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Governor Mike Dunleavy
STATE OF ALASKA

COVID-19 OUTBREAK
HEALTH ORDER NO. 3
Shareholders' Meetings

Issued: **November 15, 2020**
Effective: **November 16, 2020**

By: Governor Mike Dunleavy
Commissioner Adam Crum, Alaska Department of Health and Social Services
Dr. Anne Zink, Chief Medical Officer, State of Alaska

WHEREAS, on March 11, 2020, I issued a Public Health Disaster Emergency Declaration due to the imminent threat of a COVID-19 outbreak. That emergency declaration was extended by the Legislature, and expires on November 15, 2020;

WHEREAS, on November 6, 2020, Department of Health and Social Services (DHSS) Commissioner Adam Crum certified that an outbreak of the COVID-19 virus is occurring throughout Alaska, as evidenced by the current significant and widespread community transmission of the virus, including significant positive testing rates, and record daily numbers of new cases;

WHEREAS, on November 6, 2020, I issued a Public Health Disaster Emergency Declaration effective November 16, 2020 due to the outbreak of the COVID-19 virus in the State of Alaska;

WHEREAS, to minimize the spread of the COVID-19 virus, and to respond to the effects of the outbreak, I am issuing this Order based on my authority under the Public Health Disaster Emergency Declaration issued on November 6, 2020, and made effective on November 16, 2020;

The purpose of COVID-19 Outbreak Health Order No. 3, Shareholders' Meetings, is to allow shareholder meetings to occur virtually, and to allow for business to take place in a socially-distanced manner to help mitigate the spread of COVID-19.

NOW, THEREFORE, I, Mike Dunleavy, Governor of the State of Alaska, pursuant to the authority vested in me under AS 26.23.020, am hereby issuing the following Order.

IT IS SO ORDERED:

The State of Alaska is issuing COVID-19 Outbreak Health Order No. 3, Shareholders' Meetings. This Order goes into effect at 12:01 a.m. November 16, 2020.

(1) Notwithstanding AS 10.06.405, a meeting of shareholders may be held by electronic communication to the extent the corporation's board authorizes and adopts guidelines to govern an electronic meeting;

(2) Notwithstanding AS 10.06.410, a corporation that has distributed or is planning to distribute, on the effective date of this order, a proxy statement and notice of annual meeting to its shareholders may re-notice, or notice, the annual meeting so that the annual meeting may be held by electronic communication authorized under paragraph (1);

(3) Notwithstanding AS 10.20.061–10.20.076, a meeting of the members of a nonprofit corporation organized under AS 10.20, including meeting notice and determination of a quorum, may be held by telecommunication to the extent the corporation's board adopts or amends bylaws to allow for an electronic meeting; and

(4) Notwithstanding the provision of AS 10.06 or AS 10.20 to the contrary, a meeting, including the notice of the meeting and determination of a quorum, of the shareholders of a Native Corporation organized under AS 10.06, or the members of a Native Corporation organized under AS 10.20, may be held by electronic communication, or telecommunication, to the extent the corporation's Board of Directors authorizes holding meetings by electronic communication or telecommunication, and adopts guidelines to govern a meeting held by electronic communication or telecommunication. In this subsection, "Native Corporation" means a corporation organized under 43 U.S.C. 1601 et seq. (Alaska Native Claims Settlement Act).

This Order shall have the power of law and shall supersede all conflicting laws during the duration of the Order. This Order is in effect for the duration of the Public Health Disaster Emergency Declaration, effective at 12:01 a.m. November 16, 2020. This Order may be amended, and additional Orders may be issued, to address mitigation efforts to control the spread of the COVID-19 virus.