



## Legislation Text

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### Draft Resolution - Approval of Rebalance and Equitable Consideration of Director District Boundaries - R Fischer

Submitted By: Sylvia Romero for Ross Fischer

Department: General Counsel

Financial Impact and Cost/Benefit Considerations: N/A

The Cooperative's Bylaws Article III, Section 1, requires seven (7) Director Districts which "equitably represent the Members." The Board may revise Director Districts boundaries "based on equitable consideration determined by the Board; e.g., Number of Members, Investment, Geography, etc.

#### PEC Bylaws Article III, Section 1

"General Powers and Director Districts. General Powers. The business and affairs of the Cooperative shall be managed by a Board (the "Board of Directors"), consisting of a director (a "Director") from each of the Cooperative's seven (7) Director Districts (as defined herein), except for such vacancies as are allowed by law or these Bylaws. The Board of Directors shall exercise all of the powers of the Cooperative except such as by law, by the Articles of Incorporation of the Cooperative, or by these Bylaws are conferred upon or reserved to the Members or otherwise delegated to the Chief Executive Officer. The Board of Directors shall have the ability to appoint member advisory Committees. Director Districts. Based upon Memberships, Cooperative growth or other equitable considerations determined by the Board of Directors, the Board of Directors shall divide the general area in which the Cooperative provides Electric Service (the "Service Area") into seven (7) districts that equitably represent the Members (the "Director Districts"). As necessary, based upon equitable considerations determined by the Board of Directors, the Board of Directors may revise the Director District boundaries."

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD**, that the Board hereby adopts the Director District boundary revisions as presented this day, to be effective for future Director elections; and

**BE IT FURTHER RESOLVED**, that the Chief Executive Officer and General Counsel, or designee, is authorized to take any actions necessary to implement this resolution.