



NOTICE OF THE
2026 ANNUAL MEETINGS OF THE MEMBERS OF
ARCTIC SLOPE TELEPHONE ASSOCIATION COOPERATIVE, INC.

MEMBER REGISTRATION FOR DOOR PRIZES AT EACH MEETING ENDS 30
MINUTES AFTER A QUORUM IS ESTABLISHED OR THE MEETING BEGINS,
WHICHEVER IS LATER

SCHEDULE

By Resolution of the Board of Directors of the Arctic Slope Telephone Association Cooperative, Inc., you are advised that the Annual Meetings of the members in the following districts of the Cooperative will be held on the following days, times, and places:

July 13, 2026	Monday	Point Hope	12:00 p.m.
July 13, 2026	Monday	Point Lay	6:00 p.m.
July 14, 2026	Tuesday	Atqasuk	12:00 p.m.
July 14, 2026	Tuesday	Wainwright	6:00 p.m.
July 15, 2026	Wednesday	Nuiqsut	12:00 p.m.
July 15, 2026	Wednesday	Utqiagvik	7:00 p.m.
July 16, 2026	Thursday	Prudhoe Bay	9:00 a.m.
July 16, 2026	Thursday	Kaktovik	12:00 p.m.
July 16, 2026	Thursday	Anaktuvuk Pass	6:00 p.m.

Each meeting will start as close to the appointed time as possible. In the event of aircraft delays, accommodations issues, or weather events, the meeting will be automatically postponed until the issues are resolved. Every effort will be made to hold the meeting as quickly as possible.



The Board Member or village representative in each community will be advised of any delays and the rescheduling of any meeting.

PURPOSE OF MEETINGS

The following business will be transacted at the meeting:

1. Review and approval of the minutes of the 2025 annual member meetings of the Cooperative.
2. Presentation of management reports outlining the Cooperative's present financial condition, and its short and long-range plans.
3. Election of directors for the following districts:

Anaktuvuk Pass	3-year term
Kaktovik	3-year term
Wainwright	3-year term
4. Voting on proposed amendments to the Bylaws.
5. Such other business as may properly be brought before each community meeting.

Copies of the 2025 annual meeting minutes for your community will be available for inspection immediately before the 2026 district meeting and at the meeting. If you wish to review copies before the meeting, or if you wish to review copies of the meeting minutes from other district meetings, please email marketing@astac.net.

BOARD OF DIRECTORS' ELECTION

In 2024, Cooperative members passed an amendment to ASTAC's Bylaws that modified the election procedures for district elections.



Beginning with the 2025 election and continuing for the 2026 election, Cooperative members in good standing from each district holding a Director election were able to submit an application to be a candidate for their district. No more than three (3) members from each district may appear on the ballot. If more than three (3) qualified members submit complete applications, the first three (3) applications received by the Cooperative will be accepted and those members will appear on the ballot for their district. The application must be signed by five (5) members in good standing in the applicant's district. Consistent with the Bylaws, the Cooperative set the application period to open on March 20, 2026, and close on April 29, 2026. The application was available on ASTAC's website and upon request by email to marketing@astac.net.

Consistent with Article IV, Section 4(d) of the Bylaws, the Board of Directors appointed the following Directors to sit on the Election Committee: Marietta Aiken, Sophie Tracey, and Olivia Cabinboy. No applications were received by the April 29, 2026 deadline for Anaktuvuk Pass. The Election Committee met and solicited a candidate for that district as described in Article IV, Section 4(d)(2) of the Bylaws.

Pursuant to Article IV, Sections 3 and 4 of the Bylaws, the Election Committee certified the following members submitted valid applications to run for the Board of Directors by the April 29, 2026 deadline or were solicited to run in the election by the Election Committee and are eligible to appear on the ballot for the Board positions open at the following communities:

<u>WAINWRIGHT</u>	<u>DISTRICT 3 - Three Year Term:</u> Isabel Nashookpuk
<u>KAKTOVIK</u>	<u>DISTRICT 6 - Three Year Term:</u> Carla SimsKayotuk
<u>ANAKTUVUK PASS</u>	<u>DISTRICT 7 - Three Year Term:</u> Lawrence Burris

To qualify as a candidate for an open seat on the Board of Directors, the Cooperative member must be a member in good standing or the authorized representative of a member in good standing.



The candidate must also be in good standing on the date of the district election. The candidate must be a full-time resident or maintain his or her primary place of employment in the district where the Board seat is open or, for non-natural members, be an authorized representative of a non-natural member with a place of business within the district. A candidate may not be an employee of the Cooperative or in any way employed by or financially interested in an enterprise that competes with the Cooperative or any of its subsidiaries, is a wholesale, resale interexchange, interconnection or competitive local exchange service provider, or is involved in a joint venture or other business relationship with the Cooperative or one of its subsidiaries, or is a business engaged in selling telephone supplies, or constructing or maintaining telephone facilities.

AMENDMENT TO BYLAWS

The Board of Directors authorized two (2) amendments to the Bylaws to be placed on the ballot through two (2) separate Resolutions: Resolution 2026-07 and Unanimous Consent Resolution 2026-11.

The purpose of the Bylaws Amendment described in Resolution 2026-07 is to adjust Director compensation to compensate for market and inflationary changes, to streamline the compensation structure for ease of implementation, and related changes. The proposed changes would amend portions of Article IV, Board Members, Section 7, Compensation, as indicated in the Resolution below.

RESOLUTION 2026-07

RESOLVED that the following amendments to the provisions of the Amended Bylaws of Arctic Slope Telephone Association Cooperative, Inc. are recommended in order to adjust Director compensation to compensate for market and inflationary changes, to streamline the compensation structure for ease of implementation, and related changes.



The recommendation of the Board shall be presented to the Cooperative's Membership for approval at the 2026 Annual Meetings, additions in underline and omissions in ~~striketrough~~:

(Article IV) SECTION 7. Compensation. Board members shall not receive a salary for their services. No Board member shall receive compensation for serving the Cooperative in any other capacity, unless the payment and amount of compensation shall be specifically authorized by a vote of the Board or the service by the member shall have been certified by the Board after the fact as an emergency measure. Board members may be reimbursed for expenses actually and necessarily incurred in carrying out Cooperative business. The Cooperative shall arrange and pay for airfare, hotel and ground transportation expenses and registration fees for Cooperative meetings and other approved activities. Board members may be reimbursed for (a) expenses actually and necessarily incurred when such arrangements have to be charged or supplemented for reasons beyond the director's control; and (b) reasonable rental car, ~~or taxi, or rideshare~~ costs. Each Director will receive compensation for meals at 165% of the daily rate set by the United States General Services Administration or Department of Defense (as applicable) for attendance at Board meetings or approved activities. Each Director shall also receive Four Hundred Eighty Dollars (~~\$400~~480) per day for each meeting of the regular or special Board meeting when the Director attends the meeting for more than four hours; ~~Two Three Hundred Fifty Dollars (\$250~~300) per day for each regular or special meeting of the Board meeting when the Director attends the meeting for four hours or less; ~~Two Hundred Fifty Dollars (\$250)~~ per day when the Director attends a committee meeting; Three Hundred Sixty Dollars (~~\$300~~360) per day for travel days when the Director is in transit to and from each meeting or approved activity; ~~One Hundred Dollars (\$100)~~ per day when a Director attends a regular or special Board meeting for less than one hour. Each Board member shall be entitled to select either a consumer mid-range cellular telephone service or a consumer mid-range internet service plan to support Cooperative activities.



A Board member shall be required to reimburse the Cooperative for expenses incurred or funds advanced for meetings or activities in which the Board member does not participate.

The purpose of the Bylaws Amendment described in Unanimous Consent Resolution 2026-11 is to address the treatment of grant funds and the effect these funds have on the Cooperative's capital credit procedures, to establish a structure for the equitable treatment of such funds for purposes of capital credits, and related changes. The Amendment is designed to avoid negative impacts on members' credits during years when the grant funds are received and tax depreciation taken on the underlying assets. Additional information regarding the proposed Amendment is available on the Cooperative's website on the Annual Meeting page. The proposed changes would amend portions of Article VII, Non-Profit Operation, Section 2, Patronage Capital in Connection with Furnishing Telephone or Telecommunication and Cooperative Services, and add a new Section 3, Grant-Funded Capital Credit Account, as indicated in the Unanimous Consent Resolution below.

UNANIMOUS CONSENT RESOLUTION 2026-11

...

NOW THEREFORE, BE IT RESOLVED that the following amendments to the provisions of the Amended Bylaws of Arctic Slope Telephone Association Cooperative, Inc. are recommended in order to address the treatment of grant funds and the effect these funds have on the Cooperative's capital credit procedures, to establish a structure for the equitable treatment of such funds for purposes of capital credits, and related changes. The recommendation of the Board shall be presented to the Cooperative's Membership for approval at the 2026 Annual Meetings, additions in underline and omissions in ~~strikethrough~~:

(Article VII) SECTION 2. Patronage Capital in Connection with Furnishing Telephone or Telecommunication and Cooperative Services.



Only retail services provided to the public by the Cooperative, or a wholly owned subsidiary of the Cooperative, purchased by the member or patron for the member or patron's use as an end user, qualify as patronage. The purchase of exchange access, interconnection or services for resale to others, shall not qualify for patronage and shall not be considered "telephone or related telecommunications and Cooperative services" for purposes of patronage capital allocations. The treatment of capital attributable to the Cooperative by means of qualified grant funds shall be allocated and treated as described in Section 3 of this Article. In the furnishing of telephone or related telecommunication and Cooperative services, the Cooperative's operations shall be so conducted that all members and 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 members and patrons for all amounts received and receivable from the furnishing of telephone or related telecommunication services in excess of operating costs and expenses properly chargeable against the furnishing of telephone or related telecommunication services. 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 members and patrons as capital. The Cooperative is obligated to pay by credits to a capital account for each member and 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 member and patron is clearly reflected and credited in an appropriate record to the capital account of each member and patron and the Cooperative shall within a reasonable time after the close of the fiscal year notify each member and patron of the amount of capital so credited to his account.



All such amounts credited to the capital account of any member and patron shall have the same status as though they had been paid to the member or patron in cash in pursuance of a legal obligation to do so and the member or patron had then furnished the Cooperative corresponding amounts for capital.

...

(Article VII) SECTION 3. Grant-Funded Capital Credit Account. All taxable grant proceeds received by the Cooperative for the acquisition, construction, or improvement of capital assets shall be accounted for separately from member-specific patronage capital and credited to a distinct capital account designated as the Grant-Funded Capital Credit Account. Except as described in this subsection, such Grant-Funded Capital Credits shall not be subject to the provisions of Section 2 of Article VII.

Amounts credited to the Grant-Funded Capital Credit Account shall constitute capital furnished to the Cooperative and shall be treated as nonpatronage-sourced capital for capital credit purposes. Such amounts shall not be allocated to individual members or patrons, shall not be assignable, and shall not be subject to retirement prior to dissolution or liquidation of the Cooperative, except as otherwise required by applicable law.

For capital credit purposes, the Cooperative shall allocate to the Grant-Funded Capital Credit Account the depreciation, amortization, or other cost recovery deductions allowable with respect to assets acquired, constructed, or improved with taxable grant proceeds. Such depreciation allocations shall reduce the balance of the Grant-Funded Capital Credit Account and shall not be treated as patronage dividends, qualified or nonqualified written notices of allocation, or per-unit retains.



The Grant-Funded Capital Credit Account shall be maintained in a manner that clearly reflects that no member or patron has a vested ownership interest in such account prior to dissolution or liquidation, and no allocation with respect to such account shall give rise to a deduction under Subchapter T of the Internal Revenue Code (or the applicable section of the Internal Revenue Code, as amended).

The Board of Directors is authorized to adopt policies and accounting procedures consistent with generally accepted accounting principles, Subchapter T of the Internal Revenue Code (or the applicable section of the Internal Revenue Code, as amended), Treasury Regulations, and applicable state law to administer the Grant-Funded Capital Credit Account, including the timing and method of depreciation allocations and the maintenance of adequate records.

Upon dissolution or liquidation of the Cooperative, the balance of the Grant-Funded Capital Credit Account shall be distributed in accordance with the provisions governing dissolution set forth in these Bylaws, including Section 2 of Article VII, and applicable law.

VOTING RIGHTS

Your Cooperative has two (2) classes of membership. The first class consists of natural members who are persons. The second class consists of non-natural members that are not people but are organizations, such as businesses, governmental agencies, or religious organizations. Certain organizations are patrons who are entitled to capital credit but are not allowed to vote on Cooperative matters.

If you have a joint membership, either joint member may register and vote at the district meeting. Joint members have only one vote, however.

A member may only have one membership. Landline, cellular, and internet members are each entitled to vote. A member with both a telephone and an internet account are one member with one vote.



A sole proprietorship is considered owned by the individual who operates it. So, if a member owns a business and has a home telephone and/or an internet account and a business telephone, the member will have only one vote. However, if one spouse or partner has a home number in the spouse's name and the other spouse or partner has a separate business number or an internet account not held jointly with the other spouse, each spouse or partner has separate memberships and each spouse or partner will have one vote.

Non-natural members such as corporations, partnerships, limited liability companies, or religious organizations each have one vote regardless of the size of the organization or the number of offices or telephone lines it may have. Likewise, governmental organizations such as the State of Alaska or the North Slope Borough each have one vote regardless of their size, number of programs, or locations in several villages. Anyone intending to vote on behalf of a member which is not an individual, such as a business or governmental agency, must have proper authorization to do so and must be prepared to provide proof of such authorization upon request. Organizations may designate an individual to act or vote on their behalf by completing the Voting on Behalf of Business Authorization Form available upon request at marketing@astac.net.

Members may vote by mail, electronically, or in person at the meeting in their district and only once on any matter submitted for a vote. No member may vote by a proxy or appoint a delegate to vote on the member's behalf. You may only vote for one nominee for the open seat on the Board of Directors for your district, if your district is holding an election. The candidate receiving the highest number of votes cast by the members in the candidate's district will be elected to the Board. In the event of a tie between two (2) or more candidates, the candidate assuming the seat will be chosen by the flip of a coin. Amendments to the Bylaws will be approved if a majority of those members who cast a ballot approve the amendment.

VOTING BY MAIL

Members may vote by mail ahead of the Annual Meetings. To vote by mail, a member must request a paper ballot at least 15 days before the close of voting (before June 22, 2026).



Members may request a paper ballot by email at marketing@astac.net, telephone at 1-800-478-6409, in person at the main office of the Cooperative in Anchorage, Alaska, and at the Retail Store in Utqiagvik, Alaska. Voting opens on May 27, 2026. You may only vote for one nominee for the open seat on the Board of Directors for your district, if your district is holding an election.

ONCE YOU HAVE MARKED YOUR BALLOT, INSERT THE BALLOT IN THE RETURN ENVELOPE ADDRESSED TO THE COOPERATIVE. THE MEMBER MUST SIGN THE BACK OF THE ENVELOPE IN THE SPACE PROVIDED AND INSERT EITHER THE MEMBER'S LAND LINE TELEPHONE OR CELLULAR PHONE NUMBER ON THE BALLOT. PROMPTLY MAIL THE BALLOT AND ENVELOPE BACK TO THE COOPERATIVE. YOUR BALLOT MUST BE RECEIVED BY 5:00 P.M. ON JULY 6, 2026, TO BE COUNTED. A BALLOT ENVELOPE WHICH IS NOT COMPLETELY FILLED OUT OR IS NOT SIGNED BY THE MEMBER OR WHOSE SIGNATURE CANNOT BE READ BY THE COOPERATIVE WILL NOT BE COUNTED.

PLEASE NOTE THAT IF YOU VOTE BY MAIL, YOU MUST STILL ATTEND THE ANNUAL MEETING IN YOUR DISTRICT TO QUALIFY FOR THE DOOR PRIZE DRAWINGS.

VOTING ELECTRONICALLY

The Cooperative will also conduct voting for the open seats on the Board of Directors and Bylaws amendments electronically. To place an electronic vote, simply log in to your ASTAC SmartHub online account at: <https://astac.smarthub.coop/Login.html> click on the "Vote Now" icon once logged in. If your vote is successfully received by the Cooperative, you will receive a confirmation notification. Online voting begins May 27, 2026. ELECTRONIC VOTES MUST BE CAST (AND RECEIVED) BY 5:00 P.M. ON JULY 6, 2026.

If you do not have an ASTAC SmartHub account or have difficulty voting online, contact the ASTAC customer service department at 1-800-478-6409.

PLEASE NOTE THAT IF YOU VOTE ELECTRONICALLY OR BY MAIL, YOU MUST STILL ATTEND THE ANNUAL MEETING IN YOUR DISTRICT TO QUALIFY FOR THE DOOR PRIZE DRAWINGS.



QUORUM AND APPROVAL REQUIREMENTS

For the Annual Meeting to be properly held in each community, at least five percent (5%) of the members of the community must attend the meeting, vote by mail, or vote electronically - with the exception of communities which have more than 1,000 members, where at least 50 members must vote or attend the meeting. If insufficient members attend, the meeting will have to be postponed, at great expense to the Cooperative. Therefore, it is extremely important that at least the minimum number of people set forth below appear at each meeting.

The minimum number of members which must appear in each district as of May 12, 2026 (the record date), are as follows:

District 1:	Point Hope	2
District 2:	Point Lay	1
District 3:	Wainwright	3
District 4:	Atqasuk	2
District 5:	Nuiqsut	2
District 6:	Kaktovik	2
District 7:	Anaktuvuk Pass	1
District 8:	Prudhoe Bay	3
District 9:	Utqiagvik	28

REGISTRATION AT EACH MEETING FOR THE PURPOSE OF ELIGIBILITY FOR DOOR PRIZES WILL END THIRTY (30) MINUTES AFTER A QUORUM IS ESTABLISHED OR THE MEETING STARTS, WHICHEVER IS LATER. REGISTRATION FOR THE PURPOSE OF VOTING WILL CONTINUE UNTIL THE ELECTION SUPERVISOR ANNOUNCES THE CLOSE OF VOTING.



BYLAWS

A copy of the Bylaws are available for inspection at the main office of the Cooperative in Anchorage, Alaska, at the Retail Store in Utqiagvik, Alaska, or by emailing marketing@astac.net. Copies will also be available at the Annual Meeting in your community.

It is extremely important for the success of your Cooperative that you attend and participate in the Annual Meeting in your community. Members of the Cooperative's staff and the Cooperative's attorney will be available during and after the meeting to answer any questions you might have regarding your Cooperative.

Several door prizes will be drawn at each meeting. Members in good standing in the district where a meeting is being held who attend the meeting and register before the deadline (described above) will be eligible for the door prizes. If you have any questions with respect to the scheduling or agenda of any annual meeting, please contact Kyla Steward, the Cooperative's Communications and Marketing Manager, at kyla@astac.net.

ARCTIC SLOPE TELEPHONE ASSOCIATION
COOPERATIVE, INC.

Dated: May 27, 2026

Jens Laipenieks

General Manager/CEO

By:  _____

