

PROPOSED BYLAW CHANGES ON THE BALLOT

INITIATED BY MEMBER PETITIONS

There are two member-initiated proposals to amend OPALCO's bylaws on the 2014 ballot. Each is included below exactly as presented by the member petition. Members are invited to vote "Yes" or "No" on these ballot measures.

1) Article II Meeting of Energy Members Section 9 Informational Meetings (new section)

- (a) "The Board of Directors shall schedule three (3) Energy Member Informational Meetings. Said meetings shall be scheduled every third month following the Annual Meeting and in the following order: Orcas, San Juan and Lopez. Said meetings shall be held on a Saturday, at a time coordinated with the ferry schedule and in a facility to be selected by the Board.
- (b) The purpose of said Informational Meeting is to provide the opportunity for dialogue between Energy Members, the Board of Directors and management staff about the Cooperative's affairs. The meeting shall be "chaired" by one of the Board Members representing the island on which the meeting is held.
- (c) Printed notice of Informational Meetings shall be included in the monthly billing notice sent to all Energy Members preceding the date of the scheduled meeting. Notice shall also be posted on the Cooperative's website and advertised in the newspapers serving the San Juan Islands for a period of no less than twenty (20) days preceding the scheduled meeting."

Estimated Cost to Members: \$22,960 / year

Pro: OPALCO describes itself as a democratic cooperative, owned and controlled by its members. Yet, Board Members and managers are not obliged to answer questions at Board meetings, and detailed financial information can be hard to get. Now that OPALCO has decided to build a (very expensive) network to supply internet services with fiber optic cable and wireless radiation, member/owners will need to get more involved to keep electric rates affordable. This amendment will begin to make that possible.

Author: Steve Ludwig, Lopez Island

Con: OPALCO could benefit from better member engagement, but this bylaw change is not the way to go. Board members have a responsibility to seek out and receive information from members to guide policies and strategic direction. Change the board's policies and practices, not the bylaws. This proposed bylaw change means that meetings must be held regardless of the level of interest from members or the need. It is an expensive approach that does not truly address the problem.

Author: Lisa Byers, Eastsound

2) Article IV Meetings of Directors new section

“The Cooperative shall allow member-owners access to open board meetings (non-executive sessions) through Internet web-based streamed audiovisual (AV) and optionally videoconferencing. All AV will be presented unedited (except to exclude breaks and executive sessions) and made available on demand through a web server to energy members within 7 days of the meeting. Such AV will remain available for at least 24 months from the date of first posting. The Board may restrict access to the AV to include only member-owners and set terms of use restrictions.”

Estimated Cost to Members: \$47,980 year one; \$8,200 year two; subsequent years cost based on staff, equipment maintenance and replacement costs.

Pro: “The health of any democracy partly depends on the ability of its voters to view unimpeded its representatives in action. Our geography and many members’ financial situations create barriers to their attending open board meetings. Streaming video of board meetings can allow member-owners to view at their convenience rather than taking a day off of work to travel to another island. To read beyond this 80 word limit and see many more benefits and a rebuttal statement go to <http://creativeconnections.com/opalco.html>”

Author: Gray Cope, San Juan Island

Con: This measure does not belong in our bylaws. Board packets and minutes are available to members online. Board meeting locations rotate between islands; OPALCO would have to purchase mobile equipment, subject to wear and tear from travel. A staff member would be removed from regular duties to run the equipment, edit and post the video. Quality would vary and very few members would actually view the videos. This measure is not a prudent use of Co-op resources.

Author: Howard Barbour, Deer Harbor

