

ARTICLES OF INCORPORATION

BYLAWS

**AS AMENDED
March 25, 2022**

ARTICLES OF INCORPORATION
OF
CORDOVA TELEPHONE COOPERATIVE, INC.

KNOW ALL MEN BY THESE PRESENT:

That we, the undersigned, being natural persons of the age of nineteen years or more and citizens of the United States of America and residents of the State of Alaska, have this day united and associated ourselves together for the purpose of forming a non-profit cooperative association under the provisions of AS 10.25 and all laws amendatory thereof and supplemental thereto, and we do hereby make, sign and acknowledge the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be:

CORDOVA TELEPHONE COOPERATIVE, INCORPORATED.

ARTICLE II

The address of the principal office shall be:

P.O. BOX 459, CORDOVA, ALASKA 99574

ARTICLE III

The purpose or purposes for which this Corporation is formed are:

- a. To furnish, improve and expand telephone service to its members, and to other users not in excess of ten percent (10%) of the number of its members.
- b. To connect and interconnect the telephone lines, facilities or systems of the Corporation with other telephone lines, facilities or systems.
- c. To make its facilities available to persons furnishing telephone service inside or outside the State of Alaska.
- d. To construct, erect, purchase, lease as lessee and in any manner acquire, own, hold, maintain, operate, sell, dispose of, lease as lessor, exchange and mortgage plants, buildings, works, machines, supplies, apparatus, equipment and telephone distribution lines or systems necessary, convenient, or useful for carrying out and accomplishing any or all of the foregoing purposes.
- e. To acquire, own, hold, use, exercise and, to the extent permitted by law, to sell, mortgage, pledge, hypothecate and in any manner dispose of franchises, rights, privileges, licenses, rights-of-way and easements necessary, useful or appropriate to accomplish any or all of the purposes of the Corporation.
- f. To buy, sell, lease, own, rent, operate, manage, control and dispose of real property, personal property, mortgages, stocks, bonds, securities and all other property.
- g. To borrow money, to make and issue bonds, notes and other evidences of indebtedness, secured or unsecured, for monies borrowed or in payment for property acquired, or for any of the other objects or purposes of the Corporation; to secure the payment of such bonds, notes or other evidences of indebtedness by mortgages, or deed or deeds of treat upon, or by the pledge of or other lien upon, any or all of the property, rights, privileges, or permits of the Corporation, wheresoever situated, acquired or to be acquired.
- h. In general, to do and perform any and all acts and things, and to have and exercise any and all powers as may be necessary or convenient to accomplish any or all of the foregoing purposes, or as may be permitted by the Act; and to do and perform any such acts or things in conjunction with or with aid or assistance from governmental entities or agencies at federal, state, regional or local levels.

i. To have and to exercise all of those other powers granted a telephone cooperative corporation under all of those laws of the United States and of the State of Alaska applicable to the Corporation, as such laws may heretofore or hereafter be amended.

j. To do and accomplish all of the foregoing without pecuniary profit to the Corporation, but solely for the benefit and advantage of the members of the Corporation.

ARTICLE IV

Article IV, Sect. 1

Section 1. The Corporation is a non-profit corporation organized exclusively for the benefit of its members.

Article IV, Sect. 2

Section 2. Membership and membership fees shall be as prescribed in the Bylaws of the Corporation.

Article IV, Sect. 3

Section 3. The private property of the members of the Corporation shall be exempt from execution for the debts of the Corporation.

ARTICLE V

The period of duration of the Corporation is perpetual. The registered office shall be located at 310 "K" Street, Suite 404, Anchorage, Alaska 99501; the registered agent for service of process is Roger R. Kempel, whose office is located at 310 "K" Street, Suite 404, Anchorage, Alaska 99501.

ARTICLE VI

The number of Directors shall be elected at the first organizational meeting of the Corporation. The names and post office addresses of the temporary Directors who shall manage the affairs and business of the Corporation until the election of the regular Directors at the first organizational meeting shall be the eleven incorporators as set forth in Article VII, below.

ARTICLE VII

The names and addresses of the incorporators of the Corporation are as follows:

Robert Banta, Box 12, Cordova, Alaska 99574
Jack Dinneen, Box 78, Cordova, Alaska 99574
Danny Glasen, Box 575, Cordova, Alaska 99574
Hollis Henrichs, Box 1000, Cordova, Alaska 99574
James Iliff, Box 694, Cordova, Alaska 99574
Axel Janson, Box 576, Cordova, Alaska 99574
John Joslin, Box 980, Cordova, Alaska 99574
Doug Longacre, Box 360, Cordova, Alaska 99574
Ken Roemhildt, Box 741, Cordova, Alaska 99574
Robert Turner, Sr., Box 260, Cordova, Alaska 99574
John R. Wilson, Box 813, Cordova, Alaska 99574

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Cordova, Alaska, this 8th day of December, 1977.

ROBERT BANTA
DANNY GLASEN
JAMES ILIFF
JOHN JOSLIN
KEN ROEMHILDT
JOHN R. WILSON
JACK DINEEN
HOLLIS HENRICHS
AXEL JANSON
DOUG LONGACRE
ROBERT TURNER, SR.

STATE OF ALASKA)
:ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that before me, a Notary Public in and for the State of Alaska, duly sworn and commissioned as such, personally appeared ROBERT BANTA, JACK DINEEN, DANNY GLASEN, HOLLIS HENRICHS, JAMES ILIFF, AXEL JANSON, JOHN JOSLIN, DOUG LONGACRE, KEN ROEMHILDT, ROBERT TURNER, SR., and JOHN R. WILSON, known to me and to me known to be the individuals named in and whose names are subscribed to the foregoing Articles of Incorporation of Cordova Telephone Cooperative, Inc., and they acknowledged to me that they signed, sealed, executed and delivered the said Articles of Incorporation as their free and voluntary act for the uses and purposes contained therein.

IN WITNESS WHEREOF, I have hereunto set my hand and notary seal this 8th day of December, 1977.

Roger R. Kempel
Notary Public in and for Alaska
My commission expires: April 1979

BYLAWS
OF
CORDOVA TELEPHONE COOPERATIVE, INCORPORATED

ARTICLE I

MEMBERSHIP

Article I, Sect. 1

Section 1. Requirements for Membership. Any person, firm, association, corporation, or body politic or subdivision thereof will become a member of Cordova Telephone Cooperative, Inc., (hereinafter called the "Cooperative") upon receipt of telephone service from the Cooperative, provided that he or it has first:

(a) Made a written application for membership therein and granted to the Cooperative such easements as the Cooperative shall require for the furnishing of telephone service to the applicant and others in the immediate area, without compensation;

(b) Agreed to purchase from the Cooperative telephone service as hereinafter specified; and

(c) Agreed to comply with and be bound by the Articles of Incorporation and Bylaws of the Cooperative and any rules and regulations adopted by the Board of Directors; and as such articles, bylaws, or rules and regulations shall be amended from time to time.

(d) No entity may hold more than one membership in the Cooperative, and no membership in the Cooperative shall be transferable, except as provided in these Bylaws.

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

Article I, Sect. 2

Section 2. Membership Certificates. Membership in the Cooperative shall be evidenced by a membership certificate which shall be in such form and shall contain such provisions as shall be determined by the Board. Such certificate shall be signed by the President and by the Secretary of the Cooperative and the corporate seal shall be affixed thereto. In case a certificate is lost, destroyed or mutilated a new certificate may be issued therefore upon receipt of written request and proof of good standing with the Cooperative.

Article I, Sect. 3

Section 3. Joint Membership. A user and co-user of a common telephone service may apply for a joint membership, and subject to their compliance with the requirements set forth in Section 1 of this Article, may be accepted for such membership. The term "member" as used in these Bylaws shall be deemed to include a user and co-user holding a joint membership and any provisions relating to the rights and liabilities of membership shall apply equally with respect to the holders of a joint membership. 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:

(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;

(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;

(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.

Article I, Sect. 4

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 co-user(s) to comply with the Articles of Incorporation, Bylaws and rules and regulations adopted by the Board. The outstanding membership certificate shall be surrendered, and shall be reissued by the Cooperative in such manner as shall indicate the changed membership status.

(b) Upon the death of either co-user(s) who is a party to the joint membership, such membership shall be held solely by the survivor. The outstanding membership shall be surrendered, and shall be reissued in such a manner as shall indicate the changed membership status, provided, however, that the estate of the deceased shall not be released from any debts due the Cooperative.

(c) Upon the dissolution of a joint membership, the outstanding membership shall be surrendered and new individual memberships shall be issued if all requirements for membership are met, provided, however, that in no case shall either member be released from any debts due to the Cooperative.

Article I, Sect. 5

Section 5. Purchase of Telephone Service. Each member shall, as soon as telephone service shall be available, purchase from the Cooperative all telephone service used on the premises specified in his application for membership, and shall pay therefore at rates which shall from time to time be fixed by the Board. It is expressly understood that amounts paid for telephone service 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 Cooperative such minimum amount regardless of the amount of telephone service used, as shall be fixed by the Board from time to time. Each member shall also pay all amounts owed by him to the Cooperative as and when the same shall become due and payable.

Article I, Sect. 6

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, at its next regular meeting, by the affirmative vote of not less than a majority 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 or regulations adopted by the Board, but only if such member shall have been given written notice by the Cooperative that such failure makes him 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. The membership of a member who has ceased to purchase service from the Cooperative may be cancelled 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 estate from any debts due the Cooperative.

ARTICLE II

RIGHTS AND LIABILITIES OF MEMBERS

Article II, Sect. 1

Section 1. Property Interest of Members. Upon dissolution, after:

- (a) All debts and liabilities of the Cooperative shall have been paid; and
- (b) All capital furnished through patronage shall have been retired as provided in these bylaws; the remaining property and assets of the Cooperative 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 during the ten (10) years next preceding the date of the filing of the certificate of dissolution.

Article II, Sect. 2

Section 2. Non-liability for Debts of the Cooperative. The private property of the members shall be exempt from execution or other liability for the debts of the Cooperative and no member shall be liable or responsible for any debts or liabilities of the Cooperative.

ARTICLE III

MEETING OF MEMBERS

Article III, Sect. 1

Section 1. Annual Meeting.

(a) The annual meeting of the members shall be during the month of March of each year at such place within the area served by the Cooperative as selected by the Board and which shall be designated in the notice of the meeting, 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 Cooperative.

(b) The Board of Directors may adopt policies to allow members to participate in an annual meeting by teleconference or similar communication that allows all members to hear each other during the meeting. A member participating in this manner shall be considered to have attended the meeting in person.

Article III, Sect. 2

Section 2. Special Meetings.

(a) Special meetings of the members may be called by a majority of the Board of Directors, or by ten percent (10%) or more of all the members, and it shall thereupon be the duty of the Secretary to cause notice of such to be given as hereinafter provided. Special meetings of the members may be held at any place within the area served by the Cooperative as designated by the Board and shall be specified in the notice of the special meeting.

(b) The Board of Directors may adopt policies to allow members to participate in a special meeting by teleconference or similar communication that allows all members to hear each other during the meeting. A member participating in this manner shall be considered to have attended the meeting in person.

Article III, Sect. 3

Section 3. Notice of Members' Meetings.

(a) Written notice stating the place, day and hour of the annual meeting shall be delivered to each member either personally or by mail not less than fifteen (15) nor more than sixty (60) days before the date of the meeting. In the case of a special meeting, written notice stating the place, day, hour, and the specific purpose of any special meeting of the members shall be delivered to each member not less than ninety (90) nor more than one hundred twenty (120) days before the date of the meeting. Notice under this Section shall be given to each member by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the address of the member as it appears on the records of the Cooperative, with postage thereon prepaid. 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) Notice of a membership meeting may be provided by electronic mail or text message within the time limits listed in this Section. If sent by text or electronic mail, notice is considered given when the notice is sent to the member's telephone number, if the telephone is capable of receiving text messages, or the electronic mailing address on record with the Cooperative.

Article III, Sect. 4

Section 4. Quorum.

(a) As long as the total number of members does not exceed one thousand (1,000), five percent (5%) of the total number of members, present in person, at any meeting shall constitute a quorum.

(b) In case the total number of members shall exceed one thousand (1,000), fifty (50) members, present in person, shall constitute a quorum.

(c) 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.

(d) For purposes of determining a quorum, a member who votes on a matter by electronic communication received or by mail postmarked before a meeting begins is considered to have attended the meeting in person for the matter on which the member voted,

(e) A list of the members present in person at each meeting shall be maintained.

Article III, Sect. 5

Section 5. Voting. Each member shall be entitled to only one (1) 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 in person or by mail except as otherwise provided by law, the Articles of Incorporation or these Bylaws.

Article III, Sect. 6

Section 6. Voting by Mail.

(a) Voting by mail shall be permitted on all questions submitted to the members except for approval of minutes and routine procedural matters or as otherwise prohibited by law, the Bylaws, or the articles of incorporation.

(b) Ballots for use by members voting by mail, together with a small ballot envelope and a large envelope imprinted with the voter's certificate, affixed with the address of the Cooperative, first class United States postage, and the name and address of the voter, shall be mailed to each of the members in sufficient time for such members to reasonably dispatch their ballots to meet the deadline affixed for receipt of ballots at the Cooperative's office in Cordova, Alaska. "Voter's certificate" is defined as a line or other space reserved for and containing the voter's signature. Ballots of members voting by mail must be received at the Cooperative headquarters in Cordova, Alaska, not later than the day of the annual meeting or special meeting, or cast in person at the meeting.

(c) An election committee of not less than three (3) members shall be appointed by the Board of Directors sufficiently in advance of the meeting to ensure validity of the mailed ballots to be counted at the meeting. The election committee shall cause ballots received by mail to be opened no earlier than 8 a.m. on the meeting date. If less than a quorum is present at the meeting, an election committee shall cause to be preserved all ballots received by mail until such time as a quorum is present. In any case, marked ballots will be retained and secured for a period of ninety (90) days following the election, after which time they may be destroyed.

(d) Voting by mail may include voting by electronic means as authorized by the Board of Directors.

Article III, Sect. 7

Section 7. Order of Business. 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.

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

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

3. Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon.

4. Presentation and consideration of reports of officers, trustees and committees.

5. Election of board members.

6. Unfinished business.

7. New business.

8. Adjournment.

Article III, Sect. 8

Section 8. Parliamentary Questions. Parliamentary questions not addressed by these Bylaws will be resolved by reference to Robert's Rules of Order.

ARTICLE IV
BOARD MEMBERS

Article IV, Sect. 1

Section 1. General Powers. The business and affairs of the Cooperative shall be managed by a Board of seven (7) members which shall exercise all of the powers of the Cooperative except such as are by law, the Articles of Incorporation or these Bylaws conferred upon or reserved to the members.

Article IV, Sect. 2

Section 2. Election and Tenure of Office. Directors shall be elected by secret ballot at annual meetings of the membership, by and from the members, to serve for a three (3) year term, or until their successors have been elected and qualified, provided, the Directors elected to fill vacancies as provided in Article IV, Section 6, of these Bylaws, shall serve only for the unexpired portion of the term vacated. Board members may be elected by a plurality vote of the members. 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.

Article IV, Sect. 3

Section 3. Qualification.

(a) No person shall be eligible to become or remain a Board member of the Cooperative who:

(i) Has not been a member in good standing and bona fide resident in the area served or to be served by the Cooperative for at least a year immediately prior; or

(ii) Is in any way employed by or financially interested in a competing enterprise or a business selling telephone service.

iii) As the General Manager/ Corporate Executive Officer (GM/CEO) or a Cooperative Board member:

1. Sells or barter anything to the Cooperative or to a contractor supplying the Cooperative; or

2. Makes any contract with the Cooperative; or

3. Purchases anything from the Cooperative other than those things which the Cooperative offers generally to the membership (as for example, utility service), and then only on the same terms as are offered to the members, unless an invitation to submit sealed bids is published, and the Cooperative accepts the sealed bid which is most advantageous to the Cooperative; provided that such a sale, contract or purchase involving consideration of not more than Three Hundred Fifty Dollars (\$350.00) may be made without bids; Every such sale, contract or purchase as described in this Section 3(a)(iii), regardless of the value of the consideration, must be reported to the Board and entered in the minutes before the Cooperative can pay out any money thereupon or be bound thereon. Any violation of Section 3(a)(iii) with the knowledge, expressed or implied, of the person or corporation contracting with the Cooperative shall render the contract voidable by the Board of Directors.

(iv) Has been an employee of the Cooperative or any of its wholly-owned subsidiaries within the past two (2) years, or has been terminated from employment with the Cooperative or any of its wholly-owned subsidiaries.

(b) Upon establishment of the fact that a Board member is holding office in violation of any foregoing provisions, the Board shall remove such Board member from office.

(c) Nothing contained in Section 3 shall affect in any manner whatsoever the validity of any action taken at any meeting of the Board,

Article IV, Sect. 4

Section 4. Nominations. It shall be the duty of the Board to appoint, not less than seventy (70) nor more than one hundred twenty (120) days before the date of a meeting of the members which Board members are to be elected, a committee on nominations consisting of not less than five (5) nor more than seven (7) members who shall be selected so as to ensure equitable representation among the nominees. One member of the Board will serve on such committee. The committee, keeping in mind the principle of equitable representation, shall prepare and post at the principal office of the Cooperative at least sixty (60) days before the meeting a list of nominations for Board members which shall include at least two (2) candidates for each Board position to be filled by the election. The Secretary shall be responsible for mailing, with the notice of the meeting or separately, but at least thirty (30) days before the date of the meeting, a statement of the number of board members to be elected and the names of the candidates nominated by the committee on nominations, the candidates nominated by petition, and the official ballot. Any fifteen (15) or more members acting together may make other nominations by petition and the Secretary shall include such nominations on the official ballot if the petition is received by the Cooperative at least forty-five (45) days before the date of the meeting.

Article IV, Sect. 5

Section 5. Removal of Board Member by Members. Any member may bring charges for cause 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 or three hundred (300), whichever is the lesser, may request the removal of such Board member by reason thereof. Such Board member shall be informed in writing of the charges at least ten (10) days prior to 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 the charges; and the person or persons bringing question of removal of such Board member shall have the same opportunity. The question of the removal of such Board member shall be considered and voted upon at the meeting of the members 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 nominations.

Article IV, Sect. 6

Section 6. Vacancies. Subject to the provisions of these Bylaws with respect to the filling of vacancies caused by the removal of Board members by the members, or by the death or resignation of a Board member, a vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining Board members until the next annual or special meeting of the members, at which meeting the members shall fill such vacancy for the remaining 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.

Article IV, Sect. 7

Section 7. Compensation. Board members shall not receive any salary for their services as such, except that members of the Cooperative may by resolution authorize a fixed sum for each day or portion thereof spent on Cooperative business, such as attendance at meetings, conferences, and training programs or performing committee assignments when authorized by the Board. If authorized by the Board, Board members may also be reimbursed for expenses actually and necessarily incurred in carrying out such Cooperative business or granted a reasonable per diem allowance by the Board in lieu of

detailed accounting for some of these expenses. No Board member shall receive compensation for serving the Cooperative in any other capacity, nor shall any close relative of a Board member receive compensation for serving the Cooperative, unless the payment and amount of compensation shall be specifically authorized by a vote of the members or the service by the Board member or his close relative shall have been certified by the Board as an emergency measure. For the purpose of this section, close relative includes parents, husband, wife, children, brothers and sisters.

Article IV, Section 8

Section 8. Employment of Board Members and Close Relatives.

- (a) A Board member may not be hired by the Cooperative for any newly created or existing employee position for a period of one year after the Board member ceases to hold office.
- (b) A close relative of a Board member may not be hired by the Cooperative for a period of sixty (60) days after the Board member ceases to hold office. For the purposes of this section, close relative includes parents, husband, wife, children, brothers and sisters.
- (c) A board member who lives in the same household and is financially interdependent with a person wishing to apply for employment with the Cooperative must first resign before the application is submitted.
- (d) In the event of an unforeseen vacancy in the General Manager/Corporate Executive Officer position a board member may be appointed to fill the vacancy on an interim basis. The interim position will conclude once a permanent hire is positioned or at the Board's discretion.

ARTICLE V

MEETINGS OF BOARD

Article V, Sect. 1

Section 1. Regular Meetings. A meeting of the Board for the purpose of electing officers shall be held without notice, within 7 days after, the annual meeting of the members at a date and time set in accordance with Article V, Section 2. A regular meeting of the Board shall also be held monthly at such time and place within the area served by the Cooperative as designated by the Board. Such regular monthly meeting may be held without notice other than such resolution fixing the time and place thereof. Meetings of the Board shall be open to the membership.

Article V, Sect. 2

Section 2. Special Meeting. Special meetings of the Board may be called by the President 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 President or Board members calling the meeting shall fix the time and place for the holding of the meeting.

Article V, Sect. 3

Section 3. Notice of Board Meetings. Written notice of the time, place, and purpose of any special meeting of the Board shall be delivered to each Board member either personally or by mail, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the President or the Board member calling the meeting. If notice is delivered by person to every board member such meeting can be called within twenty-four hours. 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 Cooperative, with postage thereon prepaid, at least five (5) days before the date set for the meeting. Every special meeting of the Board shall

be announced at least three (3) times publicly stating time, place and purpose, or as hereinafter provided.

Article V, Sect. 4

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 Board members 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.

Article V, Sect. 5

Section 5. Executive Sessions. Executive sessions shall be limited to the discussion of pertinent matters, the disclosure of which would adversely affect the Cooperative. No motions can be made or acted upon in such executive sessions.

Article V, Sect. 6

Section 6. Removal of Board Member by Board. Any Board member who fails to attend three (3) regular meetings of the Board in succession, or seventy-five (75%) percent of the board meetings during the term year, without good cause shown, may be removed from the Board by the vote of a majority of the remaining Board members; further, any Board member who, by clear and convincing evidence, does not abide by the terms and conditions of the "Board of Directors Code of Ethics", (Policy Bulletin Number 4B), may be removed from the Board with unanimous vote of all members of the Board (except the member against whom charges are brought).

A vacancy so occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Board until the next annual or special meeting of the members, at which meeting the members shall fill such vacancy for the remaining unexpired portion of the term.

Article V, Sect. 7

Section 7. Emergency Meetings. Conditions resulting from major disasters may be immediately acted upon by a majority of the Board.

ARTICLE VI

OFFICERS

Article VI, Sect. 1

Section 1. Number. The officers of the Cooperative shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be determined by the Board from time to time. The office of Secretary and Treasurer may be held by the same person.

Article VI, Sect. 2

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 the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first 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.

Article VI, Sect. 3

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 Cooperative will be served thereby. In addition, any member of the Cooperative may bring charges against an officer, and by filing with the Secretary such charges in writing together with a petition signed by ten percent (10%) of the members or three hundred (300), whichever is the 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 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 his removal shall be considered and voted upon at the next meeting of the members.

Article VI, Sect. 4

Section 4. Specific Responsibilities of the Board. It shall be the responsibility of the Board to establish and provide a Policy Manual for the general management and operation of the Cooperative. The acceptance and review of, and any additions or deletions to this Policy Manual shall be presented at three (3) consecutive Board meetings before it is voted upon by the Board.

Article VI, Sect. 5

Section 5. President. The President shall:

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

(b) Sign, with the Secretary, certificates of membership, the issue of which shall have been authorized by the Board members, and may sign 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 Cooperative, or shall be required by law to be otherwise signed or executed; and

(c) 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.

Article VI, Sect. 6

Section 6. Vice President. In the absence of the President, or in the event of 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.

Article VI, Sect. 7

Section 7. Secretary. The Secretary shall be responsible for:

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

(d) Signing, with the President, certificates of membership, the issue of which shall have been authorized by the Board or the members;

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

Article VI, Sect. 8

Section 8. Treasurer. The Treasurer shall be responsible for:

- (a) Custody of all funds and securities of the Cooperative;
- (b) The receipt of and the issuance of receipts for all monies due and payable to the Cooperative and for the deposit of all such monies in the name of the Cooperative in such bank or banks as shall be selected in accordance with the provisions of these Bylaws;
- (c) The general performance of all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board; and
- (d) Presentation of a current financial report of the Cooperative to the Board at its regular monthly meeting.

Article VI, Sect. 9

Section 9. General Manager/Corporate Executive Officer (GM/CEO). The Board may appoint a general manager/corporate executive officer (GM/CEO) who may be, but who shall not be required to be, a member of the Cooperative. The GM/CEO shall perform such duties and shall exercise such authority as the Board may from time to time vest in him.

Article VI, Sect. 10

Section 10. Bonds of Officers. The Treasurer and any other officer or agent of the Cooperative 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 Cooperative to be bonded in such amount and with such surety as it shall determine.

Article VI, Sect. 11

Section 11. Compensation. 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 member and close relative of a Board member.

The Cooperative shall indemnify present and former directors, officers, including the General Manager/Corporate Executive Officer, agents, and employees 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 in the belief the acts or omissions were in the best interests of the Cooperative. The Cooperative may purchase insurance to cover such indemnification.

Article VI, Sect. 12

Section 12. Reports. The officers of the Cooperative shall submit at each annual meeting of the members reports covering the business of the Cooperative for the previous fiscal year. Such reports shall set forth the condition of the Cooperative at the close of such fiscal year.

ARTICLE VII

NON-PROFIT OPERATION

Article VII, Sect. 1

Section 1. Interest or Dividends on Capital Prohibited. The Cooperative 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 Cooperative on any capital furnished by its patrons.

Article VII, Sect. 2

Section 2. Patronage Capital in Connection with Furnishing Telephone Service. In the furnishing of telephone service the Cooperative's operations shall be so conducted that all patrons will through their patronage furnish capital for the Cooperative. In order to induce patronage and to assure that the Cooperative will operate on a non-profit basis, the Cooperative is obligated to account on a patronage basis to all its patrons for all amounts received and receivable from the furnishing of telephone service in excess of operating costs and expenses properly chargeable against the furnishing of telephone service. All such amounts in excess of operating costs and expenses at the moment of receipt by the Cooperative are received with the understanding that they are furnished by the patrons as capital. The Cooperative 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 Cooperative 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 the Cooperative shall within a reasonable time after the close of the fiscal year notify each patron of the amount of capital so credited to his 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 Cooperative corresponding amounts for capital.

All other amounts received by the Cooperative from its operations in excess of costs and expenses shall, insofar as permitted by law, 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, or (2) to a permanent capital account to be held as unallocated equity capital. The Board, in its discretion, may allocate all amounts not received and receivable from the furnishing of telephones service, including, but not limited to, interest or investment income, equity gains from refinancing, and capital gains realized on the sale of assets into the permanent capital account. The amount of this unallocated equity capital shall not be subject to distribution as patronage capital credits but shall be returned to the members upon dissolution of the Cooperative.

In the event of dissolution or liquidation of the Cooperative, after all outstanding indebtedness of the Cooperative 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 Cooperative 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 Cooperative together with interest at the legal rate of interest allowed on judgment in the State of Alaska in effect when such amount became overdue, compounded annually. The Board of Directors shall determine the method, basis, priority and order of retirement, if any, for all amounts furnished as capital.

The Cooperative, before retiring any capital credited to any patron's account, shall deduct therefrom any amount owing, by such patron, the Cooperative, together with interest thereon at the Alaska legal rate on judgments in effect when such amount became overdue, compounded annually.

Capital credited to the account of each patron shall be assignable only on the books of the Cooperative 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 Cooperative unless the Board, acting under policies of general application, shall determine otherwise.

Notwithstanding any other provision of these Bylaws, the Board at its discretion, shall have the power at any time upon the death of any patron who was a natural person, if the legal representatives of his 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 these Bylaws, to retire capital credited to any such patron 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 Cooperative will not be impaired thereby.

The patrons of the Cooperative, by dealing with the Cooperative, acknowledge that the terms and provisions of the Articles of Incorporation and Bylaws as they may be amended from time to time, shall constitute and be a contract between the Cooperative and each patron, and both the Cooperative and the patrons are bound by such contract, as fully as though each patron had individually signed a separate instrument containing such terms and shall be called to the attention of each patron of the Cooperative by posting in a conspicuous place in the Cooperative's office.

ARTICLE VIII

DISPOSITION OF PROPERTY

The Cooperative may not sell, lease or otherwise dispose of all or any substantial portion of its property unless such sale, lease or other disposition is authorized at a meeting of the members thereof by the affirmative vote of not less than two-third (2/3) of the members voting on the transaction if the number of members voting to approve it constitutes a majority of all of the members of the Cooperative, and unless the notice of such proposed sale, lease, or other disposition shall have been contained in the notice of the meeting; provided, however, that notwithstanding anything herein contained, the Board of the Cooperative, without authorization by the members thereof, shall have full power and authority to authorize the execution and delivery of a mortgage or mortgages or a deed or deeds of trust upon, or the pledging or encumbering of, any or all of the property, assets, rights, privileges, licenses, franchises and permits of the Cooperative, whether acquired or to be acquired, and wherever situated, as well as the revenues and income therefrom, all upon such terms and conditions as the Board shall determine, to secure any indebtedness of the Cooperative, provided further that the Board may, upon the authorization of a majority of those members of the Cooperative present at a meeting of the members thereof, sell, lease, or otherwise dispose of all or a substantial portion of its property to another cooperative or foreign corporation doing business in this State pursuant to the Act under which this Cooperative is incorporated.

ARTICLE IX

SEAL

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

ARTICLE X

FISCAL MANAGEMENT AND ACCOUNTING

Article X, Sect. 1

Section 1. Revenues and Expenditures. The Board of Directors shall adopt and maintain a system of accounting for receipts and expenditures in conformance with the laws of the United States and of the State of Alaska, applicable to cooperative associations and corporations, which system shall at all times provide the proper reserves for payment of interest and principal on outstanding indebtedness, reserves for taxes, insurance, depreciation, replacement of capital plant and facilities, and such other reserves and accounts as the Board of Directors shall deem proper.

Article X, Sect. 2

Section 2. Accounting System and Reports. The Board shall cause to be established and maintained a complete accounting system which, among other things, and subject to applicable laws and rules and regulations of any regulatory body, shall conform to such accounting system as may from time to time be designated by the Administrator of the Rural Utilities Services of the United States of America. 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 Cooperative as of the end of such fiscal year. A report of such audit shall be submitted to the members at the next following annual meeting and a copy of the audit report shall be available to the membership.

ARTICLE XI

FINANCIAL TRANSACTIONS

Article XI, Sect. 1

Section 1. Contracts. 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 Cooperative, and such authority may be general or confined to a specific instance.

Article XI, Sect. 2

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 Cooperative shall be signed and/or countersigned by such officer or officers, agent or agents, employee or employees of the Cooperative and in such manner as shall from time to time be determined by resolution of the Board.

Article XI, Sect. 3

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

Article XI, Sect. 4

Section 4. Change in Rates. When required by the Rural Utilities Service, written notice shall be given to the Administrator of the Rural Utilities Service of the United States of America of any change in the local service rates charged by the Cooperative for telephone services when the Cooperative is in the process of securing a new loan from the Rural Utilities Service.

Article XI, Sect. 5

Section 5. Fiscal Year. The fiscal year of the Cooperative 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, Sect. 6

Section 6. Budget. It shall be the responsibility of the Board to approve and adopt a budget for the upcoming fiscal year prior to the beginning of the budget year.

ARTICLE XII

MISCELLANEOUS

Article XII, Sect. 1

Section 1. Membership in Other Organizations. The Cooperative may own, invest in, or become a member of any other organization, corporation, partnership, joint venture, or other business provided that the Board of Directors finds that the relationship will control costs, increase revenues, or improve or expand telephone or communications services to the Cooperative's members or the community of Cordova.

Article XII, Sect. 2

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 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.

Article XII, Sect. 3

Section 3. Policies, Rules and Regulations. The Board shall have power to make and adopt such 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 affairs of the Cooperative.

Article XII, Sect. 4

Section 4. AREA Coverage. The Board shall make diligent effort to see that telephone service is extended to all unserved persons within the Cooperative service area who:

- (a) Desire such service; and
- (b) Meet all reasonable requirements established by the Cooperative as a condition of such service.

ARTICLE XIII

AMENDMENTS

Article XIII, Sect. 1

Section 1. Amendments to the Bylaws. Proposed amendments to the Bylaws may be adopted by the affirmative vote of a majority of the members conducted in accordance with Article III. The notice of the member meeting must contain the text of the proposed amendment.

Article XIII, Sect. 2

Section 2. Procedure for Placement of Bylaw Amendments on the Ballot. Proposed amendments to the Bylaws may be placed on the ballot by:

- (a) The Board of Directors, upon its own initiative or at the request of a member;
- (b) submitting a petition in accordance with Section 3 of this Article XIII.

Article XIII, Sect 3

Section 3. Procedure for Bylaw Amendments by Petition. A petition to amend the Bylaws must:

- (a) Identify the sponsor(s) of the amendment;
- (b) state whether any sponsor:
 - (1) is, or is a close relative of, a Cooperative employee or director;
 - (2) is, or is a close relative of, someone who is employed by, has a material financial interest in, or purchases services from a competitor of the Cooperative;
- (c) contain the exact wording of the proposed Bylaw change;
- (d) contain a summary and analysis of the proposed Bylaw amendment prepared by the Cooperative's counsel;
- (e) be dated and contain the printed names, addresses, and original dated signatures (obtained within ninety (90) days of the petition date) from at least ten percent (10%) of the membership of the Cooperative as of the date of submission;
- (f) be submitted not less than one hundred twenty (120) days prior to the scheduled meeting at which the Bylaw revision is to be considered by the members;
- (g) determined to be lawful by the Board of Directors legal counsel; and

(h) not be altered or modified after delivery to the Cooperative.

For purposes of Article XIII, Section 3, a "close relative" is defined as set forth in Article IV, Section 8, and "the Cooperative" includes any Cooperative's subsidiary.

IN WITNESS WHEREOF, we have hereunto set our hands this 23rd day of December, 1977.

ROBERT BANTA
DANNY GLASEN
JAMES ILIFF
JOHN JOSLIN
KEN ROEMHILDT
JOHN R. WILSON
JACK DINEEN
HOLLIS HENRICHS
ALEX JANSON
DOUG LONGACRE
ROBERT TURNER, SR.