No person shall be eligible to become or remain a Director of, or to hold any other position of trust in, the Association who is in any way employed by or financially interested in a competing enterprise, or a business selling electric energy and electric supplies to the Association.

(d) Upon establishment of the fact that a nominee for Director lacks eligibility under this Section or as may be provided elsewhere in these Bylaws, the nominee shall be notified of the reasons for the nominee's disqualification by the Board of Directors, or staff acting at the direction of the Board of Directors. Upon the establishment of the fact that any sitting Director lacks eligibility under this section, said Director would be in violation of these Bylaws and shall be deemed to have resigned from the Board of Directors and the vacancy thereby resulting will be filled as provided in Article IV, Section 4.09 of these Bylaws, as amended.

(e) Nothing contained in this section shall, or shall be construed to, affect in any manner whatsoever the validity of any action taken at any meeting of the Board of Directors, unless such action is taken with respect to a matter which is affected by the provisions of this section and in which one or more of the Directors have an interest adverse to that of the Association.

### **Section 4.03 Election**

Directors shall be elected by written ballot by the members and, except as provided in Section 4.02(b) of these Bylaws, from among those members who are natural persons. Directors shall be elected by a plurality of the votes cast. Drawing by lot shall resolve, where necessary, any tie votes.

### **Section 4.04 Tenure**

(a) The Valdez District shall be represented by four (4) directors. The Copper River Basin District shall be represented by four (4) directors.

(b) Directors shall serve three (3)-year terms and shall be elected on a staggered basis by a plurality vote of the members.

(c) Failure of an election shall allow the incumbents, whose directorates would have been voted on, to hold over only until a successor is elected and qualified.

### **Section 4.05 Nominations**

(a) All nominations for director will be made by petition.

(b) Any fifteen (15) or more members acting together may make nominations by petition. The petition shall be delivered no later than 5:00 p.m. and not less than sixty (60) days prior to the date of the meeting of members at which the director(s) are to be elected. The Secretary shall determine whether each candidate so nominated is qualified as provided by these Bylaws, Section 4.02, and shall post at the principal office of the Association within the district at least fifty (50) days before the election meeting, the list of nominations from the district which may include a greater number of candidates than are to be elected.

(c) The Secretary shall be responsible for mailing with the notice of meeting, or separately but at least twenty (20) days before the date of the meeting, a statement of the number of Directors to be elected and the names and addresses of the candidates.

(d) No nominations will be taken from the floor.

#### **Section 4.06 Rules and Regulations**

The Board of Directors shall have power to make, adopt, and enforce such 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 the interest and welfare of the members thereof.

#### **Section 4.07 Committees**

The President and Secretary are ex-officio members of all committees except the Credentials and Election Committee.

#### **Section 4.08 Removal of Directors by Members**

(a) Any member may bring one or more charges for cause against any one or more Directors and may request the removal of such Director(s) by reason thereof by filing with the Secretary such charge(s) in writing together with a petition signed by not less than ten percent (10%) of the then total members of the Association, which petition calls for a special member meeting the stated purpose of which shall be to hear and act upon such charge(s). Notice of the special member meeting shall specify the date, time, and place thereof, not less than ninety (90) or more than one hundred twenty (120) days after the filing of such petition.

(b) Each page of the petition shall, in the forepart thereof, state the name(s) and address(es) of the member(s) filing such charge(s), a verbatim statement of such charge(s), and the name(s) of the Director(s) against whom such charge(s) is (are) being made.

(c) The petition shall be signed by each member in the same name as the member is billed by the Association and shall state the signatory's address as the same appears on such billings.

(d) Notice of such verbatim charge(s), of the Director(s) against whom the charge(s) have been made, of the member(s) filing the charge(s), and the purpose of the meeting shall be contained in the notice of the meeting or separately noticed to the member meeting at which the matter will be acted upon: PROVIDED, that the notice shall set forth (in alphabetical order) only twenty (20) of the names of the members filing one or more charges if twenty (20) or more members file the same charge(s) against the same director(s).

(e) Such Director(s) shall be informed in writing of the charge(s) at least twenty (20) days prior to the meeting of the members at which the charge(s) are to be considered, and shall have an opportunity at the meeting to be heard in person, by witnesses, by counsel, or any combination of such, and to present evidence in respect of the charge(s); and the person(s) bringing the charge(s) shall have the same opportunity but must be heard first.

(f) The question of the removal of such Director(s) shall, separately for each if more than one has been charged, be considered and voted upon at such meeting; PROVIDED, that the question of the removal of a Director shall not be voted upon at all unless some evidence in support of the charge(s) against him shall have been presented during

the meeting through oral statements, documents, or otherwise.

(g) Any vacancy created by such removal shall be filled pursuant to Sections 4.02 and 4.09 of these Bylaws.

#### **Section 4.09 Vacancies**

A vacancy occurring on the Board shall be filled by the affirmative vote of a majority of the remaining Directors. The member so elected to the Board shall serve until the next annual meeting of the members or until his successor has been elected and has qualified. Should a vacancy occur after the election nomination deadline and before the annual meeting of members, the vacancy will stand until after the annual meeting. The Board of Directors, after the annual meeting, shall fill the position by the affirmative vote of a majority of the remaining Directors. The member so elected to the Board shall serve until the next annual meeting. At the annual meeting next following the existence of such vacancy, the members shall elect one of their number to serve as Director during the unexpired portion of the term vacated, subject, however, to the provisions of Article IV, Section 4.02, 4.03, 4.04, and 4.05 of these Bylaws, as amended; PROVIDED, however, that the Board shall have the authority at any election for a Board member, to reset the term of such Board seat in order to maintain an appropriate stagger, as provided by Alaska Statute 10.25.

#### **Section 4.10 Compensation**

(a) Directors shall not receive any salary for their services as Directors. By resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the Board of Directors.

(b) Directors shall be allowed a fixed sum and expenses of attendance, if any, for attendance at workshops, seminars, and other meetings concerning the affairs of the Association.

(c) Notwithstanding the foregoing, for their services, Directors shall be entitled to insurance protection (including, but not limited to, medical, hospitalization, travel, accident, and indemnification against liability) as provided by resolution of the Board of Directors.

(d) No Director shall receive compensation for serving the Association in any other capacity. Nor shall any close relative of a Director receive compensation for serving the Association, unless the payment and amount of compensation shall be specifically authorized by the Board of Directors after determination of the need thereof.

## **ARTICLE V**

### **MEETING OF DIRECTORS**

#### **Section 5.01 Regular Meetings**

(a) A regular meeting of the Board of Directors shall be held without notice, immediately after the adjournment of the annual meeting of the members, or as soon thereafter as conveniently may be, at such site as designated by the Board in advance of the annual member meeting for the purpose of ratifying the results of the election of members to the Board of Directors and other voting.

(b) A regular meeting of the Board of Directors may also be held monthly at such date, time, and place as the

Board of Directors may provide by resolution. Such regular monthly meetings may be held without notice other than such resolution fixing the date, time, and place thereof, except when business to be transacted thereat shall require special notice: PROVIDED, that any Director absent from any meeting of the Board at which such a resolution initially determines or makes any change in the date, time, or place of a regular meeting shall be entitled to receive written notice of such determination or change at least five (5) days prior to the next meeting of the Board; AND PROVIDED FURTHER, that, if a policy therefore is established by the Board, the President may change the date, time, or place of a regular monthly meeting for good cause and upon not less than five (5) days notice thereof to all Directors. The President, with the consensus of the Board, may cancel any previously scheduled regular meeting if there are no agenda items requiring the Board's action, but the President may not cancel two or more consecutive regular meetings for this reason.

(c) Regular and Special meetings of the Board of Directors, upon proper notice as otherwise provided in Section 5.03, may also be held via remote communication devices approved by the Board of Directors, including telephone, videoconference, or other similar means of communication, without regard to the actual location of the Directors at the time of such meeting.

### **Section 5.02 Special Meetings**

(a) Special meetings of the Board of Directors may be called by the Board of Directors, by the President, or by any three (3) Directors, and it shall thereupon be the duty of the Secretary to cause notice of such meetings to be given as hereinafter provided in Section 5.03.

(b) The Board, the President, or the Directors calling the meeting shall fix the date, time, and place for the holding of the meeting, which shall be held in a District within which the Association serves, unless all directors consent to its being held in some other place in Alaska.

(c) Special meetings, upon proper notice as otherwise provided in Section 5.03, may also be held via remote communication devices as approved by the Board of Directors, without regard to the actual location of the Directors at the time of such meeting.

### **Section 5.03 Notice of Directors Meetings**

(a) Written notice of the date, time, place, and purpose or purposes of any special meeting of the Board and, when the business to be transacted thereat shall require such, of any regular meeting of the Board shall be delivered to each Director not less than five (5) days prior thereto, either personally or by mail, by or at the direction of the Secretary or, upon a default in duty by the Secretary, by the President or by any Director in the case of a special meeting or by any Director in the case of a meeting whose date, time, and place have already been fixed by Board Resolution. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Director at his address as it appears on the records of the Association, with first-class postage thereon prepaid, and postmarked at least five (5) days prior to the meeting date.

(b) The participation of a Director at any meeting of the Board shall constitute a waiver of notice of such meeting unless such participation shall be for the express purpose of objecting to the transaction of any business, or of one or more items of business, on the grounds that the meeting shall not have been lawfully called or convened.

(c) Notice of the date, time, and place of board meetings shall also be given to the members. In the case of a regular board meeting, such notice need not specify the purpose; in the case of a special board meeting, such notice shall specify the purpose(s). Such notices shall be given not less than five (5) days prior to the holding

thereof and may be given in any of the following ways:

- (1) By publication in a newspaper or newspapers of general circulation in the areas served by the Association;
- (2) By notices aired on radio or TV stations having general coverage in the areas served by the Association;
- (3) By written notice mailed either singularly or as a part of any other mailing to the members, including bills for service; or
- (4) By any other suitable method which may reasonably be expected to provide general member notice.

#### **Section 5.04 Quorum**

The participation of a majority of the Directors in office shall be required for the transaction of business and the affirmative votes of a majority of the Directors participating and voting shall be required for any action to be taken: PROVIDED, that a Director who by law or these Bylaws is disqualified from voting on a particular matter shall not, with respect to consideration of and action upon that matter, be counted in determining the number of Directors in office or participating; AND PROVIDED FURTHER, that, if less than a quorum participates at a meeting, a majority of the Directors participating may adjourn the meeting to another date, time, and place, but shall cause the absent Directors to be duly and timely notified of the date, time, and place of such adjourned meeting.

#### **Section 5.05 Attendance at Meetings**

The Board of Directors shall be responsible for defining the terms and conditions for board member participation in board meetings.

- (a) If a Director is absent from five (5) regular board meetings in any twelve (12) consecutive months with or without good cause, he shall be deemed to have resigned from the Board of Directors, and the vacancy thereby resulting will be filled as provided in Article IV, Section 4.09 of these Bylaws, as amended.
- (b) Any Director who is removed from the Board of Directors because of absenteeism may appeal his removal to the members at a special or regular meeting called pursuant to the provisions of Section 4.08.

### **ARTICLE VI OFFICERS**

#### **Section 6.01 Number and Title**

The officers of the Association shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be determined by the Board of Directors from time to time. The office of the Secretary and of the Treasurer may be held by the same person.

#### **Section 6.02 Election and Term of Office**

The four officers named in Section 6.01 shall be elected by written ballot, annually, by and from the Board of Directors at the first meeting of the Board held after the annual meeting of the members. Nominations for officer

positions shall not be made until the first meeting of the Board of Directors held after the annual meeting of members. If the election of such officers shall not be held at such meeting, it shall be held as soon thereafter as conveniently may be possible. Each such officer shall hold office until the meeting of the Board first held after the next succeeding annual meeting of the members or until his successor shall have been duly elected and shall have qualified, subject to the provisions of the Bylaws with respect to the removal of Directors and to the removal of officers by the Board of Directors. Any other officer may be elected by the Board from among such persons, and with such title, tenure, responsibilities, and authorities, as the Board of Directors may from time to time deem advisable.

### **Section 6.03 Removal**

Any officer, agent, or employee elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association will be served thereby.

### **Section 6.04 Vacancies**

A vacancy in any office elected or appointed by the Board of Directors shall be filled by the Board for the unexpired portion of the term.

### **Section 6.05 President**

The President shall:

- (a) Be the principal executive officer of the Board of Directors and shall preside at all meetings of the Board of Directors and, unless determined otherwise by the Board of Directors, at all meetings of the members;
- (b) Sign, with the Secretary, any deeds, mortgages, deeds of trust, notes, bonds, contracts, or other instruments authorized by the Board of Directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and
- (c) In general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

### **Section 6.06 Vice President**

In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President; and shall perform such other duties from time to time which may be assigned to him by the Board of Directors.

### **Section 6.07 Secretary**

The Secretary shall:

- (a) Keep, or cause to be kept, the minutes of meetings of the members and of the Board of Directors in one or more books provided for that purpose;
- (b) See that all notices are duly given in accordance with these Bylaws or as required by law;

(c) Be custodian of the corporate records and of the seal of the Association, and see that the seal of the Association is affixed 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) Keep, or cause to be kept, a register of the name and post office address of each member, which address shall be furnished to the Association by such member;

(e) Have general charge of the books of the Association in which a record of the members is kept;

(f) Keep on file at all times a complete copy of the Association's Articles of Incorporation and Bylaws together with all amendments thereto, which copies shall always be open to the inspection of any member, and at the expense of the Association, furnish a copy of such documents and of all amendments thereto upon request to any member; and

(g) In general, perform all duties incident to the office of the Secretary and such duties as from time to time may be assigned to him by the Board of Directors.

### **Section 6.08 Treasurer**

The Treasurer shall:

(a) Have charge and custody of and be responsible for all funds and securities of the Association;

(b) Receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit or invest all such monies in the name of the Association in such bank or banks or in such financial institutions or securities as shall be selected in accordance with the provisions of these Bylaws; and

(c) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors.

### **Section 6.09 Delegation of Secretary's and Treasurer's Responsibilities**

Notwithstanding the duties, responsibilities, and authorities of the Secretary and the Treasurer herein before provided in Section 6.07 and 6.08, the Board of Directors by resolution may, except as otherwise limited by law, delegate wholly or in part, the responsibility and authority for, and the regular or routine administration of, one or more of each such Officer's duties to one or more agents, other Officers, or employees of the Association who are not Directors. To the extent that the Board does so delegate with respect to any such Officer, that Officer as such shall be released from such duties, responsibilities, and authorities.

### **Section 6.10 Chief Executive Officer**

The Board of Directors shall appoint a Chief Executive Officer who shall be required to be a member of the Association. The CEO, together with such other staff, agents, and employees as he may select with the consent of the Board of Directors, shall perform such duties and shall exercise such authority as the Board of Directors may from time to time vest in him.

### **Section 6.11 Bonds**

The Board of Directors shall require the Treasurer and any other officer, agent, or employee of the Association charged with responsibility for the custody of any of its funds or property to give bond 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 in such amount and with such surety, as it shall determine. The costs of all such bonds shall be borne by the Association.

### **Section 6.12 Compensation; Indemnification**

The powers, duties, and compensation of any officers, agents, and employees shall be fixed or a plan thereof approved by the Board of Directors. The Association shall indemnify present and former directors, officers, including the Chief Executive Officer, and employees, and may indemnify agents against liability to the extent that their acts or omissions constituting the grounds for alleged liability were performed in their official capacity and, if actionable at all, were based upon good faith business judgments in the belief the acts or omissions were in the best interests of the Association or were not against the best interests of the Association. The Association may purchase insurance to cover such indemnification.

### **Section 6.13 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 and showing the condition of the Association at the close of such fiscal year.

## **ARTICLE VII**

### **NONPROFIT OPERATION**

#### **Section 7.01 Interest or Dividends on Capital Prohibited**

The Association shall at all times be operated on a cooperative, nonprofit basis for the mutual benefit of its members. No interest or dividends shall be paid or payable by the Association on any capital furnished by its members.

#### **Section 7.02 Patronage Capital in Connection with Furnishing Electric Energy**

(a) In the furnishing of electric energy, the Association's operations shall be so conducted that all members will, through their patronage, furnish capital for the Association. In order to induce patronage and to ensure that the Association will operate on a nonprofit basis, the Association is obligated to account on a patronage basis to all its members for all amounts received and receivable from the furnishing of electric energy. All such amounts in excess of operating costs and expenses at the moment of receipt by the Association are received with the understanding that they are furnished by the member as capital. The Association is obligated to pay by credits to a capital account for each member all such amounts in excess of operating costs and expenses. 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 member, is clearly reflected and credited in an appropriate record to the capital account of each member, and the Association shall, within a reasonable time after the close of the fiscal year, notify each member of the amount of capital so credited to his account;

(b) Provided, that individual notices of such amounts furnished by each member shall not be required if the Association notifies all members of the aggregate amount of such excess and provides a clear explanation of how each member may compute and determine for himself the specific amount of capital so credited to him.

(c) All such amounts credited to the capital account of any member shall have the same status as though they had been paid to the member in cash in pursuance of a legal obligation to do so and the member had then furnished the Association corresponding amounts for capital.

(d) All other amounts received by the Association from its non-electric operations in excess of costs and expenses shall, insofar as permitted by law, be (1) used to offset any losses incurred during the current or any prior fiscal year; and (2) to the extent not needed for that purpose will be retained by the Association as equity capital.

(e) 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: PROVIDED, that insofar as gains may at that time be realized from the sale of any appreciated asset, such gains shall be distributed to all persons who were members during the period the asset was owned by the Association in proportion to the amount of business done by such members during that period, insofar as is practicable, as determined by the Board of Directors before any payments are made on account of property rights of members.

(f) 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 members accounts may be retired in full or in part according to policies adopted by the Board. The Board of Directors shall have the power to

adopt rules providing for the separate retirement of that portion ("power supply or other service or supply portion") of capital credited to the accounts of members which corresponds to capital credited to the account of the Association by an organization furnishing power supply or any other service or supply to the Association.

(g) Such rules shall (1) establish a method for determining the portion of such capital credited to each member for each applicable fiscal year, (2) provide for separate identification on the Association's books of such portions of capital credited to the Association's members, (3) provide for appropriate notification to members with respect to such portions of capital credited to their accounts.

(h) Capital credited to the account of each member shall be assignable only on the books of the Association pursuant to written, instruction from the assignor and only to successors in interest or successors in occupancy in all or part of such members premises served by the Association, unless the Board of Directors, acting under policies of general application, shall determine otherwise.

(i) This paragraph was rescinded by the membership on April 25, 2000.

(j) The Association, before retiring any capital credited to any member's account, shall deduct therefrom any amount owing by such member to the Association, together with interest thereon at the Alaska legal rate on judgments in effect when such amount became overdue.

(k) The members of the Association, by dealing with the Association, acknowledge that the terms and provisions of the Articles of Incorporation and Bylaws shall constitute and be a contract between the Association and each member, and both the Association and the members are bound by such a contract as fully as though each member

had individually signed a separate instrument containing such terms and provisions. The provisions of this article of the Bylaws shall be called to the attention of each member of the Association by posting, in a conspicuous place, in the Association's office.

(l) The allocation of patronage capital shall be made by district as defined in Article I, Section 1.10 of these Bylaws as determined by the Board of Directors.

## **ARTICLE VIII**

### **FISCAL MANAGEMENT AND ACCOUNTING**

#### **Section 8.01 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, which system shall at all times provide the proper reserves for payment of interest and principal on outstanding indebtedness, reserves for taxes, insurance, depreciation, replacement of capital plant and facilities, and such other reserves and accounts as the Board of Directors shall deem proper.

#### **Section 8.02 Accounting System and Reports**

(a) 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, consistent with electric industry standards, and such as may be established by any applicable laws, rules, and regulations of the United States, the State of Alaska, or any regulatory agents thereof, of competent jurisdiction.

(b) The Board of Directors may, whenever the financial condition of the Association permits and its interest so requires, after the close of the fiscal year, cause to be made a full, complete, and independent audit of the accounts, books, and financial condition of the Association as of the end of such fiscal year. Such audit reports, or summaries thereof, shall be reported to the members at the next following annual meeting.

## **ARTICLE IX**

### **DISPOSITION OF PROPERTY**

#### **Section 9.01 Disposition of Property**

(a) The Board of Directors shall have full power and authority, without authorization by the members, to authorize the execution and delivery of a mortgage or mortgages, or a deed or deeds of trust, or the pledging or encumbering of any or all of the property, rights, privileges, licenses, franchise, and permits of the Association, whether acquired or to be acquired and wherever acquired or to be acquired and wherever situated as well as the revenues therefrom, all such terms and conditions as the Board of Directors shall determine, to secure any indebtedness of the Association.

(b) The Association may not otherwise sell, lease, or otherwise dispose of more than forty-nine percent (49%) of the Association's property unless such sale, lease, or other disposition is authorized by the affirmative vote of not less than the majority of all the members of the Association.

The Association may not otherwise sell, lease, or otherwise dispose of more than fifteen percent (15%) or less than forty-nine percent (49%) of the Association's property unless such sale, lease, or other disposition is authorized by the membership in compliance with Alaska Statute 10.25.400.

(c) A special meeting may be called by the Board of Directors in accordance with the law where the approval of the members is necessary under this Article and upon resolution by the Board of Directors; voting by mail on a motion or resolution to sell, lease, or otherwise dispose of all or a substantial portion of the Association's property shall be allowed in accordance with these Bylaws.

(d) Any sale, lease, or other disposition of all of the Association's property to an unrelated third party shall, as a minimum, require that the purchasing party shall pay in cash to the Association the fair market value of the assets purchased, including provision for complete retirement of patronage capital, satisfaction of all then-existing contracts or obligations of the Association, and complete indemnity of the Association and its members, directors, officers, and employees from all liability or claim of liability arising out of the Association and its operations prior to the sale. Fair market value shall be determined by the Board of Directors after review of appraisals and accepted business valuation standards.

## **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 11.01 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 instruments in the name and on the behalf of the Association, and such authority may be general or confined to specific instances.

#### **Section 11.02 Checks, Drafts, and Order for the Payment of Money**

All checks, drafts, or other orders for the payment of money, and all notes, bonds, or other evidence 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 the resolution of the Board of Directors.

#### **Section 11.03 Deposits**

All funds, except petty cash, 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 11.04 Change of Rates**

This section was rescinded in 1999.

**Section 11.05 Fiscal Year**

The fiscal year of the Association shall begin on the first day of January of each year and shall end on the thirty-first day of December of the same year.

**ARTICLE XII****MISCELLANEOUS****Section 12.01 Membership in Other Organizations**

The Association may, with the approval of the Board of Directors, acquire or create any interest in any legal entity to conduct business as permitted by law; PROVIDED, the financial condition of the Association will not be impaired thereby.

**Section 12.02 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 such meeting by such member or Director, except in case a member or Director shall attend a meeting for the express purpose of objecting to the transaction of any business, or one or more items of business, on the grounds that the meeting has not been lawfully called or convened. Any member attending any meeting for the purpose of making such objection shall notify the Secretary prior to or at the beginning of the meeting of his objection.

**Section 12.03 General Provisions**

- (a) Unless otherwise provided, words and phrases used in these Bylaws have their customary and ordinary meaning;
- (b) The singular use of any word includes the plural use, and the plural use of any word includes the singular use;
- (c) The masculine use of any word includes the masculine, feminine, and neutral uses;
- (d) The present tense of any word includes the past and future tenses, and the future tense of any word includes the present tense; and
- (e) The words "shall" or "must" indicate a mandatory action or requirement, and the word "may" indicates a permissive action or requirement.

**Section 12.04 "Close Relative" Defined**

As used in these Bylaws, "close relative" means a person who, by blood or in law, including half, foster, step and adoptive kin, is either a spouse, child, grandchild, parent, grandparent, brother, sister, aunt, uncle, nephew, or niece of the principal.

## **ARTICLE XIII**

### **AMENDMENTS**

(a) These Bylaws may be altered, amended, or repealed by the members at any regular or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment, or repeal and name(s) of sponsor(s) of proposed change(s).

(b) A member may have a proposed amendment of the Bylaws placed on the official notice to the members by one of the following procedures:

(1) Filing the proposed amendment in writing, together with a petition signed by at least ten percent (10%) of the members, with the Secretary of the Association at least ninety (90) days before the meeting; or

(2) Filing the proposed amendment in writing with the Board of Directors at least ninety (90) days before the meeting for its consideration and decision for placement on the official notice; or

(3) Motion from the floor at a membership meeting, duly seconded and carried by majority vote of those members present at the meeting, for placement on the official notice of the next scheduled meeting of the members.

## **ARTICLE XIV**

### **RULES OF ORDER**

Parliamentary procedure at all meetings of the members, of the Board of Directors, of any committee provided for in these Bylaws, and of any other committee of the members of the Board of Directors which may from time to time be duly established shall be governed by the most recent edition of *Robert's Rules of Order*, except to the extent such procedure is otherwise determined by law or by the Association's Articles of Incorporation or Bylaws or by resolution of the Board of Directors.

**205 FUNCTIONS OF THE CEO EVALUATION COMMITTEE****205.1 Purpose**

The purpose of this policy is to establish the functions of the CEO Evaluation Committee.

**205.2 Policy****A. Functions**

1. Meet with CEO in December to discuss project
2. Send out evaluation packet
3. Collect responses
  - a. Prepare raw data in form suitable for board review
  - b. Summarize data into draft evaluation
4. Secure compensation information
5. Discuss draft evaluation with CEO and plan Special Board Meeting
6. Prepare packet for executive session
7. Presides over executive session meeting

**B. Organizational Relationships**

1. Reports to the Board
2. The committee selects its own chair
3. The committee shall meet only as necessary to complete the annual CEO evaluation
4. The committee consists of two Directors, appointed by the President, and the CEO

**C. Committee Membership**

1. The committee is a continuing one
2. The term of each member is indefinite or until a successor is appointed

**205.3 Responsibility**

1. The Chair of the CEO Evaluation Committee shall make every reasonable effort to ensure that this policy is implemented and adhered to
2. The CEO shall assist the committee in carrying out its functions

**206 FUNCTIONS OF THE GOVERNANCE COMMITTEE****206.1 Purpose**

The purpose of this policy is to describe the functions of the Governance Committee.

**206.2 Policy****A. Functions**

1. Periodically review governance policies, particularly those pertaining to conducting meetings.
2. Annually conduct a self assessment exercise.
3. Periodically arrange for a facilitated board appraisal.
4. Discuss succession planning to include cooperative officers and director recruitment.
5. Annually review the Director Code of Conduct and address noncompliance.
6. Prepare the director expense budget no later than September 30 of the preceding year.
7. Develop a training program for the Board; consider education requirements.
8. Planning the annual board calendar.
9. Conduct new director orientation from a board member perspective.
10. Accept special projects as assigned by the Board of Directors.

**206.3 Responsibility**

1. The Chair of the Governance Committee shall make every reasonable effort to ensure that this policy is implemented and adhered to.
2. The CEO shall assist the committee in carrying out its functions.

## 207 CODE OF DIRECTOR CONDUCT

### 207.1 Purpose

The purpose of this policy is to set forth standards of conduct for Directors of Copper Valley Electric Association.

### 207.2 Policy

#### A. Preamble

CVEA believes that a fundamental aspect of strong corporate governance is a commitment to the highest ethical standards of conduct by the members of the CVEA Board of Directors (Board), corporate officers and employees. In recognition of this principle, the Board has adopted this Code of Director Conduct. Every Director is expected to maintain and to foster these standards, and every Director has an obligation to disclose any action that is believed to be inconsistent with them.

#### B. Duties of Care and Loyalty

##### 1. Duty of Care

The law (AS 10.25.145) requires Directors to perform their duties as members of the Board and members of committees within the scope of the person's duties for CVEA, and with a reasonable belief that the conduct was in, or not contrary to, the best interests of CVEA. This requirement is similar to (but still different from) the duties of directors in for profit corporations under 10.06.450(b) that they perform their duties in good faith, with sound business judgment and with the care, including reasonable inquiry, of an ordinarily prudent person. The Board and its committees take action as a body and Directors' duties are exercised as a part of those bodies. CVEA's interests are served by full and open participation by all Directors in meetings. It is the policy of CVEA that Directors shall conduct themselves professionally, with the highest standards of honesty, truth, accuracy, fairness and responsibility to CVEA and all its members. Directors shall not knowingly disseminate false or misleading information, and shall act promptly to correct erroneous communications for which they are responsible. Attached, as Attachment A, is a partial listing of certain requirements imposed by the Duty of Care.

##### 2. Loyalty

Directors must be loyal to CVEA and act at all times in the best interest of CVEA and its members. Their loyalty must be to CVEA and all its members, not just to one group of members. Directors must put the corporate and member good before their personal interest. Once the Board

has acted, a Director may seek change through Board meetings, but shall not publicly undermine public or member confidence in the Board. A partial listing of requirements of the Duty of Loyalty is attached as Exhibit B.

The following discussion of the duty of loyalty highlights some aspects of this issue that are important to CVEA and its directors:

a. Corporate Business Opportunities

Except as prohibited elsewhere in this code, a Director may engage in business other than CVEA's business. However, a Director may not personally exploit a corporate business opportunity. A corporate business opportunity is (1) a business opportunity in CVEA's line of business, or proposed expansion or diversification, (2) which CVEA is financially able to undertake, and (3) which may be of interest to CVEA. A director who learns of such a business opportunity in any way should disclose that opportunity to CVEA and determine if CVEA is interested in taking advantage of the opportunity. If CVEA is not interested in the opportunity, then and only then, can a director or directors personally take advantage of the opportunity.

This restriction on personal exploitation of corporate business opportunities shall continue after a Director leaves the Board - no former Director may exploit for personal advantage corporate opportunities that he or she learned of as a Director.

b. Conflicts of Interest

As a general matter, business dealings that represent or appear to represent a conflict between the interests of CVEA and those of a Director should be avoided. Such conflicts may arise because of employment or business activities of a Director or Relative. While serving on committees, Board members must avoid conflicts and either disclose such conflict and avoid participating in decisions or resign from the committee.

Directors should be aware of the specific provisions of Section 4.02 of the CVEA Bylaws and of CVEA Policy 107, Conflict of Interest.

First, Bylaw Section 4.02 provides, in part, that no person may serve as a director who is an employee of CVEA or is the close relative of an incumbent director or employee, or who is in any way employed by or financially interested in a competing enterprise, including selling electric energy or electric supplies to CVEA. 'Close Relative' means a person who, by blood or in-law,

including half, foster, step and adoptive kin, is either a spouse, child, grandchild, parent, grandparent, brother, sister, aunt, uncle, nephew or niece of the Board member. (See Bylaw Section 12.04 (defining close relative), Policy 412 (defining close relative), and Policy 107 (defining immediate family in the same words).

Second, Policy 107 prohibits Directors and employees from receiving gifts, fees, loans, or favors from those doing business with CVEA that obligates or induces the Director or employee to compromise their responsibilities to CVEA. (This does not include gifts of a nominal value or casual entertainment.)

In addition, Policy 107 states a strong interest in avoiding matters that could be construed as a conflict of interest: *Every Director and employee of the Cooperative is expected to avoid situations which might be construed as conflicts of interest since it is not feasible in a policy statement such as this to describe all the circumstances and conditions that might be or have the potential of being considered conflict of interest.*

The following are examples of potential conflicts of interest:

i. Contracts with CVEA

As provided in Section 4.02 (c) of the Bylaws, no person may serve as a Director if he is in any way employed by or financially interested in a competing enterprise, or a business selling electric energy and electric supplies to CVEA.

Section 4.10 (d) of the CVEA Bylaws states: *No Director shall receive compensation for serving the Cooperative in any other capacity. Nor shall any close relative of a Director receive compensation for serving the Cooperative, unless the payment and amount of compensation shall be specifically authorized by the Board of Directors after determination of the need thereof.* This provision means no Director may be paid for serving CVEA in any other capacity, for instance as a consultant or as a supplier.

Policy 107 prohibits any Director or employee *from acquiring or having a financial interest in any property which the Cooperative acquires or a direct or indirect financial interest in a major supplier, contractor, consultant, or other entity with which the Cooperative does business. If members of the immediate family of a Director or employee have a financial interest as specified above, such interest shall be fully disclosed to the Board of Directors which shall*

*decide if such interest should prevent the Cooperative from entering into a particular transaction, purchase, or employment services.* This provision means that no Director may sell property to CVEA, nor may a Director have a financial interest in an entity with which CVEA does business.

To the extent consistent with the policies and the Bylaws, a contract in which a Director (or a close relative) has a personal interest or in which there is or might appear to be a conflict by reasons of the Director's role or a Relative's connection as an owner, officer, director or otherwise with a business can be approved by the Board provided (1) that the nature of the relationship is fully and completely disclosed to other members of the Board, (2) that the contract is approved by a majority of the Board without the participation of any director who has such an interest and (3) the contract is just and reasonable for CVEA. If any Director has a personal interest in matters which come before that Board or a subsidiary's Board, he or she should ensure that interest is fully disclosed to the Board, that the director does not participate in the decision on the matter and that his or her non-participation is noted in the minutes of the meeting.

ii. Relationship with Competing Enterprise

As set forth above, under Section 4.02 (c) of the Bylaws, no person may serve as a Director if he is in any way employed by or financially interested in a competing enterprise, or a business selling electric energy and electric supplies to CVEA. As expanded by this Code of Director Conduct, Directors or close relatives may not participate as owners, officers or directors of any enterprise that is in competition with CVEA. 'In competition' means engaged in an enterprise that performs business activities that CVEA also is engaged in. Directors in violation of this provision should either resign from the competing enterprise or resign as a Director of CVEA.

iii. Gifts

As set forth above, Policy 107 prohibits Directors and employees from receiving gifts, fees, loans, or favors from those doing business with CVEA which obligates or induces the Director or employee to compromise their responsibilities to CVEA. (This does not include gifts of a nominal value or casual entertainment.) As expanded by

this Code of Director Conduct, no Director or close relative shall solicit or accept gifts, entertainment, services, loans or other things of value (Gifts) where these would or might appear to improperly influence the Director in the performance of his or her duties on behalf of CVEA. Nor should any Director give Gifts to others where these might appear designed to improperly influence others in their relations with CVEA.

Directors and Relatives may accept merchandise or advertising novelty gifts of nominal value, occasional meals and infrequent entertainment or social invitations if they are wholly in keeping with good business ethics and do not suggest an improper relationship. They should not be extravagant or excessive, nor result in any favored treatment for the donor or impose any sense of obligation upon the Director. This section is not intended to prevent Directors or Relatives from accepting appropriate gifts from other Relatives, or arising from friendship. Nor is it intended to prevent reasonable compensation for legitimate services actually provided. Acceptance of any Gift with a value of over \$200 from a single source that has or may be seeking business relations with CVEA shall be immediately disclosed to the President. Any Gift or Gifts from a single source which total over \$500 in value and which have been given to a Director in his or her capacity as a Director may be required by the Board to be remitted to CVEA.

iv. Close Relatives

The term 'close relative' means a person who, by blood or in-law, including half, foster, step and adoptive kin, is either a spouse, child, grandchild, parent, grandparent, brother, sister, aunt, uncle, nephew or niece of the Director of CVEA. Any person residing in a Cooperative Director's or employee's households shall be regarded as immediate family. Spouse includes persons involved in a legal marital relationship or a relationship which, in CVEA's judgment, is characterized by the permanence, stability and duration normally associated with a legal marriage.

C. Role of Directors

1. General

It is important to the growth and success of CVEA that Directors play an active role on the Board. They should be familiar with the business of CVEA, participate fully in board meetings, and ask questions when

appropriate. Subject to the President's ability to appoint members to Committees, board members should exercise independent judgment in their actions and not hereby act at the direction of others. As set forth in Policies 102 and 104, the Board's role is to set general policy and guidance to be implemented by the officers and management. Individual Directors do not have direct hiring or disciplinary authority over any employees of CVEA. The Board, as a group, has authority over corporate officers, including hiring authority over the Chief Executive Officer. Unless specifically authorized by a vote of the full Board of Directors, no Director shall make commitments on behalf of CVEA. Directors shall avoid making or permitting use of CVEA's name in ways which could imply endorsement by CVEA or which could embarrass CVEA or its members.

## 2. Outside Activities

The Directors are leaders in the CVEA region and communities and are encouraged to participate actively in organizations which seek to advance the welfare of members when that involvement does not create a conflict of interest with their duties as a Director.

## 3. Personal Behavior

CVEA is best served by Directors who recognize that their conduct extends beyond the confines of the boardroom and corporate offices. Even after work or while not on CVEA business, customers, members and others see Directors as representatives of CVEA wherever they may be. By following the highest standards of conduct in their business and personal lives, Directors contribute to the integrity and image of CVEA and thus advance the goals and objectives of all members. When dealing with people as a Director or in other capacities, Directors should act in a manner consistent with this Code of Business Conduct and which reflects favorably upon CVEA.

## D. Personal Benefit

No Director shall use corporate property for personal benefit unless such use has been specifically authorized as a part of a compensation benefit or employment contract. Corporate property shall be used only to benefit CVEA's business interests and to achieve corporate goals and objectives.

Directors will be reimbursed for the travel to attend board and committee meetings and on other corporate business in accordance with policies or procedures adopted from time to time by the Board.

Employee Handbook Policy 209, Hiring of Relatives, prohibits hiring any close relative of a Director. Section 4.02 of the Bylaws prohibits any person from serving as a Director if a close relative is a Director or employee of CVEA. Policy 107 requires that: *If members of the immediate family of a Director or employee have a financial interest as specified above, such interest shall be fully disclosed to the Board of Directors which shall decide if such interest should prevent the Cooperative from entering into a particular transaction, purchase, or employment services.*

E. Corporate Information

Policy 107.B. provides as follows: *The complete confidentiality of business information must be respected at all times. Directors and employees are prohibited from knowingly disclosing such information to those who do not have the need to know, or whose interest may be adverse to the Cooperative, both inside or outside the organization; or in any way using such information for personal gain or advancement; or to the detriment of the Cooperative; or to individually conduct negotiations or make contacts or inquiries on behalf of the Cooperative unless officially designated to do so.*

Directors have access to private CVEA information obtained or developed in the course of CVEA's business. This may include information concerning employees, customers, competitors, business opportunities, potential future plans, partners, proposed or current investments, proposed or contemplated contracts or acquisitions, strategies concerning litigation, business negotiations, labor negotiations, or other information. All such private corporate information obtained by a Director shall be used only for legitimate CVEA purposes. Such information shall not be used by the Director or Relatives for any personal benefit or gain or to harm CVEA while the Director serves as Director or after he or she leaves office. Such information shall be provided by any Director only to those who have a legitimate need for the information in the normal conduct of the business of CVEA, or as otherwise may be required by law.

The restriction on use of corporate information shall continue after a Director leaves office. No Director or former Director shall make any use of such information in a way that is contrary to this Code.

Directors should refrain from the purchase or sale of securities or other property where such purchase or sale is based on confidential information or special knowledge acquired in connection with the business of CVEA.

F. Political Contributions

No Director shall make, authorize or permit any unlawful contribution, expenditure or use of corporate funds or property for political purposes. Directors shall not be reimbursed by CVEA for political contributions made as an individual.

#### G. Discrimination/Harassment

CVEA is committed to human dignity, the protection of its employees and to the creation of a positive work environment. No Director shall engage in any illegal discrimination against employees or Directors of CVEA for any reason, including on matters relating to race, color, religion, natural origin, sex, physical or mental disability, marital or family status or otherwise. No Director shall engage in harassment of other Directors or any employee of CVEA. 'Harassment' shall include any unreasonable, repeated or inappropriate verbal or physical conduct, or requests for such conduct, where (1) such conduct has the purpose or effect of unreasonably interfering with a person's work performance, or creating an intimidating, hostile or offensive working environment; (2) submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment; or (3) submission to or rejection of such conduct by an employee is used as a basis for employment decisions affecting such individual.

#### H. Self Evaluation

To be most effective in providing the corporate leadership required to make CVEA a success, the Board of Directors must engage in a regular process of evaluating how the Board is functioning, how effective it is at setting corporate policies, goals and objectives, and how it is working to realize CVEA's strategic plan. At least once a year, the Board shall conduct a self-evaluation to make sure it is being as effective as possible. The purpose of that evaluation is to be certain that the Board is fulfilling its function of providing effective leadership, setting policy and monitoring the performance of management.

In conducting this self-evaluation, each board member may be asked to carefully evaluate his or her performance, the performance of other Directors, the performance of the Board as whole, and the performance of Board Committees with an eye towards changes or improvements which could be made to ensure that adequate information, in an understandable format, is provided to Board members, that meetings are conducted in a way which promotes open and effective discussion of options among board members leading to appropriate and logical decisions, that Directors are able to reach consensus on general corporate goals and objectives, that decisions of the Board are appropriately communicated to management and members, and that management complies with board direction and that otherwise the Board functions effectively. After the Directors have each engaged in such a self-evaluation, the Board as a group should also evaluate changes or improvements that Directors feel need to be made.

The evaluation process should be done in a professional and business-like fashion and personal attacks or criticism should be avoided. The purpose of the evaluation is to make certain that the members are being effectively represented by the Board. Some factors that Directors may wish to consider are listed on Attachment C.

## I. Litigation

Particular problems arise when a Director, individually or as a Director or officer of another Cooperative or corporation or other entity, participates in litigation against CVEA. While CVEA does not and could not take away the right of a Director to seek a judicial determination of legitimate good faith disputes against CVEA, a director who participates in litigation against CVEA must be very careful to act in a way that is consistent with his or her duty of loyalty. Any such Director shall (1) not be permitted to participate or vote on any matter relating to the litigation, (2) not make any use of private corporate information obtained in his or her capacity as a Director, and (3) not seek to enlarge the litigation beyond that which is necessary to obtain a determination of the dispute at issue. Where the litigation is likely to be prolonged, involves issues of importance to the Director or to CVEA, the Director, in consultation with the Director's own counsel, should consider whether it has become impossible to fulfill the duties of a Director to CVEA and consider resigning as a Director.

## J. Drug, Alcohol and Tobacco Use

CVEA prohibits the use, possession, distribution or being under the influence of alcohol or illegal mind-altering drugs in the work place. Smoking is also prohibited in company buildings. Directors shall abide by these policies.

## K. Compliance with Law

It is the policy of CVEA to comply with all laws governing its business operations. All Directors shall act in compliance with all laws and regulations and shall immediately report to the President of the Board (or Vice-President if the allegation involves the President) if they believe CVEA, any director, officer or employee of CVEA is operating in violation of any law or regulation.

## L. Director Participation

CVEA is best served by directors who actively participate in CVEA. Regular attendance at board and committee meetings is essential to ensure that directors remain informed about the affairs of CVEA. Pursuant to Section 5.05 of the Bylaws, if a Director is absent from 5 regular board meetings in any 12 consecutive months with or without good cause, he shall be deemed to have resigned from the Board of Directors, and the vacancy thereby resulting will be filled as provided in Section 4.09 of the Bylaws.

### **207.3 Responsibility**

- A. An allegation that a Director has violated this code shall be brought to the full Board at the next regularly scheduled meeting.

- B. A Director who has been found to have violated this Code of Conduct shall be subject to any or all of the following sanctions as determined by the Board of Directors.
1. Private reprimand by the Board
  2. Public censure and disclosure of the violation and sanctions
  3. Request by the Board that the charged Director resign as a Director
  4. To the extent permitted by law or bylaws, loss of indemnification by CVEA
  5. Commencement of lawsuit against the Director or former Director for injunctive relief or for damages caused by breach of this Code
  6. Pursuit by CVEA of the removal of the Director in accordance with applicable law, or as provided in the Bylaws

The Board shall establish the appropriate sanction and the duration of that sanction. The Board may select any sanction listed above, or others deemed appropriate, without regard to whether other lesser sanctions have been imposed or considered. In determining the sanctions the following factors, as well as others, may be considered: the seriousness of the infraction and the expected harm to the reputation or finances of CVEA that has resulted, its likelihood of repetition, prior violations by the Director or others, whether the director or his close relatives personally profited from the violation, the Director's willingness to disclose the conduct and his or her efforts to mitigate the harm cause by the violation.

**ATTACHMENT A****The Duty of Care owed by a CVEA Director to CVEA requires that a Director:**

- ◆ Perform his or her duties in good faith, in what the Director believes is in the best interests of CVEA and with the care expected of a prudent person engaged in similar activities
- ◆ Attend CVEA Board and committee meetings regularly
- ◆ Comply with all applicable laws and regulations and all corporate policies
- ◆ Review and, if necessary, ask reasonable questions on important matters requiring Board action
- ◆ Read all board packet material distributed to the Board in advance of the meeting
- ◆ Keep informed of work delegated to the committees of the Board and serve usefully when assigned to committees
- ◆ Question information provided to the Board where the validity of the information is subject to doubt
- ◆ Participate in Board and committee discussions and contribute usefully to the analysis of proposals that come before the Board or committees
- ◆ Respect the boundaries between the Board's role in policy development and oversight and Management's role in the implementation of Board policy
- ◆ Act in good faith in making decisions guided by honest and fair business judgment

**ATTACHMENT B****The Duty of Loyalty to CVEA requires that a CVEA Director:**

- ◆ Never use his or her position on the Board or on a committee to make a personal profit
- ◆ Disclose personal interest before Board or committee action on transactions involving real or apparent conflicts of interest or personal advantage in the transaction
- ◆ Abstain from voting on actions where personal advantage is involved
- ◆ Does not serve on the Board of, or act as an employee or officer of a business in competition with CVEA
- ◆ See that conflicting interests are recognized and treated objectively
- ◆ Be concerned that all members are dealt with fairly
- ◆ Inform CVEA of corporate business opportunities appropriate for CVEA before pursuing them personally
- ◆ Protect the confidentiality of information received
- ◆ Does not use information gained while serving on the Board to personal advantage after leaving the Board

## ATTACHMENT C

### Issues to be Considered During Evaluation of CVEA Directors:

#### Board Meetings

- a. Do directors attend board and committee meetings?
- b. Do directors arrive on time?
- c. Do directors stick to agenda?
- d. Do directors come prepared for the discussion of agenda items?
- e. Do directors help the President of the Board run an effective meeting?
- f. Do directors listen to other directors and build on others' comments?
- g. Do directors view failure as education?

#### Decision Making

- a. Do directors complement ideas and not change the focus to meet their own needs?
- b. Do directors keep an open mind, ask questions, and learn from prior decisions?
- c. Do directors recognize their personal decision-making bias?
- d. When making a decision affecting others, do directors share the reasoning behind the decision?
- e. Do directors overcome fear of change and never burn bridges?

#### Management Evaluation

- a. Do directors establish and communicate performance standards for the CEO?
- b. Do directors regularly participate in evaluation of CEO?
- c. Do directors fairly evaluate performance based on those communicated performance standards?
- d. Do director suggest changes/improvements that can improve performance?

#### Monitoring Financial Performance

- a. Do directors understand the key financial statements?
  - i. balance sheet
  - ii. income statement
  - iii. cash flow statement
  - iv. statement of patronage capital
- b. Do directors read the auditor's communications?
- c. Is the audit clean, i.e., in conformance to generally accepted accounting principles (GAAP)?
- d. Do directors participate in review of the annual budget?

#### Legal Obligations

- a. Do directors generally support duty of care, duty of loyalty, follow Articles, Bylaws and Code of Business Conduct?
- b. Do directors make certain CVEA complies with laws and regulations?
- c. Do directors accept and meet the fiduciary responsibility of directorship?
- d. Do directors recognize and address conflicts of interest and the appearance of conflicts of interest?
- e. Do the officers and committee chairs fulfill their responsibilities as described in their respective position descriptions?

- f. Do the directors respect the divisions of authority and responsibilities between the Board and CEO as set forth in Policies 103 and 104?

#### Training/Improvement

- a. Do directors expand knowledge by attending board workshops, retreats, and training sessions?
- b. Do directors request additional information when needed to make a good decision?
- c. Do directors refer, rely upon and follow the strategic plan?
- d. Do directors assess and work on team building?

#### Community Service

- a. Are directors involved in community service?
  - i. involved in unpaid public service in their community, i.e. city councils, not for profits, etc.
  - ii. involved in other policy organizations - profit and non-profit consistent with duties to CVEA

#### Assessment

- a. Do directors, during appraisal of directors' performance, maintain credibility, avoid personal attacks and remain professional?
- b. Do directors foster and create teamwork culture and loyalty to company?
- c. Do directors approach self-assessment process as an opportunity to improve performance?
- d. Do directors focus on behaviors, not personalities or inference?
- e. Do directors conclude with a clear understanding of what was discussed and what to change?

**208 DIRECTOR OATH OF OFFICE****208.1 Purpose**

The purpose of this policy is to confirm each director will fairly, impartially, and to the best of his/her ability, perform the duties to protect and preserve the assets of the Cooperative.

**208.2 Policy**

The attached Director Oath of Office form identifies specific criteria required to be in legal compliance to serve on the Cooperative's Board of Directors.

**208.3 Responsibility**

- A. The President of the Board shall make every reasonable effort to ensure that this policy is adhered to.
- B. The Chief Executive Officer will ensure that each director completes the form.
- C. The Executive Assistant is responsible for providing the form to each director, notarizing the signature, and filing in the corporate records as required.