

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. Directors who are not electors of the District but pay the service charge may be removed from office if the Secretary/Treasurer does not receive a service charge payment from this board member during the annual billing period.

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.

In accordance with ORS 354.655, individuals who pay the service charge but are not electors of the District may serve on the Board of Directors. In order to certify that an individual may be elected to the Board of Directors, the individual must have paid a service charge directly to the District prior to filing candidacy paperwork with the Baker County Clerk. When a non-elect

who has paid the service charge files campaign paperwork with the Baker County Clerk, the Secretary/Treasurer will verify to the Baker County Clerk that the individual has paid the service charge. When a vacancy occurs on the Board of Directors, BMTD will first consider the appointment for non-electors who have already directly paid the service charge. If no elector of the District or non-elector who has paid the service charge applies for appointment to the Board, a non-elector may not be appointed conditional upon the receipt of a service charge payment.

III. Board of Directors Meetings

Board of Directors Meetings will be held on dates chosen by the President in consultation with Directors and the Secretary/Treasurer. These meetings are open to the public.

IV. Officers

PRESIDENT AND VICE PRESIDENT - The President shall preside at all meetings of the corporation. The Vice President shall preside at meetings when the President is not available. When the President and Vice President are 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. The official title of the office may be stylized at the discretion of the Board of Directors.

V. Amendments

Amendments may be proposed during any regular monthly board meeting. The Secretary/Treasurer shall introduce a draft amendment at the next regular meeting for a first reading. Following its consideration, the Board will vote on passage during a second reading at the following regular 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.