



McGuire/Focht

RESOLUTION NO. 6406

WHEREAS, Article IV, Section 1 of the Bylaws of the Omaha Public Power District states that regular meetings of the Board of Directors shall be held on the first Thursday after the tenth day of each month at 4:00 p.m. at the general offices of the District in Energy Plaza, Omaha, Nebraska, or at such other time and place as specified in the notice of meeting, including audio and video conference as provided in the Open Meetings Act; and

WHEREAS, Management has proposed that Article IV, Section 1 of the Bylaws be amended to state that the Board annually shall approve a schedule of regular Board meetings. Regular meetings of the Board shall be held as specified in the adopted schedule at the general offices of the District in Energy Plaza, Omaha, Nebraska, or at such other time and/or place as specified in the notice of meeting, including audio and video conference as provided in the Open Meetings Act; and

WHEREAS, the Governance Committee has reviewed the proposed amendments and other minor revisions and recommends the Board approve the amended Bylaws, effective December 9, 2020.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Omaha Public Power District that the District's Bylaws be and hereby are amended, effective December 9, 2020, as set forth on the Exhibit A, attached hereto.

Exhibit A – Proposed Revisions

OMAHA PUBLIC POWER DISTRICT

BYLAWS

With all Amendments to ~~July 16, 2020~~ December 9, 2020

ARTICLE I – THE BOARD OF DIRECTORS

SECTION 1. POWERS. The corporate powers of the District shall be vested in the Board of Directors and shall be exercised in such manner as to confer upon the District's customers the benefits of a successful and profitable operation and conduct of its business.

SECTION 2. BOARD OFFICERS. The Chair of the Board, the Vice Chair of the Board, the Secretary and the Treasurer of the District shall be elected by the Board, from among its members, at its regular January meeting. Such officers shall serve for a term of one year and until the election of their successors, and may be removed from office during such term only by the affirmative vote of not less than five Directors at a regular meeting of the Board or a special meeting called for that purpose.

SECTION 3. DUTIES OF BOARD OFFICERS. The Chair of the Board shall be the presiding officer of the Board and shall be the spokesperson of the Board in public announcements pertaining to its conduct of the District's affairs. In the event of the disability or absence of the Chair of the Board, his or her duties shall devolve upon the Vice Chair of the Board. The Secretary and the Treasurer may perform any of the customary duties of such offices.

ARTICLE II – OTHER OFFICERS

SECTION 1. APPOINTMENT. The other officers of the District shall be a President and such assistants thereto and to the Secretary and the Treasurer as the Board shall deem necessary in handling the affairs and transacting the business of the District. Such officers shall be appointed by the Board and shall serve at its pleasure.

SECTION 2. DUTIES.

- (a) **THE PRESIDENT AND ASSISTANTS.** The President shall be the Chief Executive Officer of the District and, subject to the control of the Board of Directors, shall manage, conduct and administer the affairs of the District in an efficient and economical manner. The Vice Presidents shall carry out such duties as may be delegated to them by the President. In addition, one shall act in the stead of the President during the absence or disability of the latter.

- (b) ASSISTANT SECRETARIES. An Assistant Secretary, or his or her designee, shall record and keep the minutes and be the official custodian of the records of the acts and proceedings of the Board, as well as all documents pertaining thereto. Assistant Secretaries shall also perform such other duties as are assigned to them by the Board or delegated to them by the President. In addition, one shall act in the stead of the Secretary during the absence or disability of the latter.

- (c) ASSISTANT TREASURERS. An Assistant Treasurer shall keep accounts of all monies received and disbursed by the District, and shall deposit all monies in such depositories as the Board may designate. Assistant Treasurers shall also perform such other duties as are assigned to them by the Board or delegated to them by the President. All checks for the payment of money shall be signed by the Treasurer or an Assistant Treasurer. Assistant Treasurers shall also perform such other duties as may be assigned to them by the Treasurer. In addition, one shall act in the stead of the Treasurer during the absence or disability of the latter.

ARTICLE III – COMMITTEES

SECTION 1. STANDING COMMITTEES. The following standing committees are hereby established, each to consist of two or more members of the Board appointed by the Chair of the Board, with the concurrence of the Board:

- (a) Governance
- (b) Finance
- (c) Public Information
- (d) System Management and Nuclear Oversight

SECTION 2. SPECIAL COMMITTEES. In addition to the foregoing standing committees, the Chair of the Board may, with the concurrence of the Board, from time to time appoint such special committees as may be deemed appropriate to investigate, report on and make recommendations regarding any aspect of the operation and conduct of the District's business.

SECTION 3. DUTIES AND POWERS. These committees shall constitute fact-finding agencies whose duty it is to investigate questions within the natural scope of the function indicated by their titles, and report the facts, together with their recommendations to the Board for action. No committee shall have the power to act on matters requiring Board approval without advance specific authorization from the Board.

SECTION 4. REFERENCE TO COMMITTEES. Except as otherwise specifically provided by these Bylaws, reference to a committee shall not be a prerequisite to action by the Board.

ARTICLE IV – MEETINGS

SECTION 1. TIME. ~~The Board annually shall approve a schedule of regular Board meetings.~~ Regular meetings of the Board shall be held ~~on the first Thursday after the tenth day of each month at 4:00 p.m. as specified in the adopted schedule~~ at the general offices of the District in Energy Plaza, Omaha, Nebraska, or at such other time and/or place as specified in the notice of meeting, including audio and video conference as provided in the Open Meetings Act. Special meetings may be held at the call of the Chair of the Board, or upon the written request of two members of the Board, at such time and place as is designated in the notice thereof.

SECTION 2. QUORUM. Five members of the Board shall constitute a quorum for the transaction of business. Any meeting at which a quorum is not present may be recessed by oral or written directive of the Chair of the Board, (or in his or her absence, the Vice Chair of the Board or any other two members of the Board), until a date and time when a quorum can be obtained.

SECTION 3. AFFIRMATIVE ACTION. All actions of the Board of Directors shall require the affirmative vote of not less than five members of the Board.

SECTION 4. AGENDA. An agenda of matters to be acted upon at any regular meeting of the Board shall be prepared by an Assistant Secretary, or his or her designee, and (whenever reasonably possible) shall be delivered to each Director on the Friday preceding the meeting. Any matter shall be put on the agenda at the request of any member of the Board if made ~~by 4:00 p.m. on the day~~ 24 hours preceding the ~~date of the~~ meeting. No new matters shall be acted upon at that meeting without the affirmative vote of not less than five members of the Board. The foregoing shall not foreclose any citizen of the privilege of being heard, at any meetings on any matter relating to the District's operations, subject to such reasonable time and relevancy limitations as the Chair of the Board, with the concurrence of the Board, may set.

SECTION 5. NOTICE. Written notice of all meetings shall be simultaneously transmitted by e-mail (or personal delivery) to all members of the Board, and communicated to the public by notifying the local news media, by publicizing same in the Outlets newsletter and on OPPD.com, and by displaying a notice thereof on the Arcade Level of Energy Plaza. The notice so displayed shall state the time and place of the meeting and shall advise that a copy of the proposed agenda for the meeting is being maintained, on a current basis, and is readily available for public inspection in the office of an Assistant Secretary of the District, or his or her designee.

SECTION 6. NOTICE – EMERGENCY MEETINGS. Notwithstanding the provisions of Section 5, when it is necessary to hold an emergency meeting without reasonable advance public notice, the nature of the emergency shall be stated in the minutes of the meeting and any formal action taken in such meeting shall pertain only to the emergency. Such emergency meetings may be held by means of electronic or telecommunication equipment. As to any emergency meetings, the Secretary shall

make a reasonable effort to provide advance notification to the news media of the time and place of such meetings, and the subjects to be discussed at the meetings. Complete minutes of such emergency meetings specifying the nature of the emergency and any formal action taken at the meeting shall be made available to the public by no later than the end of the next regular business day.

SECTION 7. RECESS. Regular meetings may be terminated by adjournment, or may be continued by recessing until a stated day and time prior to the next regular meeting, but no new matters may be acted upon when reconvened after recess without the affirmative vote of not less than five members of the Board.

SECTION 8. ROLL CALL. Any formal official action on any question or motion duly moved and seconded shall be taken only by roll call vote of the Board of Directors in open session convened and the record shall show how each member voted, or was absent or was not voting.

SECTION 9. PROXIES PROHIBITED. No Director may vote by proxy.

SECTION 10. COPIES OF MINUTES. Except as provided in Section 6, insofar as is reasonably possible an Assistant Secretary, or his or her designee, shall prepare and deliver a copy of the minutes of each meeting of the Board to each Director within ten days after its adjournment.

ARTICLE V – CLOSED SESSIONS

SECTION 1. CLOSED SESSIONS. Any regular or special meeting of the Board of Directors duly convened, may be closed to the public upon the affirmative vote of the majority of the members present, taken in open session, if a closed session is required under the Open Meetings Act, Nebraska Revised Statute § 84-1407, et seq., as amended from time to time (“Open Meetings Act”), and the Board of Directors shall comply with the provisions of the Open Meetings Act.

SECTION 2. VOTING. The vote to hold a closed session will be by roll call taken in open session and shall be conducted in accordance with the provisions of the Open Meetings Act.

SECTION 3. CHALLENGE. Any member of the Board may challenge the continuation of a closed session in accordance with the provisions of the Open Meetings Act. Such challenge and its disposition shall be recorded in the minutes.

SECTION 4. COMMITTEE MEETINGS. The provisions of Sections 1, 2 and 3 of this Article shall have no application to any meetings of committees of the Board, unless such committees are holding hearings, making policy or taking formal action on its behalf, pursuant to Article III, Section 3 of the Bylaws.

ARTICLE VI – EMPLOYMENT

SECTION 1. SALARIES. The salaries or other compensation of all officers and employees of the District shall be fixed by general rule or classification except those which by law require a recorded vote of the Directors.

SECTION 2. SELECTION OF EMPLOYEES. All employees, other than officers appointed by the Board, shall be selected in conformance with the District's established personnel practices and procedures which have been approved by the Board.

ARTICLE VII – MISCELLANEOUS

SECTION 1. BUDGET. An annual budget shall be adopted by the Board of Directors. No substantial departure, which would exceed the total approved budget, shall be made without first submitting the matter to and obtaining the approval of the Board.

SECTION 2. PRESIDENT'S MONTHLY REPORT. The President shall make a monthly report to the Board in writing or at a meeting concerning the operations of the District for the previous month.

SECTION 3. INSPECTION OF DISTRICT RECORDS. Records of the District shall be at all times subject to inspection and examination by the public during business hours, when a request therefor is made in good faith to the President, and the information is sought for a legitimate public purpose.

SECTION 4. LIABILITY OF DIRECTOR, OFFICER OR EMPLOYEE. If any legal action shall be brought against any Director, Officer or employee of the District, based upon the negligent error or omission of such official while in the performance of his or her lawful duties, the District shall defend such official against such action and if final judgment is rendered against such official, then the District shall pay such judgment in his or her behalf and shall have no right to restitution from such official.

ARTICLE VIII – SUSPENSION OF BYLAWS

SECTION 1. IN EMERGENCY. These Bylaws may be suspended for a particular meeting by the recorded vote of not less than five members of the Board if and to the extent made necessary by a serious emergency and consistent with existing law, the nature of the emergency being described in the motion or resolution.

ARTICLE IX – SEAL

The Seal of the District shall be circular in form, with the words on the outside edge, "Omaha Public Power District, Omaha, Nebraska," and in the center the words, "Corporate Seal, Created 1945," a copy of which is impressed herein.

ARTICLE X – AMENDMENT TO BYLAWS

These Bylaws may be amended at any regular meeting of the Board of Directors or at any special meeting of the Board called for that purpose, by the affirmative vote of not less than five members of the Board.



Board Action

BOARD OF DIRECTORS

December 8, 2020

ITEM

Revisions to OPPD Bylaws

PURPOSE

Amend the District's Bylaws with respect to meeting schedule

FACTS

- a. Article IV, Section 1 of the District's Bylaws state that regular meetings of the Board of Directors shall be held on the first Thursday after the tenth day of each month at 4:00 p.m. at the general offices of the District in Energy Plaza, Omaha, Nebraska, or at such other time and place as specified in the notice of meeting, including audio and video conference as provided in the Open Meetings Act.
- b. Management proposed Article IV, Section 1 of the Bylaws be amended to state that the Board annually shall approve a schedule of regular Board meetings. Regular meetings of the Board shall be held as specified in the adopted schedule at the general offices of the District in Energy Plaza, Omaha, Nebraska, or at such other time and/or place as specified in the notice of meeting, including audio and video conference as provided in the Open Meetings Act.
- c. The Governance Committee reviewed the proposed amendments and other minor revisions and recommends the Board approve the amended Bylaws, effective December 9, 2020.

ACTION

Approval by the Board of Directors of amendments to Article IV, Section 1 of the District's Bylaws and other minor revisions.

RECOMMENDED:

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Scott M. Focht

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Scott M. Focht

Vice President – Corporate Strategy & Governance

APPROVED FOR BOARD CONSIDERATION:

DocuSigned by:

Timothy J. Burke

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Timothy J. Burke

President and CEO

SMF:mfh

Attachments:

Exhibit A – Proposed Revisions to Bylaws Resolution