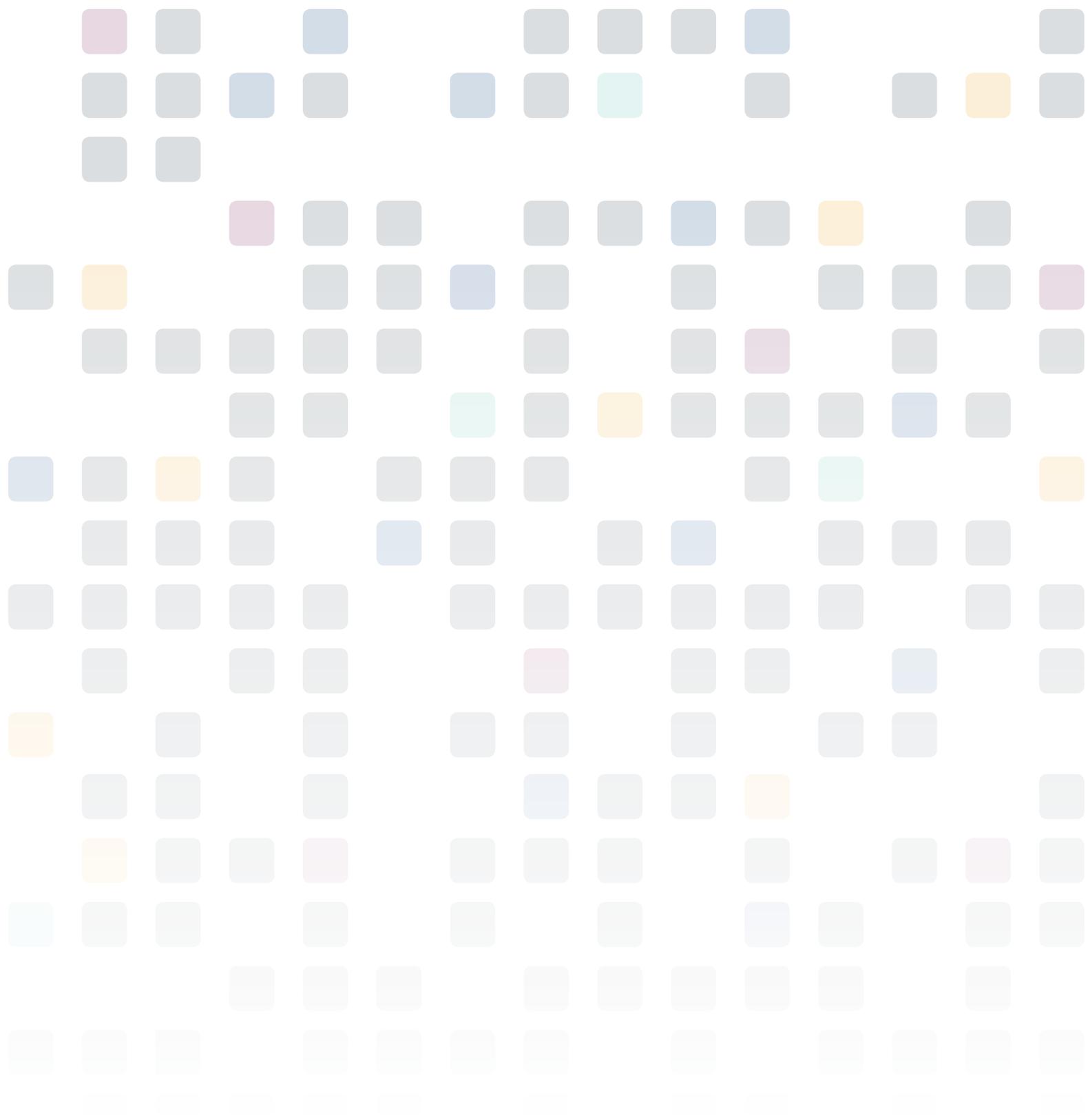


21' ANNUAL NOTICE



2021 Annual Membership Meeting

Official Notice | 2021 MTA Annual Membership Meeting

Notice is hereby given pursuant to Article III, Sections 1 and 3, of the Bylaws of Matanuska Telephone Association, Incorporated, that the Annual Membership Meeting of the Association will be held on Wednesday, the 2nd day of June, 2021, virtually, starting at 6:30 p.m. The MTA Board of Directors has unanimously approved to conduct the membership meeting virtually due to the continued public health concerns facing the State of Alaska, MTA, and its members. Voting in the Annual Meeting election can be done by mail or electronic balloting for director, Article and Bylaw amendments; no in-person voting will be permitted. Dated at Palmer, Alaska this 30th day of April 2021 by:



Roxanna De Mayberry, Board Secretary
Matanuska Telephone Association, Inc.

The major items of business for this year's Annual Notice are the election of two directors, three proposed Article amendments and five proposed bylaw amendments.

Win \$500

Every member who casts a valid mail or electronic vote will be automatically entered into a drawing to win!

Attend the virtual Annual Membership Meeting and be automatically entered into a drawing to win great door prizes! Registration required. Registration opens in May.

Register at: www.mtasolutions.com

Coming soon - a dynamic, digital 2020 Annual Report!

We are excited to share MTA's accomplishments, projects, and community investments from the past year. Dive in from any device for a comprehensive look at the topics that are important to you.

Check out www.mtasolutions.com for more details.

Help reduce costs!

Sign up for electronic delivery of future member communications.

See www.mtasolutions.com for more information.

Vote online and be entered into weekly prize drawings starting **May 3rd through the week of June 1st.**

2021 Voting Instructions

The MTA Board of Directors has unanimously approved to conduct the membership meeting virtually due to the continued public health concerns facing the State of Alaska, MTA, and its members. Voting in the Annual Meeting election can be done by mail or electronic balloting for director, Article and Bylaw amendments; no in-person voting will be permitted.

If Voting Electronically

It's fast, it's easy, and it's green! To vote electronically, you will need two pieces of information: Your **Member Number** and your voting **Password**.

- Your **Member Number** can be found on the back of the ballot return envelope included in this election packet.
- Your **Password** was mailed to you recently on a separate green postcard.

In your web browser, visit the web address www.mtavote.com and follow the on-screen instructions.

Lose Your Voting Password? Each member of record may request a replacement electronic voting password by calling the election contractor, Sramek Hightower CPAs, at **855-682-8683** (855-MTA-VOTE) toll free in the U.S.

Electronic Voting Deadline: You must vote electronically by 5:00 p.m. on Tuesday, June 1, 2021.

If Voting By Mail

Step 1

Make Your Selections. Please read the material in this notice, which provides information on the candidates running for the two available director positions, the three proposed Article amendments and the five proposed Bylaw amendments.

Step 2

Completely Fill In The Oval. Use a number 2 pencil or black pen. Vote like this: 

Step 3

Use The Provided Envelope. Put your ballot into the return postage-paid envelope found within your packet to return your ballot by mail to the Election Committee.

Step 4

Sign The Envelope. To be considered valid, the mailed ballot envelope must have the proper signature. The person who is indicated on the envelope is the correct person needed to sign.

Joint Membership. A household may receive service based on a joint membership for a married couple. If you have a joint membership, only one signature is needed. If your spouse is a member, and you are not, your spouse must sign the ballot envelope. If you are unsure whose signature is on file as the authorized member, both persons can sign the ballot envelope.

Business Accounts. The owner or authorized person must sign. If you are unsure of who is authorized to vote, please contact us prior to voting by calling 907-761-2639.

Step 5

Allow Enough Time For Mail. Mail early so your ballot arrives in time to be counted. Mailed ballots must be received in the Election Committee's post office box by 5:00 p.m., **June 1, 2021.**

Lose Your Paper Ballot?

Each member of record may request a replacement mail ballot by calling the election contractor, Sramek Hightower CPAs, at 855-682-8683 (855-MTA-VOTE) toll free in the U.S.

Mail Ballot Deadline:

Mailed ballots must be received in the Election Committee's post office box by 5:00 p.m., **June 1, 2021.** Ballot envelopes that arrive after this deadline will not be counted.

Question About How to Vote?

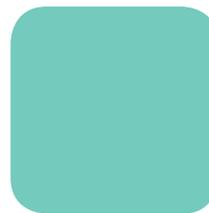
If you have any questions about how to vote electronically or by mail, call the election contractor, Sramek Hightower CPAs, at 855-682-8683 (855-MTA-VOTE) toll free in the U.S.

Board Candidates

MTA is a member-owned cooperative guided by a Board of five directors who are elected by the Members. This year, there are two open director seats. The candidate receiving the greatest number of votes shall receive a three-year term and the second highest shall receive a two-year term. The candidates are solely responsible for the content of their statements for inclusion in this notice. Information on the candidates can also be found online at www.mtasolutions.com.



Nicholas J. Begich, III
Chugiak, AK



Q: Why I want to serve on MTA’s Board of Directors:

A: I have had the privilege to serve as an MTA Board Director since August 2016 and as the President of the MTA Foundation since July 2017. During this time, we have continued to make strong progress, ensuring MTA remains financially secure, sustainable, and technologically relevant, both now and well into the future. Access to fast, reliable, and competitively priced communications services is necessary for our community to develop and grow. However, MTA is unique in its mandate: serving both populous and geographically distributed Alaskan communities. As an entrepreneur with over 20 years of international experience in networks, software development, and executive leadership, I believe I provide important additional perspectives within the boardroom that contribute to MTA’s mission. It is my strongly held belief that MTA is a critical part of Alaska’s future, and I would appreciate your continued support in representing this perspective on behalf of our members.

Q: In your opinion, what are some of the greatest opportunities and challenges facing MTA and how will you serve to best meet those on behalf of MTA members?

A: It’s no secret that Alaska faces a challenging economic environment, but as Alaskans we do not fear the unknown. We embrace the opportunities in front of us. Whether through our own new product development initiatives, strategic partnering, targeted acquisitions, or long-term infrastructure investments, MTA is adding new capabilities that enhance the product offering and meaningfully contribute to our financial outlook.

MTA is well-positioned both financially and technologically to provide continuously improving services, good paying local jobs, member capital credits, community scholarships, relevant job training, and more. The MTA team understands the leadership role that we play in making sure that you are reliably connected to both local and global markets. Importantly, we remain both ahead of schedule and under budget in the delivery of enhanced broadband, core network infrastructure, and service improvements. As a member of your board, I am committed to ensuring that we continue to deliver the latest technologies, a high-quality customer service experience, and a profitable bottom line.

Personal Biography

My life's work has been invested in helping businesses develop and grow, creating value for customers, employees, and shareholders in the process. I've spent time in some of the world's largest businesses (Ford Motor Company) and small, having started my own without much more than a folding table and an idea. Big things often have small beginnings. That's why I believe it's so important for us to foster and grow entrepreneurship at every level in our communities. Whether it's a coffee stand, a new construction company, or the world's next great app, we have the talent and resources to do big things in Alaska. I'm proud to have been a member of your Board for the past 5 years as we have grown membership after a long period of decline, constructed a first-of-its-kind network to the Lower 48, increased our focus on core services, and rolled out more fiber connections than any telecommunications firm in the State. This foresight and leadership have helped the Mat-Su remain at the forefront of growth in Alaska and enabled our businesses and homes to remain connected during a year unprecedented in recent memory. As a member of your Board, I will work hard to ensure MTA continues to meet not only tomorrow's infrastructure needs but does so in a way that supports the growing needs of our families and our businesses.

Professional Experience

FarShore Partners & Dashfire, Anchorage, Chicago, Zagreb, Osijek, Chennai, Madurai
Executive Chairman & Founder, May 2006 to Present
Built organization to over 130 full-time salaried personnel developing custom software applications. Launched 50+ high-potential startups through strategic advisory and app development services via Dashfire. Dashfire startups have created 500+ U.S. jobs, have been accepted to top accelerator programs and have raised Series Seed through Series C rounds from institutional investors including Bain Capital Ventures, U.S. Venture Partners, Learn Capital, and numerous others. Highlighted Dashfire partners include Raken, Artifact Uprising, EverTrue, BucketFeet, and BloomBoard. Completed engagements for enterprise clients including Adobe, Intuitive Surgical, Valspar, IDEX, and more.

Matanuska Telephone Association (MTA)
Palmer, AK
Director, Board of Directors, Aug 2016 to Present

MTA Foundation, Palmer, AK
President, Board of Directors, Jul 2017 to Present

NTRE, Anchorage, Wasilla, AK
General Manager, Nov 2004 to Apr 2006

Lead brokerage staff operations (30 FT / PT employees, 11 agency, 110+ Realtors®) revenue development, cost containment, advertising, and all other operations in each location and legal entity. Increased net revenue by 320% to \$1.9M/yr., reduced expense ratio to 95% from 400%+, reduced employee turnover from 250%+ to under 30%. Increased leads 4,000% to 1,000+/month.

Ford Motor Company, Detroit, MI

Information Technology Leadership Program (ITLP):
"TOP ACHIEVER" (top 10%) '04,'03,'02

Ford North America IT Resource Planning and Forecasting Manager, Sept 2004 to Nov 2004

Designed process to forecast Ford IT resource request by project, job family, and region (\$3BB/yr.)

Oracle 11.5.9 Upgrade and IT Stand Down Manager, Info. Tech. Program Office, Jan 2004 to Aug 2004

11.5.9 Managed multi-national team (40+) to deliver Oracle 11.5.9 upgrade for Ford's \$300MM ERP system governing GL, A/P, Invoice and Purchasing 5,000+ customizations reapplied; 1,600+ test scripts validated Managed 230+ resources in emergency Sarbanes-Oxley compliance and security audit of 76 apps.

Product Marketing Manager, Ford Car Group, Mar 2003 to Jan 2004

Led Product Development, Marketing for MY 2004 - 2008 (\$20BB+ in Rev.); worked with manufacturing, finance, consumer marketing, strategy, engineering, design, and product development to ensure product attributes profitably met customer needs. Defended / refined customer-impacting re-engineering actions including new I/P, rear disc brakes, 2nd row seat belt adjustments, delivered \$570 p/u (-\$250M) in cost savings without degrading customer satisfaction.

Program Manager, Project Jedi, Jul 2002 to Feb 2003

Managed the program of core telecom projects that represent FMC's next-generation, globally converged voice, video, and data network (\$200M+ net save; 250+ resources).

Dearborn Fiber Network: Lead financial analysis, metrics, risk analysis, project budgeting, finance and treasury interface, bidder selection, business case dev., appropriation request, and "sale" to CIO

Prof./Tech Oracle Implementation, Info. Tech. Program Office, May 2001 to Aug 2001



Consultant, Boca Raton, FL
Consulting Director of Venture Development,
Corporate Office JSIR, Inc., Apr 2000 to Aug 2000

Designed investor relations messages for clients with market caps from \$5MM to \$30MM+

Sensormatic Electronics Corporation, Boca Raton, FL
Specialist, Investor Relations and e-Commerce,
Corporate Office, Aug 1999 to Mar 2000

Communicated corporate financial message of \$2B firm to institutional and analyst community. Initiated / co-led online B2C and knowledge management strategy, report-outs to Executive Leadership.

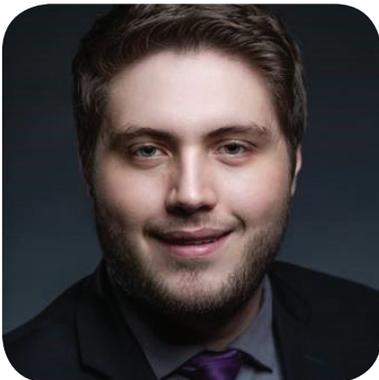
Professional Leadership

Alaskans for Don Young, Co-Chair, 2020
The Club for Growth, Fellow, 2020 to 2021
Alaska Policy Forum, Board President, 2018 to 2021

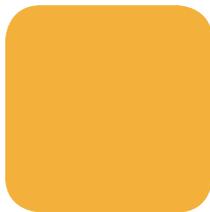
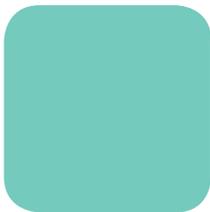
Education

Kelley School of Business,
Indiana University, Bloomington, IN, May 2002
Master of Business Administration,
 Majors: Info. Tech.; Decision Sciences;
 GPA: 3.83, GMAT: 96%-tile

Hankammer School of Business,
Baylor University, Waco, TX, May 1999
Bachelor of Business Administration,
 Major, Entrepreneurship;
 GPA 3.78 Entrepreneurship Student of the Year



Lee Cruise
 Eagle River, AK



Q: Why I want to serve on MTA's Board of Directors:

A: I want to serve as a Board member for MTA because I believe I would bring a unique viewpoint to the Board. I would bring a younger ideology which would help diversify the Board, while at the same time maintaining the expected professionalism. Telecommunications is entering a time of fast paced advancement and I believe MTA will need new creative ideas in order to keep up with competitors from both within and outside the state. I can bring that creativity to the forefront allowing MTA to achieve steady growth both financially and technologically. I grew up with the internet and I want to be a part of maintaining the connectivity that it brings to all of MTA's members.

Q: In your opinion, what are some of the greatest opportunities and challenges facing MTA and how will you serve to best meet those on behalf of MTA members?

A: I think the greatest opportunity MTA has is the steady growth of the Matanuska area. As the population shifts out of Anchorage and into Mat-Su, this will allow for the potential addition of new members. COVID being the unfortunate situation it is also provides a unique opportunity because it has caused an increased demand in internet usage across the board, from schools, businesses, and local governments. Additionally, there is potential in Eagle River. Should they be able to break off from the Municipality of Anchorage, the newly-formed local government would need telecommunications services provided to them and MTA could have a competitive opportunity to win those contracts.

Some of the greatest threats are the development of new technologies, and outside competitors entering the Alaska market. Starlink could become a serious competitor to all telecommunications companies throughout the state, including MTA. If the technology works as advertised, then not only would it provide significantly faster, more reliable internet, but it would also be cheaper as well. This is only for retail consumers for now, but if they decide to start offering commercial access to businesses and governments then that would be a serious threat.

Personal Biography

Lee Cruise grew up throughout the U.S. having originally come to Alaska in 2009. He stayed for three years and in 2012 decided to come back for his love of the outdoors and to pursue an education at UAA. Lee regularly enjoys fishing and hiking around the state. After having completed his bachelor's degree, he went to work for a local bank for a time as a loan officer. In 2017, Lee decided to pursue a career in financial advising. While working as an advisor, Lee first began analyzing telecommunications companies for his clients. He was able to see how they were structured and how they operated on a national level. In 2018, Lee decided to pursue an MBA in finance from APU. Lee also got involved with public service at this time by accepting a Board seat for the State of Alaska. After having completed the degree program, Lee transitioned into financial analytics for a local oil company which is what he enjoys most. In 2020, Lee got married to his wife Susan and they moved to Eagle River after purchasing a home. This is when Lee first became a member of MTA.

Professional Experience

Petro Star Inc, Anchorage, AK

Financial Analyst, Sept 2020 to Present

Currently, as a financial analyst I work on weekly, monthly, and quarterly forecasts in our TM1 system. I regularly update oil prices and production daily in both SQL, TM1, and Citrix systems. I create average crude reports daily, and crude trend reports weekly. On a monthly basis, I help with budgeting and publish variance reports for all of our departments.

State of Alaska, Anchorage, AK

State Officers Compensation Commission Member, May 2020 to Present

As a commission member I review the salaries, benefits, and allowances of members of the legislature, the governor, the lieutenant governor, and each executive department head and prepare a report on the findings which is submitted to the legislature and the governor.

Denali Federal Credit Union, Anchorage, AK

Credit Analyst, Apr 2020 to Sept 2020

During my time in this position I regularly conducted credit investigations and financial analysis of complex financial information for large borrowers, companies, and industries. I performed research and analysis on industries, credit administration, loan administration, and management reporting. The software we use is Cash Analytics, an accounting program that specializes in cash flow analytics, forecasting and liquidity. I also worked on the Paycheck Protection Program team to try to get Alaskan business owners the money necessary to continue business functions during the COVID pandemic.

State of Alaska, Anchorage, AK

Alaska Royalty Oil and Gas Development Advisory Board Member, Feb 2018 to Mar 2020

As a board member I helped to facilitate the development of Alaska's oil and gas royalty interests by providing means and procedures for sales, exchanges, or other disposition of interest in ways calculated to promote private economic growth.

Merrill Lynch/ Bank of America, Anchorage, AK

Financial Advisor, Feb 2017 to Oct 2019

As a Financial Advisor with Merrill Lynch I use a goals-based approach in assisting people and businesses to manage their finances. I analyzed micro and macroeconomic trends from multiple different data sets to better position my clients' assets. The purpose of this analysis is to make sure my clients' portfolios are meeting or outperforming their targeted benchmarks. I regularly conducted educational classes once or twice a month for clients and prospects. The topics I covered ranged from tax awareness, financial statement and metrics readings, and retirement education. Additionally, I fostered a relationship network with individuals and businesses around Alaska.

First National Bank Alaska, Anchorage, AK

Loan Officer, Jun 2016 to Feb 2017

My duties at First National Bank Alaska consisted of underwriting both commercial and consumer loans, processing cash flow for corporations, and auditing commercial loans. I regularly performed analysis of financial statements and tax documents for businesses. The analysis was to create budget and revenue forecasts and perform benchmarking on the corporations applying for loans. I also performed additional administrative tasks such as record keeping, file organization, data compiling, and commercial loan documentation.



Professional Leadership

Former Residence Housing Association Representative for the UAA Student government
Former UAA Sustainability Committee Member
Former Fundraising Chairman for the National Society of Leadership and Success
Former Director of Projects and Founder for the UAA Finance and Investments Club
Former Vice President of the UAA Finance and Investments Club

Other Abilities

IBM Cognos Analytics/TM1
 SQL
 DM2/Sage/Citrix
 Oracle
 Perspectives
 Smartsheets
 Refinitiv Eikon/Reuters
 Bloomberg Terminal
 Cash Analytics
 Microsoft Excel, Word, PowerPoint, Access
 Executive team building experience

Certifications and Licenses

Graduate Investment Certificate from APU Series 7 Financial License
 Series 66 Financial License
 State of Alaska Life Insurance License
 State of Alaska Health Insurance License

Education

Alaska Pacific University, Anchorage, AK
 MBA Major in Finance
 Graduated April 25, 2020
University of Alaska Anchorage, Anchorage, AK
 BBA double major in Management and Marketing with a minor in Economics
 Graduated May 1, 2016



Decorative graphic consisting of several colored squares and rounded rectangles in shades of blue, teal, and orange.

Roxie Mayberry
 Palmer, AK

Q: Why I want to serve on MTA's Board of Directors:

A: When I moved to Alaska, my first job was at MTA. MTA is a company that gives back to the community and works to make a difference. I love being a part of this and have enjoyed working on the Board the last five years helping MTA to move forward with products that fill the needs of the members and to strategically plan for the future to ensure the longevity of the Co-op. With all of the competitive pressure MTA faces, it is even more important that it continues to focus on the community it serves. I have been very involved

with our community through work, Rotary, and my church. I enjoy spending time out in our community at events and meetings. I want to continue to be a community advocate on the MTA Board. I have the skills, knowledge, and background to help MTA make the critical decisions that need to be made to ensure MTA continues to be sustainable and competitive. Most importantly, I want to continue to work to make sure the community knows they are the essential part of what makes MTA great.

Q: In your opinion, what are some of the greatest opportunities and challenges facing MTA and how will you serve to best meet those on behalf of MTA members?

A: Technology is fast evolving and I feel MTA will need to help its members not only transition through those changes but embrace the opportunities it brings them. MTA is no longer a simple phone company. It is now more of a broadband company. MTA needs to continue to develop outreach programs to support the members. As a Co-op, MTA needs to offer trainings, classes, and more grass root support for the membership to help them understand the technology that is out there and the options they have with our products. MTA must stay innovative in how it does business.

The Alaskan economy has been facing a hard road. With layoffs and uncertainty, MTA's members are facing issues they have not faced since the '80's. MTA will need to make sure that they are providing the best Internet service and newest technology. These are no longer luxuries—they are necessary for our members in order to grow their businesses, increase our educational opportunities, and deepen our community connections. I will continue to ensure that MTA continues to advance their services and provide great customer support, all while still being profitable.

Personal Biography

Roxie Mayberry moved to Alaska in 2007 and her first job was as a sales supervisor at MTA. She has been involved in the community for the last 13 years and has been on the MTA Board for 5 years. Currently she is the Northwest Region Cooperative Director of the NTCA Rural Broadband Association representing the northwestern states at the national association and it's the first time Alaska has had a member on the Board. She has earned her NTCA Director Certificate which covers governance, policy, technology, and business aspects of the telecom industry. Roxie is always finding ways to increase her knowledge and attends conferences and seminars several times a year.

Currently Roxie is the owner of Focus on Sponsorship LLC which is a marketing and consulting agency. She has been very involved in the community through the Chambers, Rotary, and economic development committees to just name a few.

Roxie raised 5 children in Palmer. She loves to give back to the community and looks forward to continuing to bring the MTA service area into the future through technology and broadband.

Professional Experience

Focus on Sponsorship

Owner/President, 2016 to Present

- Consult organizations and corporations on sponsorship, marketing across the US and Canada
- Keynote speaker for conventions and conferences across US and Canada
- Workshop presentations and training seminars

International Association of Fairs and Expos (IAFE)

Keynote Speaker/Presenter, 2015 to 2018

- One of 10 individuals hired to speak to State and Provincial Conventions and Zone Conferences across the US and Canada

Alaska State Fair, Inc.

Corporate Partnerships Director, 2009 to 2016

- Build and nurture relationships in the community
- Acquire sponsors/partners for the Fair
- Fulfill contracts for sponsorships
- Help plan and put on the Fair

MTA - Matanuska Telephone Association Residential Sales Supervisor

Wasilla Satellite Office, 2007 to 2008

- Responsible for Supervising 15 Sales Reps, Budget, Scheduling, Training, Exceeding sales goals
- Created Employee Sales Incentive Program, Sales Training for all employees to Increase Revenue
- Worked with other departments to Increase efficiency of processes and build relationships
- Trained MTA Solutions Help Desk employees on Sales and Customer Service

Digipix Studio

Studio Manger, Marketing and Sales,

Photographer, Vernal UT, 2003 to 2007

- Responsible for overseeing all Workflow, Marketing and Sales, Training, Development of Programs, Purchasing all equipment and supplies, Accounts Payable/Receivable, Tax Preparation, Billing, Payroll, Hiring/Firing
- Developed a sales program increasing sales averages 600%
- Secured major contracts/jobs

Graphic Solutions, Inc

Studio Manager, Treasurer of the Corporation,

Nampa, ID, 2002 to 2003

- Responsible for overseeing day to day business - Same as for Digipix



Professional Leadership

NTCA Rural Telecommunications Association

2019 to present

The Magic Yarn Project

2019 to present

International Association of Fairs & Expos

Sponsorship Committee Chair, 2015

Wasilla Rotary Club, 2013 to 2018

President Elect-Elect 2013 to 2014

President Elect, 2014 to 2015

President, 2015 to 2016

Rotary District 5010

Assistant Governor, Jul 2017 to Jun 2018

Public Image Committee Chair, Feb 2016 to Jun 2017

Public Image Committee, 2014 to 2017

Greater Wasilla Chamber of Commerce

Director, 2012 to 2013

Vice President, 2014

Healthy Women Advisory Board

Member, 2014 to 2015

Mat Su Economic Advisory Council

Chair - Branding Campaign Committee, 2013 to 2015

Your MatSu, LLC

President, 2015

Anchorage Chamber Leadership and Executive

Advancement Program

Advisor, 2014

Utah Wildlife Festival

Director, 2002 to 2006

Alive After Five Program

Vice President, 2003 to 2007

Certificates and Education

NTCA Telco Director Certificate, 2018

Certified Fair Executive Designation, 2016

Utah State University, Logan, UT, 1990 to 1993

Studied Journalism/Broadcasting and English Literature

Institute of Fair Management, Graduate 2015

Board Governance Training -

IAFE and Foraker Group

Numerous Special Training Courses over last 15 years in Marketing, Business Management, Fair Management, Photography, and software programs

2021 Proposed Amendments to the Matanuska Telephone Association Articles of Incorporation

Proposal #1: Updating MTA Name and Articles to Use “Telecom” and “Telecommunications”

The proposed change is introduced with a title contained within a shaded box that is the same as that used on the ballot. The language proposed to be added is in **bold and underlined like this**. The language proposed to be deleted is in ~~strikethrough like this~~. Comments are in ***bold italics like this***.

Updating MTA Name and Articles to Use “Telecom” and “Telecommunications”

Presently, MTA’s official name under the Articles of Incorporation is “Matanuska Telephone Association.” Similarly, in several places in the Articles of Incorporation, the term “telephone” lines or service is used. Changing MTA’s official name to “Matanuska Telecom Association,” better reflects MTA’s evolving focus as a broadband and technology provider. Similarly, in many places in the Articles of Incorporation, the term “telephone line,” or “telephone service,” is used, when using the term “telecommunications line” or “telecommunications service,” would better reflect MTA’s work for its members.

The MTA Board of Directors unanimously recommends that this amendment be approved.

Should MTA’s Articles of Incorporation, Articles I and II, be amended as follows?

**RESTATED
ARTICLES OF INCORPORATION
of
MATANUSKA ~~TELEPHONE~~ TELECOM ASSOCIATION, INCORPORATED**

ARTICLE I

The name of the Corporation shall be: **MATANUSKA ~~TELEPHONE~~ TELECOM ASSOCIATION, INCORPORATED.**

ARTICLE II

This Corporation shall have the following purposes and shall exercise the following powers:

-
- (c) To construct, purchase, lease as lessee, or otherwise acquire, and to equip, maintain, and operate, and to sell, assign, convey, lease as lessor, mortgage, pledge, or otherwise dispose of or encumber, lands, buildings, structures, electric or ~~telephone~~ **telecommunications** lines or systems, dams, plants and equipment, and any other real or personal property, tangible or intangible, which shall be deemed necessary, convenient, or appropriate to accomplish the purpose for which the Corporation is organized.
-
- (f) To construct, maintain and operate ~~telephone~~ **telecommunications** lines, along, upon, under and across publicly owned lands and public thoroughfares, including, without limitation, all roads, highways, streets, alleys, bridges and causeways.
-
- (n) To connect and interconnect its ~~telephone~~ **telecommunications** lines, facilities or systems with other ~~telephone~~ **telecommunications** lines, facilities or systems.
- (o) To make its facilities available to persons furnishing ~~telephone~~ **telecommunications** service within or without this state.



Proposal #2: Clean-Up Membership Requirements

The proposed change is introduced with a title contained within a shaded box that is the same as that used on the ballot. The language proposed to be added is in **bold and underlined like this**. The language proposed to be deleted is in ~~strikethrough like this~~. Comments are in ***bold italics like this***.

Clean-Up Membership Requirements

Both the MTA Articles of Incorporation and the Bylaws contain overlapping language about how to become a member. The language in the Bylaws is more modern and has been updated in recent years by the MTA members. This change simply changes the Articles of Incorporation to cross-reference the Bylaws for membership requirements. It cleans up a sentence referring to “telephone” service received by “him” to be broader and more inclusive. It also deletes a sentence that combines a portion of a sentence before it, and after it, that is clearly a typographical error – this deletion has no substantive impact on MTA or its members.

The MTA Board of Directors unanimously recommends that this amendment be approved.

Should MTA Articles of Incorporation, Article III, Sections 2 and 3 be amended as follows?

ARTICLE III

....

SECTION 2. Membership shall be allowed as described in the Bylaws. Any natural person, firm, association, corporation, business, trust, partnership, federal agency, state or political subdivision or agency thereof, or any body politic may become a member in the Corporation by:

- (a) Filing an application for membership therein;
- (b) Agreeing to purchase from the Cooperative retail telephone or other telecommunication or information services as an end user as specified in these Articles of Incorporation or in the Bylaws of the Corporation; and
- (c) Agreeing to comply with and be bound by the Articles of Incorporation and the Bylaws of the Corporation and such rules and regulations as may from time to time be adopted by the Board of Directors.

Purchasers of the Corporation’s services at wholesale, for resale or as an interexchange, interconnecting or competitive local exchange service provider shall not be eligible for membership.

No applicant accepted for membership may own more than one (1) membership in the Corporation.

A husband and wife may jointly become a member and their application for a joint membership may be accepted in accordance with the foregoing provisions of this section, provided the husband and wife comply jointly with the provisions of the above subdivisions (a), (b), and (c).

SECTION 3. Each member shall, as soon as telephone or other telecommunication or information services are available, take one or more services from the Corporation to be used on the premises, specified in **the** his application for membership, and shall pay, therefore, monthly at rates which shall from time to time be fixed by the Board of Directors; provided, however, that the Board may limit the amount of such service which the Corporation shall be required to furnish to any one member. It is expressly understood that amounts paid for such service in excess of the cost of the services are furnished by members as capital and each member shall be credited with the capital so furnished as provided in the Bylaws of the Corporation. ~~Each member shall pay to the Corporation such minimum amount per month for such services in excess of the cost of service are furnished by members as capital and each member shall be credited with the capital so furnished as provided in the Bylaws of the Corporation.~~ Each member shall pay to the Corporation such minimum amount per month for telephone services as shall be fixed by the Board from time to time. Each member shall also pay all amounts owed by him to the Corporation and when the same shall become due and payable.

Proposal #3: Clarifying Debt Limit

The proposed change is introduced with a title contained within a shaded box that is the same as that used on the ballot. The language proposed to be added is in **bold and underlined like this**. The language proposed to be deleted is ~~in strikethrough like this~~. Comments are in ***bold italics like this***.

Clarifying Debt Limit

The Articles of Incorporation contain a limit on the “indebtedness or liabilities” MTA can have, presently \$150,000,000. MTA is the only large cooperative in Alaska with a debt limit. Rather than eliminate the debt limit, this amendment would clarify that the limit only applies to debt and not to other liabilities. MTA is concerned that the “liabilities,” language is too broad and could limit MTA’s ability from entering into long-term contracts for capacity on the new AICan ONE fiber optic network. The \$150,000,000 limit on debt would remain.

The MTA Board of Directors unanimously recommends that this amendment be approved.

Should MTA Articles of Incorporation, Article V be amended as follows?

ARTICLE V

The highest amount of indebtedness or liabilities to which this Corporation shall at any time be subject to is ONE HUNDRED FIFTY MILLION DOLLARS (\$150,000,000.00).

2021 Proposed Amendments to the Matanuska Telephone Association Bylaws

Proposal #A: Updating MTA Name in Bylaws

The proposed change is introduced with a title contained within a shaded box that is the same as that used on the ballot. The language proposed to be added is in **bold and underlined like this**. The language proposed to be deleted is ~~in strikethrough like this~~. Comments are in ***bold italics like this***.

Updating MTA Name in Bylaws

This amendment would update the Bylaws so that MTA’s formal name would be Matanuska Telecom Association, so that the Bylaws and Articles of Incorporation are consistent.

The MTA Board of Directors unanimously recommends that this amendment be approved.

Should MTA Bylaws, Article I, Section 1 be amended as follows?

ARTICLE I MEMBERSHIP

SECTION 1. REQUIREMENTS FOR MEMBERSHIP. Any person, firm, association, corporation, business, trust, partnership, federal agency, state or political subdivision or agency thereof, or body politic, or sub-division thereof will become a member of ~~MATANUSKA TELEPHONE~~ **TELECOM** ASSOCIATION, INCORPORATED (hereinafter called the “Association”) upon receipt of retail telephone or other telecommunication or information services from the Association provided that he/she or it has first:

....



Proposal #B: Allowing Electronic Participation in and Notice of Member Meetings

The proposed change is introduced with a title contained within a shaded box that is the same as that used on the ballot. The language proposed to be added is in **bold and underlined like this**. The language proposed to be deleted is ~~in strikethrough like this~~. Comments are in ***bold italics like this***.

Allowing Electronic Participation in and Notice of Member Meetings

This amendment would allow the Board to adopt policies for members to participate by teleconference or other electronic means that allows members to hear each other. It would also make clear a member voting electronically or by mail prior to a meeting will be counted towards the quorum for those matters that they voted on. It also adds subsections to make the language easier to read.

The MTA Board of Directors unanimously recommends that this amendment be approved.

Should MTA Bylaws, Article III, Sections 1, 2, 3, 4 and 5 be amended as follows?

ARTICLE III MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING. The annual meeting of the members shall be held during the month of June each year beginning in 1998, at a location designated by the Board, for the purpose of electing Board members, passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting. It shall be the responsibility of the Board to make adequate plans and preparations for the annual meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Association. **The Board may adopt policies to allow members to participate in the annual meeting by teleconference or similar communication that allows all participants to hear each other during the meeting. A member participating in this manner shall be considered to have attended the meeting in person.**

SECTION 2. SPECIAL MEETINGS. Special meetings of the members may be called by resolution of a majority of the Board or by ten percent (10%) of all members, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held at any place within the areas served by the Association as designated by the Board and shall be specified in the Notice of the Special Meeting. **The Board may adopt policies to allow members to participate in the special meeting by teleconference or similar communication that allows all participants to hear each other during the meeting. A member participating in this manner shall be considered to have attended the meeting in person.**

SECTION 3. NOTICE OF MEMBERS' MEETINGS.

- (a)** Written or printed notice stating the place, day, and hour of the meeting and, in case of an annual meeting at which business requiring special notice is to be transacted, the purpose or purposes for which the meeting is called shall be delivered no less than fifteen (15) days or more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the persons calling the meeting, to each member.
- (b)** In the case of a special meeting at which business requiring special notice is to be transacted, the notice must also state the purpose for which the meeting is called and shall be given to each member, either personally or by mail, not less than ninety (90) days or more than one-hundred twenty (120) days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed as it appears in the records of the Association with postage thereon prepaid.
- (c)** **Consistent with Article XI, Section 7, notice for a membership meeting under Article III may be provided by electronic mail or text message within the time limits listed herein.**
- (d)** The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

SECTION 4. QUORUM. Fifty (50) members present in person, shall constitute a quorum. If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting from time to time without further notice. The Association shall maintain a list of the registered members present in person at each Annual Meeting. **For purposes of determining a quorum, a member who votes on a matter by electronic communication or by mail in accordance with Article III, Section 5, is considered to have attended the meeting in person for the matter on which the member voted.**

SECTION 5. VOTING.

....

(c) Consistent with Article XI, Section 7, the Board may adopt policies and procedures to allow members to vote by electronic means.

~~(d)~~ **(d)** An election committee of not less than three (3) persons shall be appointed by the Board of Directors sufficiently in advance of the meeting, to ensure validation of the mailed **and electronic** ballots. If less than a quorum is present at the meeting, the election committee shall cause to be destroyed, all unopened ballots received by mail **or electronically**, unless the meeting is continued and not adjourned.

Proposal #C: Improving Director Qualifications

The proposed change is introduced with a title contained within a shaded box that is the same as that used on the ballot. The language proposed to be added is in **bold and underlined like this**. The language proposed to be deleted is in ~~strikethrough like this~~. Language that was moved is double-underlined like this in the new location and marked with ~~double-strikethrough like this~~ in the old location. Comments are in **bold italics like this**.

Improving Director Qualifications

This amendment cleans up several long-standing discrepancies in the section on director qualifications. The only substantive change is the change in the minimum age to serve as a director from 19 years old to 18 years old. The other changes all involve moving text so that the sections are in the proper order and minor stylistic corrections.

The MTA Board of Directors unanimously recommends that this amendment be approved.

Should MTA Bylaws, Article IV, Section 3 be amended as follows?

**ARTICLE IV
BOARD MEMBERS**

....

SECTION 3. DIRECTOR QUALIFICATIONS. No person shall be eligible to become or remain a Director or to hold any position of trust in the Association who:

(a) Is a close relative of an incumbent Director or of an employee of the Association,

~~(b)~~ **or is** **is** not a member in good standing of the Association, not current in his/her obligation to the Association and receiving service there at his/her primary residential abode; **provided, PROVIDED; that the operating or chief executive of any member which is not a natural person, such as a corporation, church, etc., or its designee, shall, notwithstanding that he/she does not receive service from the Association at his/her primary residential abode, be eligible to become a Director, if he/she or such designee (1) is in substantial permanent occupancy, direction or use of the premises served by the Association, and (2) is a permanent and year-round resident within or in close proximity to an area served by the Association; ~~(c) BUT PROVIDED FURTHER, that but-~~ no more than one (1) such person may serve on the Board of Directors at the same time.**



- ~~(c) Is, and who is not a bonafide resident of the area served or to be served by the Association.~~
- ~~(b) PROVIDED, that the operating or chief executive of any member which is not a natural person, such as a corporation, church, etc., or its designee, shall, notwithstanding that he/she does not receive service from the Association at his/her primary residential abode, be eligible to become a Director, if he/she or such designee (1) is in substantial permanent occupancy, direction or use of the premises served by the Association, and (2) is a permanent and year round resident within or in close proximity to an area served by the Association.~~
- ~~((c) BUT PROVIDED FURTHER, that no more than one (1) such person may serve on the Board of Directors at the same time. No person shall be eligible to become or remain a Director of, or to hold any other position of trust in, the Association w~~**(d) Who** ~~is not at least nineteen **eighteen** years of age.~~
- ~~(e) or who is~~ in any way employed by or financially interested in an enterprise which competes with the Association or one of its subsidiaries, is a wholesale, resale, interexchange, interconnection or competitive local exchange service provider, is involved in a joint venture or other business relationship with the Association or is a business selling telecommunications service and telecommunications supplies to the Association.
- ~~(f) Has not made a good faith effort to materially comply with the campaign disclosure requirements of these Bylaws.~~
- ~~(g) Has been an employee of the Association or one of its subsidiaries within the past three (3) years, or is a close relative of such a person.~~
- ~~(h) Is a convicted felon, unless the person's civil rights have been restored by court order.~~
- ~~(ie)~~ Upon establishment of the fact that a nominee for Director lacks eligibility under this section or as may be provided elsewhere in these Bylaws, it shall be the duty of the Chairman presiding at the meeting at which such nominee would otherwise be voted upon to disqualify such nominee. Upon the establishment of the fact that any person being considered for, or already holding, a directorship or other position of trust in the Association lacks eligibility under this Section, it shall be the duty of the Board of Directors to withhold such position from such person, or to cause him/her to be removed therefrom, as the case may be. The person against whom such charges have been brought shall be informed in writing of the charges at least twenty (20) days prior to the Board meeting at which the charges are to be considered and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence in respect of the charges, and the person or persons bringing the charges against him/her shall have the same opportunity. A Board member whose right to sit on the Board has been challenged shall abstain from voting on the issue. The decision of the Board will be final and non-appealable.
- ~~(je)~~ Nothing contained in this Section shall, or shall be construed to, affect in any manner whatsoever the validity of any action taken at any meeting of the Board of Directors, unless such action is taken with respect to a matter which is affected by the provisions of this Section and in which one or more of the Directors have an interest adverse to that of the Association.
- ~~(kf) Has not made a good faith effort to materially comply with the campaign disclosure requirements of these Bylaws.~~
- ~~Has been an employee of the Association or one of its subsidiaries within the past three (3) years, or is a close relative of such a person.~~
- ~~Is a convicted felon, unless the person's civil rights have been restored by court order.~~
No current Board member or close relative of a current Board member may apply to become an employee of the Association or a wholly-owned subsidiary of the Association.

Proposal #D: Clarifying Requirement for Patronage

The proposed change is introduced with a title contained within a shaded box that is the same as that used on the ballot. The language proposed to be added is in **bold and underlined like this**. The language proposed to be deleted is ~~in strikethrough like this~~. Comments are in ***bold italics like this***.

Clarifying Requirement for Patronage

This amendment clarifies that to be a patron who is eligible to receive capital credits, you must purchase, not just receive service from the Cooperative. This change would clarify that a customer who receives service without charge who does not pay for service is ineligible for capital credit allocations.

The MTA Board of Directors unanimously recommends that this amendment be approved.

Should MTA Bylaws, Article VII, Section 2 be amended as follows?

**ARTICLE VII
NON-PROFIT OPERATION**

SECTION 2. PATRONAGE CAPITAL.

- (a) A patron is a person who ~~receives~~ **purchases** retail telephone, or other telecommunication or information services from the Association or its wholly-owned subsidiaries, regardless of whether the person is a member of the Association. Purchases of services at wholesale, for resale or as an interexchange, interconnection or competitive local exchange service provider shall not constitute patronage.

Proposal #E: Updating Existing Electronic Participation Rules

The proposed change is introduced with a title contained within a shaded box that is the same as that used on the ballot. The language proposed to be added is in **bold and underlined like this**. The language proposed to be deleted is ~~in strikethrough like this~~. Comments are in ***bold italics like this***.

Updating Existing Electronic Participation Rules

This amendment updates the Association's current Bylaws on electronic participation to match the other amendments being proposed and to line-up with recent changes to state law. Specifically, it clarifies that electronic notices must go to an address on record with MTA.

The MTA Board of Directors unanimously recommends that this amendment be approved.

Should MTA Bylaws, Article XI, Section 7 be amended as follows?

**ARTICLE XI
MISCELLANEOUS**

....
SECTION 7. ELECTRONIC VOTING AND DOCUMENTS.

- (a) If a member agrees to communicate electronically with the Association, then regardless of a contrary Bylaw, as determined by the Board of Directors and allowed by law:
 - (1) An electronic document sent to or received from the member satisfies a requirement imposed by the Bylaws that the underlying signature, contract, record, notice, vote, communication, or other document be printed or be in writing.



- (2) Electronically sending an electronic document to, or receiving an electronic document from, the member satisfies a requirement imposed by these bylaws that the underlying signature, contract, record, notice, vote, communication or other document be sent or received personally or by mail.
- (3) A member electronically taking an action provided in these Bylaws satisfies a requirement imposed by the Bylaws regarding the form or manner of taking the action.
- (b) An electronic document electronically sent to the member at the member's ~~last known~~ electronic address **on record with the Association** is considered sent and received on the date sent by the Association. An electronic document electronically received from the member is considered sent and received on the date received by the Association.
- (c) For any election or other matter submitted to the membership, the Board of Directors may direct that the election be conducted electronically. In such an election or matter, in addition to voting in person or by mail as provided in these Bylaws, members may vote electronically up to two (2) hours prior to the Annual or special membership meeting in accordance with rules and procedures approved by the Board of Directors. In an election conducted electronically, only members who specifically request a paper ballot will receive one from the Association.
- (d) Notwithstanding any other Bylaw provision and to the extent allowed by law, the Board of Directors may determine that any notices to a member required to be given in writing or by mail will be given via electronic mail or other electronic means. Such electronic notice shall be given to the member's ~~last known~~ electronic mail or other electronic address specified by the member **and on record with the Association**. A paper version of the electronic notice shall be mailed to the member's last known mailing address upon the member's request and the Association shall maintain a list of members who wish to receive paper notices in addition to or in lieu of electronic notices. If the Association has no last known electronic address for a member, a paper notice shall be sent to the member's last known mailing address.



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