

**ARTICLES OF ASSOCIATION  
OF  
SOUTH CENTRAL ALASKA UTILITY ASSOCIATION (SCAUA)**

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**ARTICLE I: NAME**

The name of this association shall be the SOUTH CENTRAL ALASKA UTILITY ASSOCIATION.

**ARTICLE II: PURPOSE**

The purpose of this association is to foster and promote in all lawful ways the mutual interests, welfare and safety of the operations of public utilities; to provide a forum and opportunity for every public utility to discuss the various problems concerning their mutual problems and responsibilities; to hold regular meetings for discussions of general interest to public utility operations; to disseminate information to the membership and to sponsor legislation throughout the Kenai Peninsula Borough, Matanuska Susitna Borough, Municipality of Anchorage, and Whittier.

**ARTICLE III: MEMBERSHIP**

Section 1. Qualifications. Any firm or organization engaged in the public utility business in the South Central Alaska area and certificated by the Regulatory Commission of Alaska may become a Primary Member of the association.

Section 2. Election of Members. Any firm may be elected upon a written request to the association and upon receiving a majority vote of the members of the association at a regular meeting.

Section 3. Associate Membership and Supportive Membership. The members may, by majority vote, establish associate membership and supportive membership. Associate members shall be exempt from payment of membership fees, but are subject to assessments and shall be entitled to all the privileges of Primary members, except the right to hold the office of President or Vice President. Supportive members shall be exempt from payment of any membership fees or assessments and shall be entitled to all the privileges of Primary members, except the right to hold office.

Section 4. The following are the present members of the association.

#### PRIMARY MEMBERS

ACS  
Anchorage Water & Wastewater  
Chugach Electric Association  
ENSTAR Natural Gas Co.  
GCI Inc.

Matanuska Electric Association  
Matanuska Telephone Association  
Municipal Light & Power  
TelAlaska Inc.

#### ASSOCIATE MEMBERS

State of Alaska, Department of Transportation & Public Facilities  
Municipality of Anchorage, Dept. of Public Works  
Alaska DigLine Inc.  
Alaska Railroad Corporation  
Matanuska Susitna Borough

#### SUPPORTIVE MEMBERS

Associated General Contractors  
Utility Contractors of Alaska  
Aero Map USA

Section 5. Each member shall appoint one representative and a second alternate representative to the association. The representative or alternate shall be authorized to act within reasonable limits for the organization they represent.

#### **ARTICLE IV: DUES AND ASSESSMENTS**

Dues and assessments shall be established by two-thirds (2/3) vote of the membership.

#### **ARTICLE V: POLICY**

Public positions of the association and all legislation sponsored by the association shall be by a vote of three-fourths (3/4) of the members at a meeting called for that purpose. Written notice of any proposed public position of the association or proposed legislation sponsored by the association shall be given at least ten (10) days in advance of the meeting. The written notice shall contain the proposed public position or proposed legislation.

## **ARTICLE VI: MEETINGS**

Section 1. Annual Meeting. There shall be an annual meeting on the second Tuesday in November of each year for the election of officers and for receiving the annual reports of the officers, committees, and the transaction of other business.

Section 2. Regular Meetings. Regular meetings of the association shall be held on the second Tuesday of each month and shall be called by the President or at the request of any member.

Section 3. Notice. Notice of all meetings shall be given to every member at least two (2) days before the meeting by the Secretary.

Section 4. Quorum. A majority of the Primary members must be present at a meeting to constitute a quorum.

Section 5. Voting. Each Primary member of the association shall have three (3) votes, and each Associate member shall have two (2) votes, and each Supportive member shall have one (1) vote. Unless otherwise provided in these articles, all decisions shall be by a majority vote of the members. Voting may be done either in person at the meeting or via electronic means for members unable to attend the meeting. If voting electronically, must have vote to the secretary prior to the meeting.

## **ARTICLE VII: OFFICERS**

Section 1. Number. The officers of the association shall be: President, Vice President, Secretary, and Treasurer.

Section 2. Election. The officers shall be elected at the annual meeting for a term of one year. The term of office will be from January through December. Every officer must be a representative of a Primary or Associate member of the association and no Primary or Associate member shall have more than one office at a time.

Section 3. Officers. The duties and powers of the officers of the association shall be as follows:

President: The President shall preside at the meetings of the members and shall perform such other duties as are necessarily incident to the office of the President.

Vice President: The Vice President shall act in the place of the President in the President's absence and shall perform such other duties as shall be assigned by the President.

Secretary: The Secretary shall give notice of the meeting of the association and keep a record of all the meetings of the members.



Treasurer: The Treasurer shall keep an account of all monies received and expended for the use of the association.

Section 4. Vacancies. All vacancies in an office shall be filled by a majority vote of the members at a regular meeting.


#### **ARTICLE VIII: COMMITTEES**

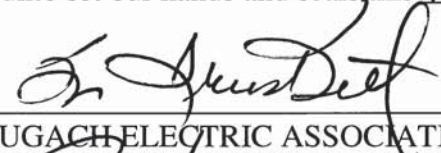
The President shall appoint such committees as deemed necessary for the good of the association.

#### **ARTICLE IX: AMENDMENTS**

These Articles may be amended by a vote of three-fourths (3/4) of the members at a meeting called for that purpose. Written notice of any proposed amendment to these Articles shall be given at least ten (10) days in advance of the meeting. The written notice shall contain the proposed amendments to these Articles.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 13<sup>th</sup> day of

July, ~~2007~~  
2010   
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CHUGACH ELECTRIC ASSOCIATION INC.

  
ANCHORAGE WATER & WASTEWATER

  
ENSTAR NATURAL GAS COMPANY INC.

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GCI INC.

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MATANUSKA ELECTRIC ASSN. INC.

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MATANUSKA TELEPHONE ASSN. INC.

  
MUNICIPAL LIGHT & POWER

  
TELALASKA INC.