

# MINUTES OF A SPECIAL BOARD OF DIRECTORS MEETING ORCAS POWER & LIGHT COOPERATIVE

Thursday, March 6, 2014

President Chris Thomerson called the meeting to order at 11:00 am.

Present in the Eastsound office: Chris Thomerson (President), Winnie Adams and Glenna Hall.  
Via telephone: Jim Lett, Bob Myhr, Vince Dauciunas, Attorney Art Butler and Attorney Joel Paisner

Also present in the Eastsound office were General Manager Randy Cornelius, Assistant General Manager Foster Hildreth and Executive Assistant Bev Madan.

## Notice of Meeting

President Thomerson asked if any of the directors had any objections to the method of notification of the meeting; via roll call: Adams No; Dauciunas No; Hall No; Lett No; Myhr No. Myhr commented for the record that he would have preferred to delay discussion of the bylaw amendment for the next regularly scheduled board meeting.

## Agenda Item Added

Hall moved to amend the agenda to add discussion of Jerry Whitfield's candidacy for the District 4 vacancy on the Board of Directors. The motion was seconded; the motion carried via roll call vote: Adams Yea; Dauciunas Yea; Hall Yea; Lett Yea; Myhr Yea.

## Bylaw Article I Section 10 – Removal of Directors and Officers

After discussion Myhr moved to accept the changes to Bylaw Article I Section 10; the motion was seconded. The motion carried by roll call vote: Adams Yea; Dauciunas Yea; Hall Yea; Lett Yea; Myhr Yea. The bylaw, with changes highlighted, now reads:

*Any energy member may seek removal of a director or officer by bringing written charges of malfeasance or misfeasance against an officer or director by filing them in writing with the secretary, at least 30 days prior to any annual or special meeting of the energy members of the Cooperative, together with a petition signed by ten percent (10%) of the energy members, requesting the removal of the officer or director in question. The secretary shall provide a copy of the charges to the director or officer being charged within five (5) business days of their filing with the secretary. To be considered, the removal request must state sufficient facts in writing to support the charge of malfeasance or misfeasance. The Board of Directors, excluding the director or officer subject to the charges, with the advice of the cooperative's counsel, shall determine whether the removal request states sufficient facts to support the charges. In the event all members of the Board of Directors are subject to petitions charging malfeasance or misfeasance at the same time, the President shall appoint an independent committee made up of seven (7) energy members from the districts established in Article III, Section 2 of these Bylaws, reflecting the same District representation as the then current Board of Directors. The independent committee, with the advice of the cooperative's counsel, shall determine whether the removal request states sufficient facts to support the charges by a majority vote. A removal request that has been found to be sufficient shall be considered at the next regular or special meeting of the energy members. The director or officer against whom such charges have been brought shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence; and the person or persons bringing the charges against him shall have the same opportunity. Following the presentations, all members shall be entitled to vote on the requested removal, based upon the factual allegations in the removal request presented. The vote on the removal petition shall be by mail and/or electronic transmission. The secretary shall arrange for distribution of absentee ballots to the membership electronically after the presentations at the regular or special meeting of the energy members, and shall include a transcript of the meeting, written materials from the members charging malfeasance or misfeasance in the removal petition and the written response from the director or officer who is the subject of the petition. Absentee ballots shall be marked "Yes" or "No" on whether the director or officer shall be removed. Voting shall be concluded thirty (30) days after the date ballots were electronically distributed to the membership. Members may complete ballots either by mailing them to the cooperative or returning them electronically to the cooperative, within the thirty (30) day period set for voting. Votes shall be tabulated by an independently hired accountant selected solely for that purpose, who will certify the results to the Board of Directors. In the event a director or officer is removed, a replacement director shall be appointed pursuant to Article III, Section 4 to complete any of the removed director or officer's unexpired term. In the event all directors are removed, the membership shall immediately call*




*for an election of replacement directors, for the remainder of the term each prior director was serving.*

#### **District 4 Vacancy**

Myhr moved to appoint Jerry Whitfield to fill the vacancy in District 4 which represents Shaw Island effective with the March 20 board meeting. The motion was seconded and carried by roll call vote: Adams Yea; Dauciunas Yea; Hall Yea; Lett Yea; Myhr Yea.

#### **Adjournment**

The meeting adjourned at 11:40 a.m.

  
Chris Thomerson, President

  
Jim Lett, Secretary/Treasurer