

2022
ANNUAL MEETING
NOTICE





2022

MTA ANNUAL MEMBERSHIP MEETING

Official Notice

Notice is hereby given pursuant to Article III, Sections 1 and 3, of the Bylaws of Matanuska Telecom Association, Incorporated, that the Annual Membership Meeting of the Association will be held on Wednesday, the 1st day of June, 2022, starting at 6:30 p.m. The MTA Board of Directors has unanimously approved to conduct the membership meeting both in person and virtually. Voting in the Annual Meeting election can be done by mail or electronic balloting for director and Bylaw amendments. In-person voting will be available at the meeting. Dated at Palmer, Alaska this 3rd day of May 2022 by:

Roxanna De Mayberry, Board Secretary
Matanuska Telecom Association, Incorporated

**The major items of business for this year's Annual Meeting
are the election of two directors and two proposed bylaw amendments.**

Two ways to participate – 2022 Annual Membership Meeting

In-person attendance will be at the MTA Turf Arena at the Curtis Menard Sports Center in Wasilla, or you can virtually attend on Zoom. A registration link for members who want to attend virtually will be available on our website www.mtasolutions.com in early May. Registration is required to attend virtually.

Coming soon – the 2021 Digital Annual Report!

Learn about your co-op from the employees that bring our communities the best customer experience and the most reliable network in the state!
Check out www.mtasolutions.com for more details.

Win \$500

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

Annual Membership Meeting begins at 6:30 p.m. Onsite member registration: 6:00 p.m. – 6:30 p.m. In-person voting will be available at the meeting.

2022 VOTING INSTRUCTIONS

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, May 31, 2022.

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 2 available director positions and the two 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., May 31, 2022.

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., May 31, 2022. 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.

If Voting at the Meeting

If you plan to vote at the meeting, when you arrive, you must register with the Election Contractor. Picture I.D. is required. Pick up your ballot before 6:30 p.m. Members casting their ballot at the Annual Meeting will be issued a special ballot for in-person voting.



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 wealth of experience and knowledge to the board, as well as 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. The internet is already essential for almost every part of our lives 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. There is still a growing number of people who have jobs that allow them to work from home and they will need good internet to maintain this. There is potential in Eagle River. It's unknown by exactly how much, but we know the population has grown there. Eagle River also has the most developable land in the Municipality of Anchorage so there will be future growth in households and potential businesses.

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 board seats with the State of Alaska, and more recently with the Municipality of Anchorage. After having completed the degree program, Lee transitioned into financial analytics for a local oil company which is what he enjoys most. Lee has lived in Eagle River since 2020 and has been an active member in the community ever since.

Professional Experience

**Petro Star Inc, Anchorage, AK
Financial Analyst, September 2020 – Present.**

Currently, as a financial analyst I work on weekly, monthly, and quarterly production and revenue forecasts in our TM1 system. I regularly update oil prices and oil 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 work in Oracle with all the company's various departments on budgeting and publishing variance reports. Additionally, I work on annual budgeting for the company and all its departments. I have recently started working on contract review for contracts awarded by the Defense Logistics Agency through the DIBBS system.

**Denali Federal Credit Union, Anchorage, AK
Credit Analyst, April 2020 – September 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, liquidity. I also worked on the Paycheck Protection Program team to try and get Alaskan Business owners the money necessary to continue business functions during the Covid pandemic.

**Merrill Lynch/ Bank of America, Anchorage, AK
Financial Advisor, February 2017 – October 2019.**

As a Financial Advisor with Merrill Lynch, I use a goals-based approach in assisting people and businesses to manage their financials. 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 analysis, and retirement education. Additionally, I fostered a relationship network with individuals and businesses around Alaska.

**First National Bank Alaska, Anchorage, AK
Loan Officer, June 2016 - February 2017.**

My duties at First National Bank Alaska consisted of underwriting commercial 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.

Volunteer Experience

**Municipality of Anchorage, Anchorage, AK
49th State Angel Fund Advisory Committee Member,
November 2021 – Present.**

As a Committee Member, I make investment recommendations, and aid the organization in strategic guidance and stakeholder management.

**State of Alaska, Anchorage, AK
Alaska Royalty Oil and Gas Development Advisory Board
Member, February 2018 – March 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.

Other abilities

Defense Logistics Agency Internet Bid Board System (DIBBS)
IBM Cognos Analytics/TM1/Focuspoint
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

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

Personal Biography

Alan McBee grew up in Albuquerque, New Mexico to a very close family with 2 brothers and a wonderful mother and father. Growing up he played sports, raised animals for 4H, hunted and fished. He attended college at New Mexico State University and graduated with a Bachelors degree in Range Science. As a student, Alan started a career with USDA's Natural Resources Conservation Service (NRCS), there Alan works with farmers and ranchers to apply voluntary conservation on private land.

Alan married his high school sweetheart, Jolene, shortly after college. Together they have moved 6 times in 6 different states following opportunities for career and family. They owned and operated a successful ice cream store in Nevada before having 4 beautiful, strong, and kind girls.

Alan's career brought him to Alaska as the NRCS State Conservationist where he leads a team of conservationists who work to improve natural resources across Alaska. He lives in the Mat-Su Valley area where he and Jolene now homeschool their 4 girls and run them to their activities all around town. In off time, Alan is an active member of the community who enjoys attending church, hunting, fishing, and participating in strength sports.

Professional Experience

Natural Resources Conservation Service (NRCS)
Palmer, AK
State Conservationist October 2019-Present

The primary purpose of this position is to serve as State Conservationist (State Director) of Alaska; responsible for overseeing the provision of technical and financial assistance to farmers, ranchers, private landowners, and local communities for the conservation of soil, water, wildlife, and other natural resources. Responsible for but not limited to:

- Establishing a strategic vision for NRCS's role in Alaska with national priorities and working cooperatively with partners to assist agricultural producers, Alaska Native Entities, and private landowners to improve the health of natural resources while enhancing the productivity of working lands.
- Leading the delivery of technical and financial assistance through NRCS employees and the capabilities of partnering organizations to address natural resource concerns of the agency's customers.

- Developing and implementing Alaska-specific policies, standards, practices, and procedures consistent with and supportive of those developed nationally to assure the quality, cost effectiveness, and timeliness of NRCS's technical and financial assistance.
- Maintaining and expanding conservation partnerships with other entities, including other federal, state, and local units of government, tribal governments, and organizations, and private organizations.
- Supporting and actively promoting equal opportunity and civil rights regulations, policies, and efforts to foster workforce diversity and fair, equitable service to all people.

Natural Resources Conservation Service (NRCS)
Ephrata, WA
Area Conservationist July 2014-October 2019

- Served as an active member of the Washington NRCS State Leadership Team (SLT).
- Work area included Central Washington: 1 Area Office, 3 Teams, 2 Tribal Offices and 10 Field Offices.
- Completed all supervision activities including performance, timekeeping, workload prioritization, purchase card approval, travel approvals, business plans, workload analysis, goals planning, and staff training plans.
- Engaged with Partners including Washington State Conservation Commission, Conservation Districts, The Yakima Nation, The Confederated Tribes of the Colville Reservation, Yakima Basin Integrated Plan Group, Pheasants Forever, US Fish and Wildlife Service, Bureau of Reclamation, US Forest Service, and other partners.
- Served as Chairman of the Hispanic Outreach Committee and helped create the Hispanic Advisory Council, an advisory board of Hispanic Producers in Washington State.
- Responsible for bringing Continuous Process Improvement (CPI) to Washington State. Served as the Greenbelt to lead 8 CPI projects that resulted in the creation of Standard Operating Procedures, improved workflow, reduced timelines (cycle time), elimination of non-value-added steps (red tape), saving taxpayer dollars, and reducing time requirements for staff and leadership by reducing waste, rework and inefficiency.



Alan D. McBee | Wasilla, AK

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

A: The telecommunication connections are critical to our modern way of life especially in the midst of a global pandemic and going forward. Our schools, work, and community connect through services provided by MTA and depend on their connections to do their daily tasks and jobs. This gives MTA an interesting responsibility to our society as a whole. I believe that all members of our community deserve access to affordable and reliable connections and MTA is in the unique position to meet these growing needs of Alaska.

This position on the MTA board would mean an opportunity for me to better serve my community by giving voice to their needs, concerns, and praises.

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: The connection needs of our community are more demanding than ever. We need to find a way to reach communities and customers that need MTA services to provide affordable and reliable connection services. With my background working with historically underserved and rural communities, I can bring a unique perspective to the board.

Natural Resources Conservation Service (NRCS)
Grand Junction, CO

District Conservationist August 2011-July 2014

- Responsible for the delivery of NRCS programs and technical assistance to farmers and ranchers in designated work area.
- NRCS advisor to the Mesa and DeBeque-Plateau Valley Conservation District Boards.
- Managed a "Strike Force" Office charged with increasing diversity of applicants in the work area, I met the goal of increasing applicants with American Indian background by eight percent.
- Experienced with personnel issues, including handling of non-performers, disciplinary actions and hiring/firing procedures.

Natural Resources Conservation Service (NRCS)
Kingman, AZ

District Conservationist December 2006-August 2011

- Responsible for the delivery of NRCS programs and technical assistance to farmers and ranchers in designated work area.

USDA Natural Resources Conservation Service (NRCS)
Kingman, AZ

Rangeland Management Specialist January 2005-December 2006

- Provided technical assistance and delivered USDA Farm Bill programs in Mohave County, AZ.
- Worked with two tribes, the Hualapai and the Ft. Mohave on Farm Bill Programs, coordinated with other government agencies and producers on Coordinated Resource Management Plans.

USDA Natural Resources Conservation Service (NRCS)
Lordsburg, NM

Rangeland Management Specialist
January 2004 – October 2004

USDA Natural Resources Conservation Service (NRCS)
Aztec & Las Cruces, NM

Student Trainee - May 2003 – January 2004
Range Management, Full Time (Aztec)
20 Hours per week (Las Cruces)

Dreamsicle, Inc. (DBA Dreyer's Ice Cream) Laughlin, NV
Owner/Operator/President, November 2004 – April 2010

- Responsible and financially liable for decisions including staffing, financial management, purchasing, accounting, payroll, leasing, marketing, and taxes for an ice cream store located inside Don Laughlin's Riverside Casino.
- In charge of making hiring decisions, interviewing, managing, firing, and making payroll for over 50 employees.
- Managed a business that was open 365 days a year, 14 hours a day, that grossed over \$440,000 annually and netted a profit of over \$150,000 each year. This business then sold for a profit in 2010.

Education

The George Washington University-School of Public Leadership, Washington, D.C. 2011-2013

Graduate of NRCS Emerging Leadership Development Program
NRCS Cohort – 001 (30 CEUs, 9 Graduate Credits)

New Mexico State University, Las Cruces, NM 1999-2003

Bachelor of Science in Agriculture | Major- Range Science
Graduated in December of 2003

La Cueva High School, Albuquerque, NM 1995-1999

Graduated in May of 1999



John Warner | Palmer, AK

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

A: Serving on MTA's Board of Directors has been both rewarding and eye-opening. In my initial answer to this question two years ago, I indicated that I wanted to be a part of doing what's best for our community and you, our customers. Since joining the board, I've discovered that every decision is ultimately viewed not only in how it benefits MTA, but more importantly, how it will benefit our customers. Your board works hard to ensure that resources are being used appropriately. There is much work that needs to be accomplished and I'd like to continue to be a part of that process. My responsibility is ultimately to you. Thanks for your trust.

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: The world of technology is on an exponential curve; innovation and change are constant. We cannot rest in the knowledge that MTA is the preferred provider of telecom services throughout much of Alaska. And while MTA is in the unique position of being the oldest and most trusted provider of telecommunication services to individual homes and businesses in the Valley and around Alaska, we must continue to innovate, expand and improve. As most of you have seen, other providers come and go. Through your support, it's no accident that MTA has not only survived but continues to grow and thrive. Being your local co-op, MTA is uniquely positioned to respond quickly to industry change.

We live in a world that changes and needs to adapt quickly to customer's needs and desires. Technological advances prompt us to not only respond to these changes but anticipate industry direction with solutions. As noted above, being local is an advantage, but it can lead to a David vs. Goliath scenario. Your Co-op is being led by forward thinkers who are working to meet today's challenges. And while competition is fierce and everyone is basically trying to provide the same service, it's the quality of our service that counts. The leadership at MTA is second to none; we're in good hands.

Again, I'd be honored to represent you on MTA's Board of Directors.

Personal Biography

Long-time Valley resident and Air Force veteran, John Warner, was elected in 2020 to the MTA Board. John possesses upwards of two decades in the financial services realm, with his most recent experience as both a Financial Advisor for Edward Jones Investments and adjunct faculty member for Mat-Su Community College, teaching classes in sales management and personal investing. Prior to this, he served in the United States Air Force from 1968-1993. John places an emphasis on the importance of educational initiatives, whether that's to increase tech or financial literacy, within the community.

Experience/Background

Edward Jones Investments (Financial Advisor) 2001 - 2021

Provide investment services, including planning for retirement; generational wealth transfer; tax efficiency and comprehensive estate planning. Perform portfolio analysis and reviews of current retirement plans for clients and prospects with the goal of setting realistic long-term goals. Additionally, provide all types of life and health insurance products including term and permanent insurance, and long-term care.

Mat-Su Community College (Adjunct Faculty) 2008 - 2017

Assistant Professor teaching classes in Sales Management and Personal Investing. Courses led students through considerations, prerequisites and challenges in pursuit of a career in sales and sales management. Personal investing courses brought students to a greater understanding of investment choices, risk assessment and the pursuit of financial goals.

Anchorage Police Department (Resource Manager) 1997 - 2001

Directed management of all state and federal grants; contractual agreements with private businesses and local/state agencies; physical security of the main department building and 10 substations; numerous construction projects; issue and receipt of all supplies and equipment; and the Department's fleet of over 500 vehicles and special purpose equipment.

American Traffic Systems -Alaska (General Manager) 1995 - 1997

Managed all day-to-day operations as the contracted provider of traffic safety services to the Municipality of Anchorage, including budgeting and financial analysis; scheduling of deployments; interface with the Municipality to ensure contract compliance; establishing court appearance procedures; bank processing and bottom-line profitability.

Alaska USA Federal Credit Union/Alaska Option (Operations Manager) 1993 - 1995

Provided daily oversight for Alaska Option Services Corporation, a regional switching network for financial institutions with Alaska. Duties included account oversight, credit and debit card production, research and adjustment of ATM and POS transactions; quality assurance; data/cost analysis; control of fee schedules; administrative records and compliance with federal and state regulations.

HQ USAF Special Operations Command (Director of Cost and Weapons Acquisition) 1990 - 1993

Directed cost estimating and analysis of numerous programs for special operations forces located throughout the world. Prepared studies; presented briefings and advocated cost and budget finding issues for acquisition of weapon systems valued at over \$400 million. Task force member providing ongoing mission support for Air Force special operations missions around the world.

Alaskan Air Command (Chief, Cost Analysis Division) 1988-1990

Supervised development of cost and economic analyses supporting financial initiatives in Alaska. Directed preparation of operating and support cost estimates for aircraft and radar systems and performed financial reviews of military contract proposals throughout Alaska.

Education

Southwest Texas State University, San Marcos, TX BA (Management Analysis)

University of LaVerne, LaVerne, CA MS (Business Organizational Management)

2022 PROPOSED AMENDMENTS TO THE MATANUSKA TELECOM ASSOCIATION BYLAWS

Proposal #A: Four (4) Year Terms and Revised Term Limits

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**.

Four (4) Year Terms and Revised Term Limits

Proposal #A would update the Bylaws so that all Board members will serve four (4) year terms instead of the current mix of three-year and two-year terms. Longer terms for Board members will improve continuity and ensures all Board members can serve terms of equal length. Because all Board terms would be four years, the membership would elect two Board members the first year, one Board member each of the following three years and then restart the cycle. Proposal #A also extends the current term limit from three consecutive terms to four full terms or sixteen (16) total years in office, whichever is the longer amount of time. That ensures term limits cannot be evaded through resignations or appointments to fill empty Board seats.

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

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

ARTICLE IV BOARD MEMBERS

SECTION 2. ELECTION AND TENURE OF OFFICE.

- (a) Members of the Board shall be elected by secret ballot at each annual meeting of the members by and from the members to serve until their successors shall have been elected and shall have qualified. No Board member shall serve **be eligible to be appointed or elected to the Board after serving** more than ~~three (3)~~ **four (4) full** consecutive terms **or sixteen (16) total years in office, whichever is the longer amount of time**. This provision shall apply to incumbent directors and directors newly elected commencing with the ~~1992~~ **2022** election. If an election of Board members shall not be held on the day designated herein for the annual meeting or at any adjournment thereof, a special meeting of the members shall be held for the purpose of electing Board members within a reasonable time thereafter. Board members may be elected by a plurality vote of the members. If after a recount two or more candidates tie in the number of votes for the same directorship seat, the Chairman of the Board shall notify the candidates who are tied. The Chairman shall notify the candidate of a reasonably suitable time and place to determine the successful candidate by lot. After the determination has been made by lot, the Chairman shall so certify. A member wishing to challenge the results of an election must submit the challenge in writing to the Board of Directors within seven (7) days following adjournment or recess of the meeting at which the election was conducted. A seated Board member whose election is the subject of the challenge must abstain from participation in any decisions relating to the challenge. The decision of the Board of Directors regarding an election challenge shall be final.
- (b) At ~~each~~ **the 2022** annual meeting election, two directors will be elected. The candidate receiving the greater number of votes shall receive a ~~three~~ **four**-year term and ~~the~~ **second higher place candidate** shall receive a ~~two~~ **three**-year term. **Commencing with the 2023 election, directors will be elected in four-year cycles, with two (2) directors elected in the first year and one (1) director elected in each of the second, third, and fourth years. All directors elected in 2023 and thereafter will receive four-year terms.**

Proposal #B: Establish Open Process for Filling Board Vacancies

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*.

Establish Open Process for Filling Board Vacancies

This amendment would require an open process to be used by the Board when filling board vacancies. The Board has historically followed an open process but believes it should not be optional to do so. Proposal #B requires a thirty-day notice period for members to apply for vacant Board seats while recognizing the Board's right and duty to fill the seat with the best-qualified applicant.

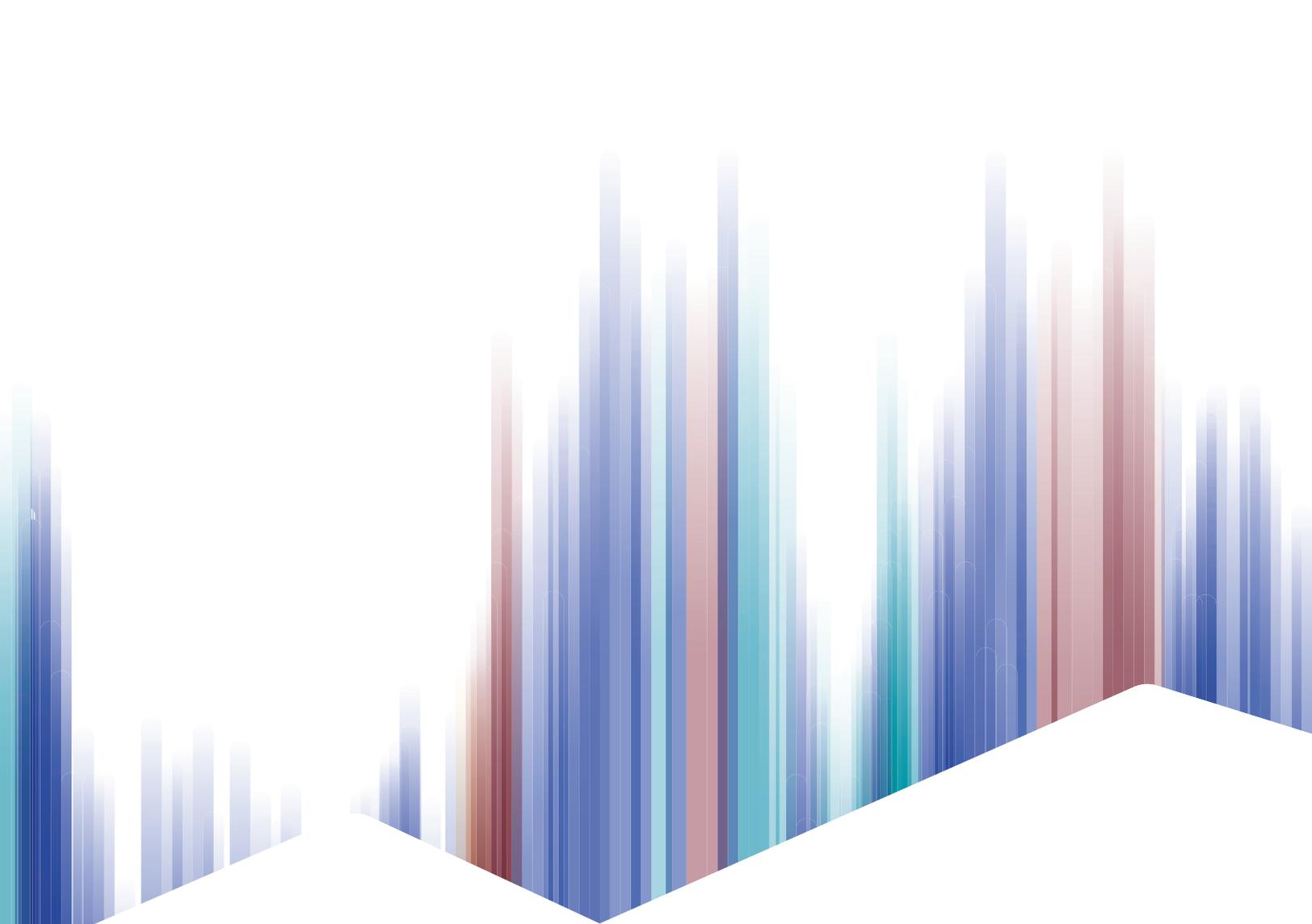
The MTA Board of Directors unanimously recommends that this amendment be approved.

Should MTA Bylaws, Article IV, Section 6 be amended as follows?

ARTICLE IV BOARD MEMBERS

SECTION 6. VACANCIES. A vacancy occurring in the Board for any reason shall be filled by the affirmative vote of a majority of the remaining Board members for the unexpired portion of the term. **In filling vacancies, the Board of Directors shall provide notice to the members of the vacancy through the Cooperative's website and allow at least thirty (30) days from the date of such notice for members to express interest in filling the Board seat. The Board shall select the candidate who is, in the Board's opinion, best qualified for the position.** ~~provided; H~~however, in the event the vacancy is not filled by the Board within ninety (90) days after the vacancy occurs, the **members shall have the right to fill such** vacancy shall be filled for the remainder of the term at the next annual ~~a~~ meeting of the members.





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