

## Bylaws Blue Mountain Translator District

### I. Organization

The Blue Mountain Translator District is organized as a "not-for-profit" corporation. It is a "tax exempt" corporation recognized as such by the State of Oregon and the United States Internal Revenue Service. The Corporation purpose is to provide "over the air" television to the public in eastern Oregon.

### II. Board of Directors

The Board of Directors consists of five members. Terms of office shall be on a staggered basis. Directors are to serve terms of 4 years. Elections shall be held every 2 years. The Board of Directors are elected by the people within the boundaries of the Blue Mountain Translator District (Baker and Union Counties).

Quorum for conducting business at any Regular Board Meeting, Executive Board Meeting, or Special Board Meeting shall consist of not less than a majority of the Directors (three Board Members must be present).

The Board of Directors shall formulate the policies, manage, and have general charge of the affairs and property of the corporation, all in accordance with applicable state law and these bylaws.

All official or legal documents and contracts and/or agreements that are binding on the Board of Directors must be voted on and approved by a majority of the Board Members.

The Board of Directors shall elect from its own members a President. As provided by Oregon State Law, a Director may hold a Director and Officer position at the same time.

Directors (officers) may be removed prior to completion of term of office by: (1) Submitting a letter of resignation; (2) Request for resignation by unanimous vote of all other Directors; (3) Officers may be requested to step down from officer position by unanimous vote of all other Directors.

Such officers are to retain their position of Director and can then only be removed for "just cause" as defined by Oregon Revised Statute, or after a period of not less than 3 months from the date of removal from "officer" position.

### III. Board of Directors Meetings

Board of Directors Meetings will be held the first Tuesday of every month. These meetings are open to the public.

#### IV. Officers

PRESIDENT - The President shall preside at all meetings of the corporation. He/she shall have a vote only when a µe exists on a matter under consideration. When the President is unable to chair the "meeting, the attending Directors shall elect a "chair Pro-Tem" to conduct the meeting.

SECRETARY/TREASURER - He/she shall have charge of the corporation records; keep minutes of all board meetings; be responsible for publication of official notices for board meetings and budget committee meetings; shall have charge of the corporation books of account; shall prepare the corporate income tax return; prepare and send out billings and information to customers; prepare monthly and quarterly reports; prepare records for yearly audit by accountant; prepare the budget document for yearly budget meeting; will be responsible for accounting of all fiscal activities; will be responsible for administrative duties for the District.

The functions of the Secretary/Treasurer shall be fulfilled by a paid staff person. Such person shall be bonded in an amount determined by the Board of Directors.

#### V. Amendments

These By-Laws may be amended at any regular meeting of the Board of Directors by a majority vote of the Board, provided the amendment has been submitted in writing to the secretary at least 45 days prior to the Board Meeting. The proposed by-law amendment(s) shall be mailed to all board members with copies of the proposed by-law change, at least 30 days prior to the board meeting.

#### VI. Compensation

No Officer or Director shall receive any salary or wage unless specifically authorized by resolution of the Board of Directors. Officers or Directors shall be entitled to reimbursement for expenses incurred on behalf of the corporation.

#### VII. Dissolution

Dissolution of the corporation shall be pursuant to ORS 198.920- ORS 198.955.