

Briefing for PWSRCAC Board of Directors – September 2021

ACTION ITEM

Sponsor: Board Governance Committee

Project number and name or topic: Proposed Bylaw Amendment

1. **Description of agenda item:** This is a proposed amendment to Section 2.2.2 of the PWSRCAC Bylaws entitled “Class II Membership.” The Bylaws currently list the Alaska Division of Homeland Security and Emergency Management (DHS&EM) and the Alaska Department of Military and Veterans Affairs (DMVA) as two separate and distinct Class II members. This needs to be corrected because DHS&EM resides within the larger DMVA. According to the Oil Pollution Act of 1990, these entities should be combined as one Class II member and have one non-voting representative for the combined entity. This amendment makes the necessary correction.

2. **Why is this item important to PWSRCAC:** Updating the Bylaws is an important component of good governance. The proposed amendment is important because the Bylaws should accurately reflect the Class II membership and correctly allocate the number of non-voting representatives that may participate at Board meetings.

3. **Previous actions taken by the Board on this item:** The Board Governance Committee and the Board of Directors review and amend the PWSRCAC Bylaws on a periodic basis. The most recent amendment occurred in September 2020 when the Board amended Section 3.8 to authorize meetings conducted by video conference.

4. **Summary of policy, issues, support or opposition:** Section 5002 (d) (2) of the Oil Pollution Act of 1990 (OPA 90) provides that:

(B) NONVOTING MEMBERS. One ex-officio, nonvoting representative shall be designated by, and represent, each of the following:

(ix) The Division of Emergency Services, Alaska Department of Military and Veterans Affairs.

The State subsequently changed the Division of Emergency Services to the Division of Homeland Security and Emergency Management. The Board made that name change in the Bylaws in December of 2004.

For some reason, perhaps an administrative error, the Bylaws list the Division of Homeland Security and Emergency Management (DHS&EM) and the Department of Military and Veterans Affairs (DMVA) as two separate and distinct Class II, non-voting members, even though DHS&EM is part of DMVA. OPA 90 clearly anticipated that these two entities should be combined and have one nonvoting representative. The Bylaws should be consistent with OPA 90.

The two entities should be combined into one in Section 2.2.2. The new member name should be:

“Division of Homeland Security and Emergency Management, Alaska Department of Military and Veterans Affairs.”

Representatives of the DHS&EM were consulted regarding this proposed bylaw change, and the response was that this change is appropriate, and that DHS&EM will represent DMVA.

5. **Committee Recommendation:** The Board Governance Committee recommends approval of the proposed amendment.

6. **Relationship to LRP and Budget:** Not Applicable.

7. **Action Requested of the Board of Directors:** Approve the amendment to Section 2.2.2 of the Bylaws entitled “Class II Membership” by combining the Division of Homeland Security and Emergency Management and the Alaska Department of Military and Veterans Affairs into one Class II member and designating the new member name as “Division of Homeland Security and Emergency Management, Alaska Department of Military and Veterans Affairs.”

Note: Per Section 7 of PWSRCAC’s Bylaws, any amendment to the Bylaws requires the affirmative vote of two-thirds of the number of Directors fixed by these Bylaws (13 affirmative votes).

8. **Alternatives:** None Recommended

9. **Attachments:** None