



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 **Thursday March 19th at 6:00 p.m.** Signatures on the petition must match those on file with CVTC. Occasionally, non-members will accidentally sign a petition, or a signature may not be able to be validated. Submission is encouraged prior to the deadline in case additional signatures are required. Invalid or late petitions will not be accepted. Petitions may be returned to one of CVT's offices or, preferably, via email to Rebecca Smith at rsmith@cvtc.org.

There is one three-year seat available in Valdez, currently held by Scott Malone, and one three-year seat available in Glennallen, currently held by Karen Linnell. Both incumbents will be seeking re-election.

BOARD RESPONSIBILITIES

The Board of Directors has the following major responsibilities:

1. Determine CVTC's Mission and Purpose
2. Select the Chief Executive Officer
3. Support the Chief Executive Officer and review their 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), typically held on the fourth Tuesday of the month. The location of the meetings is split between Glennallen and Valdez, with telephonic and video conferencing 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, there may be:

- 2-3 special meetings per year (6-8 hours each) on evenings or Saturdays
- 1-2 two-day (weekend) strategic planning sessions
- Opportunities to attend 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 a fee for each day of attendance, 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] Has been an employee of the Cooperative or a subsidiary within the past two (2) years.

[f] Is currently a complainant in an administrative proceeding or a plaintiff in any litigation in which the Cooperative, a Cooperative employee or a Board member is an adverse party, if the subject matter of the litigation arises out of or otherwise concerns the affairs of the Cooperative; or a close relative as defined in section 4.3(a).

[g] 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.

[h] 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.

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

[j] 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.

[k] 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.

