

**SENATE CS FOR CS FOR SS FOR HOUSE BILL NO. 497(L&C)****IN THE LEGISLATURE OF THE STATE OF ALASKA****EIGHTEENTH LEGISLATURE - SECOND SESSION****BY THE SENATE LABOR AND COMMERCE COMMITTEE****Offered: 4/27/94****Referred: Rules****Sponsor(s): REPRESENTATIVE GREEN****A BILL****FOR AN ACT ENTITLED**

1 "An Act relating to the titles that describe the two principal executive officers  
2 of electric and telephone cooperatives."

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

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

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

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

1           **Sec. 10.25.210. AMENDMENT OF ARTICLES OF INCORPORATION.** A  
2 cooperative may amend its articles of incorporation as follows, except that it may  
3 change the location of its principal office in the manner set out in AS 10.25.230:

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

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

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

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

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

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

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

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

30           (1) the proposition for the merger of the merging cooperatives into the  
31 surviving cooperative and proposed articles of merger shall be submitted to the

1 members of each merging cooperative and of the surviving cooperative; the notice  
2 shall have attached to it a copy of the proposed articles of merger;

3 (2) if the proposed merger and the proposed articles of merger, with  
4 any amendments, are approved by the affirmative vote of not less than two-thirds of  
5 those members of each cooperative voting on them, articles of merger in the form  
6 approved shall be executed and acknowledged on behalf of each cooperative by its  
7 president, chairwoman, chairman, [OR] vice-president, vice-chairwoman, or vice-  
8 chairman, and its seal shall be affixed by its secretary.

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

10 (c) The president, chairwoman, chairman, [OR] vice-president, vice-  
11 chairwoman, or vice-chairman, of each cooperative shall make and annex to the  
12 articles an affidavit stating that the provisions of this section regarding the articles  
13 were complied with by the cooperative.

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

15 Sec. 10.25.260. CONSOLIDATION. Two or more cooperatives, designated  
16 in this section as "consolidating cooperative," may consolidate into a new cooperative,  
17 designated in this section as the "new cooperative," by complying with the following  
18 requirements:

19 (1) the proposition for the consolidation into the new cooperative and  
20 proposed articles of consolidation shall be submitted to the members of each  
21 consolidating cooperative; the notice shall have attached to it a copy of the proposed  
22 articles of consolidation;

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

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

31 (c) The president, chairwoman, chairman, [OR] vice-president, vice-

1 chairwoman, or vice-chairman, of each consolidating cooperative executing the  
2 articles of consolidation shall make and annex to the articles an affidavit stating that  
3 the provisions of this section regarding the articles were complied with by the  
4 cooperative.

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

6 (c) If the proposition for the conversion of the corporation into a cooperative  
7 and the proposed articles of conversion, with any amendments, are approved by the  
8 affirmative vote of not less than two-thirds of those members of the corporation voting  
9 on them or, if the corporation is a stock corporation, by the affirmative vote of the  
10 holders of not less than two-thirds of those shares of the capital stock of the  
11 corporation represented at the meeting and voting on them, or, in the case of a  
12 corporation having no members and no shares of its capital stock outstanding, by the  
13 affirmative vote of not less than two-thirds of its incorporators, articles of conversion  
14 in the form approved shall be executed and acknowledged on behalf of the corporation  
15 by its president, chairwoman, chairman, [OR] vice-president, vice-chairwoman, or  
16 vice-chairman, and its seal shall be affixed and attested by its secretary.

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

18 (c) The president, chairwoman, chairman, [OR] vice-president, vice-  
19 chairwoman, or vice-chairman executing the articles of conversion shall make and  
20 annex to it an affidavit stating that the provisions of this section were complied with  
21 regarding the articles. The articles of conversion are the articles of incorporation of the  
22 cooperative.

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

24 (d) Upon approval, a certificate of election to dissolve, hereafter designated the  
25 "certificate," executed and acknowledged on behalf of the cooperative by its president,  
26 chairwoman, chairman, [OR] vice-president, vice-chairwoman, or vice-chairman,  
27 under its seal, attested by its secretary, shall be submitted to the commissioner for  
28 filing together with an affidavit by the officer executing the certificate stating that the  
29 statements in the certificate are true. The certificate must state the name of the  
30 cooperative, the address of its principal office, and that the members of the cooperative  
31 have voted to dissolve the cooperative.

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

2           Sec. 10.25.350. TERMINATION OF COOPERATIVE AFFAIRS. The board  
3 of directors shall wind up and settle the affairs of the cooperative, collect sums owing  
4 to it, liquidate its property and assets, pay and discharge its debts, obligations and  
5 liabilities, other than those to patrons arising by reason of their patronage, and do all  
6 other things required to wind up its business. After paying or discharging or  
7 adequately providing for the payment or discharge of all its debts, obligations and  
8 liabilities, other than those to patrons arising by reason of their patronage, the directors  
9 shall distribute remaining sums, first, to patrons for the pro rata return of all amounts  
10 standing to their credit by reason of their patronage, and second, to members for the  
11 pro rata repayment of membership fees. Sums then remaining shall be distributed  
12 among its members and former members in proportion to their patronage, except to the  
13 extent participation in the distribution has been legally waived. The board of directors  
14 shall thereupon authorize the execution of articles of dissolution. The president,  
15 chairwoman, chairman, [OR] vice-president, vice-chairwoman, or vice-chairman,  
16 shall execute and acknowledge articles of dissolution on behalf of the cooperative and  
17 the secretary shall affix and attest to the seal.

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

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

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

24           Sec. 10.25.480. EXECUTION AND FILING OF STATEMENT. The  
25 statement of change of office or agent shall be executed by the cooperative by its  
26 president, chairwoman, chairman, [OR] vice-president, vice-chairwoman, or vice-  
27 chairman, verified by the person executing the statement, and directed to the  
28 commissioner. If the commissioner finds that the statement conforms to this chapter,  
29 the commissioner shall file it in the commissioner's office. Upon the filing, the change  
30 of address of the registered office, and the appointment of the registered agent, or both,  
31 as the case may be, is effective.