

**RESTATED BYLAWS OF
MATANUSKA
ELECTRIC ASSOCIATION, INC.**

As Amended Restated April

21XXXX, 20220



Bylaws
Matanuska Electric Association, Inc.

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RESTATED
BYLAWS OF
MATANUSKA ELECTRIC ASSOCIATION, INC.

(As Restated ~~April 21XXXX,~~
202210)

ARTICLE I - MEMBERSHIP

SECTION 1. Requirements for Membership. ~~Any person, partnership, association, corporation, limited liability company, trust, estate, or body politic or subdivision thereof~~ will become a member of Matanuska Electric Association, Inc. (hereinafter called the "Association") upon receipt of electric service from the Association, provided the person ~~or entity~~ has first:

- a) ~~_____~~—Made a written application for membership therein;
- b) ~~_____~~—Agreed to purchase electric service from the Association ~~electric energy~~ as hereinafter specified;
- c) ~~_____~~—Agreed to comply with and be bound by the Governing Documents~~Articles of Incorporation and Bylaws of the Association and any rules and regulations adopted by the Board;~~ and
- d) ~~_____~~—Paid the membership fee hereinafter specified.

No member may hold more than one membership in the Association, whether held individually, jointly ~~by two natural persons~~, or as a business that is not a legally separate entity from the member. ~~No~~ membership in the Association shall be transferable except as provided by these Bylaws. ~~Members with more than one service location shall designate one as their primary membership.~~

SECTION 2. Membership Ineligibility. ~~An application for membership will be denied if:~~

- a) ~~_____~~—The applicant occupies property, which property is also occupied by a member or former member who owes a delinquent bill for electric ~~utility services~~ provided to that property by the Association; and
- b) ~~_____~~—The applicant occupied the property when the delinquent member or former member incurred the delinquent bill; ~~or-~~
- c) ~~_____~~— The applicant or another occupant of the property owes a delinquent bill for electric service provided by the Association at any other location.

SECTION 3.- Joint Membership. ~~Two natural persons~~individuals may apply for a joint membership. A joint member has the rights, benefits, and privileges, and is subject to the obligations, requirements, and liabilities, of being a Member. Joint members are jointly and severally liable for complying with the Governing Documents. ~~Without limiting the generality of the foregoing, the effect of the hereinafter specified actions by or in respect of the holders of a joint membership shall be as follows~~for a joint membership:

- 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 one joint vote and the first vote received by the Association binds the Joint Members;
- 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~~Board Member, provided that both meet the qualifications for such office.

SECTION 4. Conversion of Membership.

- a) —A membership may be converted to a joint membership upon the written request of the individual member and the proposed individual joint member(s) and their compliance with the membership requirements in this Article ~~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 member who is a party to the joint membership, such membership shall be held solely by the survivor. However, the estate of the deceased shall not be released from any debts due the Association.

SECTION 5. Membership Fee. The membership fee shall be five (5) dollars.

SECTION 6. Purchase of Electric Energy Service.

- a)- Each member shall, as soon as electric energy service shall be available, purchase from the Association all electric energyservice purchased for use on the premises specified in ~~his~~the application for membership ~~and shall pay therefor at rates which shall from time to time be fixed by the Board.~~ Purchases of electric service shall be made in accordance with the Governing Documents. It is expressly understood that amounts paid for electric energy 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 these Bylaws. Each

~~member shall pay to the Association such minimum amount regardless of the amount of electric energy consumed, as shall be fixed by the Board from time to time. Each member shall also pay all amounts owed by him to the Association as and when the same shall become due and payable.~~

- b) ~~Production or use of electric energy on premises described in Section 6, paragraph (a), above,~~ regardless of source thereof, by means of facilities which shall be interconnected with Association facilities, shall be subject to appropriate regulations as shall be fixed from time to time by the Association.

SECTION 7. 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 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, or Rules and Regulations adopted by the Board Governing Documents. But only if such member shall have been given written notice by the Association of the failure that such failure makes him the member liable to eligible for expulsion and such failure shall have continued for at least ten days after such notice was given. Any expelled member may be reinstated by the affirmative vote of not less than two-thirds of all the members of the Board or by vote of the members at any annual or special meeting. The membership of the a member who has ceased to purchase energy electric service from the Association may be canceled by resolution of the Board.~~
- b) ~~Upon the withdrawal, death, cessation of existence or expulsion of a member, the membership of such member shall thereupon terminate. Termination of membership in any manner shall not release a member or his the member's estate from any debts due to the Association.~~
- c) ~~In case of withdrawal or termination of membership in any manner, the Association shall repay to the member the amount of the membership fee paid by him, provided, however, that the Association shall deduct from the amount of the membership fee the amount of any debts or obligations owed by the member to the Association.~~

ARTICLE II - RIGHTS AND LIABILITIES OF MEMBERS

SECTION 1. Property Interest of Members. Upon dissolution ~~of the Association,~~ 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 bears to the total patronage of all members and former 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 - MEETING OF MEMBERS

SECTION 1. Annual Meeting.

~~_____ a)–~~ The annual meeting of the members shall be held during the month of April of each year at any place served by the Association, as selected by the Board, ~~and which shall be designated in the notice of the meeting,~~ for the purpose of electing ~~board member~~ **Board members**, passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting.

~~_____ b)–~~ ~~b)–~~ 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-cause~~ a forfeiture or dissolution of the Association.

~~_____ c)–~~ The Board may adopt policies to allow members to participate in the annual meeting by teleconference or similar communication technology that allows all participants to hear each other during the meeting.

SECTION 2. Special Meetings.

~~_____ a)–~~ Special meetings of the members may be called by resolution of the Board, or upon a ~~written request~~ petition signed by ten percent ~~centum~~ (10%) or more of all the members, ~~and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided.~~ A special meeting called by petition of the members shall be scheduled by the Board of Directors within one hundred eighty (180) days of the next regular Board of Directors meeting after submission of the petition.

~~_____ b)–~~ Special meetings of the members may be held at any place served by the Association as designated by the Board and shall be specified in the notice of the special meeting.

~~_____ c)–~~ The Board may adopt policies to allow members to participate in the special meeting by teleconference or similar communication technology that allows all participants to hear each other during the meeting.

SECTION 3. Notice of Members' Meetings.

a)– Notice stating the time and place of the annual meeting of the members shall be given to each member, either personally, by mail, or electronically, not less than fifteen (15) days or more than ~~45-sixty (60)~~ days before the date of the meeting.

b)– Notice of a special meeting of the members, together with notice of the purpose for which the meeting is called, shall be given to each member, either personally, by mail, or

electronically, not less than ninety (90) days or more than one-hundred twenty (120) days before the date of the meeting.

~~If mailed, notice is considered given when it is deposited in the United States mail with postage prepaid addressed to the member at the address of the member as it appears on the records of the Association. c)~~ 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.

~~b d)~~ The membership books of the Association shall be closed by order of the Board not more than ~~forty-five~~thirty (45/30) days prior to the date of notice or date of distribution of mail or electronic ballots of the members' annual meeting, ~~or more than 120 days prior to the date of any special meeting, for the purpose of giving notice of such meeting. Any~~ Only members accepted for membership ~~after~~prior to such closing of the books shall ~~not~~ be entitled to participate in such meeting.

SECTION 4. Quorum.

a) While the Association has more than one thousand (1,000) members, a quorum for the transaction of business at all meetings of the members shall be fifty (50) members, present in person.

b) If at any time the Association has less than one thousand (1,000) members, a quorum for the transaction of business shall be five ~~per centum~~percent (5%) of the total number of members, present in person.

c) If a member participates by teleconference or similar communication technology that allows all participants to hear each other during the meeting, the member shall be considered to have attended the meeting in person.

d) For quorum purposes, a member who votes on a matter by mail or electronic means prior to the meeting is considered to have attended the meeting in person for the matters on which the member voted.

e) 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.

SECTION 5. Member 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 a vote of a majority of the members voting thereon except as otherwise provided by law, the Articles of Incorporation or these Bylaws.

b) The vote of a member which is an entity must be cast by an individual who presents evidence requested by and satisfactory to the Association that the individual is authorized to vote for the entity and is an owner or employee of such entity. Unless an entity authorizes another individual to vote for the entity, the entity's chief executive officer,

~~managing owner, or majority owner is authorized to vote for the entity. If more than one individual is authorized to vote for an entity, then the first vote received is the entity's vote~~
~~a partnership, firm, association, corporation, or body politic or subdivision thereof, shall be cast by no person except an owner, officer or employee of such member, whose authority to act for such member shall be in writing, duly authorized and signed by the governing authority of such member or by some officer empowered to do so. Such written authority, which shall be filed with the Secretary or other designated officer at each meeting, shall constitute a certificate of authority to act for such member and in no wise shall be deemed a 'proxy' within the spirit and meaning of these Bylaws.~~

c) ~~Members shall be entitled to vote in person, by mail, electronically or by such other means as allowed by law and as established by the Association, at all meetings of the Association, except as provided in Article XII, Section 3(c). Member voting on routine procedural matters such as approval of minutes, acceptance of officer reports, etc., is not required to be conducted by mail or electronically. allowed to vote by mail or electronically on~~

d) ~~Ballots for use by members voting by mail shall be:~~

~~1) contained in a security envelope imprinted with the voter's certificate, affixed with the address of the Election Overseer ("Overseer") described in Section 9, and the name and address of the voter, and~~

~~2) be Mmailed to each member not less than fifteen (15) days or more than sixty (4560) days before the date of the meeting for such members to reasonably dispatch their ballots to meet the deadline fixed for the actual receipt of the ballot.~~

e) ~~"Voter's certificate" is defined as a line or other space reserved for and containing the voter's signature.~~

f) ~~Ballots of members voting by mail must be received not later than 5:00 p.m. on the day prior to the meeting date, to be counted.~~

g) ~~Write-in votes shall not be counted.~~

SECTION 6. Election Committee.~~SECTION 6. ELECTION COMMITTEE~~

a) ~~The Board of Directors shall appoint five (5) to seven (7) individual Association members to be members of the Election Committee, which shall have perpetual existence. Each member shall serve for a term of three (3) years commencing upon appointment. New members to replace those whose term has expired shall be appointed by November 1 of each year. The terms of the Committee members shall be staggered in three-year cycles, so that two shall be appointed one year, two the next year, and three in the third year. In appointing members of the Committee, the Board of Directors shall attempt to ensure equitable representation from all Districts of the Association when possible. The members of the Committee shall be selected from different sections of the service area of the Association so as to ensure equitable representation. In the event a member is unable to complete his/her the appointed term, the Board shall appoint a new member to serve the~~

remaining term of the vacated position. No person may serve on the committee who is a member of the Board, an Association employee, or spouse of an employee or Board member of the Association. Only, or is not a member of the Association or a bona fide residents in the area served by the Association may be appointed to the Committee.

~~_____ b) _____~~ The Election Committee may delegate any of its responsibilities to the Election Overseer (~~“Overseer”~~) ~~described in Section 9 below~~, a subcommittee, individual Committee members, or any combination thereof.

SECTION 7. Board Member Candidate Qualification.

SECTION 7. BOARD MEMBER CANDIDATE QUALIFICATION

a) _____ The Election Committee shall oversee the process by which members become candidates for the Board of Directors.

~~_____ bb) _____~~ ~~The Election Committee, or in the event the Election Committee is not available, the Election Overseer~~ shall:

~~1. _____~~ Ensure a “call for candidates” is posted an announcement inviting potential candidates to submit applications is published on the Association’s website or noticed by any other means approved by the Election Committee, not less than four (4) months before the Annual meeting date.

2. _____ Set a deadline for potential candidates to submit applications.

3. _____ Allow Candidates ~~candidates approved by the Election Committee~~ who wish to withdraw ~~and who do not wish to have their names appear on the official ballot must to do so by deliver their written wish to withdraw to~~ notifying the Association in writing not more than five (5) business days after the filing deadline.

4. _____ Require all candidates to sign a sworn statement that they are in compliance with Article IV, Section 3. Candidates who fail to provide a sworn statement within five (5) days after submission of their candidate application shall not be allowed on the ballot.

~~_____ 25. _____~~ ~~The Election Committee shall d~~ Determine whether candidates are in compliance with meet the minimum Bylaw qualifications to serve on the Board of Directors. Candidates in compliance with the minimum Bylaw qualifications for membership on the Board set forth in Article IV, Section 3, of the Association’s Bylaws shall be nominated approved ~~as candidates for the Board of Directors.~~

~~_____ 6.e) _____~~ Within three (3) business days following the application deadline, provide the Secretary with a list of eligible candidates and make the list of candidates available to the membership. ~~deadline for filing nominations by petition,~~

~~the Secretary shall prepare and post at the principal office of the Association and on the website a list of candidates. As soon as all candidates approved by the~~

~~Election Committee are known, the Association will cause to be published in newspapers, the names of the candidates and the district in which they reside.~~

~~7.— Ensure that The the Secretary shall be responsible for providing to the membersthe members not less than 15 days or more than 45 days before the date of the annual meeting, all election materials, including a statement of the number of board memberBoard members to be elected, and the candidates' names, and the district in which they reside, not less than fifteen (15) days or more than sixty (60) days before the date of the annual meeting.~~

SECTION 8. Ballot Security and Vote Tabulation.~~2.— Review ballot items, including:~~

- ~~i. Review Board member candidate applications to ensure:~~
 - ~~• The applications meet the posted qualifications for candidacy.~~
 - ~~• Candidates' autobiographical statements do not exceed word limits.~~
 - ~~ii. Review ballot initiatives and questions to:~~
 - ~~• Ensure that equal opportunity is offered for pro and con statements for each ballot question.~~
 - ~~• Review proposed ballots prior to printing and final printed ballots for bias in wording.~~
 - ~~iii. The Association will not disseminate any~~
 - ~~• Candidates' autobiographical statements do not exceed word limits. profanity, vulgarity, inappropriate language, defamatory material, or material that opposes or supports another candidate. Any statements made in the candidate's statement shall be the responsibility of the candidate and do not necessarily represent the views of the Association.~~
- a) The Election Committee shall be responsible for approving procedures for and oversight of the ballot distribution, collection, security, verification and tabulation.
- b) The Election Committee shall:
- 1.
 - 3.— Audit mailed ballots to ensure number and addressing will provide one ballot for each memberApprove procedures to ensure that each member receives the opportunity to vote by mail, electronically or in person and that a member will not be able to cast more than one vote.
 - 42.— Accompany ballots from printing/addressing facility to USPS facility.
 - 5.— Accompany returned ballots from USPS facility to signature auditing facility.
 - Approve procedures for the security of paper and electronic ballots.
 - 36.— Determine any ballot audit procedures. Observe signature audit procedures including opening of signature envelopes and:
 - 4.— i. Referee Resolve any questions regarding the authorization or authenticity of ed signature any questioned ballots.
 - 5.— Approve procedures for contacting members whose ballot cannot be verified

~~ii. — Ensure questioned signature ballots are either confirmed or not counted.
• If any ballots are denied counting because the signature is questioned, monitor and/or assist in making a fair and reasonable effort to contact the member concerning their vote to confirm the authorization with the member so the ballot can be counted.~~

~~7. Accompany ballots to secure storage.~~

~~8. Accompany ballots from secure storage to counting location.~~

~~7. Accompany ballots to secure storage.~~

~~8. Accompany ballots from secure storage to counting location.~~

~~9. Observe ballot counting ensuring:~~

~~i. — All ballots delivered are counted and any ballot that may be damaged are counted correctly.~~

~~6160. — Report the preliminary ballot count result tabulation to the Board members at the annual meeting and forward the report to the Board of Directors for certification of the election results.~~

~~171. — Meet Within three (3) weeks following the annual meeting, to review the past year's election performance process to identify issues or areas for improvement. Make suggestions for improvements. The Committee Chair shall make a presentation to the Board of Directors by the second regular Board meeting following the annual meeting detailing the results of the Committee's review activities and suggestions.~~

~~8. — c) In the event a member files a protest or objection in writing concerning any election, such protest or objection must be filed within four (4) days following the announcement of the preliminary ballot tabulation. The Election Committee shall meet not less than five (5) days after such protest or objection is filed. The Committee shall rule on such protest or objection within five (5) days and forward its report to the Board of Directors for the Board's consideration when certifying election results.~~

~~— d) The Board of Directors has final authority to certify election results. The Board of Directors shall have the final authority to rule on an election protest or objection. The Board of Directors may establish additional rules and procedures for the conduct of elections, and such rules shall prevail if they conflict with a rule or procedure established by the Election Committee.~~

SECTION 9. Election Overseer.

~~a) 1. — The Board shall retain the services of an Overseer, who shall be a certified public accounting firm, hereby known as the Overseer, to manage MEA the Association's elections under the direction of the Election Committee.~~

~~2. — b) The Overseer shall review and approve the procedures for the printing and distribution of ballots in accordance with any procedures established by the Election Committee.~~

~~3. c)~~ The Overseer shall ~~obtain have~~ a post office box for the receipt of mail ballots, ~~which shall be accessible only to the Overseer.~~

~~4. d)~~ The Overseer shall supervise ensure:

~~i. a~~ ~~The s~~Securing of all ballots;

~~ii. a~~ ~~There shall be a p~~Posting of a list of all disqualified ballots on MEAthe Association's website and in MEA's offices' reception areas by the close of business no less than each Thursday prior to the election and at the Meeting;

~~iii. a~~ ~~The c~~Counting of the all ballots ~~at the Meeting~~;

~~iv. 5.~~ ~~Supplying Members whose ballots were disqualified may request a new ballot upon request, and upon verification of membership be allowed to vote,~~ Supplying Members whose ballots were disqualified may request a new ballot upon request, and upon verification of membership be allowed to vote, prior to the close of the voting period.

~~e) 6~~ ~~The Overseer shall certify~~ The Overseer shall provide the results of the vote to the Election Committee at the Meeting.

~~f) —~~ The Overseer shall perform such other duties as requested by the Election Committee.

SECTION 10. Authorization of Deviations. In the event of a disaster or other circumstances outside the Association's reasonable control, the Board of Directors may authorize deviations from the requirements of this Article consistent with the conduct of a reasonable and fair election process. If an election of board members shall is not be held on the day designated herein for the annual meeting, or at any adjournment thereof, a special meeting of the members such election shall be held for the purpose of electing board members within a reasonable time thereafter.

SECTION 11. Election Materials.

~~a)~~ Election materials shall be provided in accordance with such policies adopted by the Board and on forms prescribed by the Board. for the implementation of the procedures as set forth in sections (a) — (c) below.

~~a)~~ ~~As soon as all candidates approved by the Election Committee are known, the Association will cause to be published in newspapers, the names of the candidates and the district in which they reside.~~

~~b)~~ The Election Committee shall oversee the preparation of ballots and election materials provided to the members by the Association.

~~c)~~ The Association shall make available to the members election information including a picture of the candidate, autobiographical profile, and the candidate's statement of 200 words or less any other information requested of candidates by the Election Committee. The Election Committee shall ensure candidate information

complies with any word limits and does not include profanity, vulgarity, inappropriate language, defamatory material, or material that opposes or supports another candidate.

~~c) The Association will not disseminate any profanity, vulgarity, inappropriate language, defamatory material, or material that opposes or supports another candidate. Any statements made in the candidate's statement shall be the responsibility of the candidate and do not necessarily represent the views of the Association.~~d) The Election Committee shall review election materials regarding ballot initiatives and questions to:

i. Ensure that equal opportunity is offered for pro and con statements for each ballot question.

ii. Review proposed ballot summaries prior to printing and final printed ballots to ensure they are objective and impartial.

SECTION 126. ~~Order of Business~~Annual Meeting Agenda. The ~~order of business agenda~~ at the annual meeting of the members and, so far as possible, at all other meetings of the members, shall ~~be~~ essentially include as follows, except as otherwise determined by the members at such meeting:

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

b) ~~Reading of the notice of the meeting and certificate of the Secretary or some other officer of the Association that due notice of the meeting has been given to each qualified member in accordance with the provisions of the Bylaws of the Association~~unless the members vote to dispense with such reading.

c) ~~Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon,~~ unless the members vote to dispense with such reading.

~~Election of board member~~Casting of any in-person votes for Board members and consideration of amendments to Bylaws and Articles of Incorporation.

~~Presentation and consideration of reports of officers, directors~~Board members and committees.

f) Member comments.

~~g) Unfinished business.~~

h) New business.

~~Member Comments.~~i) Reporting of preliminary ballot tabulation.

ii) Adjournment.

~~SECTION 7. Motion by Members. All motions proposing an amendment to the Articles of~~

~~Incorporation, and offered by a member during a special or annual meeting of the members, must first be submitted, in writing, to MEA's main office in Palmer, at least one (1) week prior to the meeting at which the motion is offered.~~

~~SECTION 8. Open Meetings.~~

~~a) It is the policy of MEA that:~~

- ~~1. It is the intent of the Association that actions and deliberations of the Board of Directors be made openly;~~
- ~~2. The member owners of the cooperative do not yield their ownership rights to the Board of Directors elected to serve them;~~
- ~~3. The member owners, by delegating authority to the Board of Directors, do not give the board the right to decide what is good for the members to know and what is not good for members to know;~~
- ~~4. The right of member owners to remain informed shall be protected so that they retain control over the Association.~~

~~b)~~

- ~~1. All meetings of the Board of Directors are open to the membership, except as otherwise provided for in this section, and shall be duly noticed.~~
- ~~2. This subsection shall be construed broadly in order to effectuate the policy stated in subsection (a) and to avoid exemptions from open meeting requirements and unnecessary executive sessions.~~

~~c) If permitted subjects are to be discussed in Executive Session, the meeting must first be convened as a regular or special meeting of the Board of Directors and the question of holding an Executive Session to discuss matters that are listed in subsection (d) shall be determined by a majority vote of the Board of Directors. The motion to convene in Executive Session must clearly and with specificity describe the subject of the proposed executive session without defeating the purpose of addressing the subject in private. Subjects may not be considered at the Executive Session except those mentioned in the motion calling for the Executive Session.~~

~~d) The following subjects may be discussed in an executive session:~~

- ~~1. Matters the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative;~~
- ~~2. Subjects that tend to prejudice the reputation and character of a person; however, the person may request a public discussion;~~
- ~~3. Matters discussed with an attorney for the cooperative, the immediate knowledge of which could have an adverse effect on the legal position of the cooperative.~~

ARTICLE IV - BOARD MEMBERS

SECTION 1. General Powers. The business and affairs of the Association shall be managed by a ~~B~~board of seven (7) members which shall exercise all ~~of 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) ~~Directors~~Board members shall be elected by ballot as set ~~out~~ forth in Article III.

~~_____~~ b) Board member terms shall be for four (4) years below, by the members at the annual meeting of the members, not to exceed terms specified by A.S. 10.25 or until their successors are elected and qualified, subject to the provisions of the Bylaws with respect to the removal of directors.

~~_____~~ c) No Board member shall serve may be elected to more than three (3) full consecutive terms. A Board member elected to three (3) consecutive terms must wait two (2) years before serving on the Board of Directors again.

~~_____~~ d) The terms of the director~~Board members~~ shall be staggered, so that two District ~~Director~~Board members shall be elected ~~in year one~~ the first year, one District ~~Director~~Board member and one At-~~L~~arge ~~Director~~Board member in both ~~year 2 and 3~~ the second and third years, and one At-~~Large~~ large ~~Director~~Board member in ~~year four~~ the fourth year.

~~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.~~

~~_____~~ e) ~~Board member~~Board members shall be elected by a plurality vote of the members. If after a recount does not resolve a tie, two or more candidates tie in the number of votes for the same directorship seat, the President of the Board shall notify the candidates of a reasonably suitable time and place to determine the successful candidate by lot. After the determination has been made, the Board shall so certify.

~~f) _____~~ The area served by the Association shall be divided into four contiguous districts for the purpose of electing one ~~director~~Board member from each district, who shall be referred to as "District ~~Director~~Board members." ~~_____~~ The Board shall define districts and equalize membership in the districts to the degree reasonably possible, ~~membership in the districts.~~

The Board shall revise the boundaries of each district in 20~~21~~13 and every tenth (10th) year thereafter to reflect changes in membership within ~~MEA~~ the Association's service territory.

~~g) _____~~ To be eligible for election as a District ~~Director~~Board member, a candidate must ~~be a bona fide resident~~ have their primary residence in the District from which election is sought as of January 1 of the ~~at~~ year in which the ~~B~~board election is conducted. Only members with a primary membership in a district may vote for a candidate in that particular district. The remaining three (3) members of the Board of Directors shall be referred to as "At-large ~~Director~~Board members." ~~_____~~ All members shall be eligible to vote for At-large ~~Director~~Board members. A candidate eligible for both an At-large and a District Board seat cannot run for both seats in the same election. The candidate shall state in the

candidate's application whether the candidate is running for an At-large seat or a District seat.

SECTION 3. Qualifications.

To be eligible to become or remain a ~~Director~~Board member, a person:

- a) ~~_____M~~_____M must be a member in good standing of the Association, and ~~an individual person~~ whose primary residence is in the area served by the Association, and for a District Board Member, in the District;
- b) ~~_____M~~_____M must not be in any way employed by or have a financial interest in the Association or (i) any other electric utility regulated under AS 42.05, other than as a member or customer;
- c) ~~_____M~~_____M must not have a spouse or ~~domestic partner~~reside in the same household with an individual employed by a contractor, vendor or supplier to the Association, or with any financial interest in the Association, other than as a member or customer;
- d) ~~_____M~~_____M must not have been an employee of the Association, nor employee, officer, or ~~director~~Board member of any union currently acting as a bargaining agent for the Association's employees within the past two (2) years prior to becoming a Board member;
- e) ~~_____M~~_____M must not currently be a complainant in an administrative proceeding or a plaintiff in any litigation ~~filed in a state or federal trial court~~ in which either the Association, or one or more of its an Association employees or Board member, or one or more of the members of the Board of Directors of the Association are is an adverse party, and where if the subject matter of the litigation arises out of or otherwise concerns the affairs of the Association; or lives in the same household with any such person.
- f) ~~_____M~~_____M must have the legal capacity to enter into binding contracts;
- g) ~~_____M~~_____M must not be a convicted felon, unless the individual's civil rights have been restored;
- h) ~~_____M~~_____M must fulfill the requirements of any Board member orientation policy adopted by the Board of Directors.

Upon determination ~~of the fact~~ by the Board of Directors that a ~~Director~~Board member is holding office in violation of any of the foregoing provisions, the Board of Directors shall remove such ~~Director~~Board member from office.

‡

Nothing contained in this section shall affect in any manner whatsoever the validity of any action taken at any meeting of the Board.

~~e) The Election Committee shall determine whether candidates are in compliance with the minimum qualifications. Candidates in compliance with the minimum qualifications for membership on the Board set forth in Article IV, Section 3, of the Association's Bylaws shall be approved as candidates for the Board of Directors.~~

~~d) Candidates approved by the Election Committee who wish to withdraw and who do not wish to have their names appear on the official ballot must deliver their written wish to withdraw to the Association not more than five (5) business days after the filing deadline.~~

~~e) Within three business days following the deadline for filing nominations by petition, the Secretary shall prepare and post at the principal office of the Association and on the website a list of candidates. The names of candidates who timely request their names be withdrawn from the ballot shall also be removed from the names posted.~~

~~The Secretary shall be responsible for providing to the members not less than 15 days or more than 45 days before the date of the annual meeting, all election materials, a statement of the number of board members to be elected and the candidates' names and the district in which they reside.~~

SECTION 45. Removal of Board Member by Members. ~~Any member may bring charges for cause against a ~~b~~Board member and, by filing with the ~~Board~~ Secretary such charges in writing together with a petition signed by at least five ~~per centum~~percent (5%) of the members, may request the removal of such ~~b~~Board member by reason thereof. ~~Such ~~b~~Board member shall be informed in writing of the charges at least forty (40) days prior to the distribution of the 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 present evidence in respect of regarding the charges. ~~and t~~ The person or persons bringing the charges against the Board member shall have the same opportunity to be heard and present evidence. The question of the removal of such ~~b~~Board member shall be considered and voted upon at the meeting of the members in accordance with Article III and any vacancy created by such removal may be filled by vote of the members at such meeting without compliance with the foregoing provisions with respect to nomination the Board of Directors in accordance with Article IV, Section 6.~~~~

~~**SECTION 56. Removal of Board Member by Board of Directors** Board ~~m~~Member Absences. ~~Director~~Board members absent from three (3) consecutive regular board meetings or more than 25% of the regular Board meetings in any twelve (12) month period without leave of absence granted by the Board of Directors may shall be summarily removed from office by the Board deemed to have resigned from the Board. The Board, in its discretion, shall take such action by declaring the office vacant and shall proceeding forthwith to fill such vacancies in accordance with the provisions of Article IV, Section 7, of these Bylaws; provided, however, that written notice of such contemplated action has been given to and received by all the directors at least seven (7) calendar days before the time of the meeting at which such action is to be considered. ~~Failure to comply with Board requirements may also be reason for removal.~~~~

~~**SECTION 67. Vacancies.** Subject to the provisions of these Bylaws with respect to the filling of vacancies, a vacancy occurring on the Board shall be filled for the remainder of the term by the affirmative vote of a majority of the remaining ~~board member~~Board members. The Board shall fill the vacancy using the following procedures:~~

- ~~a) Prior to accepting applications to fill a vacancy, notice of the vacancy will be provided to the members, or for a district director vacancy, to the members of that district.~~

- b) Applications will be accepted for at least fifteen (15) days after notice of the vacancy is provided to the members.
- c) The Board of Directors will review applications at a Board meeting held within thirty (30) days of the close of the application period.
- d) The Board of Directors may conduct interviews with some or all applicants.
- e) The Board will determine the candidate to fill the vacancy after reviewing applications, conducting any interviews and completing any further deliberations.
- f) The Board shall fill the vacancy or vote to restart the application process within sixty (60) days after the closing of the application period.
 - ~~f)1.i.~~ Upon selection of an applicant to fill a vacancy, the President or President's designee will contact the successful candidate, advise them of their appointment, confirm their interest and advise them of the next meeting date for their installation.
 - ~~f)2.ii.~~ The President or President's designee will contact all other interviewed candidates and advise them of the Board's action.
- g) The newly appointed Board member will be sworn in as soon as practical.

SECTION ~~78.~~ Compensation.

- ~~a)~~ Board members shall not receive any salary for their services ~~as such, but shall~~ may, however, be paid a fixed fee for each day of attendance at a meeting of the Board or other meeting while officially representing the Association and for each day of necessary travel to and from any such meeting. The fee shall be set annually during the month of July and shall equal the average fixed fee paid to Board members of other ~~non-profit~~ electric cooperatives in Alaska serving more than 20,000 members. ~~— If authorized by the Board, B~~ board members may also be reimbursed for expenses actually and necessarily incurred in carrying out Association business or granted a reasonable per diem allowance by the Board in lieu of detailed accounting for some of these expenses. No ~~B~~ 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 the payment and amount of compensation shall be specifically authorized by a vote of the members or the service by the ~~B~~ board member ~~or his close relative~~ shall have been certified by the Board as an emergency measure.
- ~~b)~~ No close relative of a ~~director~~ Board member shall receive compensation as an employee or for otherwise serving the Association unless such employment or service shall be ~~specifically and specifically~~ authorized by a vote of the members ~~of the Association.~~ "Close relative," as herein used, shall include ~~but in no wise shall be limited to wife, husband, son, daughter, father, mother, brother, sister, step father, step mother, step son, step daughter, step brother, step sister.~~ Candidates for the office of ~~director~~ Board member having a close relative in the employ or service of the Association shall disclose

the fact to the Secretary prior to the printing of the notice of the next meeting at which ~~Director~~Board members are to be elected and said notice shall state the fact and the relationship of the parties. If such candidate is elected, the members having been previously notified as aforesaid, then the fact of such election shall constitute a conclusive presumption that the members have approved the payment of compensation to the new ~~Director~~Board member's relative.

SECTION 89. Seating of ~~Director~~Board Members. ~~After certification of the election results, Each~~ each newly elected ~~h~~Board member shall take an oath of office and be seated at the next ~~regularly scheduled regular~~ regularly scheduled Board meeting ~~following certification of election results.~~

SECTION 910. Code of Ethics. ~~The Board of Directors shall adopt a code of ethics~~ The Board of Directors shall adopt a code of ethics ~~consistent with a Board member's fiduciary duties to the Association that each~~ consistent with a Board member's fiduciary duties to the Association that each ~~Director~~Board member shall sign and adhere to. ~~Candidates for the Board of Directors must also comply with such code of ethics. It is expected that board candidates, their campaigns and/or others seeking to influence the outcome of an Association election will hold themselves to the same code of ethics that governs board members.~~

SECTION 11. Election Materials. ~~Election materials shall be provided in accordance with such policies adopted by the Board and on forms prescribed by the Board for the implementation of the procedures as set forth in sections (a)–(c) below.~~

- ~~a) As soon as all candidates approved by the Election Committee are known, the Association will cause to be published in newspapers, the names of the candidates and the district in which they reside.~~
- ~~b) The Association shall make available election information including a picture of the candidate, autobiographical profile, and the candidate's statement of 200 words or less.~~
- ~~c) The Association will not disseminate any profanity, vulgarity, inappropriate language, defamatory material, or material that opposes or supports another candidate. Any statements made in the candidate's statement shall be the responsibility of the candidate and do not necessarily represent the views of the Association.~~

SECTION 102. Conflict of Interest. ~~The following provisions of this bylaw apply to seated Board members.~~ The Board shall adopt policies and ~~prescribe such~~ forms for the implementation of this section as the Board shall deem necessary.

- a) No ~~director~~Board member may take any action in their official capacity to influence the Association's selection of any bid or proposal, or the Association's conduct of business, in which the ~~director~~Board member has an interest. DirectorBoard members shall not knowingly place themselves in a position where they are obligated to any person or organization that might benefit from or seek to gain special consideration or favor from the Association.
- b) A ~~director~~Board member shall disclose any material interest in ~~any a~~ matter ~~that must be decided by the~~ before the Board, and shall abstain from debating or voting on that matter. A ~~director~~Board member shall disclose to the Board the substance of any communication materially related to the business or financial affairs of the Association that occurs between the ~~director~~Board member and any person representing the interests of:
 - 1. Any union representing a group of Association employees; or
 - 2. Any entity engaged in selling or seeking to sell power to the Association; or

3. ~~Any~~ business with whom the Association has an existing or prospective contractual relationship that requires Board approval.
- c) ~~No~~ Board member may disclose the Association's confidential information ~~held by the Association~~ unless authorized or required by law or Board policy decision to do so. Board members may not, ~~or~~ use ~~that such~~ information to advance the director Board member's financial interest or the financial interest of other parties.
- d) ~~A~~ Board member may not ~~engage in business~~ own an interest in, ~~or~~ accept employment with, or render services for an organization or individual ~~outside the Association, where~~ if that activity will conflict with the director Board member's duties to the Association or impair the director Board member's independence of judgment in performing ~~his or her~~ the Board member's duties.
- e) ~~Except as may be expressly authorized by the Board, no~~ Board member may accept any material gratuity or gifts of money or goods, ~~or gifts or favors~~ in any form, from any person, group or other entity that is directly or indirectly involved or interested in business dealings with the Association.
- f) The Board of Directors may require Board members to submit annual conflict of interest disclosures.
- g) The provisions of this Section apply to Board Member candidates as well as sitting Board members.

SECTION 11. Discipline and Removal of Board Members. ~~f)~~ ~~Any~~ Board member that fails to comply with any of the provisions ~~(a), (b), (c), (d) and (e) above~~ of the Governing Documents, or any ~~associated~~ policies or regulations adopted by the Board, shall be subject to sanctions by the Board. The sanctions that may be imposed include, but are not necessarily limited to, a written notice of violations and request for corrective action by a time certain; formal reprimand; ~~expulsion from the Association in accordance with the provisions of Article I, Section 7(a);~~ or removal from the Board, provided that such removal is for cause and receives the affirmative vote of a 2/3 majority of the ~~seated~~ Board.

ARTICLE V - MEETINGS OF BOARD

SECTION 1. Regular Meetings. A regular meeting of the Board shall be held not more than fourteen (14) days after a meeting of the members. At that meeting, the Board shall receive the report of the ~~for purposes of certifying the~~ election results, certify the election, seat Board members and elect officers. A regular meeting of the Board shall also be held at least quarterly at appropriate meeting places within the boundary of the Association's service area, at such time as designated by the Board or otherwise provided in these Bylaws. ~~Such regular meetings may be held without notice other than such resolution fixing the time thereof.~~

SECTION 2. Special Meetings. Special meetings of the Board may be called by the President or by any three (3) ~~to~~ 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 President or ~~to~~ Board members calling the meeting shall fix the time and place for the holding of the meeting.

SECTION 3. Notice of ~~Special~~ Board Meetings.

- ~~Such Regular Board meetings may be held without notice other than the~~
resolution fixing the time thereof.
- ~~Written 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 any electronic means through which a Board member communicates, electronically.~~
- ~~1) Notice of a special meeting shall be given by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the President or the Board member~~Board members calling the meeting.
- ~~2) Written notice by personal delivery or electronic means above referenced, shall be deemed delivered when personally delivered or sent, respectively must be delivered, at least seventy-two (72) hours prior to the meeting. If mailed, such notice shall be deemed to be must 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 thereon prepaid, at least five (5) days before the date set for the meeting.~~
- ~~Said All Board meetings shall be noticed by posting at each public office of the Association and be posted on the Association's web site or other generally available electronic media.~~
- ~~Notwithstanding any provision herein to the contrary, in exigent circumstances requiring a special meeting of the Board on less advance notice than required above, such written notice is sufficient if provided to Board members in writing, either personally or by electronic means shall be delivered, at least twenty-four (24) hours in advance of such special meeting. Public notice under subsection c) shall still be given at least twenty-four (24) hours in advance of such meeting.~~

SECTION 4. 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 bBoard members of the time and place of such adjourned meeting.- The act of a majority of the bBoard members voting at a meeting at which a quorum is present shall be the act of the Board, except as otherwise provided in these Bylaws, provided that a majority of the Board shall consist of a minimum of three (3) affirmative votes.~~

SECTION 5. Documentation of Meetings. ~~MMeeting minutes, audio recordings, and other pertinent communications among Board members in meetings of the Board (regular or special, including informational) for all Board meetings shall be retained in complete form for not less than five (5) years from the date of the meeting. Meeting minutes shall be transcribed and made available publicly to a member, when upon request, ed, in 'verbatim' form, at the requesting member's expense.~~

SECTION 86. Open Meetings.

~~_____a)- _____Meetings of the Board of Directors shall be open to the Association's members except when an executive session is permitted by law.~~

~~a) It is the policy of MEA that:~~

- ~~1. It is the intent of the Association that actions and deliberations of the Board of Directors be made openly;~~
- ~~2. The member-owners of the cooperative do not yield their ownership rights to the Board of Directors elected to serve them;~~
- ~~3. The member-owners, by delegating authority to the Board of Directors, do not give the board the right to decide what is good for the members to know and what is not good for members to know;~~
- ~~4. The right of member-owners to remain informed shall be protected so that they retain control over the Association.~~

~~b)~~

- ~~1. All meetings of the Board of Directors are open to the membership, except as otherwise provided for in this section, and shall be duly noticed.~~
- ~~2. This subsection shall be construed broadly in order to effectuate the policy stated in subsection (a) and to avoid exemptions from open meeting requirements and unnecessary executive sessions.~~

~~c) If permitted subjects are to be discussed in Executive Session, the meeting must first be convened as a regular or special meeting of the Board of Directors and the question of holding an Executive Session to discuss matters that are listed in subsection (d) shall be determined by a majority vote of the Board of Directors. The motion to convene in Executive Session must clearly and with specificity describe the subject of the proposed executive session without defeating the purpose of addressing the subject in private. Subjects may not be considered at the Executive Session except those mentioned in the motion calling for the Executive Session.~~

~~bd) _____~~—The following subjects may be discussed in an executive session:

1. _____Matters the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative;
2. _____Subjects that tend to prejudice the reputation and character of a person; however, the person may request a public discussion;
3. _____Matters discussed with an attorney for the cooperative, the immediate knowledge of _____which could have an adverse effect on the legal position of the cooperative;
4. _____ Personnel matters; and
5. _____ Any other subject allowed by law to be held in executive session.

ARTICLE VI - OFFICERS

SECTION 1. Number. The officers of the Association shall be a President, Vice President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held by the same person.

SECTION 2. Election and Term of Office. The officers shall be elected by ballot ~~without nomination,~~ annually, by and from the Board at the first Board meeting of the Board held in May during which newly elected directors are seated after the Annual Membership Meeting. If the election of officers ~~shall is~~ not ~~be~~ held at such meeting, such election shall be held ~~as reasonably~~ soon thereafter ~~as conveniently may be.~~ Each officer shall hold office until new officers are elected. 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 five per centum (5%) of the members, 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 ten (10) 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 shall have the same opportunity. In the event the Board does not remove such officer, the question of this removal shall be considered and voted upon at the next meeting of the members.~~

SECTION 4. President. The President shall:

- a) ~~be~~ Be the principal ~~executive~~ officer of the Association and, unless otherwise determined by the members or the Board, shall preside at all meetings of the members and the Board;
- b) ~~sign~~ Sign, with the Secretary, any deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the Board to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and
- c) ~~in~~ In general perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

SECTION 5. Vice President. In the absence of the President, or in the event of ~~the President's~~ his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. ~~The Vice President shall also perform such other duties as from time to time may be assigned to him by the Board.~~

SECTION 6. Secretary. The Secretary shall be responsible for:

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- a) ~~Keeping or supervising the preparation of~~ the minutes of the meetings 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) ~~Ensuring~~ 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 mailing addresses or contact information of all members;~~
- e) ~~signing, with the President, certificates of membership, the issue of which shall have been authorized by the Board or the members;~~
- f) ~~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 any member upon request; and~~
- g) ~~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.

SECTION 7. Treasurer. The Treasurer shall be responsible for all duties, shall have all responsibilities and may exercise all authority prescribed by the Board.

- a) ~~custody of all funds and securities of the Association;~~
- b) ~~the receipt of and the issuance of receipts for all monies due and payable to the Association and for the deposit of all such monies in the name of the Association in such bank or banks as shall be selected in accordance with the provisions of these Bylaws; and~~
- c) ~~the general performance of all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board.~~

SECTION 8. Manager/Chief Executive Officer. The Board may appoint a manager/Chief Executive Officer who may be, but who shall not be required to be, a member of the Association. ~~The manager/Chief Executive Officer~~ shall perform such duties and shall exercise such authority as the Board may from time to time vest in ~~him~~ the Chief Executive Officer.

SECTION 9. Bonds of Officers. ~~The Treasurer and a~~ Any other officer or agent of the Association charged with responsibility for the custody of any of its funds or property shall be bonded in such sum and with such surety 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 10. Compensation.

- a) ~~The powers, duties and compensation of officers, agents and employees shall be fixed by the Board subject to the provisions of these Bylaws with respect to compensation for a~~ Board members.

~~b) No close relative of a director shall receive compensation as an employee or for otherwise serving the Association unless such employment or service shall be specially and specifically authorized by vote of the members of the Association. "Close relative," as herein used, shall include but in no wise shall be limited to wife, husband, son, daughter, father, mother, brother, sister, step-father, step-mother, step-son, step-daughter, step-brother, step-sister. Candidates for the office of director having close relative in the employ or service of the Association shall disclose the fact to the Secretary prior to the printing of the notice of the next meeting at which Directors are to be elected and said notice shall state the fact and the relationship of the parties. If such candidate is elected, the members having been previously notified as aforesaid, then the fact of such election shall constitute a conclusive presumption that the members have approved the payment of compensation to the new Director's relative.~~

SECTION 11. Reports. ~~The~~ At each annual meeting of the members, 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.

SECTION 12. Indemnification.

~~_____a) _____~~ The Association shall indemnify and defend present and former ~~members of the Board~~ members, officers, ~~the General Manager,~~ employees and agents of the Association against asserted liabilities incurred in an official capacity or arising out of the individual's position with the Association ~~against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement to the extent that their acts or omissions constituting the grounds for the expenses, judgments, fines and/or amounts paid in settlement were performed in their official capacity and in the reasonable belief the acts or omissions were in, or not opposed to, the best interest of the Association, and with respect to a criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful~~ to the maximum extent allowed by law.

~~The Association's indemnification of a person against expenses (including attorney's fees) does not imply that the Association must indemnify against judgments, fines, or amounts paid in settlement. Defense expenses incurred may be paid by the Association in advance of the final disposition of the action or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the person seeking indemnity to repay the amount unless it is ultimately determined that the person is entitled to be indemnified by the Association.~~

~~Indemnification (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because that person has met the applicable standard of conduct set out above. This determination shall be made:~~

~~a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties (or interested in) the action or proceeding, or~~

~~b) if such a quorum is not obtainable, or, even if obtainable and a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or~~

~~c) by the members.~~

~~b) The Association may purchase insurance on behalf of the individuals protected under subsection (a) against liability asserted against them and incurred in an official capacity or arising out of the individual's status, whether or not the Association would have the power to indemnify the individual to cover the indemnification provided for herein.~~

ARTICLE VII - NONPROFIT OPERATION

SECTION 1. Interest or Dividends on Capital Prohibited. The Association shall ~~at all times~~ be operated on ~~the~~ cooperative nonprofit 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 in Connection with Furnishing Electric ~~Energy~~ Service.

~~a) In the furnishing of electric energy service the Association's operations shall be so conducted that all patrons will through their patronage furnish capital for the Association. In order to induce patronage and to assure that the Association will operate on a nonprofit basis, the Association is obligated to account on a patronage basis to all its patrons for all amounts received and receivable from the furnishing of electric energyservice in excess of operating costs and expenses properly chargeable against the furnishing of electric energyservice. All such amounts in excess of operating costs and expenses at the moment of receipt by the Association are received with the understanding that they are furnished by the patrons as capital.~~

~~b) The Association is obligated to pay by credits to a capital account for each patron all such amounts in excess of operating costs and expenses. The books and records of the Association shall be set up and kept in such a manner that at the end of 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 t~~

~~c) The Association shall, within a reasonable time after the close of the fiscal year, notify each patron of the amount of capital so credited to his the patron's account. All such amounts credited to the capital account of any patron shall have the same status as though they had 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 for capital.~~

d) All other amounts received by the Association from its operation in excess of costs and expenses shall, insofar as permitted by law, be (i) used to offset any losses incurred during the current or any prior fiscal year; (ii) allocated to permanent equity; or ~~and (biii) to the extent not needed for that purpose,~~ allocated 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.

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- e) 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.
- f) 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. ~~After April 26, 1986, the~~ The Board of Directors shall determine the method, basis, priority, and order of retirement, if any, for all amounts heretofore and hereafter furnished as capital.
- g) Capital credited to the account of each patron shall be assignable only on the books of the Association pursuant to written instruction 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.
- h) ~~Notwithstanding any other provisions of these Bylaws,~~ the Board, at its discretion, shall have the power at any time upon the death of any patron, to retire capital credited to the patron immediately upon such terms and conditions as the Board, acting under policies of general application, and the legal representative of the patron's estate shall agree upon, provided:
- 1a) ~~the patron was a natural person an individual~~ (or, if as provided in the preceding paragraph, upon the death of an assignee, who was ~~a natural person an individual~~, of the capital credits of a patron); and
- 2b) ~~the legal representative of his or her the~~ estate shall request in writing that the capital credited or assigned, as the case may be, to any such patron be retired prior to the time that the capital would otherwise be retired under the provisions of these Bylaws; and
- 3c) ~~that the financial condition of the Association will not be impaired thereby; and~~
- 4d) ~~that the patron, assignor and assignee are current in their obligations to the Association.~~
- In the event either patron, assignor or assignee are not current in their obligations, the Association shall first apply any payment to pay those obligations owed to the Association.
- i) After retiring, and before paying capital credits allocated to a patron or former patron, the Association shall recoup or offset any amount owed to the Association by the patron or former patron by reducing the amount of retired capital credits due to the patron or former patron by the amount owed until it is paid in full or all available capital credits have been credited to the amount owed.

- j) _____ The patrons of the Association, by dealing with the Association, acknowledge that the terms and provisions of the Articles of Incorporation and Bylaws 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. ~~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. ___ The Board of Directors shall have full power and authority to sell, mortgage, lease or otherwise dispose of or encumber, any of the following property of the Association:

- a) ___ Personal property acquired for resale;:-
- b) ___ Services of all kinds, including electric ~~energy service~~:-
- c) ___ No more than ~~fifteen~~15 percent (15%) of the Association's total assets, less depreciation, as reflected on the books of the Association at the time of the transaction, subject to the requirements of Article VIII, Section 3.

SECTION 2. ___ The Board of Directors shall have full power and authority to authorize the execution and delivery of a mortgage or mortgages, or a deed or deeds of trust of any and 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 upon such terms and conditions as the Board of Directors shall determine, to secure any indebtedness of the Association.

SECTION 3. ___ The Association may not sell, lease, or otherwise dispose of ~~all or a substantial portion of~~ the Association's property under Article III, Section 3 c), or authorize the merger or consolidation of the Association with another cooperative or entity, unless:

- a) ___ ~~S~~such sale, lease, disposition, merger or consolidation is authorized by the affirmative vote of not less than two-thirds (2/3) of the members voting on the proposed transaction; and
- b) ___ ~~T~~he number of members voting to approve it constitutes a majority of all the members of the ~~cooperative~~Association.

ARTICLE IX - SEAL

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

ARTICLE X - FINANCIAL TRANSACTIONS

SECTION 1. ___ Contracts.

- a) Except as otherwise provided in these Bylaws, the Board may authorize any officer(s), agent(s) or employee(s) ~~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 of Directors ~~annually~~, develop management policies to require open and competitive bidding for such purposes. ~~The Association shall develop management~~Such policies ~~shall implementing require~~ bidding criteria and contract award procedures so as to award contracts to the lowest responsive responsible bidder. ~~The requirements of this bylaw may be limited in management policies only by those circumstances where compelling~~Such policies may provide exceptions or limits for public safety, legal, engineering or economic considerations, ~~legal considerations, or engineering considerations indicate~~where competitive bidding will not achieve the ~~objective of the financial~~best interests of the Association.
- c) No Association requests for bids or proposals may require that bidders be affiliated with any trade group, trade union, or be signatory to any agreement except as may be required by law.

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(s) ~~or officers, agent(s) or agents, or~~ employee(s) ~~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~~financial institutions as the Board may select.

ARTICLE XI - MISCELLANEOUS

SECTION 1. Membership in Other Organizations. The Association shall not become a member of or purchase stock in any other organization without ~~an affirmative vote of the members~~the approval of the Board of Directors. ; ~~provided, however, that the Association may, upon the authorization of the Board, purchase or own stock in or become a member of any corporation or organization organized on a nonprofit basis for the purpose of engaging in or furthering the cause of rural electrification, or any corporation or organization organized for the purpose of engaging in an activity permitted by the Alaska Electric and Telephone Cooperative Act. Nothing in this section shall prevent the Association from investing an amount not to exceed \$5,000 or 100 shares, whichever represents the lesser value, in the stock of any corporation whose operations may affect the affairs of the Association.~~

SECTION 2. Waiver of Notice. Any member or ~~b~~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~~Board member at any meeting shall constitute a waiver of notice of such meeting by such member or ~~board member~~Board member, ~~except in case unless~~ - a member or Board member ~~shall~~attends 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 policies, 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 shall comply with generally accepted accounting principles and all applicable laws and rules and regulations of any regulatory body. The Board shall also after the close of each fiscal year, cause to be made by a certified public accountant a full and complete audit of the accounts, books and financial condition of the Association as of the end of such fiscal year. A report of such audit, in condensed form, shall be submitted to the members at the next annual meeting.

SECTION 5. Area Coverage. The Board shall make diligent effort to see that electric service is extended to all unserved persons within the Association's 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. Rules of Order. ~~The~~ Except as otherwise provided by the Board of Directors, the rules contained in the latest edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the law, the Articles of Incorporation, or these Bylaws.

SECTION 7. Member Access to Association Records.

- a) The rights of the members to examine and make copies of the public books and records of the Association at a reasonable time and for a proper purpose in accordance with Alaska Statutes shall not be infringed.
- b) The Association may charge no more than the actual ~~incremental~~ cost of producing and copying the above information.
- c) Nothing in this Section prevents the Association from allowing for additional disclosure of Association information or from developing other rules for disclosure and payment therefor by policy or procedure provided that the policy or procedure shall in no way restrict the disclosure required by this Section.
- d) Nothing in this Section limits the Association's ability to require reasonable restrictions on the use and disclosure of information provided to a member under this Section.

~~**SECTION 8. Dissemination of Information.** Dissemination of Board approved information will set forth a balanced presentation of the pros and cons concerning matters pertinent to the cost, generation and distribution of electrical power by the cooperative.~~

SECTION 89. Utility Bill Round Up. The Association may establish a program to permit members to round up their bills to the nearest dollar. The monies collected shall be used for charitable purposes in

the Association's service area. Members may be automatically included in this program, but may choose not to participate in the program by notice to the Association.

SECTION 9. Dates and Times. ~~SECTION 9. Dates and Times. Any information, filing or notice that must be provided to the Association by a particular date must be delivered no later than 5:00 p.m. local time on that date.- If such date falls on a weekend or Association holiday, the due date shall be the next business day.~~

ARTICLE XII - AMENDMENTS

SECTION 1. Amendment, Repeal, or Adoption. These Bylaws may be amended, repealed, or new bylaws adopted by the affirmative vote of a majority of those members voting thereon ~~at a meeting of the members~~, provided that the notice of such meeting, whether regular or special, shall have contained the proposed amendment, repeal, or new bylaws. ~~and provided further that no bylaw, now or hereafter adopted, which requires a two-thirds (2/3) majority vote of the members as to the approval of a particular transaction, may be amended or repealed except by a two-thirds (2/3) majority of those voting thereon at a meeting of the members.~~ A new bylaw takes effect prospectively upon certification of the election unless otherwise specified in the bylaw.

SECTION 2. Bylaws Committee. It shall be the duty of the Board of Directors to appoint a standing Bylaw Committee which shall consist of five (5) to seven (7) members. In appointing members of the Committee, the Board of Directors shall attempt to ensure equitable representation from all Districts. ~~The Committee shall be selected from different sections of the service area of the Association so as to ensure equitable representation.~~ No member of the Board of Directors may serve on such a committee. Each member shall serve for a term of three (3) years. The terms of the Committee members shall be staggered in three- year cycles, so that no more than three (3) shall be appointed in a given year. In the event a member is unable to complete ~~his/her~~ the appointed term, the Board shall appoint a new member to serve the remaining term of the vacated position. The terms of the initial members of the Committee shall be determined by lot. — The Committee shall review the Bylaws of the Association, consider any recommendations for revisions thereof which may be made by the Board of Directors or any member, and submit their recommendations concerning the Bylaws to the Board of Directors for its approval. Said recommendations shall be submitted not later than five (5) days before the first ~~B~~board meeting of the current year. Nothing herein shall be interpreted to limit the authority of the Board of Directors to propose changes in the Bylaws directly to the membership, or the right of the members to call a special meeting for any proper purpose pursuant to Article III, Section 2.

SECTION 3. Placement of Proposed Amendment on Official Notice by Member. A member may have a proposed amendment of the Bylaws placed on the official notice to the members, if such amendment is consistent with applicable law, by one of the following procedures:

a) Submission Procedures: ~~(choose one)~~

1. Filing the proposed amendment in writing together with a petition signed by at least ten per-cent~~um~~ (10%) of the members or 300 members, whichever is the lesser, with the Secretary of the Association at least ninety (90) days before the meeting; or

2. 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.

b) Bylaw Committee Review Process:

1. A properly submitted bylaw amendment proposal shall be presented by the Secretary of the Association to the Bylaw Committee for review and comment.
2. During the Bylaw Committee review, the sponsoring member will be offered the opportunity to discuss their proposed bylaw with the Board and/or Bylaw Committee.
3. Once the review by the Bylaw Committee is completed, the findings and suggested action on the submitted Bylaw proposal will be forwarded to the Board of Directors for consideration.

~~c) Motion from the floor at a membership meeting, duly seconded and carried by majority vote of those members registered at the meeting, for placement on the official notice of the next scheduled meeting of the members, provided that the language of the motion is filed in writing with the Secretary of the Association at least sixty (60) days before the meeting at which the floor motion is to be offered and, if adopted, shall first be referred to the Board of Directors for clarification and modification, provided that such clarification and modification does not alter the substance of the motion.~~

ARTICLE XIII - DEFINITIONS

The following terms shall be defined as follows for purposes of these Bylaws:

Bona fide resident: means the member maintains the member's primary residence in and has physical presence within the Association's service area (or district for a district Board member seat) for at least eight (8) months of each calendar year, beginning with the full calendar year immediately prior to the election in which the member is a candidate.

Close relative: means

- (a) a person's spouse;
- (b) a person's biological or adopted: child, parent, sibling, step-parent, step-child, step-sibling; or
- (c) any other person residing in the same household as the person.

Delinquent: means any amount due to the Association that is not received within forty (40) days after the bill was rendered or the amount was otherwise due to the Association under its tariff or a written agreement with the Association.

Entity: means, whether domestic or foreign:

- (a) a cooperative; business or nonprofit corporation; sole proprietorship; unincorporated association; limited liability company; partnership; trust; or estate;

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- _____ (b) _____ persons having a joint or common economic interest; or
- _____ (c) _____ local, regional, state, federal, or national government, including an agency or division of a government.

Good Standing: means a member that is not delinquent in payment of bills or other amounts due to the Association under the provisions of the Association's tariff or of any written agreement with the Association, and has not been delinquent during the prior three (3) years.

Governing Documents: means the Association's Articles of Incorporation, Bylaws, tariff and any Board-approved rules and regulations, all as currently existing or as later adopted or amended.

Individual: means a human being.

Notice: means, unless otherwise provided in the Bylaws, a communication: (1) written or electronic; and (2) communicated: (A) by personal delivery; (B) electronically by e-mail or text; (C) by mail or private carrier; or (D) if the above-listed forms of communicating are impractical, then by newspaper of general circulation in the area where published, or radio, television, or other form of public broadcast communication.

_____ Notice is deemed delivered by the Association when:

- _____ a) _____ received, if delivered personally;
- _____ b) _____ deposited in the mail addressed to the address on record with the Association, with postage thereon prepaid, if sent by mail or private carrier;
- _____ c) _____ sent, when transmitted to the electronic address on record with the Association;
- _____ d) _____ first broadcast or published if by newspaper, radio, television or other form of public broadcast communication.

_____ Notice is deemed delivered to the Association when received by the Association.

Person: means an individual or Entity with the capacity to enter legally binding contracts.

Petition: means a written document that contains an objective statement of the action requested that:

- _____ a) _____ lists the sponsor(s) of the petition; and
- _____ b) _____ states whether any sponsor would be disqualified from serving on the Board of Directors under Article IV, Section 3, and if so, explains the disqualifying circumstance; and
- _____ c) _____ contains spaces for the printed member names, addresses and original signatures (obtained within sixty (60) days of the petition's submission to the Association) of the signers.

A petition that is circulated without the information required above is invalid. Petition sponsors may submit a proposed petition to the Board of Directors for review for its compliance with these requirements prior to circulating the petition. The Board of Directors will provide the results of such review within sixty (60) days of the next regular Board of Directors meeting after submission of the proposed petition.

Primary Membership: means for a member with multiple service locations or accounts, the service location designated by the member that the Association will use for notice to the member; in the absence of a designation by the member, the Association may use any service location on record for such notice.

--END--