

BYLAWS OF
BLUE MOUNTAIN BROADCASTING ASSOCIATION
A NON-PROFIT CORPORATION

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ARTICLE I

NAME

1. This corporation shall be known as the Blue Mountain Broadcasting Association, also referred to herein as BMBA.

REGISTERED OFFICE

2. The corporation shall maintain an office in the State of Washington, located in the County of Walla Walla.

ARTICLE II

PURPOSE

1. The purpose of this corporation shall be:
 - a) to own and operate Seventh-day Adventist television broadcasting stations serving the Walla Walla Valley and dedicated to religious- and education-oriented programming.
 - b) to foster and promote the use of television for the proclamation of the Gospel.
 - c) to broadcast an audio-visual image of the faith, practice, and mission of the Seventh-day Adventist Church, and to work in harmony with the spiritual mission of the Upper Columbia Conference of Seventh-day Adventists..
 - d) any other activity consistent with the aims and objectives of the organization.

ARTICLE III

MEMBERSHIP/CONSTITUENCY

1. Membership in the BMBA shall consist of one member for every 200 church members or fraction thereof from each participating Seventh-day Adventist Church in the Walla Walla Valley. Not less than a majority of membership shall be comprised of persons who are directors, trustees, officers, employees, or members of committees or operating boards of organizations, that are listed in the Seventh-day Adventist Yearbook. The members shall be duly elected by the respective churches. Those comprising the membership of the corporation shall serve as members for a period of one year, or until their successors are duly elected by the churches which period of time may be more or less than one year. Nothing in these articles shall prevent members from serving consecutive terms as members.

BOARD OF DIRECTORS

2. The Board of Directors of the BMBA shall consist of one member for every 500 church members or fraction thereof, from each participating Seventh-day Adventist Church in the Walla Walla Valley, but not to exceed three members from any one church. The Board members shall be duly elected by the respective churches. In addition, the Upper Columbia Conference of Seventh-day Adventists shall appoint one representative to the Board of Directors. Those comprising the membership of the Board of Directors shall serve as Directors for a period of two years, or until their successors are duly elected by the churches, which period of time may be more or less than two years. The Board of Directors may at its discretion select up to four additional Board Members at Large, length of service determined by the Board. Nothing in these articles shall prevent members from serving consecutive terms as Board members.
3. Members of the corporation and of the Board of Directors shall adhere to the stated objectives of this organization.

EXECUTIVE COMMITTEE

4. The Executive Committee shall consist of the Officers of the Board of Directors (Chairman, Vice-Chairman, Secretary, Treasurer), and the Executive Director, and is responsible for the day to day operation of the stations. The Executive Committee carries out the mandates of the Board of Directors, and refers major decisions back to the Board for approval.

EXECUTIVE DIRECTOR

5. The Executive Director is selected by the Board of Directors and is responsible for hiring station personnel with the Board's concurrence, providing vision, building strategic partnerships within the church and community, development/endowment, creating marketing strategy, managing the facility, and for working closely with the officers of the Board in resolving problems or conflicts in an expedient manner. The Executive Director normally meets with the Board of Directors but has no vote. The Executive Director shall be a member of the Seventh-day Adventist Church.

AFFILIATION WITH UPPER COLUMBIA MEDIA ASSOCIATION

6. Blue Mountain Broadcasting Association and the Upper Columbia Media Association shall work in harmony with the spiritual mission of the Upper Columbia Conference of Seventh-day Adventists. The BMBA Executive Director or appointee by the BMBA Board of Directors shall serve on the Upper Columbia Media Association Board of Directors.

ARTICLE IV

CORPORATION OFFICERS

1. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. Any two offices may be held by the same person, except the offices of President and Secretary, and the officers must be from at least two different participating churches. The officers of the corporation shall also serve as corresponding officers of the Board of Directors.

ELECTION AND TERM OF OFFICE

2. The officers of the corporation shall be elected from the Board of Directors by the Membership at the regular annual meeting of the Constituency. Each officer shall hold office until his/her successor shall have been duly elected. The term of office shall be for a period of three years. No more than two officers shall have the term of their office expire in the same year. This offset may be established during the initial election by selecting one or more officers having a term of less than three years.

REMOVAL

3. Any officer elected or appointed may be removed by the Constituency at the annual meeting or at a special meeting of the Constituency whenever, in their judgment, the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the rights of the officer so removed.

VACANCIES

4. A vacancy in any corporation office because of death, resignation, disqualification, or other reasons, may be filled by the Board of Directors for the unexpired portion of the term or until ratified by the Members at the next annual Constituency meeting.

PRESIDENT

5. The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. The President shall serve as Chairman of the Board of Directors and shall preside at all meetings of the Constituency and meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, contracts or other instruments which the Board of Directors has authorized to be executed, and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

VICE-PRESIDENT

6. In the absence of the President, or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such duties as from time to time may be assigned by the President or Board of Directors. The Vice-President shall also serve as Vice-Chairman of the Board of Directors.

SECRETARY

7. The Secretary of the corporation shall also serve as Secretary of the Board of Directors, and shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of corporate records and of the seal of the corporation; affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary by each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

TREASURER

8. The Treasurer of the corporation shall also serve as the Treasurer of the Board of Directors, and shall be responsible for the receipt and disbursement of all monies and for maintaining accurate records thereof; prepare financial reports on a quarterly basis for distribution to the Board of Directors; prepare annual financial reports for the annual Constituency meeting; prepare and submit to the Board for approval all financial reports required by law or regulation; honor such bills or invoices as authorized by the President or the Board of Directors; and shall deposit monies received in banks, savings institutions, or other accounts as authorized by the Board. The Treasurer's records shall be made available to the President, Board, or appointed auditor upon request.

ARTICLE V

ANNUAL MEETING

1. An annual meeting of the Membership/Constituency shall be held on the first Sunday of November in each year, beginning with the year 1990, for the purpose of transacting business as may come before the meeting, including the election of corporation officers.
2. A quorum for conducting business shall be the members in attendance at a duly-called meeting, provided that it is not less than one tenth of all the members who are entitled to vote. A majority vote is required for a valid action of the members present except when a different percentage is required either in the Articles of Incorporation or in these Bylaws. Nothing in these articles shall preclude this annual or any special meeting of the members from being conducted virtually by electronic media should the need arise, as long as all other conditions have been met and the voting is verifiable.
3. Notice of the annual Constituency meeting shall be made to the various participating churches at least two (2) months prior to the meeting date, providing the churches

adequate time to select their delegates (BMBA members). Participating churches shall provide BMBA with a list of constituent members from their church not later than October 15 of each year.

REGULAR MEETINGS

4. The Board of Directors shall normally meet bi-monthly, but at least once per Quarter, for the purpose of transacting regular business of the BMBA, including authorizing major purchases, receiving and approving financial statements, approving previous meeting minutes, filling officer vacancies, approving policy changes, preparing recommendations for Bylaw Amendments, establishing special study committees as deemed necessary or beneficial, and hearing reports of station operation presented by the Executive Committee members, the Station Manager, or others appointed to conduct special studies.
5. A quorum for conducting business by the Board of Directors shall consist of three-fourths of the Board Officers and half of the remaining members of the Board of Directors. Nothing in these articles shall preclude any regular or special meeting of the Board of Directors from being conducted virtually by electronic media should the need arise, as long as all other conditions have been met and the voting is verifiable.
6. Notice of the regular meetings of the Board of Directors shall be given in writing and/or personal telephone contact at least one (1) week prior to the meeting.

SPECIAL MEETINGS

7. Special meetings of the Board of Directors may be called by or at the request of the Board Chairman, the Executive Committee, or any two (2) Directors.
8. Notice of any special meeting of the Board of Directors shall be given at least two (2) days prior to the meeting, delivered in writing or by personal telephone contact.
9. A majority of the Board of Directors and a majority of the Board Officers shall constitute a quorum for the transaction of business at any special meeting.
10. Special meetings of the Constituency may be called by or at the request of the Board Chairman, the Board of Directors, or by any three participating church boards.
11. Notice of any special meeting of the Constituency shall be given to the members at least two (2) weeks prior to the meeting, delivered in writing or by personal telephone contact. A quorum shall be the same as that of the annual meeting.

ARTICLE VI

COMMITTEES

1. The Board of Directors may designate and appoint committees to advise in areas such as Engineering, Finance, Policy, Development & Marketing, Programming, Visitation, or any others as deemed beneficial to BMBA. Such committees shall be responsible to the Board of Directors and shall not have or exercise the authority of the Board in the management of the corporation, or in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the corporation; or amending, altering, or repealing any resolution of the Board of Directors.
2. Members of the committees shall adhere to the stated objectives of this organization.

TERM OF OFFICE

3. Each member of a committee shall continue as such until his successor is appointed by the Board, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

CHAIRMAN

4. One member of each committee shall be appointed chairman of that committee by the Board of Directors.

ARTICLE VII

CONTRACTS

1. The Board of Directors may authorize any corporation officer or officers, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

CHECKS AND DRAFTS

2. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the Treasurer or the President of the corporation.

DEPOSITS

3. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust funds, or other depositories as selected by the Board of Directors, and insured by a corporation of the Federal Government.

GIFTS

4. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII

BOOKS AND RECORDS

1. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and meetings of the Constituency.
2. An annual audit shall be conducted by the General Conference Auditing Service.

ARTICLE IX

FISCAL YEAR

1. The fiscal year of the corporation shall begin on the first day of January and end on the last day in December in each year.

ARTICLE X

SEAL

1. The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the words "Corporate Seal of Blue Mountain Broadcasting Association".

ARTICLE XI

PARLIAMENTARY PROCEDURES

1. Meetings of the Membership and Board of Directors shall conform to generally accepted rules of order. Should such actions be contested, the matter will be decided by *Robert's Rules of Order*.

ARTICLE XII

AMENDMENTS

1. These Bylaws may be altered, amended, or repealed and new Bylaws adopted by a two-thirds majority of the authorized Members present and voting at a regular meeting of the Membership, provided the amendment has been presented to the Membership and/or the participating church boards by the Board of Directors in writing at least two (2) weeks prior to the meeting. Amendments may be proposed by majority vote of the Board of Directors or by action of a previous meeting of the Membership.
2. The initial Bylaws will be adopted by a two-thirds majority vote of all the participating Seventh-day Adventist church boards in the Walla Walla Valley.

ARTICLE XIII

DISTRIBUTION OF ASSETS UPON DISSOLUTION OR MERGER

1. As consideration for Upper Columbia Corporation of Seventh-day Adventists providing office space at 1200 SE 12th Street for Blue Mountain Broadcasting Association and in the event of dissolution or merger of Blue Mountain Broadcasting Association, the assets of Blue Mountain Broadcasting Association shall become the property of Upper Columbia Corporation of Seventh-day Adventists, a nonprofit tax-exempt corporation within the

meaning of the Internal Revenue Code Section 501(C)(3). The assets that are held by Blue Mountain Broadcasting Association have come from many churches within the Upper Columbia Conference of Seventh-day Adventists. Therefore, it follows that in the event of dissolution or merger of the Blue Mountain Broadcasting Association, that its assets should go to the Upper Columbia Corporation of Seventh-day Adventists which is the representative organization for holding assets of the sisterhood of churches within the Upper Columbia Conference of Seventh-day Adventists. The Upper Columbia Corporation of Seventh-day Adventists and Blue Mountain Broadcasting Association shall enter into a binding contract stating this agreement. Said contract shall survive beyond Blue Mountain Broadcasting Association moving to a new facility whether or not it is owned by Upper Columbia Corporation of Seventh-day Adventists. It is also agreed that Blue Mountain Broadcasting Association occupies 1200 SE 12th Street at the will and discretion of Upper Columbia Corporation of Seventh-day Adventists.

INDEMNIFICATION

2. Blue Mountain Broadcasting Association shall reimburse, indemnify, hold harmless and defend, at Blue Mountain Broadcasting Association's expense the Upper Columbia Corporation of Seventh-day Adventists against all losses, liabilities, damage, injuries, penalties, demands, costs, attorney's fees, fines, claims or settlements, including, but not limited to, bodily injury, death, property damage or other damage arising out of all its activities, violation of any regulations, possession, use, operation, erection, dismantling, servicing or transport involving equipment.