

**COOK INLET REGIONAL CITIZENS ADVISORY COUNCIL  
SPECIAL MEETING  
November 15, 2016  
Approved Minutes**

**Members Present:** John Williams, Robert Peterkin, Gary Fandrei

**Members Present by Teleconference:** Molly McCammon, Carla Stanley, Rob Lindsey, Deric Marcorelle, Michael Opheim

**Members Absent:** Paul Shadura (excused), Walt Sonen (excused), Grace Merkes (excused), Bob Flint (excused)

**Staff Present:** Mike Munger, Jerry Rombach, Vaito'a Heaven

**Others Present by Teleconference:** Kristine Schmidt, Attorney

**1. CALL TO ORDER/ APPROVAL**

President John Williams called the meeting to order at 10:00 AM. Roll was called, establishing quorum.

**Robert Peterkin moved to approve the agenda. Gary Fandrei seconded.**

The agenda was amended to present the proposed Amendments to the Bylaws as an Informational Item, not an Action item. Action will take place at the December meeting.

**The agenda was approved as amended.**

There were no minutes to approve. There was no public comment.

**2. EXECUTIVE COMMITTEE REPORT**

- **Review of Proposed Amendments to Articles of Incorporation**

**Robert Peterkin moved to adopt the Proposed Amendments to the Articles of Incorporation. Gary Fandrei seconded.**

The attorney explained that the Articles of Amendment are being amended to expand the membership of the Tourism seat. The Alaska State Chamber of Commerce had been the sole member since the RCAC's inception.

**The motion passed by roll call vote.**

- **Review of Proposed Amendments to Bylaws**

The Attorney explained that OPA90 stipulated under the mandatory organization that the Alaska State Chamber of Commerce would supply the sole membership for the Tourism Interest Group. Cook Inlet RCAC organized voluntarily, and recognizing that Tourism has grown over the past 25 years, is amending the Bylaws to expand the membership of the Tourism Group. Although the Articles of Incorporation use the language “in the vicinity of the Terminal Facilities” the language of the Bylaws uses “in the vicinity of the Oil Facilities.” The area, defined in OPA90, is the area of concern and the terms are defined in the Bylaws.

Alternate Directors are being deleted to reflect the understanding that Directors of an Alaskan non-profit cannot delegate their responsibilities to a proxy. The terms of current Alternate Directors will expire at the Annual Meeting 2017.

Thirdly, the Bylaws have been amended to clearly explain that removal of a Director is a function of the Board. Interest Groups can petition the Credentials Committee for removal of their Director, for cause. In turn, the Credentials Committee, after hearing the petition, will make recommendation to the Board. This will give better continuity and stability to the Board and disallow arbitrary removal. Vacancies filled will serve for the remainder of the unexpired term. An Agency Member may give written notice removing its (non-voting) Director and simultaneously appointing a successor.

Lastly, flexibility has been built into the process for establishing the meeting schedule.

The Transition Provisions outline how these Bylaws amendments will be phased in. The Executive Committee recommended that the Director currently serving as the Tourism Group representative serve the full term ending in April 2019. This will allow the certification of new members before that election.

Amendments to the Bylaws must be voted on at the meeting after which they are first presented. Mr. Fandrei noted that the proposed amendments were reviewed and recommended by the Audit, Credentials and Executive Committees.

**The Council had no objection to forwarding the proposed Bylaws Amendments for action at the next Council meeting in December. Staff was so directed.**

- **Review of Proposed Amendments to Council Policies Nos. 3, 4, 7 and 14**

Staff presented the proposed amendments made to harmonize with the Bylaws, assuming the Council votes to amend:

- Repeal Policy #7, Alternate Council Members;
- Amend Policy #3, Interest Group Member Qualifications, to define the expanded Tourism Group, replacing the Alaska State Chamber of Commerce formerly designated to represent the interest of the tourism industry in the vicinity of Cook Inlet or the Kodiak area;
- Amend Policy #4, Interest Group Selection, to delete all references to Alternate Directors and specify that only the authorized representative of an Interest Group may nominate a candidate to run for election. Additionally, votes will be allowed by e-mail or facsimile. The Credentials Committee will certify the results of the election to the Executive Committee which will validate those results to the Council at the Annual Meeting.

- Amend Council Policy #14, Board of Directors Vacancies, to indicate only the Council may remove a Director, unless the Director represents an Agency. Reference to Alternate Directors is deleted.

**Molly McCammon moved to approve the Amendments to Policies Nos. 3, 4, 7 and 14. Carla Stanley seconded. The motion passed by roll call vote. Robert Peterkin abstained.**

- **Tourism Groups Representative**

**Molly McCammon moved to retain the incumbent Tourism representative seated by the Council on April 15, 2016 for the full term ending in April 2019, and to direct staff to immediately commence recruitment of new Tourism Group members to enable certified members to participate in the 2019 election. Gary Fandrei seconded. The motion passed by roll call vote with Robert Peterkin abstaining.**

**3. EXECUTIVE DIRECTOR’S REPORT**

Mr. Munger updated the Council regarding the outstanding payment due by Buccaneer, (\$37,500). The bankruptcy court awarded CIRCAC \$1,000. The rest has been billed to the remaining Charter Funding Companies and some payments have been received.

**4. CALENDARS & MISCELLANEOUS**

- **Next EMC Meeting**

EMC will meet in Anchorage on November 28, 2016.

- **Next Board of Directors Meeting**

Cook Inlet RCAC will meet in Anchorage on Dec. 1 & 2.

**\*\*\*\*\*Closing Comments\*\*\*\*\***

**Rob Lindsey** commented it was a good meeting.

**Michael Opheim** added the housekeeping adjustments were good.

**Robert Peterkin** expressed appreciation for the good job done on the amendments.

**Michael Munger** thanked the Council for the way it conducts its business.

**John Williams** thanked all who called in.

The meeting adjourned at 11:30 A.M.