



**Board of Directors
DECEMBER 19, 2009 AGENDA**

To: Board of Directors
PREPARED BY: John P. Rutledge, General Manager
SUBMITTED BY: Karen Vander Meyden, President
SUBJECT: Approval of Amendments to Bylaws

SYNOPSIS:

Amendments to Bylaws are proposed to remove a conflict, clarify the Inspector of Elections and correct grammatical errors.

BACKGROUND/RATIONALE:

The following changes are proposed for the reasons stated.

Change Number	Page Number	Explanation
1	6	This addition is for reference to the contents of this section only and makes no change in the Bylaws.
2	7	This addition corrects language that was overlooked in a previous amendment that eliminated member votes at meetings and required mail ballot initiatives.
3	7	This change clarifies the fact that new Directors are seated in October.
4	8	This deletion is required to address the incongruity between the Bylaws and the corporation code.
5	8-9	This deletion removes the General Manager as the default Inspector of Elections.
6	9	This is a grammatical correction only and makes no change in the Bylaws.
6A	9	At the 2009 forum, a candidate rejected the chosen moderator. Mary Snaer believes this addition would give credence to the concept of a neutral third party.
6B	9	The rest of the Section D Election Procedures/Campaign Materials is mandatory and Mary Snaer feels that participation in a forum does not rise to the mandatory level of the rest of the section and that should be clear.
7	9	This is a grammatical correction only and makes no change in the Bylaws.
8	9	This is a correction of numbering only and makes no change in the Bylaws.
9	9	This is a grammatical correction only and makes no change in the Bylaws.
10	9	This is a grammatical correction only and makes no change in the Bylaws.
11	10	This is a grammatical correction only and makes no change in the Bylaws.
12	11	This is a grammatical correction only and makes no change in the Bylaws.
13	13	This deletion removes the \$500 allowed contract without Board approval. It is felt that all contracts with directors should be disclosed to the board and approved.

LEGAL REVIEW

The package of proposed amendments has been prepared by counsel.

RECOMMENDATION:

Approval of these amendments is recommended.