



557 Kenny Wren Road
P.O. Box 350
Dillingham, Alaska 99576

BYLAWS

Nushagak Electric and Telephone Cooperative, Inc.

Bylaw Table of Contents

Article		Page
Article I	Membership	4
Section 1	Requirements for Membership.....	4
Section 2	Joint Membership	5
Section 3	Conversion of Membership	5-6
Section 4	Purchase of Service.....	6
Section 5	Termination of Membership.....	6-7
Article II	Rights and Liabilities of Membership	8
Section 1	Property Interest of Members.....	8
Section 2	Non-Liability for Debts of the Cooperative.....	8
Article III	Membership Meetings	9
Section 1	Annual Membership Meetings.....	9
Section 2	Special Meetings.....	9
Section 3	Notice of Members' Meetings.....	9
Section 4	Waver of Notice.....	9
Section 5	Quorum.....	10
Section 6	Voting.....	10
Section 7	Order of Business.....	10-11
Article IV	Directors	12
Section 1	General Powers.....	12
Section 2	Election and Tenure of Office.....	12
Section 3	Qualifications.....	12-13
Section 4	Nominations.....	13
Section 5	Credentials and Election Committee.....	13-14
Section 6	General Manager/Chief Executive Officer.....	14
Section 7	Rules and Regulations.....	15
Section 8	Removal of Directors by Members.....	15
Section 9	Vacancies.....	15
Section 10	Compensation.....	16
Section 11	Director Conduct.....	16-17
Article V	Meetings of Directors	18
Section 1	Regular Meetings.....	18
Section 2	Special Meetings.....	18
Section 3	Notice of Directors' Meetings.....	18
Section 4	Quorum.....	18

Section 5	Attendance at Meetings.....	18
Section 6	Rules of Order.....	19
Article VI	Officers.....	20
Section 1	Number.....	20
Section 2	Election and Term of Office.....	20
Section 3	Removal of Officers and Agents by Directors.....	20
Section 4	President.....	20-21
Section 5	Vice-President.....	21
Section 6	Secretary.....	21
Section 7	Treasurer.....	22
Section 8	Delegation of Secretary's and Treasurer's Responsibilities.....	22
Section 9	Bonds of Officers.....	22
Section 10	Compensation.....	22
Section 11	Reports.....	22
Article VII	Patronage Capital.....	23
Section 1	Patronage Capital.....	23-24
Article VIII	Fiscal Management and Accounting.....	25
Section 1	Revenues and Expenditures.....	25
Section 2	Accounting System and Reports.....	25
Section 3	Fiscal Year.....	25
Article IX	Disposition of Property.....	26
Section 1	Disposition of Property.....	26
Article X	Seal.....	27
Section 1	Seal.....	27
Article XI	Financial Transactions.....	28
Section 1	Contracts.....	28
Section 2	Checks, Drafts, Etc.....	28
Section 3	Deposits.....	28
Section 4	Change in Rates.....	28
Article XII	Miscellaneous.....	29
Section 1	Membership in Other Organizations.....	29
Section 2	Waver of Notice.....	29
Article XIII	Amendment.....	30
Section 1	Amendments.....	30
Section 2	Bylaws Committee.....	30
Article XIV	Adoption.....	31
Section 1	Adoption.....	31

**NUSHAGAK ELECTRIC AND TELEPHONE COOPERATIVE, INC.
BYLAWS**

ARTICLE I

MEMBERSHIP

Section 1: Requirements for Membership

Any person, firm, association, corporation, body politic, agency or subdivision thereof may become a member of Nushagak Electric and Telephone Cooperative, Inc. (hereinafter referred to as the "Cooperative") by:

- a. Agreeing to comply with and be bound by the Articles of Consolidation and Bylaws of the Cooperative, as amended by the membership from time to time, the tariffs, and other rules and regulations adopted by its Board of Directors;
- b. Paying the membership fee hereinafter specified; and
- c. Agreeing to provide the Cooperative, without compensation, with reasonable rights-of-way as may be required by the services offered by the Cooperative in the immediate area;

Provided, however, that upon complying with the requirements set forth above, any applicant shall automatically become a member on the date of submission of application for service, provided that the Board of Directors may by resolution deny an application and refuse to extend service upon its determination that the applicant is not willing or is not able to satisfy and abide by the Cooperative's terms and conditions for membership and that such application should be denied for good cause; and provided further that any person whose application for membership has been submitted and denied by the Board of Directors may, by filing a written request thereof with the Cooperative at least thirty (30) days prior to the next meeting of the members, have his, her, or its application submitted to and approved or disapproved by the vote of the members at such meeting at which the applicant shall be entitled to be present and to be heard.

Members of Nushagak Electric Cooperative, Inc., and Nushagak Telephone Cooperative, Inc., shall automatically become members of the Cooperative except that no person may hold more than one (1) membership in the Cooperative, and no membership in the Cooperative shall be transferable, except as provided in these Bylaws. No person or entity shall be refused membership because of race, color, creed, disability, age, sex, or national origin.

The term "member," as used in these Bylaws, shall refer equally to each person who is an individual or joint member and to each firm, association, corporation, body politic or agency or subdivision thereof which has been accepted for membership in the Cooperative.

** Article IV: Amendment: Section 1: Bylaws Committee: Amended April 10, 2012 at the 11th Annual Membership meeting by a majority vote of the Cooperative's Member-owners.*

Section 2: Joint Membership

Any two natural persons occupying the same premises may apply for a joint membership and, subject to their compliance with the requirements set forth in Section 1 of this article, will, unless denied, be accepted for such membership. The term “member,” as used in these Bylaws, shall be deemed to include any two natural persons occupying the same premises 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 to, 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 have the effect of constituting a joint waiver of notice of the meeting;
- b. The vote of either, separately or 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. The divorce of the parties to a joint membership, upon issuance of a decree of divorce, shall terminate the joint membership in the Cooperative;
- h. Either, but not both, may be elected or appointed as an officer or director, provided that both meet the qualifications for such office.

Section 3. 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 the other person occupying the premises to comply with the Articles of Consolidation, Bylaws, tariffs, rules, and regulations adopted by the Board of Directors;
- b. Upon the death of either person who is a party to the joint membership, such membership shall be held solely by the survivor; provided, however, that the estate of the deceased shall not be released from any debts due the Cooperative;
- c. Upon the legal separation, divorce, or other termination of a joint membership by the holders of a joint membership, such membership shall continue to be held solely by the one who continues directly to occupy or use the premises covered by such membership in the same manner and to the same effect as though membership had never been joint,

provided that irrespective of the automatic termination above, the person continuing to occupy and use the premises covered by the membership shall apply to the Cooperative for an individual membership; and provided further that the other person shall not be released from any debts due the Cooperative but may, upon compliance with the requirements set forth above, be accepted for individual membership in the Cooperative.

Section 4. Purchase of Service

Each member shall pay for service received from the Cooperative at rates which shall, from time to time, be fixed by the Board of Directors; provided, however, that the Board of Directors may limit the amount of service or services which the Cooperative shall be required to furnish to any one member. Each member shall pay all amounts owed by such member to the Cooperative as, and when, the same shall become due and payable.

The Cooperative shall use reasonable diligence to furnish its members with adequate and dependable service, although it cannot and does not guarantee a continuous and uninterrupted supply thereof.

Each member shall cause all premises receiving service pursuant to this membership to become and to remain wired in accordance with the National Electrical Code, any applicable state statutes or local government ordinances, or the regulations of the Cooperative. If the foregoing specifications are variant, the more exacting standards shall prevail. Each member shall be responsible for and shall indemnify the Cooperative and its employees, agents, and independent contractors against death, injury, loss, or damage resulting from any defect in or improper use or maintenance of such premises and all the wiring and apparatus connected thereto or used thereon.

Each member shall make available to the Cooperative a suitable site, as determined by the Cooperative, for the Cooperative's equipment and other physical facilities and shall be the Cooperative's bailee of such facilities.

Section 5. Termination of Membership

Upon a member's failure, after the expiration of the initial time limit prescribed either in a specific notice to that member or in the Cooperative's applicable rules and regulations, to pay any amounts due the Cooperative for service or to cease any other noncompliance membership obligations, a person's membership shall automatically be suspended; and the member shall not during such suspension be entitled to receive that service from the Cooperative or to cast a vote at any meeting of the members.

During the period of suspension, the Cooperative may apply any portion of the membership fee paid by the member to reduce any debts or obligations owing from the member to the Cooperative. Payment of all amounts due the Cooperative, including any membership fee applied and any additional charges required for such reinstatement, and/or cessation of any other noncompliance with membership obligations within the final time limit provided in such notice or rules and regulations, shall automatically reinstate the membership, in which event the

member shall thereafter be entitled to receive service from the Cooperative and to vote at the meetings of its members.

Upon failure of a suspended member to be automatically reinstated to membership, as provided above, the member may, without further notice, but only after due hearing if such is requested by the member, be expelled by resolution of the Board of Directors at any subsequently held regular or special meeting of the Board.

Any person so expelled may, by delivering written notice to that effect to the Cooperative at least thirty (30) days prior to the next meeting of the members, appeal to and be present and heard at such meeting, which may vote approval of such expulsion or disapproval thereof, in which latter event such person's membership shall be reinstated retroactively to the date of his, her, or its expulsion. After any finally effective expulsion of a member, the member may not again become a member except upon new application therefor duly approved by the Board of Directors.

The Board of Directors, acting upon principles of general application in such cases, may establish such additional terms and conditions for renewed membership as it determines to be reasonably necessary to assure the applicant's compliance with all membership obligations.

Upon the termination in any manner of a person's membership, the member's estate, as the case may be, shall be entitled to refund of the membership fee (and to the service security deposit, if any, theretofore paid the Cooperative), less any amounts due the Cooperative; but the member's estate, as the case may be, shall not be released from any debtors or other obligations then remaining due the Cooperative.

Notwithstanding the suspension, expulsion, or termination of a member, as provided for herein, such suspension or expulsion shall not, unless the Board of Directors shall expressly so elect, constitute such release of such person from his, her, or its membership obligations so as to entitle the member to purchase from any other person any service for use at the premises to which such service has theretofore been furnished by the Cooperative pursuant to such membership.

ARTICLE II

RIGHTS AND LIABILITIES OF MEMBERSHIP

Section 1. Property Interest of Members

Upon dissolution, after paying, or discharging, or adequately providing for the payment or discharge of all its debts, obligations, and liabilities, other than those to patrons arising by reason of their patronage, the Cooperative shall distribute any remaining sums among its members and former members in proportion to their patronage of each type of service offered by the Cooperative where margins are separately assigned as capital credits, except as participation in such distribution may have been legally waived. In the event of the lawful liquidation, through transfer or sale, of all the property and assets of the Cooperative, the proceeds of such liquidation, transfer, or sale shall be distributed in the same manner as hereinabove provided for in the case of dissolution.

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. No member shall be liable or responsible for any debts or liabilities of the Cooperative.

ARTICLE III

MEMBERSHIP MEETINGS

Section 1. Annual Membership Meetings

The annual membership meeting shall be held on such convenient date during the month of March or April of each year, at such place in the City of Dillingham, State of Alaska, as shall be designated by the Board of Directors in the notice of meeting, for the purpose of electing directors, passing upon reports for the previous fiscal year, and transacting such other business as may properly come before the meeting. Failure to hold an annual membership meeting at the designated time or place shall not work a forfeiture or dissolution of the Cooperative.

Section 2. Special Meetings

Special meetings of the members may be called by resolution of the Board of Directors, or upon a written request signed by any four (4) directors to the president, 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 meeting to be given as hereinafter provided. Special meetings of the members may be held at any place within the City of Dillingham specified in the notice of the special meeting. Written or printed notice stating the place, day, and hour of the special meeting and the purpose or purposes for which the meeting is called shall be delivered not less than ninety (90) nor more than one hundred twenty (120) days before the date of the meeting, either personally or by mail, by or at the direction of the secretary, or upon a default in duty by the secretary, by the members calling the meeting, to each member.

Section 3. Notice of Members' Meetings

Written or printed notice stating the place, day, and hour of the annual meeting shall be delivered not less than twenty-eight (28) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the secretary, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his, her, or its address 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.

Section 4. Waiver of Notice

Any person entitled to notice of a meeting may waive such notice in writing, either before or after such meeting. If any such person shall attend such meeting, such attendance shall constitute a waiver of notice of such meeting, unless such person participates therein solely to object to the transaction of any business because the meeting has not been legally called or convened.

Section 5. Quorum

As long as the total number of members does not exceed five hundred (500), ten percent (10%) of the total number of members present in person shall constitute a quorum. In case the total numbers of members shall exceed five hundred (500), fifty (50) members or three percent (3%) of the members present in person, whichever shall be the larger, shall constitute a quorum. If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting from time to time without further notice. The minutes of each meeting shall contain a list of the members present in person. The number of members for determination of a quorum and for the purpose of establishing the voter rolls shall be equal to the number of valid memberships outstanding at the close of the business week prior to the date of the meeting.

Section 6. 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 the majority of the members voting thereon in person, except as otherwise provided by law, the Articles of Consolidation, or these Bylaws. 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 member in sufficient time for such members to reasonably dispatch their ballots to meet the deadline fixed for receipt of ballots at the Cooperative's office in Dillingham, Alaska ("voter's certificate" is defined as a line or other space reserved for the voter's signature). Ballots of members voting by mail must be received at the Cooperative's headquarters in Dillingham, Alaska, not later than twelve o'clock (noon) on the last business day of the week prior to the annual membership meeting or special meeting. In lieu of casting a ballot by mail, a member may register a vote by special ballot at the meeting. A credentials and election committee shall be appointed by the Board of Directors as referenced in Article IV, Section 5, in advance to ensure validity of the mailed ballots to be counted. The credentials and 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, the credentials and 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.

Section 7. Order of Business

The Board of Directors, prior to the meeting, shall appoint a member or other qualified individual who shall act as chairman of the meeting of the membership.

The order of business at the annual meeting of the members and, insofar as possible, at all other meetings of the members, shall be essentially as follows:

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

- b. Reading of the notice of 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;
- c. Reading of unapproved minutes of previous meetings of the members, or the waiver thereof, and the taking of necessary action thereon;
- d. Presentation and consideration of reports of officers, directors, and committees;
- e. Election of directors;
- f. Unfinished business;
- g. New business properly brought before the meeting and noticed to the membership; and
- h. Adjournment.

Notwithstanding the foregoing, the Board of Directors may, from time to time, establish a different order of business for the purpose of assuring the earlier consideration of an action upon any item of business, the transaction of which the Board considers desirable in advance of any other item of business; provided, however, that no business other than recess of the meeting to another time and place may be transacted until and unless the existence of a quorum is first established.

ARTICLE IV

DIRECTORS

Section 1. General Powers

The management of the business and affairs of the Cooperative shall ultimately be vested in a Board of nine (9) directors who shall exercise all of the powers of the Cooperative except those powers which are by law, the Articles of Consolidation, or these Bylaws conferred upon or reserved to the membership.

Section 2. Election and Tenure of Office

The Board of Directors shall consist of nine (9) board members. Each director will be elected for a three (3) year term.

Election Cycle

Seat A 1,2,3

Seat B 1,2,3

Seat C 1,2,3

At each subsequent annual membership meeting, three (3) Board seats of three (3) year terms which become vacant under the schedule set forth above, or Board seats which become vacant by removal or resignation, shall be filled and elected by secret ballot of the membership.

If an election of directors shall not be held on the day designated herein for the annual membership meeting, or at any adjournment thereof, a special meeting of the membership shall be held within a reasonable time thereafter for the purpose of electing directors. Each director shall be elected by a plurality and not a cumulative vote of the members. Drawing by lot shall resolve any tie votes. *

Section 3. 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 not an individual or joint member of the Cooperative or is not a natural person, and who is not a bona fide resident in the area served by the Cooperative and receiving service therefrom at the member's primary residential abode; or
- b. Is an employee or close relative of an incumbent director or of a regular employee of the Cooperative. As used in these Bylaws, "close relative" means a person who, by blood or in law, is a husband, wife, father, mother, sister, brother, son, or daughter.
- c. Is in any way employed by or financially interested in a competing enterprise, or a business selling electric energy or supplies or telecommunications services to the

cooperative, or a business primarily engaged in selling electrical fixtures or supplies to the members of the Cooperative, or a business selling communication service or supplies to the Cooperative, or a business primarily engaged in selling communications fixtures or supplies to the members of the Cooperative.

- d. Has been convicted of a felony and has not had his civil rights restored.
- e. Has been convicted of a crime involving fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, or insider trading.

Upon the establishment of the fact that a director is holding office in violation of any of the foregoing provisions, the Board of Directors shall remove such director 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 of Directors.

Section 4. Nominations

It shall be the duty of the Board of Directors to appoint, not less than sixty-six (66) days before the date of a meeting of the members at which directors are to be elected, a committee on nominations, consisting of not less than five (5) nor more than seven (7) members. No member of the Board of directors may serve on such a committee.

The committee, keeping in mind the principle of geographic representation among the Board of Directors, shall prepare and post at the principal office of the Cooperative, at least fifty-five (55) days before the meeting, a list of nominations for directors equal to or greater than the number of positions to be filled. *

Any fifteen (15) or more members, acting together, may make other nominations by petition not less than forty-five (45) days prior to the meeting and the secretary shall post such nominations at the same place where the list of nominations made by the committee is posted. The secretary shall mail with the notice of the meeting, or separately, a statement of the number of directors to be elected and the names and addresses of the candidates, specifying separately the nominations made by the committee on nominations and the nominations made by petition, if any, together with a ballot to allow voting by mail. *

Section 5. Credentials and Election Committee

The Board of Directors shall, at least seven (7) days before any meeting of the members for which the members may vote in person or by mail, appoint a credentials and election committee. The committee shall consist of an uneven number of Cooperative members, not less than three (3) nor more than five (5), who are not members of the nominating committee or existing Cooperative employees, agents, officers, directors, or known candidates for director, and who are not close relatives or members of the same household thereof.

In the event a quorum of the credentials and election committee fails to appear at the annual meeting, the Board of Directors may appoint appropriate substitutes so the meeting may proceed.

The committee shall elect its own chairman and secretary prior to the member meeting. It shall be the responsibility of the committee to establish or approve the manner of conducting member registration and any ballot or other voting, to pass upon all questions that may arise with respect to the registration of members in person, to count ballots or other votes cast in any election or in any other matter, to rule upon the effect of any ballots or other vote irregularly or indecisively marked or cast, to rule upon all other questions that may arise relating to member voting and the election of directors (including, but not limited to, the validity of petitions or nominations or the qualifications of candidates and the regularity of the nominations and election of directors), and to pass upon any protest or objection filed with respect to the election or to conduct affecting the result of any election.

In the exercise of its responsibility, the committee shall have available to it the advice of counsel provided by the Cooperative. In the event a protest or objection is filed concerning any election, such protest or objection must be filed during, or within three (3) business days following the adjournment, or recess of, the meeting in which the voting is conducted. The committee shall thereupon be reconvened, upon notice from its chairman, not more than seven (7) days after such protest or objection is filed. The committee shall hear such evidence as is presented by the protestor(s) or objector(s), who may be heard in person, by counsel, or both, and any opposing evidence; and the committee, by a vote of a majority of those present and voting, shall within a reasonable time but not more than thirty (30) days after such hearing, render its decision based upon the evidence presented, the result of which may be to affirm the election, to change the outcome thereof, or to set it aside. The committee may not affirmatively act on any matter unless a majority of the committee is present. The committee's decision (as reflected by a majority of those actually present and voting) on all matters covered by this section shall be final.

** Article IV: Amendment: Section 3: Bylaws Committee: Amended April 10, 2012 at the 11th Annual Membership meeting by a majority vote of the Cooperative's Member-owners.*

** Article IV: Amendment: Section 5: Bylaws Committee: Amended April 10, 2012 at the 11th Annual Membership meeting by a majority vote of the Cooperative's Member-owners.*

Section 6. General Manager/Chief Executive Officer

The Board of Directors may appoint a general manager/chief executive officer who may be, but who shall not be required to be, a member of the Cooperative. The general manager/chief executive officer, together with such other staff, agents, or employees as the general manager/chief executive officer may select, with the consent of the Board of Directors, shall perform such duties and shall exercise such authority as the Board of Directors may from time to time vest in the general manager/chief executive officer.

Section 7. Rules and Regulations

The Board of Directors shall have power to make, adopt, and enforce such rules and regulations, not inconsistent with law, the Articles of Consolidation, or these Bylaws, as it may deem advisable, for the management of the affairs and business of the Cooperative, for the protection of its investments, and for the interest and welfare of the members thereof.

Section 8. Removal of Directors by Members

Any member may bring a charge for cause against a director by filing with the secretary such charge in writing and, by filing such charge, together with a petition signed by at least ten percent (10%) of the members, may request the removal of such director by reason thereof; provided, however, that the signatures of members shall be acceptable only when affixed to a sheet on which the petition herein is fully set forth; and provided further, that the person who solicited the signatures affixed to such petition shall acknowledge thereon before a person authorized to take acknowledgement of deeds that the person had read the petition and the said charges against such director to each member prior to the latter subscribing their names thereto.

Such director 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 to the charges; and the person or persons bringing the charges against the director shall have the same opportunity. The question of the removal of such director shall be considered and voted upon at the annual meeting of the members or at any special meeting called for that purpose and shall be based upon the evidence presented at the meeting. Any vacancy created by such removal from office shall cause the meeting to be recessed and the vacancy filled at a reconvened meeting after compliance with the Bylaw provisions with respect to nominations and notice to the membership.

Section 9. Vacancies

Subject to the provisions of these Bylaws with respect to filling vacancies caused by the removal of directors by the members, a vacancy occurring in the Board may be filled by the affirmative vote of the majority of the remaining directors, and the member so elected to the Board shall serve until the next annual meeting of the members that is at least sixty (60) days after the vacancy occurs, or until a successor has been elected and has qualified. The Board of Directors shall publicly post a notice regarding a vacancy at least thirty (30) days prior to filling the vacancy, regardless of whether the Board fills the vacancy, at the annual meeting that is at least sixty (60) days after the vacancy occurs. The members shall elect one of their number to serve as director during the unexpired portion of the term vacated; subject, however, to the provisions of Article IV, Sections 2, 3, and 4 of the Bylaws as amended. *

Section 10. Compensation

Directors shall not receive any salary for their services as directors, except that, by resolution of the Board of Directors, a fixed fee and travel expenses of attendance, if any, may be allowed for attendance at each meeting of the Board of Directors, or for a meeting of a committee thereof, or when a director is otherwise representing the Cooperative in an official capacity. No director shall receive compensation for serving the Cooperative in any other capacity, nor shall any close relative of a director receive compensation for serving the Cooperative, unless the payment and amount of compensation shall be specifically authorized by a vote of the members, or unless the service by such director or close relative shall have been certified by the Board of Directors as a temporary and emergency measure.

The Cooperative shall indemnify present and former directors, officers, the general manager/chief 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 or were not against the best interests of the Cooperative. The Cooperative may purchase insurance to cover such indemnification.

Section 11. Director Conduct

Unless modified or prohibited by law:

- a. Director Standard of Conduct. A director shall discharge the director's duties, including duties as Board Committee member:
 - (1) In good faith;
 - (2) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
 - (3) In a manner the director reasonably believes to be in the Cooperative's best interest.
- b. Director Reliance on Others. Unless a director possesses knowledge concerning a matter making reliance unwarranted, then in discharging a director's duties, including duties as a Board Committee member, a director may rely upon information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by:
 - (1) One (1) or more Cooperative officers or employees whom the director reasonably believes to be reliable and competent in the matters prepared or presented; and

- (2) Legal counsel, public accountants, or other individuals regarding matters the director reasonably believes are within the individual's professional or expert competence.
- c. Director Liability. If a director complies with this Bylaw, then the director is not liable to the Cooperative, any member, or any other individual or entity for action taken, or not taken, as a director. No director is deemed a trustee regarding the Cooperative or any property held or administered by the Cooperative, including, without limit, property potentially subject to restrictions imposed by the property's donor or transferor.
- d. Directors elected after 2007 must acquire professional certification equal to or of a greater extent than the Credentialed Cooperative Director designation offered by NRECA or NTCA or NWPPA to be eligible for subsequent or concurrent terms. Such training to be provided locally once every three (3) years.
- e. Directors shall be ineligible for any employment with the Cooperative for a period of six (6) months from the end of the most recent term on the Board. *

** Article IV Directors: Section 4: Nominations: Amended April 4, 2007 at the 6th Annual Membership meeting by a majority vote of the Cooperative's Member-owners.*

** Article IV: Directors: Section 2: Election and Tenure of Office: Amended April 3, 2008 at the 7th Annual Membership meeting by a majority vote of the Cooperative's Member-owners.*

** Article IV: Directors: Section 2: Director Conduct: Amended April 3, 2008 at the 7th Annual Membership meeting by a majority vote of the Cooperative's Member-owners.*

** Article IV: Directors: Section 9: Vacancies: Amended March 29, 2011 at the 10th Annual Membership meeting by a majority vote of the Cooperative's Member-owners.*

ARTICLE V

MEETINGS OF DIRECTORS

Section 1. Regular Meetings

A regular meeting of the Board of Directors shall be held without notice, immediately after and at the same place as the annual meeting of the members. A regular meeting of the Board of Directors shall also be held monthly at such time and place in the Cooperative's service area as the Board of Directors may provide by resolution. Such regulation monthly meeting may be held without notice other than such resolution fixing the time and place thereof.

Section 2. Special Meetings

Special meetings of the Board of Directors may be called by the president, by any four (4) directors, or by the general manager/chief executive officer, and it shall thereupon be the duty of the secretary to cause notice of such meeting to be given as hereinafter provided. The president, directors, or general manager/chief executive officer calling the meeting shall fix the time and place, which shall be in the Cooperative's service area, for the holding of the meeting.

Section 3. Notice of Directors' Meetings

Written notice of the time, place, and purpose of any special meeting of the Board of Directors shall be posted publicly and delivered, either personally or telephonically, to each director not less than two (2) days previously thereto, or, if by mail, not less than four (4) days previously thereto, by or at the direction of the secretary, or upon a default by the secretary, by the president or the directors calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the director at his or her address as it appears on the records of the Cooperative, with postage thereon prepaid.

Section 4. Quorum

A majority of the Board of Directors shall constitute a quorum, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time; and provided further that the secretary shall notify any absent directors of the time and place of such adjourned meeting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, and a voice vote of the directors is specifically authorized.

Section 5. Attendance at Meetings

If a director is absent from three (3) successive regular Board meetings, such absences may, for good cause, be excused by the Board. If such absences are not excused by the Board, or if the director is absent from four (4) successive regular Board meetings, with or without good cause, the director shall be deemed to have resigned from the Board of Directors, and the vacancy thereby resulting will be filled as provided in Article IV, Section 9, of these Bylaws, as amended.

Section 6. Rules of Order

Parliamentary procedure at all meetings of the members, of the Board of Directors, of any committee provided for in these Bylaws, and of any other committee of the members or Board shall be governed by the most recent edition of *Robert's Rules of Order*, except to the extent such procedure is otherwise determined by law or by the Cooperative's Articles of Consolidation or Bylaws.

ARTICLE VI

OFFICERS

Section 1. Number

The officers of the Cooperative shall be a president, a vice president, a secretary, and a treasurer, and such other officers as may be determined to be necessary by the Board of Directors from time to time. 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 annually, by ballot, by and from the Board of Directors, 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, that election shall be held as soon thereafter as is convenient. Each officer shall hold office until the first meeting of the Board of Directors following the next succeeding annual meeting of the members or until his or her successor shall have been elected and shall have qualified. A vacancy in any office shall be filled by the Board of Directors for the unexpired portion of that term of office.

Section 3. Removal of Officers and Agents by Directors

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Cooperative will be served thereby.

In addition to the foregoing provision, any member of the Cooperative may bring a charge against any of its officers or agents, together with a petition signed by ten percent (10%) of the members, and by filing with the secretary such charge in writing, any member may request the removal of such officer or agent. The person against whom such charge has been brought shall be informed in writing of the charge at least ten (10) days prior to the Board meeting at which the charge is to be considered and shall have an opportunity at the meeting to be heard in person or by counsel, and to present evidence concerning the charge; and the person or persons bringing the charge against the officer or agent shall have the same opportunity.

In the event the Board determines that removal of such person is not advisable, the question of retention in office shall be considered and voted upon at the next annual or special meeting of the members.

Section 4. President

The president shall:

- a. Be the principal executive officer of the Cooperative and, unless otherwise determined by the Board of Directors, shall preside at all meetings of the members or the Board of Directors.

- b. Sign any deeds of trust, notes, bonds, contracts, or other instruments authorized by the Board of Directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board of Directors 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 of Directors from time to time.

Section 5. Vice President

In the absence of the president, or in the event of the president's 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 duties as from time to time may be assigned by the president or by the Board of Directors.

Section 6. Secretary

The secretary shall:

- a. Keep or supervise the keeping of the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose;
- b. Ensure that all notices are duly given in accordance with these Bylaws, or as may be required by law;
- c. Be custodian of the corporate records and of the seal of the Cooperative and shall affix the seal of the Cooperative to all documents, the execution of which by the secretary on behalf of the Cooperative and under its seal is hereby authorized in accordance with the provisions of these Bylaws;
- d. Keep or supervise the keeping of a register of the names and mailing addresses of all members;
- e. Have general charge and custody of the books of the Cooperative;
- f. Keep on file at all times a complete copy of the Articles of Consolidation and Bylaws of the Cooperative, including all amendments thereto, which copies shall be open to inspection by any member; and
- g. In general, perform all duties incident to the office of secretary, and perform such other duties as from time to time may be assigned by the Board of Directors.

Section 7. Treasurer

The treasurer shall:

- a. Have charge and custody of, and be responsible for, supervising all funds and securities of the Cooperative;
- b. Be responsible for supervising 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; and
- c. In general, perform all the duties incident to the office of treasurer, and perform such other duties as from time to time may be assigned by the Board of Directors.

Section 8. Delegation of Secretary's and Treasurer's Responsibilities

Notwithstanding the duties, responsibilities, and authorities of the secretary and of the treasurer herein provided, the Board of Directors by resolution may, except as otherwise limited by law, delegate, wholly or in part, the responsibility and authority for, and the regular or routine administration of, one or more of the officer's duties to one or more agents, other officers, or employees of the Cooperative who are not directors.

To the extent that the Board does so delegate with respect to any such officer, that officer, as such, shall be released from such duties, responsibilities, and authorities.

Section 9. 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 give bond in such sum and with such surety as the Board of Directors shall determine. The Board of Directors, at its discretion, may also require any other officer, agent, or employee of the Cooperative to give bond in such amount and with such surety as it may determine.

Section 10. Compensation

The powers, duties, and compensation of all officers, agents, and employees of the Cooperative shall be fixed by the Board of Directors and shall be subject to the provisions concerning compensation for directors, or close relatives of directors, contained in Article IV, Section 10, of these Bylaws.

Section 11. Reports

The officers of the Cooperative shall submit, at each annual meeting of the members, a report setting forth the business of the Cooperative for the previous fiscal year. Such report shall set forth the physical and financial condition of the Cooperative at the close of such fiscal year.

ARTICLE VII

PATRONAGE CAPITAL

Section 1. Patronage Capital

The Cooperative shall at all times be operated on a cooperative, nonprofit basis for the mutual benefit of its patrons. The Cooperative's operations shall be so conducted that all patrons, members and nonmembers alike, will, through their patronage, furnish capital for the Cooperative, subject to the provisions for sinking funds and reserves as provided by Article VIII of these Bylaws.

In order to induce a stable and growing patronage and to assure that the Cooperative will operate on a nonprofit basis, the Cooperative shall be required to account, on a patronage basis, to all its patrons, members and nonmembers alike, for all amounts received from the furnishing of cooperative services in excess of the sum of (a) operating costs and expenses properly chargeable against the furnishing of such services, and (b) amounts required to offset any losses incurred during the current or any prior fiscal year. All such amounts in excess of the sum of (a) operating costs and expenses properly chargeable against the furnishing of any such service, and (b) amounts required to offset any losses incurred during the current or any prior fiscal year, at the moment of receipt by the Cooperative, shall be received with the stipulation that they are furnished by the patrons, members and non-members alike, as capital.

The Cooperative shall pay all such amounts in excess of the sum of (a) operating costs and expenses properly chargeable against the furnishing of any such service, and (b) amounts required to offset any losses incurred during the current or any prior fiscal year to the patrons by means of credits to the capital account for each patron. The books and records of the Cooperative shall be 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 to the capital account of each patron for each class of service to which margins are separately assigned as capital credits, 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, her, or its account.

Any such amount credited to the capital account of any patron shall have the same status as though it had been paid to the patron in cash pursuant to a legal obligation to do so, and the patron had then subsequently furnished the Cooperative a corresponding amount for capital.

In the event of dissolution or liquidation of the Cooperative, after all outstanding indebtedness of the Cooperative shall have been paid, any outstanding capital credits shall be retired without priority, on a pro rata basis, before any payment is made on account of any property right of a member.

If, at any time prior to dissolution or liquidation, the Board of Directors shall determine that the financial condition of the Cooperative shall not be impaired thereby, the capital then credited to a patron's account may be retired in full or in part. The Board of Directors shall determine the

method, basis, priority, and order of retirement, if any, for all amounts furnished as capital. Capital credited to the account of each patron shall be assignable only on the books of the Cooperative pursuant to written instructions from the assignor and only successors in interest or successors in occupancy of all or part of such patron's premises then serviced by the Cooperative, unless the Board of Directors, acting under policies of general application, shall determine otherwise.

Notwithstanding any other provision of these Bylaws, the Board of Directors, at its discretion, shall have the power at any time, upon the death of any patron who was a natural person, if the legal representative of his or her 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 of Directors, acting under policies of general application, and the legal representative of the patron's estate, shall reach mutual agreement upon; provided, however, that the financial condition of the Cooperative shall not be impaired thereby.

The disposition of non-operating margins shall be handled in the same manner as the disposition of operating margins.

The patron hereby grants the Cooperative a security interest in the patron's capital credit account as collateral to secure the repayment of any amount owed by such patron to the Cooperative. The Cooperative, before retiring any capital credited to any patron's account, shall deduct therefrom any amount owing by such patron to the Cooperative, together with interest thereon at the legal rate of interest allowed on judgments in the State of Alaska in effect when such amount became overdue, compounded annually.

ARTICLE VIII

FISCAL MANAGEMENT AND ACCOUNTING

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 the State of Alaska applicable to all cooperative associations and corporations, which system shall at all times provide the proper reserves for payments 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.

Section 2. Accounting System and Reports

The accounting system adopted and maintained by the Board of Directors shall conform to such rules and regulations applicable to accounting systems, their establishment and operation, as may from time to time be promulgated by the Administrator, Rural Utilities Service, United States Department of Agriculture, or which may be established by any applicable laws, rules, and regulations of the United States, the State of Alaska, or any regulatory agency thereof, of competent jurisdiction. The Board of Directors shall also, after the close of each fiscal year, cause to be made a full, complete, and independent audit of the accounts, books, and financial condition of the Cooperative as of the end of such fiscal year. Such audit reports, or an accurate summary thereof, shall be submitted to the members at the next following annual meeting.

Section 3. Fiscal Year

The fiscal year of the Cooperative shall be January 1 to December 31 of each calendar year.

ARTICLE IX

DISPOSITION OF PROPERTY

Section 1. Disposition of Property

- a. The Board of Directors shall have full power and authority, without authorization by the members, to authorize the execution and delivery of a mortgage or mortgages, or a deed or deeds of trust, of any and all of the property, rights, privileges, licenses, franchises, and permits of the Cooperative, 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 Cooperative.
- b. Aside from the provisions of Section 1(a), above, the Cooperative may not otherwise sell, lease, or in any other manner dispose of more than 15 percent of the Cooperative's total assets, less depreciation, as reflected on the books of the Cooperative at the time of the transaction unless the transaction is authorized under this subsection. The transaction is by the affirmative vote of not less than two-thirds of the members voting on the transaction if the number of members voting to approve it constitutes a majority of all the members of the Cooperative; provided, however, that the Board of Directors may, upon the authorization of the majority of those members of the Cooperative voting on the issue in an election in which at least 10 percent of the eligible members return ballots, sell, lease, or otherwise dispose of all or a substantial portion of its property to: the holder or holders of any notes, bonds, or other evidence of indebtedness issued to the United States of America or any agency or instrumentality thereof; another Cooperative or to the State if the sale complies with Alaska Statute 10.25.400(d).
- c. In addition to any other member authorization required under this section, the Cooperative may not sell, lease or otherwise dispose of more than 50 percent of the assets of any division of the Cooperative (less depreciation), as reflected on the books of the Cooperative at the time of the transaction is approved under the subsection. The transaction is approved if after approval by the Board of Directors, the transaction is also approved by the affirmative vote of a majority of the members voting on the transaction.

*

** Article IX: Disposition of Property: Section 1: Disposition of Property: Amended March 29, 2011 at the 10th Annual Membership meeting by a majority vote of the Cooperative's Member-owners. .*

ARTICLE X

SEAL

Section 1. Seal

The corporate seal of the Cooperative shall be in the form of a circle and shall have inscribed thereon the name of the Cooperative and the words "Corporate Seal, Alaska."

ARTICLE XI

FINANCIAL TRANSACTIONS

Section 1. Contracts

Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or officers or 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 specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, and all notes, bonds, and other evidences of indebtedness issued in the name of the Cooperative shall be signed 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 of Directors.

Section 3. Deposits

All funds of the Cooperative shall be deposited from time to time to the credit of the Cooperative in such financial institutions as the Board of Directors may select.

Section 4. Change in Rates

Written notice shall be given to the Administrator of the Rural Utilities Service of the United States of America not less than ninety (90) days prior to the date upon which any proposed change in the rates charged by the Cooperative for Cooperative services becomes effective or as soon as such rates are approved by the Board of Directors.

ARTICLE XII
MISCELLANEOUS

Section 1. Membership in Other Organizations

The Cooperative may, upon the authorization of the Board of Directors, purchase stock in or become a member of any corporation or organization which, in the judgment of the Board of Directors, facilitates the provision of necessary services to the residents of the cooperative's service area.

Section 2. Waiver of Notice

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

** Article XII: Amendment: Section 1: Bylaws Committee: Amended April 10, 2012 at the 11th Annual Membership meeting by a majority vote of the Cooperative's Member-owners.*

ARTICLE XIII

AMENDMENT

Section 1. Amendments

Unless these Bylaws provide otherwise, these Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the members voting by mail or in person at any regular membership meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment, or repeal.

Section 2. Bylaws Committee

It shall be the duty of the Board of Directors to appoint a committee on bylaws, not less than sixty (60) days before the annual membership meeting when proposed changes are submitted to the Board of Directors on any given year. The committee on bylaws, consisting of not less than five (5) nor more than seven (7) members, shall be selected from different sections of the service area of the Cooperative when possible so as to ensure equitable representation. No member of the Board of Directors may serve on such a committee. *

The committee shall review the proposed changes to the Bylaws of the Cooperative, consider any recommendations for revisions thereof which may be made by the Board of Directors or any member, and report its recommendations concerning the Bylaws to the Board of Directors in sufficient time for the Board of Directors to take action to include proposed changes approved by the Board on the notice for the membership meeting. *

Nothing herein shall be interpreted to limit the authority of the Board of Directors to propose changes in the Bylaws to the members at any regular or special membership meeting called for that purpose.

Nothing herein shall be interpreted to limit the right of the members to call a special meeting for any proper purpose pursuant to Article III, Section 2, herein, except that all proposed changes to the Bylaws shall be submitted to the Bylaws Committee appointed by the Board for review and recommendation.

** Article XIII: Amendment: Section 2: Bylaws Committee: Amended April 4, 2007 at the 6th Annual Membership meeting by a majority vote of the Cooperative's Member-owners.*

ARTICLE XIV

ADOPTION

Section 1. Adoption

The initial Bylaws of Nushagak Electric and Telephone Cooperative, Inc., were adopted by the incorporators and initial Board of Directors of Nushagak Electric and Telephone Cooperative, Inc., at the initial meeting held on June 5, 2001, in Dillingham, Alaska.

The Bylaws of Nushagak Electric & Telephone Cooperative, Inc., were subsequently amended by the membership at the Annual Membership Meeting held on April 23, 2003 in Dillingham Alaska.

Pete Andrew, President
Board of Directors

ATTEST:

Rae Belle S. Whitcomb, Secretary
Board of Directors

S E A L