



With the exception of incumbents running for reelection, all candidates for election to the Board of Directors must be nominated by petition. The petition must be signed by fifteen (15) or more cooperative members and submitted no later than Friday, March 15th at 6:00 p.m.

This year there are two seats up for election in Valdez, currently held by Bill Bryson and Ryan Morgan, and one seat available in Glennallen, currently held by Jason Hoke. Bill Bryson has reached his term limits and is not eligible for reelection. Ryan Morgan and Jason Hoke will be seeking reelection.

BOARD RESPONSIBILITIES

The board of directors has the following major responsibilities:

1. Determine CVTC's Mission and Purpose
2. Select the Chief Executive Officer/General Manager
3. Support the Chief Executive Officer/General Manager and review his/her performance
4. Ensure effective organizational planning
5. Ensure adequate resources
6. Manage resources effectively
7. Determine and monitor CVTC and its subsidiaries' services
8. Enhance CVTC's public image
9. Assess its' own performance

BOARD MEETINGS

At least 9 regular meetings per year (3-6 hours each, not including travel) one evening per month, generally the fourth Thursday, rotating between Glennallen and Valdez. Subsidiary meetings follow the CVTC meeting. Board members are encouraged to attend all meetings in person. However, when circumstances occur that prevent in-person attendance, video-conferencing and telephonic attendance are available. Per CVTC's bylaws, a director must attend at least 2/3 of the regularly scheduled board meetings in a 12-month period, beginning with the month of their election. In addition:

- 2-3 special meetings per year (6-8 hours each) evenings or Saturdays
- 1-2 two-day (weekend) strategic planning sessions
- Various educational & legislative seminars and conferences which generally require 5-6 days each, including travel.

CVTC Directors are paid a fee for attendance at board meetings within CVTC's service area, plus mileage for travel. For meetings/seminars outside CVTC's service area, directors are paid for attendance at the meeting, including one day on each end for travel, plus reimbursement for travel related expenses (airfare, hotel, registration, meals etc.)

BENEFITS

Aside from the obvious benefit of serving on a board that moves telecommunications forward for your community, you receive some tangible benefits as well.

- Discounts on many of the services offered by CVTC
- Each director is also provided with \$100,000 24-hour accident insurance and \$100,000 hi-limit AD&D insurance provided by NTCA.

SECTION 4.3 DIRECTOR QUALIFICATIONS

No person shall be eligible to become or remain a Director, or to hold any position of trust in the Cooperative who:

[a] Is a close relative of an incumbent Director or of an employee of the Cooperative, or is not a member in good standing of the Cooperative and receiving service therefrom at either the member's primary residential abode or place of business. For the purpose of this section and these Bylaws, "close relative" includes parents, husband, wife, children, brothers, sisters, grandparents, grandchildren, uncles, aunts, nephews, and nieces, by blood, by marriage, or by adoption, and spouses of any of the foregoing, or anyone who principally resides in the same residence.

[b] Is an officer or employee of a collective bargaining unit with which the Cooperative has a labor contract;

[c] Is in any way employed by or financially interested in a competing enterprise, or a business selling telecommunication service or supplies to the Cooperative.

[d] Has not disclosed a financial interest of the person or a close relative in a business which sells or intends to sell supplies or services to the Cooperative.

[e] PROVIDED, that the operating and chief executive of any member which is not a natural person, such as a corporation, church, or its designee, shall notwithstanding that said executive does not receive residential service from the Cooperative be eligible to become a Director, if such designee (1) is in substantial permanent occupancy, direction or use of the premises served by the Cooperative, and (2) is a bona fide permanent and year-round resident within or in close proximity to an area served by the Cooperative, but, provided further, that no more than one (1) such person may serve on the Board of Directors at the same time.

[f] No person shall be eligible to become or remain a Director of, or to hold any other position of trust in the Cooperative who does not have the legal capacity to enter into a binding contract pursuant to the laws of the State of Alaska.

[g] Upon establishment of the fact that a nominee for Director lacks eligibility under this section or as may be provided elsewhere in these Bylaws, it shall be the duty of the chairman presiding at the meeting at which such nominee would otherwise be voted upon to disqualify such nominee. Upon the establishment of the fact that any person being considered for, or already holding, a directorship or other position of trust the Cooperative lacks eligibility under this Section, it shall be the duty of the Board of Directors to withhold such position from such person, or to cause the Director to be removed therefrom, as the case may be.

[h] To remain a Director, the Director must attend two-thirds (2/3) or more of the regular meetings during each twelve-month period, beginning with the month of his/her election. Upon establishment of the fact that a Director is in violation of any of the provisions of this section, that office shall be deemed vacant.

[i] Nothing contained in this section shall, or shall be construed to, affect in any manner whatsoever the validity of any action taken at any meeting of the Board of Directors, unless such action is taken with respect to a matter which is affected by the provisions of this section and in which one or more of the Directors have an interest adverse to that of the Cooperative.