

SUBJECT: AML/JIA BYLAW CHANGES

REQUESTED BY: FINANCE

PREPARED BY: FINANCE

DATE: November 20, 1998


FOR AGENDA OF: December 14, 1998

SUMMARY:

The AML Joint Insurance Association has requested that the proposed bylaw changes that were approved at their annual meeting in Fairbanks, be presented to each member's governing body for review and approval.

FISCAL IMPACT: X No Yes, amount requested: \$ Fund:
RECOMMENDED ACTION: Adoption of Resolution No 98-52.

MAYOR REVIEW/COMMENT:



Reviewed by: SARAH PALIN, Mayor



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ANCHORAGE OFFICE

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Memorandum

CITY OF WASILLA, ALASKA

To: AML/JIA Members
From: Steve Wells, Executive Director
Date: November 8, 1998
Re: Bylaws Amendments

In the last ten years, AML/JIA membership has grown from 37 members to 141 members. To improve representation, the AML/JIA Board of Trustees is proposing Bylaws amendments in accordance with Article 16 of the AML/JIA Bylaws.

Amendment #1: Removes older, out of date language from Section 2 of the Bylaws.
Amendment #2: Would add two (2) members to the AML/JIA Board of Trustees, to be appointed by the Trustees themselves. Amendment #2 would also allow the AML/JIA Board of Trustees to remove these trustees.

The AML/JIA Board of Trustees feels that by appointing two (2) additional members, it would provide for both improved representation of the membership and flexibility in determining the makeup of the board. Enclosed in this packet are the Bylaws amendments above, a voting ballot, and a resolution to accept Bylaws changes.

Article 16 of the AML/JIA Bylaws requires two-thirds approval of the membership to change the Bylaws. Your ballot, and the resolution your governing body must pass to accept the Bylaws changes, was prepared and presented to the AML/JIA membership at the annual meeting in Fairbanks, November 8, 1998, and is included in this packet.

If you wish to accept the Bylaws changes, you and your governing board must complete the following.

1. Pass the resolution at the next meeting of your governing board
2. Complete the ballot form
3. Mail 1 & 2 above to the AML/JIA in the self-addressed, stamped envelope enclosed

Your entity is an owner of the AML/JIA. Take this responsibility seriously. Please distribute the enclosed proposed Bylaws amendments, ballot and resolution to your governing board at their next meeting for review and approval.

If you have comments or questions, please call me at 800-337-3682.

AML/JIA Board of Trustees'
Proposed Amendment to AML/JIA Bylaws
Article 6 – Board of Trustees

~~Deleted Text is Struck Through~~

New Text is Italicized and Underlined

ARTICLE 6 - BOARD OF TRUSTEES

Section 2 - Membership

~~_____ (a) An interim Board of Trustees of nine (9) members shall be appointed by the AML Board of Directors to govern the formation of the Association and its operation until the AML Board of Directors appoints the first Board of Trustees in accordance with subsection (b) of this section.~~

~~_____ (b) The first Board of Trustees shall be appointed by the AML Board of Directors for the following terms:~~

- ~~_____ Two members shall serve a one year term;~~
- ~~_____ Three members shall serve a two year term;~~
- ~~_____ Two members shall serve a three year term.~~

#1 ~~The first appointed Trustees shall meet the qualifications set forth in subsection (c) of this section. After the expiration of the terms of the first Trustees, the successors shall serve for the terms specified in subsection (c). The Executive Director of the AML shall serve as an ex officio, nonvoting initial Trustee for a term concurrent with his or her tenure as the AML Executive Director.~~

~~(c)~~ *(ea) After the expiration of the term of the initial Board of Trustees, t* *The Board of Trustees will consist of seven (7) members appointed by the AML Board of Directors for two-year staggered terms, and two members appointed by the AML/JIA Board of Trustees for two-year staggered terms.* Each Trustee shall hold office until the annual meeting at which his or her successor is appointed. The Trustees will consist of the following:

- (1) Two (2) AML Board members; and

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(2) ~~five (5)~~ seven (7) individuals, including appointed or elected officials from local public agencies appointed for their expertise in insurance, finance administration, risk management, law, or other areas of expertise deemed appropriate by the AML Board.

(~~d~~b) The Executive Director of the AML shall serve as an ex-officio, nonvoting member of the Board of Trustees for a term concurrent with his or her tenure as the AML Executive Director.

(~~c~~e) Not fewer than ~~four (4)~~ five members of the Board of Trustees, including at least one of the Trustees appointed by the AML/JIA Board of Trustees, shall be representatives of Participants. Consideration shall be given to geographic and population distribution when Trustees are appointed.

(~~f~~d) Individuals interested in serving on the Board of Trustees must submit a completed application in a form approved by the Trustees not less than ninety (90) days before the annual meeting.

Section 4 - Quorum

At all meetings of the Trustees, the presence of a simple majority of the membership of the Board of Trustees (~~i.e., five Trustees for the interim Board and four Trustees thereafter~~) shall constitute a quorum. An affirmative vote of a simple majority of the membership of the Board of Trustees (~~i.e., five votes of the interim Board and four votes thereafter~~) shall be required to pass any motion, except as to those matters for which a greater majority is specified in these bylaws or by contract.

Section 9 - Vacancy

Any vacancy on the Board of Trustees occurring by reason of an increase in the number of Trustees or the death, resignation, disqualification, removal, the inability to act of any Trustee or otherwise, shall be filled for the unexpired portion of the term by a majority vote of the ~~AML Board of Directors~~, the body (either the AML Board of Directors or the AML/JIA Board of Trustees) that appointed the Trustee whose vacancy is to be filled or that is otherwise charged by these bylaws with appointing the Trustee, at any regular or special meeting of the ~~AML Board of Directors~~ appointing body.

Section 11 - Removal

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Any Trustee appointed by the AML Board of Directors may be removed with or without cause at any time by an affirmative vote of three-quarters (3/4) of the AML Board of Directors at a regular or special meeting called for that purpose. Any Trustee appointed by the AML/JIA Board of Trustees may be removed with or without cause at any time by an affirmative vote of three-quarters (3/4) of the AML/JIA Board of Trustees at a regular or special meeting called for that purpose. Any Trustee subject to such removal shall be given not less than 10 days written notice of the fact that the issue of his or her removal shall be decided, and of the date, time and place of such meeting, and shall be afforded an opportunity to present written or verbal comment upon the proposed action prior to any decision thereon