

WEST LANE TRANSLATOR, INC.

Post Office Box 91

Florence, Oregon 97439

Since 1959

*A nonprofit corporation dedicated to maintaining direct
Television and FM broadcasting in West Lane County*

Amended & Adopted: January 27, 2021

BYLAWS

I Purpose and Mission

1. West Lane Translator's (referred to as "WLT") first concern will be to maintain the trust and respect of our community by advocating and providing a diversity of broadcast programming.
2. WLT continues to advocate for traditional and advanced forms of free direct broadcasting to the greater Florence area, and community-wide access with a bias toward regionally oriented programming.
3. Media formats, and broadcast standards will change, but not WLT's principles and mission. Users of WLT facilities must be authorized by the WLT Board of Directors.
4. WLT will remain a non-profit entity, either as defined by Oregon statutes, federal regulations or both.

II Regular Voting Members

1. Must agree with and support the mission of WLT.
2. Must live within an area reasonably served by one or more of the signals WLT hosts, and not be an employee, representative, or agent of a WLT Authorized User. Exception: Each WLT Authorized User of WLT facilities may designate one individual, who may live outside the area, to be a member and participate in achieving the mission of WLT. This membership is subject to WLT approval.
3. Must have paid their current annual dues (as determined periodically by board action) as a voting member or as a lifetime member.
4. Spouses, or other members of a voting member's family, may register as non-voting members. If desired, each may also become a voting member by separately paying annual dues.

III Directors

1. Directors must be current with their dues and regular voting members of West Lane Translator, Inc. Directors must be dedicated to the mission of WLT and are to be chosen for maturity and judgment in the guidance and management of WLT activities.
2. All Directors are to be elected by the membership at the WLT annual meeting held in January of each year. Exception: Open director positions may also be filled by membership vote at any scheduled or duly called special meeting, provided that at least one-week advance notice of such action is given to the membership.

3. The Board of Directors shall consist of a minimum of five (5), and a maximum of nine (9) directors.
4. Of the elected directors, a maximum of two (2) may be WLT Authorized User designated members, as provided above or one of the two may be qualified due to specialized knowledge relative to the functioning of WLT.
5. A quorum of directors shall consist of a majority of the Board of Directors.
6. Terms of directors shall be so staggered that one-third of the terms, or as nearly so as may be practicable, shall expire in each year. Directors shall normally be elected for terms of three years. To facilitate staggering of terms, some directors may periodically be elected for one or two-year terms. Candidates receiving the greater number of votes shall be assigned the positions with the longer terms. In the event of a tie vote among candidates that would otherwise result in nonconformity with any provision of these bylaws, the candidates receiving such a tie vote shall determine among themselves who shall fill the available position or term. Directors shall hold office until resignation by written notice, their successors are elected or until their terms are terminated sooner in accordance with these bylaws. Despite anything above, at the outset of adopting staggered terms in 2009, the board may exercise great latitude in setting terms consistent with the willingness of those directors to serve. Directors may be re-elected to their positions indefinitely, as well as to the offices they might hold.

IV Board Decisions and Elections

1. In addition to any board meetings, the board may use mail or email to make any decision or take any action that is within its power. Approval to proceed with an action shall be by a majority vote of a quorum of directors.
2. All directors and officers shall be elected (and/or re-elected) at the WLT annual meeting. Exception: In case of vacancies, elections may be held at the next scheduled or duly called special meeting, provided that at least one-week advance notice of such action is given to the membership.
3. Directors (minimum 5, maximum 9) shall be nominated and then elected by the members.
4. Election of directors shall be by a majority of those members in attendance who are current with their dues.
5. Officers, to be chosen from the Board of Directors, will then be nominated and elected by the newly constituted Board of Directors.
6. Election of officers shall be by a majority vote of a quorum of directors. Unless a member in attendance dissents (verbally or in writing), all elections can, by unanimous approval, be held by voice and/or a showing of hands. If any member objects, then all elections held during that meeting will be by secret paper ballot.

V Offices and Headquarters

1. Officer positions shall be: President, Vice President, Secretary, and Treasurer.
2. These offices must be held by different individuals. Exception: If necessitated by circumstances, upon board approval, the positions of Secretary and Treasurer may be combined.
3. In the absence of the President at a meeting, the Vice President, Secretary, or the Treasurer, in that order, shall preside at that meeting. No officer shall be compensated, except for reimbursements of out-of-pocket expenses on behalf of WLT in the normal discharge of the officer's duties. Exception: A board member providing professional services outside of normal board or officer responsibilities, upon approval of the board, may charge reasonable professional fees for such services. Examples are legal, financial, and management service fees.

4. The corporation shall maintain a permanent headquarters within 25 miles of the main post office of Florence Oregon.

VI Meetings

1. Meetings shall be held in the Florence area, unless an exception is authorized by the board.
2. Quarterly meetings shall be held in the months of January, April, July, and October unless otherwise determined by the board.
3. The January meeting is the annual meeting and shall be announced in advance in the newspaper of record in Florence Oregon.
4. With due notice, the board may call monthly or special meetings if activities so require.
5. Advance knowledge of meetings will be made available to members and the general public by notice published in the local newspaper and the Secretary, or Secretary's designee, will notify all board members of each meeting by e-mail unless requested to make notification by phone.
6. WLT Board meetings may be held as virtual meetings using either telephone or online meeting services.

VII Committees

1. The Board of Directors may create special executive committees which shall be composed only of two or more board members, and citizen members as needed, and delegate board authority to that committee. Decisions of that committee can only be overruled by a unanimous vote of the remaining Board of Directors.

VIII Bonds and Indemnity

1. At each January election, the Board of Directors may vote to impose the requirement of bond for the Treasurer for the coming year, by the unanimous vote of a quorum of directors.
2. The personal liability of each member of the Board of Directors, each uncompensated officer, and each member of the corporation, for monetary or other damages or claims, for conduct as a director, officer, or member, shall be eliminated to the fullest extent permitted by current or future law, and the corporation shall, to the fullest extent of its assets, indemnify the directors, officers and members to the fullest extent allowed under law.

IX Bylaw Amendments

1. No Bylaw amendment shall be made that pertains to matters of FCC eligibility, purpose, qualification or preference unless such amendment is required or is permitted with no detriment to the corporation's qualifying or comparative position, under revisions to FCC rules, regulations or policies as they may occur from time to time.

Signed

Julie McGrew, President

Date