

**SPONSOR SUBSTITUTE FOR HOUSE BILL NO. 497**  
**IN THE LEGISLATURE OF THE STATE OF ALASKA**  
**EIGHTEENTH LEGISLATURE - SECOND SESSION**

**BY REPRESENTATIVE GREEN**

**Introduced: 2/28/94**

**Referred: Community & Regional Affairs, Labor & Commerce**

**A BILL**

**FOR AN ACT ENTITLED**

1 "An Act relating to electric and telephone cooperatives."

2 **BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF ALASKA:**

3 \* Section 1. AS 10.25.200 is amended to read:

4           Sec. 10.25.200. OFFICERS. The officers of a cooperative are a president or  
5           chairman, a vice-president or a vice-chairman, a secretary and a treasurer. The  
6           officers shall be elected annually by the board of directors from among its members.  
7           When a person holding an office ceases to be a director, that person ceases to hold  
8           office. The offices of secretary and of treasurer may be held by the same person. The  
9           board of directors may elect or appoint such other officers, agents, or employees as it  
10          considers necessary or advisable and shall prescribe their powers and duties. An  
11          officer may be removed from office and a successor elected in the manner prescribed  
12          in the bylaws.

13 \* Sec. 2. AS 10.25.210 is amended to read:

14           Sec. 10.25.210. AMENDMENT OF ARTICLES OF INCORPORATION. A

1 cooperative may amend its articles of incorporation as follows, except that it may  
2 change the location of its principal office in the manner set out in AS 10.25.230:

3 (1) the proposed amendment shall be presented to a meeting of the  
4 members, or district delegates and the notice of the meeting must set out or have  
5 attached to it the proposed amendment;

6 (2) if the proposed amendment, with any changes, is approved by the  
7 affirmative vote of not less than two-thirds of those members, or district delegates  
8 voting on it, the president or chairman, or vice-president or vice-chairman, shall  
9 execute and acknowledge articles of amendment on behalf of the cooperative and the  
10 secretary shall affix and attest to the seal of the cooperative.

11 \* Sec. 3. AS 10.25.220(b) is amended to read:

12 (b) The president, chairman, [OR] vice-president, or vice-chairman executing  
13 the articles of amendment shall make and annex to them an affidavit stating that the  
14 provisions of this section regarding the amendment were complied with.

15 \* Sec. 4. AS 10.25.230 is amended to read:

16 Sec. 10.25.230. CHANGE OF LOCATION OF PRINCIPAL OFFICE. A  
17 cooperative may, upon authorization of its board of directors or its members, change  
18 the location of its principal office by filing a certificate reciting the change of principal  
19 office, executed and acknowledged by its president or chairman, or vice-president or  
20 vice-chairman, under its seal, attested by its secretary, in the office of the  
21 commissioner.

22 \* Sec. 5. AS 10.25.240(a) is amended to read:

23 (a) Except as provided in (b) of this section, one or more cooperatives, each  
24 designated in this section as "merging cooperative," may merge into another  
25 cooperative, designated in this section as "surviving cooperative," by complying with  
26 the following requirements:

27 (1) the proposition for the merger of the merging cooperatives into the  
28 surviving cooperative and proposed articles of merger shall be submitted to the  
29 members of each merging cooperative and of the surviving cooperative; the notice  
30 shall have attached to it a copy of the proposed articles of merger;

31 (2) if the proposed merger and the proposed articles of merger, with

1 any amendments, are approved by the affirmative vote of not less than two-thirds of  
2 those members of each cooperative voting on them, articles of merger in the form  
3 approved shall be executed and acknowledged on behalf of each cooperative by its  
4 president or chairman, or vice-president or vice-chairman, and its seal shall be  
5 affixed by its secretary.

6 \* Sec. 6. AS 10.25.250(c) is amended to read:

7 (c) The president or chairman, or vice-president or vice-chairman, of each  
8 cooperative shall make and annex to the articles an affidavit stating that the provisions  
9 of this section regarding the articles were complied with by the cooperative.

10 \* Sec. 7. AS 10.25.260 is amended to read:

11 Sec. 10.25.260. CONSOLIDATION. Two or more cooperatives, designated  
12 in this section as "consolidating cooperative," may consolidate into a new cooperative,  
13 designated in this section as the "new cooperative," by complying with the following  
14 requirements:

15 (1) the proposition for the consolidation into the new cooperative and  
16 proposed articles of consolidation shall be submitted to the members of each  
17 consolidating cooperative; the notice shall have attached to it a copy of the proposed  
18 articles of consolidation;

19 (2) if the proposed consolidation and the proposed articles of  
20 consolidation, with any amendments, are approved by the affirmative vote of not less  
21 than two-thirds of those members of each consolidating cooperative voting on them,  
22 articles of consolidation in the form approved shall be executed and acknowledged on  
23 behalf of each consolidating cooperative by its president or chairman, or vice-  
24 president or vice-chairman, and its seal shall be affixed and attested by its secretary.

25 \* Sec. 8. AS 10.25.270(c) is amended to read:

26 (c) The president or chairman, or vice-president or vice-chairman, of each  
27 consolidating cooperative executing the articles of consolidation shall make and annex  
28 to the articles an affidavit stating that the provisions of this section regarding the  
29 articles were complied with by the cooperative.

30 \* Sec. 9. AS 10.25.290(c) is amended to read:

31 (c) If the proposition for the conversion of the corporation into a cooperative

1 and the proposed articles of conversion, with any amendments, are approved by the  
2 affirmative vote of not less than two-thirds of those members of the corporation voting  
3 on them or, if the corporation is a stock corporation, by the affirmative vote of the  
4 holders of not less than two-thirds of those shares of the capital stock of the  
5 corporation represented at the meeting and voting on them, or, in the case of a  
6 corporation having no members and no shares of its capital stock outstanding, by the  
7 affirmative vote of not less than two-thirds of its incorporators, articles of conversion  
8 in the form approved shall be executed and acknowledged on behalf of the corporation  
9 by its president or chairman, or vice-president or vice-chairman, and its seal shall  
10 be affixed and attested by its secretary.

11 \* Sec. 10. AS 10.25.300(c) is amended to read:

12 (c) The president, chairman, [OR] vice-president, or vice-chairman executing  
13 the articles of conversion shall make and annex to it an affidavit stating that the  
14 provisions of this section were complied with regarding the articles. The articles of  
15 conversion are the articles of incorporation of the cooperative.

16 \* Sec. 11. AS 10.25.320(d) is amended to read:

17 (d) Upon approval, a certificate of election to dissolve, hereafter designated the  
18 "certificate," executed and acknowledged on behalf of the cooperative by its president  
19 or chairman, or vice-president or vice-chairman, under its seal, attested by its  
20 secretary, shall be submitted to the commissioner for filing together with an affidavit  
21 by the officer executing the certificate stating that the statements in the certificate are  
22 true. The certificate must state the name of the cooperative, the address of its principal  
23 office, and that the members of the cooperative have voted to dissolve the cooperative.

24 \* Sec. 12. AS 10.25.350 is amended to read:

25 Sec. 10.25.350. TERMINATION OF COOPERATIVE AFFAIRS. The board  
26 of directors shall wind up and settle the affairs of the cooperative, collect sums owing  
27 to it, liquidate its property and assets, pay and discharge its debts, obligations and  
28 liabilities, other than those to patrons arising by reason of their patronage, and do all  
29 other things required to wind up its business. After paying or discharging or  
30 adequately providing for the payment or discharge of all its debts, obligations and  
31 liabilities, other than those to patrons arising by reason of their patronage, the directors

1 shall distribute remaining sums, first, to patrons for the pro rata return of all amounts  
2 standing to their credit by reason of their patronage, and second, to members for the  
3 pro rata repayment of membership fees. Sums then remaining shall be distributed  
4 among its members and former members in proportion to their patronage, except to the  
5 extent participation in the distribution has been legally waived. The board of directors  
6 shall thereupon authorize the execution of articles of dissolution. The president or  
7 chairman, or vice-president or vice-chairman, shall execute and acknowledge articles  
8 of dissolution on behalf of the cooperative and the secretary shall affix and attest to  
9 the seal.

10 \* Sec. 13. AS 10.25.360(b) is amended to read:

11 (b) The president, chairman, [OR] vice-president, or vice-chairman executing  
12 the articles of dissolution shall make and annex to the articles an affidavit stating that  
13 the statements contained in the articles are true.

14 \* Sec. 14. AS 10.25.480 is amended to read:

15 Sec. 10.25.480. EXECUTION AND FILING OF STATEMENT. The  
16 statement of change of office or agent shall be executed by the cooperative by its  
17 president or chairman, or vice-president or vice-chairman, verified by the person  
18 executing the statement, and directed to the commissioner. If the commissioner finds  
19 that the statement conforms to this chapter, the commissioner shall file it in the  
20 commissioner's office. Upon the filing, the change of address of the registered office,  
21 and the appointment of the registered agent, or both, as the case may be, is effective.