Matanuska Telecom Association, Incorporated

RESTATED ARTICLES OF INCORPORATION

(As Restated November 28, 2001, and Amended June 28, 2021)

&

BYLAWS

(As Amended June 3, 2026)

This unofficial copy of the Restated Articles of Incorporation includes the changes approved by the members in the June 28, 2021, Amendment to the Restated Articles of Incorporation. The official copies of the Restated Articles of Incorporation and June 28, 2021, Amendment to the Restated Articles of Incorporation are available at: https://www.commerce.alaska.gov/cbp/main/Search/EntityDetail/2799D

STATEMENT OF
NON-DISCRIMINATION

Matanuska Telecom Association, Incorporated complies with all applicable federal, state, and local laws prohibiting discrimination, including discrimination on the basis of race, color, national origin, sex, religion, age, disability, marital status, changes in marital status, pregnancy or parenthood.

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"An Equal Opportunity Employer"

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RESTATED
ARTICLES OF INCORPORATION
of
MATANUSKA TELECOM ASSOCIATION, INCORPORATED
(as amended June 28, 2021)

ARTICLE I

The name of the Corporation shall be: **MATANUSKA TELECOM ASSOCIATION, INCORPORATED**.[1]

ARTICLE II

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

(a) To sue and be sued in its corporate name.
(b) To have perpetual existence.
(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 telecommunications[2] 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.
(d) To purchase, lease as lessee, or otherwise acquire, and to use, and exercise and to sell, assign, convey, mortgage, pledge or otherwise dispose of or encumber, franchise, rights, privileges, licenses and easements.
(e) To borrow money and otherwise contract indebtedness, and to issue notes, bonds, and other evidences of indebtedness, and to secure the payment thereof by mortgage, pledge or deed of trust of, or any other encumbrance upon, any or all of its then owned or after-acquired real or personal property, assets, franchises, or revenues.
(f) To construct, maintain and operate telecommunications[3] lines, along, upon, under and across publicly owned lands and public thoroughfares, including, without limitation, all roads, highways, streets, alleys, bridges and causeways.
(g) To exercise the power of eminent domain in the manner provided by law.
(h) To become a member of other cooperatives or corporations and to own stock therein.
(i) To conduct its business and exercise its powers within or without this State.
(j) To adopt, amend and repeal Bylaws.
(k) To make any and all contracts necessary, convenient or appropriate for the full exercise of the powers herein granted.
(l) To do and perform any other acts and things, and to have and exercise any other powers which may be necessary, convenient or appropriate to accomplish the purpose for which the Corporation is organized.
(m) To furnish, improve and expand telephone, telecommunications and other information service to its members, and to other users not in excess of ten per centum of the number of its members; provided, however, that, without regard to ten per centum limitation, telephone service may be made available by the Corporation through interconnection of facilities to any number of subscribers of other systems, and through pay stations to any number of users; and provided further that if the Corporation acquires existing telephone or other telecommunication or information

[1] Article I was amended on June 28, 2021, to change the name from Matanuska Telephone Association, Inc. to Matanuska Telecom Association, Inc. All references to the former name of Matanuska Telephone Association, Inc. have been changed throughout these Articles and Bylaws.
[2] Article II(c) was amended June 28, 2021, to change "telephone" to "telecommunications."
[3] Article II(f) was amended June 28, 2021, to change "telephone" to "telecommunications."

facilities, it may continue service to persons not in excess of forty per centum of the number of its members, who are already receiving service from such facilities without requiring such persons to become members, but such person may become members upon such terms as may be prescribed in the Bylaws.

(n) To connect and interconnect its telecommunications[4] lines, facilities or systems with other telecommunications[5] lines, facilities or systems.

(o) To make its facilities available to persons furnishing telecommunications[6] service within or without this state.

(p) To adopt a corporate seal and alter the same.

(q) To make donations for the public welfare or for charitable, scientific, or educational purposes.

ARTICLE III

SECTION 1. The Corporation is not organized for profit and shall not have authority to issue capital stock.

SECTION 2. Membership shall be allowed as described in the Bylaws.[7]

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[8] 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 services[9] 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.

SECTION 4. The private property of the members of the Corporation shall be exempt from execution for the debts of the Corporation, and no member shall be individually liable or responsible for any debts or liabilities of the Corporation.

SECTION 5. In the discretion of the Board of Directors, the Association may find it necessary to separately classify, under policies of general application, certain Association functions, or groups of members or non-member patrons, or revenue categories, to more properly account for costs of service and patronage margins supplied by the members and non-member patrons. In doing so, the allocation of expenses and patronage credits may consider a variety of relevant factors such as the cost of rendering service, the terms and conditions of certain types of service, the terms of agreements with members or non-member patrons, and the obligations of the parties involved. Patronage capital credits may accrue at a different rate for certain classifications of members or non-member patrons or for different types of service.

[4] Article II(n) was amended June 28, 2021, to change "telephone" to "telecommunications."
[5] Article II(n) was amended June 28, 2021, to change "telephone" to "telecommunications."
[6] Article II(o) was amended June 28, 2021, to change "telephone" to "telecommunications."
[7] Article III, Section 2 was amended June 28, 2021, to remove the detailed description of membership requirements and instead refer to the requirements for membership in the Bylaws.
[8] Article III, Section 3 was amended June 28, 2021, to change "his" to "the."
[9] Article III, Section 3 was amended June 28, 2021, to delete "telephone," and change "service" to "services."

ARTICLE IV

The principal place of business of the Corporation shall be at Palmer, Alaska.

ARTICLE V

The highest amount of indebtedness[10] to which this Corporation shall at any time be subject to is ONE HUNDRED FIFTY MILLION DOLLARS ($150,000,000.00).

ARTICLE VI

The number of Directors of this Corporation shall be five (5). The names and post office addresses of the Directors who shall manage the affairs and business of the Corporation for the first year, or until their successors shall have been elected and shall have qualified are as follows:

Name	Post Office Address
Lew Hanks	Palmer, Alaska
John P. King	Palmer, Alaska
James A. McDowell	Chugiak, Alaska
Phil O'Neill	Sutton, Alaska
Albert E. Withey	Wasilla, Alaska

The foregoing Restated Articles of Incorporation correctly set out the provisions of the Articles of Incorporation as amended. The Restated Articles of Incorporation have been adopted as required by law and supersede the original Articles of Incorporation and all amendments thereof.

Restated Articles Dated: November 28, 2001

By: /s/ *Earl P. Lackey*
Its: President, Board of Directors

Amendments to Articles Dated: June 28, 2021

By: */s/ Kenneth Kincaid*
Its: Chief Governance Officer, Board of Directors

[10] Article V was amended June 28, 2021, to delete "or liabilities" from the description of the limits on indebtedness.

BYLAWS
OF
MATANUSKA TELECOM ASSOCIATION, INCORPORATED
(As Amended June 3, 2026)

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 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:

(a) Made an application for membership therein;

(b) Agreed to purchase retail service from the Association as an end user of such services in accordance with established tariffs and as hereinafter specified; and

(c) Agreed to comply with and be bound by the Articles of Incorporation and Bylaws of the Association and any rules and regulations adopted by the Board*.

**The word "Board" is used herein to refer to the Board of Directors.*

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

No member may hold more than one membership in the Association, and no membership in the Association shall be transferable, except as provided in these Bylaws.

SECTION 2. JOINT MEMBERSHIP. A married couple shall be deemed joint members unless otherwise requested. The term "member", as used in these Bylaws, shall be deemed to include two persons holding a joint membership and any provisions relating to the rights and liabilities of membership shall apply equally with respect to holders of a joint membership. Without limiting the generality of the foregoing, the effect of the hereafter specified actions by or in respect of the holders of a joint membership shall be as follows:

(a) The presence at a meeting of either or both shall be regarded as the presence of one member and shall constitute a joint waiver of notice of the meeting;

(b) The vote of either separately or both jointly shall constitute a joint waiver;

(c) A waiver of notice signed by either or both shall constitute a joint waiver;

(d) Notice to either shall constitute notice to both;

(e) Expulsion of either shall terminate the joint membership;

(f) Withdrawal of either shall terminate the joint membership; and

(g) Either, but not both, may be elected or appointed as an officer or Board member provided that both meet the qualifications for such office.

SECTION 3. CLASSIFICATIONS. In the discretion of the Board of Directors, the Association may find it necessary to separately classify, under policies of general application, certain Association functions, or groups of members or non-member patrons, or revenue categories, so as to more properly account for costs of service and patronage margins supplied by the members and non-member patrons. In doing so, the allocation of expenses and patronage credits may consider a variety of relevant factors such as the cost of rendering service, the terms and conditions of certain types of service, the terms of agreements with members or non-member patrons, and the obligations of the parties involved. Patronage capital credits may accrue at a different rate for certain classifications of members or non-member patrons or for different types of service.

SECTION 4. CONVERSION OF MEMBERSHIP.

(a) A membership may be converted to a joint membership upon the written request of the holder thereof and the agreement by such holder and any other natural person to comply with the Articles of Incorporation, Bylaws, and Rules and Regulations adopted by the Board.

(b) Upon the death of either person who is party to the joint membership, membership shall be held solely by the survivor. The estate of the deceased member shall not be released from any debts due the Association.

SECTION 5. PURCHASE OF SERVICE. Each member shall, as soon as service is available, take service from the Association and shall pay therefore monthly at rates in accordance with the Association's established terms and conditions. It is expressly understood that amounts paid for services in excess of costs are furnished by members as capital and each member shall be credited with the capital so furnished as provided in these Bylaws. Each member shall also pay all amounts owed by him to the Association as and when the same shall become due and payable.

SECTION 6. TERMINATION OF MEMBERSHIP.

(a) Any member may withdraw from membership upon compliance with such uniform terms and conditions as the Board may prescribe. The Board may, by the affirmative vote of not less than two-thirds (2/3) of all the members of the Board, expel any member who fails to comply with any of the provisions of the Articles of Incorporation, Bylaws, and Rules and Regulations adopted by the Board, but only if such member shall have been given written notice by the Association that such failure makes him/her liable to expulsion and such failure shall have continued for at least ten (10) days after such notice was given. Any expelled member may be reinstated by vote of the Board or by vote of the members at any annual or special meeting.

Notwithstanding the above, the Chief Executive Officer or his/her designee may cancel the membership of any member:

(1) Who has ceased to purchase service from the Cooperative for a period of thirty (30) days;

(2) Who had a disconnect order in effect for thirty (30) days without signing an order to reconnect; or

(3) To whom service has been discontinued because of nonpayment of bills due the Cooperative; provided that such delinquency shall have continued for at least thirty (30) days prior to the discontinuance of such service.

Any canceled membership may be reinstated by the member during the defect giving rise to termination of the membership, the delivery of an appropriate application and the posting of a reasonable deposit or other security where required by the Cooperative.

(b) Upon the withdrawal, death, cessation, or expulsion of a member, the membership of such members shall thereupon terminate. Termination of membership in any manner shall not release a member or his estate from any debts due to the Association.

SECTION 7. SERVICE TO NON-MEMBERS. The Board may authorize the furnishing of service to persons not members of the Association when the furnishing of such service is, in the judgment of the Board, in the best interests of the Association provided, however, that such service to non-members shall not exceed ten per centum (10%) of the number of members of the Association, and provided, further, that the Board may, without regard to said ten per centum (10%) limitation, make service available through interconnection of facilities to any number of subscribers of other telephone systems, and through pay stations to any number of users, and provided, further, that if the Association acquires existing telephone facilities, it may, upon approval of the Board and subject to terms and conditions imposed by the Board, continue service to persons, not in excess of forty per centum (40%) of the number of members of the Association, who are already receiving service from such facilities without requiring such persons to become members, but such persons may become members upon the same terms and conditions, rights, and liabilities, as are herein provided for membership in the Association.

ARTICLE II
RIGHTS AND LIABILITIES OF MEMBERS

SECTION 1. PROPERTY INTEREST OF MEMBERS. Upon dissolution, after:

(a) All debts and liabilities of the Association shall have been paid, and

(b) All capital furnished through patronage shall have been retired as provided in these Bylaws, then

(c) The remaining property and assets of the Association shall be distributed among the members and former members in the proportion which the aggregate patronage of each member bears to the total patronage of all members, except to the extent participation in the distribution has been legally waived.

SECTION 2. NON-LIABILITY FOR DEBTS OF THE ASSOCIATION. The private property of the members shall be exempt from execution or other liability for the debts of the Association and no member shall be liable or responsible for any debts or liabilities of the Association.

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 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 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.

(a) Each member shall be entitled to only one vote upon each matter submitted to a vote at a meeting of the members. All questions shall be decided by an affirmative vote of a majority of the members voting thereon in person except as otherwise provided by law, the Articles of Incorporation, or these Bylaws.

(b) A member may not vote by proxy but voting by mail shall be permitted at all meetings of the members. Ballots shall be supplied, together with an envelope imprinted with the voter's certificate, the address of the election committee and prepaid postage prior to the membership meeting. Ballots for use by members when voting by mail shall be imprinted with a voter's certificate and shall be submitted by the members in such manner as to preserve the confidentiality of the member's vote. Ballots by mail must be received at the election committee's designated address by 5:00 p.m. on the day preceding the meeting. "Voter's Certificate" is defined as a line or other space reserved for and containing the voter's signature. Mailed ballots need to be signed by the voting member.

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

(c) 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.

SECTION 6. VOTING BY NON-NATURAL PERSONS. An individual may vote once on each matter for a non-natural entity which is itself a member in good standing and which has properly authorized the individual to vote on its behalf. The Cooperative may require the designated individual to submit satisfactory written proof of such designation prior to voting.

SECTION 7. ORDER OF BUSINESS. The Board shall by resolution adopt procedures and rules governing all membership meetings and all elections and voting. Rules and procedures governing voting and elections will be announced in advance of each meeting. The Board, in establishing such rules, will be fair and equitable. If no rules governing a particular situation have been established by the Board, then the rules contained in the latest edition of Robert's Rules of Order will govern to the extent not inconsistent with law, the Articles of Incorporation or these Bylaws. The order of business at the annual meeting of the members and, so far as possible at all other meetings of the members, shall be essentially as follows except as otherwise determined by the members at such meeting:

(a) Report on the number of members present in person in order to determine the existence of a quorum.

(b) Reading of the notice of the meeting and proof of the due publication or mailing thereof, or the waiver or waivers of the notice of the meeting, as the case may be.

(c) Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon.

(d) Presentation and consideration of reports of officers, trustees, and committees.

(e) Election of Board members.

(f) Unfinished business.

(g) New business.

(g) Adjournment.

ARTICLE IV
BOARD MEMBERS

SECTION 1. GENERAL POWERS. The business and affairs of the Association shall be managed by a Board of five (5) members which shall exercise all the powers of the Association except such as are by law, the Articles of Incorporation or these Bylaws conferred upon or reserved to the 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 be eligible to be appointed or elected to the Board after serving more than four (4) full 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 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) Directors will be elected in four-year cycles, with two (2) directors elected in the first year and one (1) director election in each of the second, third, and fourth years. All directors elected will receive four-year terms.

(c) Only candidates nominated pursuant to Article IV, Section 4, are eligible to be elected to the Board of Directors.

(d) If the number of candidates nominated pursuant to Article IV, Section 4, is equal to or less than the number of Board members to be elected, the candidate(s) shall be deemed elected by acclamation at the annual meeting and no vote or ballot is required.

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) 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, 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; but no more than one (1) such person may serve on the Board of Directors at the same time.

(c) Is not a bonafide resident of the area served or to be served by the Association.

(d) Who is not at least eighteen years of age.

(e) 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.

(i) 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.

(j) 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.

(k) No current Board member or close relative of a Board member may apply to become an employee of the Association or a wholly-owned subsidiary of the Association.

SECTION 4. <u>NOMINATIONS.</u> It shall be the duty of the Board to approve in the January board meeting prior to the Annual Meeting, a committee on nominations consisting of not less than five (5) nor more than eleven (11) members who shall be selected from different sections as to insure equitable representation. No member of the Board may serve on such committee. The committee, keeping in mind the principal of equitable representation, shall prepare and post at the principle office of the Association at least ninety (90) days before the meeting a list of nominations for Board members. The Secretary shall be responsible for mailing with the Notice of the Meeting, or separately but at least fifteen (15) days before the date of the meeting, a statement of the number of Board members to be elected and the names and addresses of the candidates nominated by the committee on nominations. Any fifteen (15) or more members acting together may make other nominations by petition and the Secretary shall post such nominations at the same place where the list of nominations made by the committee is posted. Nominations by petition, if any, received at least seventy-five (75) days before the meeting shall be included on the official ballot.

SECTION 5. <u>REMOVAL OF BOARD MEMBER.</u>

(a) Any member may bring charges against a Board member and by filing with the Secretary such charges in writing, together with a petition signed by at least ten percent (10%) of the members, may request the removal of such Board member by reason thereof. Such Board member shall be informed in writing of the charges at least twenty (20) days prior to notice of the meeting of the members 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 bring evidence in respect to the charges; the person or persons bringing the charges against him shall have the same opportunity. The question of the removal of such Board member shall be considered and voted upon in accordance with Article III, except that the deadline for the receipt of ballots cast by mail or electronically shall be fourteen (14) days after the meeting and votes shall not be tallied until the deadline for the receipt of mail or electronic ballots has passed. Any vacancy created by such removal may be filled in accordance with Article IV, Section 6. The Board of Directors shall determine the procedures for the removal

election consistent with the Bylaws and applicable law.

(b) With a minimum of four (4) directors voting for removal, the Board of Directors may remove a Board member from office for cause, after notice and an opportunity to be heard, if the director:

(1) has been declared of unsound mind by a final order of court; or,

(2) does not meet the qualifications for office listed in Article IV, Section 3; or,

(3) has materially violated the Articles, Bylaws, policies or regulations adopted by the Board; or

(4) has breached a fiduciary duty as a director.

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. 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 at a meeting of the members.

SECTION 7. COMPENSATION.

(a) Board members shall not receive any salary for their services, as such, except that members of the Board shall receive a fixed sum for each regular or special meeting of the Board. The fixed sum shall be determined annually in July and shall be 25% less than the fixed sum paid to Board members of other non-profit electric and telephone cooperatives headquartered in Palmer or Wasilla, Alaska. Board members shall receive reasonable reimbursement for travel costs from their principal place of residence within the Association's service area for attendance at regular and special meetings of the Board.

(b) If authorized by the Board, Board members shall be reimbursed insurance costs.

(c) The Board of Directors shall also be reimbursed for expenses actually and necessarily incurred, plus the fixed sum authorized under subsection (a) per day while representing MTA at training seminars, meetings of organizations (such as state or national trade associations, etc.) or other Association business requiring director participation and for each day of travel to and from such meetings. A reasonable expense advance may be granted by the Board, subject to a detailed accounting.

(d) No Board member shall receive compensation for serving the Association in any other capacity nor shall any close relative of a Board member receive compensation for serving the Association unless:

(1) the payment and amount of compensation shall be specifically authorized by vote of the members;

(2) the service by the Board member or his close relative shall have been certified by the Board as an emergency measure; or

(3) the compensation is received for providing goods or services (other than as an officer or employee of the Cooperative) to the Cooperative consistent with policies established by the

Board of Directors to assure transparency, competitive bidding and a level playing field for all potential vendors.

(e) For the purpose of this Article IV, close relatives include: parents, husband, wife, children, brothers, sisters by blood, by marriage, by law, or by adoption and individuals residing in the same residence.

SECTION 8. CAMPAIGN DISCLOSURE.

(a) This section applies to all contributions, expenditures, and communications made by any person for the purpose of influencing the outcome of a ballot proposition or question, as well as those made to influence the nomination or election of a candidate for the Board of Directors. For purposes of Section 8, the term "person" applies to any individual, group, or entity of any kind or nature whatsoever.

(b) Each person subject to Article IV, Section 8(a), shall make a full report, upon a form prescribed by the Association, listing the date and amount of all expenditures, whether accrued or actually expended, made to support or otherwise influence the outcome of a ballot proposition or question or the nomination or election of a candidate; the total amount of all contributions, received as monetary or in-kind goods and services, including all funds contributed by the candidate; and for all contributions received, per campaign in excess of $100 in the aggregate, the name, address, principal occupation and employer of the contributor, and the date and amount contributed by each contributor.

No person may receive a contribution in excess of $1,000 per campaign from any one contributor. No candidate is restricted from spending his or her own funds. No person shall accept contributions after the election.

The Association must receive the candidate's or other person's first report not more than ten (10) days nor less than three (3) days, prior to the mailing of ballots. The second report shall be filed with the Association not more than ten (10) days, nor less than three (3) days prior to the Annual or Special meeting of the members at which a question or candidate is being considered. A third report must be filed no later than twenty (20) days after that meeting. A report must include all activity for the reporting period. All reports filed with the Association will be subject to full public disclosure, including publication in whatever medium or format the Association deems the most efficient and practicable, and, upon request, copies of all reports will be timely provided to any Association member.

(c) No candidate or other person subject to the Association's campaign disclosure requirements may accept anonymous contributions. Candidates or other affected persons must immediately forfeit any anonymous contributions to the Association, which will donate the forfeited contribution to an appropriate charity or other non-profit organization.

(d) All advertisements, handbills, paid for television and radio announcements, and other communications intended to influence the election of a candidate or outcome of a ballot proposition or question shall be clearly identified by the words "paid for by" followed by the name and address of the person paying for the advertisement.

(e) The Board of Directors has the authority to establish policies and procedures for the administration and enforcement of Section 8.

(f) If a candidate violates any portion of Section 8, the Board of Directors, acting in a manner consistent with the provisions set forth in Article IV, Section 3, may determine that such candidate is not eligible to become or remain a director.

(g) Any board member may vote on a matter affecting a contributor to his campaign provided he/she discloses the campaign contribution received and affirms that no commitment has been made to the contributor.

SECTION 9. CONFLICTS OF INTEREST.

(a) This section applies to Board members and candidates for the Board of Directors.

(b) For candidates, in addition to the disclosures required by Article IV, Section 8, each candidate shall make a full report, upon a form prescribed by the Association, disclosing if the candidate:

(1) Is involved with other organizations, vendors or any association that might be or might reasonably be seen as being a conflict of interest; or

(2) Has within the last two years had a financial interest in a bid, proposal, project or contract with the Association.

(c) For a candidate nominated by the nominating committee, the Association must receive the candidate's first report with the candidate's application to the nominating committee. For a candidate nominated by petition, the Association must receive the candidate's first report at the time of submission of the petition to the Association. For a director appointed to the Board of Directors under Article IV, Section 6, the Association must receive the director's first report within thirty (30) days of the director's appointment. A report must include all activity described under subsection (b) above. All reports filed with the Association will be subject to full public disclosure, including publication in whatever medium or format the Association deems the most efficient and practicable, and, upon request, copies of all reports will be timely provided to any Association member.

(d) All Board members shall annually disclose their involvement in any of the activities described under subsection (b) above.

(e) The Board of Directors has the authority to establish policies and procedures for the administration and enforcement of Sections 7 and 9.

ARTICLE V
MEETINGS OF THE BOARD

SECTION 1. REGULAR MEETINGS. A regular meeting of the Board may be held without notice immediately after and at the same place as the annual meeting of the members. A regular meeting of the Board shall also be held, at a minimum, quarterly at Palmer, Alaska. Such regular meetings may be held without notice other than such resolution fixing the time and place thereof. The Board may, for a meeting at which a quorum of the Board participates, conduct a meeting by teleconference or similar communications equipment if the Board gives reasonable notice of the meeting and if members of the Association are able to attend the meeting sites and hear the meeting.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Board may be called by the Chief Governance Officer or by any three (3) Board members, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. The Chief Governance Officer or Board members calling the meeting shall fix time and place for the holding of the meeting.

SECTION 3. WORK SESSIONS. The Board of Directors may meet informally in work sessions to consider issues that may impact the business of the Cooperative or its subsidiaries. No formal notice or minutes shall be required for such work sessions. No formal action may be taken at a work session. Formal

action on any issue addressed in a work session may only be taken on a regular or special meeting of the Board.

SECTION 4. NOTICE OF BOARD MEETING. Notice of the time, place, and purpose of any special meeting of the Board shall be delivered to each Board member, either personally, by mail or by electronic mail, by or at the direction of the Secretary or, upon a default in duty by the Secretary, by the Chief Governance Officer or one of the Board members calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Board member at his address as it appears on the records of the Association with postage thereupon prepaid, at least five (5) days before the date set for the meeting. If e-mailed, such notice shall be deemed to be delivered when sent to the Board member's e-mail address of record with the Association.

SECTION 5. QUORUM. A majority of the Board shall constitute a quorum provided that if less than such majority of the Board is present at said meeting, a majority of the Board present may adjourn the meeting from time to time and, provided further, that the Secretary shall notify any absent Board member of the time and place of such adjourned meeting. The act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board except as otherwise provided in these Bylaws.

SECTION 6. PARLIAMENTARY AUTHORITY. The rules contained in the latest edition of Robert's Rules of Order shall govern the Association's Board of Directors meetings in all cases in which the rules are not inconsistent with law, the Articles of Incorporation or these Bylaws.

SECTION 7. ATTENDANCE AT MEETINGS. Regular attendance at duly noticed Board meetings and workshops is mandatory. If a Board member is absent from more than 20% of all duly noticed meetings and workshops within a 12-month period, then such Board member shall be deemed to have resigned from the Association's Board of Directors and vacated their Board seat. Any vacancy resulting from the exercise of this provision will be filled as provided in Article IV, Section 6, of these Bylaws.

ARTICLE VI
OFFICERS

SECTION 1. NUMBER. The officers of the Association shall be a Chief Governance Officer and Secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers shall be elected by ballot annually by and from the Board at the meeting of the Board held immediately after the annual meeting of members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until the first meeting of the Board following the next annual meeting of the members or until his successor shall have been elected and shall have qualified. A vacancy in any office shall be filled by the Board for the unexpired portion of the term.

SECTION 3. REMOVAL OF OFFICERS AND AGENTS BY THE BOARD. Any officer or agent elected or appointed by the Board may be removed by the Board whenever, in its judgment, the best interests of the Association will be served thereby. In addition, any member of the Association may bring charges against an officer and, by filing with the Secretary such charges in writing together with a petition signed by ten per centum (10%) of the members or two hundred (200), whichever is lesser, may request the removal of such officer. The officer 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. In the event the Board does not remove such officer, the question of his removal shall be considered and voted upon at the next meeting of the members.

SECTION 4. CHIEF GOVERNANCE OFFICER. The Chief Governance Officer shall:

(a) Be the Association's principal executive officer and, unless otherwise determined by the members of the Board, shall preside at all meetings of the members and the Board;

(b) Sign with the Secretary any deeds, mortgages, deeds of trust, notes, bonds, contracts, or other instruments the Board authorizes for execution, except in cases where the Board expressly delegates the signing and execution thereof to some other officer or agent of the Association, or where legal considerations require otherwise; and

(c) In general perform all duties incident to the role of Chief Governance Officer, as is more particularly described in the Board's governance policies at Section 2.5; and such other duties as may be prescribed by the Board from time to time.

SECTION 5. SECRETARY. The Secretary shall be responsible for:

(a) Keeping the minutes of the meeting of the members and of the Board in books provided for that purpose;

(b) Seeing that all notices are duly given in accordance with these Bylaws or as required by law;

(c) The safekeeping of the corporate books and records and the seal of the Association and affixing the seal of the Association to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these Bylaws;

(d) Keeping a register of the names and addresses of all members;

(e) Keeping on file at all times a complete copy of the Articles of Incorporation and Bylaws of the Association containing all amendments thereto (which copy shall always be open to the inspection of any member); and at the expense of the Association, furnishing a copy of the Bylaws and of all amendments thereto to each member; and,

(f) In general performing all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board.

(g) Certify the amount in dollars of total cost to the Association of the CEO position on an annual basis. This total cost shall include but not be limited to: salary, benefits, bonuses, and any other remuneration received from the Association. This dollar figure shall be made available to the Association's members on the Association's website. Furthermore the CEO's employment contract shall be made available to any member in good standing upon request in accordance with Article XI, Section 6.

SECTION 6. CEO. The Board may appoint a CEO who may be, but who shall not be required to be, a member of the Association. The CEO shall perform such duties and shall exercise such authority as the Board may from time to time vest in him.

SECTION 7. BONDS OF OFFICERS. The Chief Governance Officer, Secretary, and CEO, or agent of the Association charged with the responsibility for the custody of any of its funds or property shall be bonded as the Board shall determine. The Board in its discretion may also require any other officer, agent, or employee of the Association to be bonded in such amount and with such surety as it shall determine.

SECTION 8. INDEMNIFICATION. The Association shall indemnify, defend, and hold harmless present and former directors, officers, including the CEO, agents and employees ("protected persons") against liability to the extent that their acts or omissions constituting the grounds for alleged liability were

performed in their official capacity and, if actionable at all, were based upon good faith business judgments or in the belief the acts or omissions were in the best interest of the Association or were not against the best interest of the Association. However, except as provided by law, the Association may not indemnify, defend, and hold harmless the protected person if the person did not reasonably believe the conduct to be in, or not opposed to the best interests of the Association. With respect to criminal action or proceedings, the Association shall indemnify a protected person unless the person had reasonable cause to believe that the conduct was unlawful. The Association may purchase insurance to cover such indemnification.

SECTION 9. COMPENSATION. The Board shall determine the powers, duties, and compensation of the Chief Executive Officer. Except as provided by law, compensation for Board members shall be subject to these bylaws.

SECTION 10. REPORTS. The officers of the Association shall submit at each annual meeting of the members, reports covering the business of the Association for the previous fiscal year. Such reports shall set forth the condition of the Association at the close of such fiscal year.

ARTICLE VII
NON-PROFIT OPERATION

SECTION 1. INTEREST OR DIVIDENDS ON CAPITAL PROHIBITED. The Association shall at all times be operated on a cooperative, non-profit basis for the mutual benefit of its patrons. No interest or dividends shall be paid or payable by the Association on any capital furnished by its patrons.

SECTION 2. PATRONAGE CAPITAL.

(a) A patron is a person who 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.

(b) In the furnishing of retail telephone, or other telecommunication or information services by the Association or its wholly-owned subsidiaries, operations shall be so conducted that all patrons of the Association and its wholly-owned subsidiaries will, through their patronage, furnish capital for the Association and its wholly-owned subsidiaries. In order to induce patronage and to assure that the Association will operate on a non-profit basis, the Association is obligated to account on a patronage basis to all its patrons for all amounts received and receivable from patronage sourced activities in excess of costs and expenses, whether such services are provided by the Association or its wholly-owned subsidiaries. All such amounts at the moment of receipt by the Association or its wholly-owned subsidiaries are received with the understanding that they are furnished by the patrons as capital. The Association is obligated to pay by credits to a capital account for each patron all such amounts in excess of costs and expenses. The books and records of the Association shall be set up and kept in such a manner that for each fiscal year the amount of capital, if any, so furnished by each patron is clearly reflected and credited in an appropriate record to the capital account of each patron, and the Association shall annually notify each patron of the amount of capital so credited to the patron's account. All such amounts credited to the capital account of any patron shall have the same status as though they have been paid to the patron in cash in pursuance of a legal obligation to do so and the patron had then furnished the Association corresponding amounts of capital.

(c) All other amounts received by the Association from non-patronage sourced activities in excess of costs and expenses shall be (a) used to offset any losses incurred during the current or any prior fiscal year and (b) to the extent not needed for that purpose, allocated by the Board either (1) to its patrons on a patronage basis and any amount so allocated shall be included as part of the capital

credited to the accounts of patrons, as herein provided, (2) to a permanent capital account to be held as unallocated equity capital, or (3) to the MTA Foundation. The Board, in its discretion, may allocate all amounts received and receivable from non-patronage sourced activities. The amount of any unallocated equity capital shall not be subject to distribution as patronage capital credits but shall be returned to the members and former members in proportion to their patronage upon dissolution of the Association.

(d) In the event of dissolution or liquidation of the Association, after all outstanding indebtedness of the Association shall have been paid, outstanding capital credits shall be retired without priority on a pro rata basis before any payments are made on account of property rights of members. If, at any time prior to dissolution or liquidation, the Board shall determine that the financial condition of the

Association will not be impaired thereby, the capital credited to patrons' accounts may be retired in full or in part in a manner as may be determined by the Board, including retirement on a discounted basis, except that any such capital retired to a patron shall first be applied to any outstanding balance due the Association or its wholly-owned subsidiaries, together with interest at the legal rate of interest allowed on judgments in the state of Alaska in effect when such amount became overdue, compounded annually.

(e) Capital credited to the account of each patron shall be assignable only on the books of the Association pursuant to written instructions from the assignor and only to successors in interest or successors in occupancy in all or a part of such patron's premises served by the Association unless the Board, acting under policies of general application, shall determine otherwise. In the event that a non-member patron shall be accepted as a member of the Association, the capital credited to the account of such non-member patron may, at the discretion of the Board, be applied toward the payment of a membership fee on behalf of such non-member patron.

(f) Notwithstanding any other provisions of these Bylaws, the Board at its own discretion shall have the power at any time, upon the death of any patron who is a natural person, if the legal representatives of the patron's estate shall request in writing that the capital credited to any such patron be retired prior to the time such capital would otherwise be retired under the provisions of the Bylaws, to retire capital credited to any such patron who is a natural person immediately upon such terms and conditions as the Board, acting under policies of general application, and the legal representatives of such patron's estate shall agree upon; provided, however, that the financial condition of the Association will not be impaired thereby.

(g) As authorized by the Board of Directors, if capital credits to be retired to a former patron are less than the amount of Ten Dollars ($10) or another de minimis amount determined by the Board under a policy of general application, the Association may choose not to retire and not to pay the amount until the total capital credit retirement payments owing to the former patron equals or exceeds that amount.

(h) The patrons of the Association, by dealing with the Association, acknowledge that the terms and provisions of the Articles of Incorporation and Bylaws, as amended by the members from time to time, shall constitute and be a contract between the Association and each patron, and both the Association and the patrons are bound by such contract as fully as though each patron had individually signed a separate instrument containing such terms and provisions; provided, however, that a non-member patron shall have none of the rights granted to Members other than the rights granted under this Section 2 of the Bylaws. The provisions of this Article of the Bylaws shall be called to the attention of each patron of the Association by posting in a conspicuous place in the Association's office.

ARTICLE VIII
DISPOSITION OF PROPERTY

SECTION 1.

(a) The Board of Directors shall have full power and authority, without authorization by the members, to authorize the execution and delivery of a mortgage or mortgages, or a deed or deeds of trust, or the pledging or encumbering of any or all of the property, rights, privileges, licenses, franchises and permits of the Association, whether acquired or to be acquired and wherever situated, as well as the revenues therefrom, all on such terms and conditions as the Board of Directors shall determine, to secure any indebtedness of the Association.

(b) The Association may not otherwise sell, lease, or dispose of more than fifteen (15%) percent of Association's total assets, less depreciation, as reflected on the books of the Association at the time of the transaction, unless such sale, lease or other disposition is authorized by the affirmative vote of not less than two-thirds of the members voting on the transaction if the number of members voting to approve it constitute a majority of all the members of the Association. The notice of such proposed sale, lease, or other disposition shall be contained in the notice of the meeting; provided, however, the Board of Directors may, upon authorization of a majority of those members of the Association voting on the issue in an election in which at least ten (10%) percent of the eligible members return ballots sell, lease or otherwise dispose of all or a substantial portion of its property to another cooperative or the state.

(c) A special meeting may be called by the Board of Directors in compliance with applicable law where the approval of the members is necessary under this Article.

ARTICLE IX
SEAL

The corporate seal of the Association shall have inscribed thereon the name of the Association and the words "Corporate Seal."

ARTICLE X
FINANCIAL TRANSACTIONS

SECTION 1. CONTRACTS.

(a) Except as otherwise provided in these Bylaws, the Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association, and such authority may be general or confined to specific instances.

(b) In order to maximize for Association members the benefits of competitive pricing in the contract acquisition of supplies, materials, equipment, construction, and maintenance by the Association, the Association shall, for purchase amounts in excess of a limit set by the Board, develop management policies to require open and competitive bidding for such purposes. The Association shall develop management policies implementing bidding criteria and contract award procedures so as to award contract to the lowest responsive responsible bidder. The requirements of this Bylaw may be limited in management policies only by those circumstances where compelling public safety considerations, legal considerations, or engineering considerations indicate that competitive bidding will not achieve the objective of the financial best interests of the Association.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, and all notes, bonds, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents, and employee or employees of the Association and in such manner as shall from time to time be determined by resolution of the Board.

SECTION 3. DEPOSITS. All funds except petty cash of the Association shall be deposited from time to time to the credit of the Association in such bank or banks as the Board may select.

SECTION 4. FISCAL YEAR. The fiscal year of the Association shall begin on the first day of January of each year and shall end on the thirty-first day of December of the same year.

ARTICLE XI
MISCELLANEOUS

SECTION 1. MEMBERSHIP IN OTHER ORGANIZATIONS. The Association may own, invest in, or become a member of any other organization, corporation, partnership, joint venture or other business upon authorization by the Board, provided the Board of Directors finds that it is in the best interests of the Association and that one of the following conditions are present:

(a) The venture is related to a field of telecommunications or is related to an ordinary business expense of the Association; or

(b) An anticipated result of the venture will be to control costs, increase revenues, or improve service to the members of the Association; or

(c) The organization will promote the public welfare, charitable, scientific, or educational purposes of the Cooperative.

SECTION 2. WAIVER OF NOTICE. Any member or Board member may waive in writing any notice of a meeting required to be given by these Bylaws. The attendance of a member or Board member at any meeting shall constitute a waiver of notice of such meeting by such member or Board member, except in case a member or Board member shall attend a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

SECTION 3. POLICIES, RULES, AND REGULATIONS. The Board shall have power to make and adopt such policies and rules and regulations, not inconsistent with law, the Articles of Incorporation or these Bylaws, as it may deem advisable for the management of the business and affairs of the Association.

SECTION 4. ACCOUNTING SYSTEM AND REPORTS. The Board shall cause to be established and maintained a complete accounting system which, among other things, conforms to applicable laws and regulations. The Board shall also cause to be made by a certified public accountant a full and complete annual audit of the accounts, books, and financial condition of the Association. A summary of prior year financial results of the Association and the Independent Auditor's Audit Opinion shall be reported to the members.

SECTION 5. AREA COVERAGE. The Board shall make diligent efforts to see that telecommunication service is extended to all unserved persons within the Association service area who (a) desire such service and (b) meet all reasonable requirements established by the Association as a condition of such service.

SECTION 6. MEMBER'S RIGHT TO EXAMINE BOOKS AND RECORDS. A member of an Association may, at a reasonable time and for a proper purpose, and upon written request, examine and request copies of the books and records of the Association at the principal office of the Association. The Association may charge a member an amount equal to the actual cost of duplicating documents requested

under this Section. The Association may withhold books and records concerning specific matters that were prepared for or during an executive session under AS § 10.25.175(c) and not subsequently made public by the Association. The Association may also withhold the identity of public information that was referred to during the executive session.

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 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 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.

ARTICLE XII
AMENDMENTS

SECTION 1. AMENDMENTS TO THE BYLAWS. These Bylaws may be altered, amended, or repealed by the members at any regular or special meeting provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment, or repeal by the affirmative vote of a majority of those members of the Association voting on it. If the proposed amendment, with any changes, is approved by the affirmative vote of a majority of those members voting on it, the Chief Governance Officer or Secretary shall execute and acknowledge Articles of Amendments on behalf of the Association and the Secretary shall affix and attest to the Seal of the Association.

SECTION 2. <u>PLACEMENT OF PROPOSED AMENDMENT ON OFFICIAL NOTICE BY MEMBER.</u> A member may have a proposed amendment of the Bylaws placed on the official notice to the members by one of the following procedures:

(a) Filing the proposed amendment in writing together with a petition signed by ten percent (10%) of the membership or 300 of the Association's members, whichever is less, with the Secretary of the Association at least ninety (90) days before the Annual Meeting or at least one-hundred twenty (120) days before a special meeting; or

(b) Filing the proposed amendment in writing with the Board of Directors at least ninety (90) days before the meeting for its consideration and decision for placement on the official notice; or

(c) Motion from the floor at a membership meeting, duly seconded and carried by majority vote of those members present at the meeting, for placement on the official notice of the next scheduled meeting of the members.

A petition submitted under subsection (a) above must state on the petition(s) circulated: (1) whether any sponsor is employed by, has a financial interest in, or purchases services from a competitor of the Association (or its subsidiaries); and (2) contain a summary and analysis of the proposed amendment prepared by the Association's counsel. The petition submitted under subsection (a) must be accompanied by a conflict of interest disclosure statement on a form approved by the Board to permit the Association to evaluate the adequacy of the conflict of interest disclosure for the proposed petition.

--END--