



Confederated Tribes of Warm Springs, Oregon  
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December 27, 2018

## **Announcement of Vacancies on the Board of Directors of Warm Springs Telecommunications Company**

The Confederated Tribes of Warm Springs is seeking interested persons who are willing to serve on the 5-member Board of Directors for Warm Springs Telecommunications Company. Interested candidates must submit the following documents no later than Fri., Feb. 1, 2019: Letter of interest, resume, background check form, and credit check form. Applicants can pick up the credit and background check forms from the Executive Management office or download online at: <http://bit.ly/CTWSOBoardCommitteeInfo>. All documents must be submitted to Michele Stacona, Secretary-Treasurer/CEO, P.O. Box 455, Warm Springs, OR 97761 or dropped off at the Executive Management office.

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### ***Warm Springs Telecommunications Company*** **BOARD OF DIRECTORS** **2 Positions** Class I Tribal Member (2)

#### **V. Board of Directors** (abridged)

The business and affairs of the Company shall be managed by a Board of Directors. The Board of Directors consists of at least five and no more than seven directors ("Directors").

#### **Section 1. Classification and Term of Office.**

1. The Board of Directors shall be divided into four classes, designed Class I, Class II, Class III and Class IV. Class I, II and III directors are required classes. Class IV directors are discretionary, in the judgment of the Tribal Council.
  - a. Class I shall consist of two individuals each of whom shall be a member of the Tribe who is interested in the economic and social development of the Tribe and its membership and possesses experience in telecommunications, private industry, finance, banking or some other field which would benefit Company. Class I directors shall have an initial term of office expiring December 31, 2017, or until their successors are appointed to take office.
  - b. Class II shall consist of two individuals who shall be nonmembers of the Tribe, each of whom is interested in the economic and social development of the Tribe and its membership and possesses experience in the telecommunications or related industry. Class II directors shall have an initial term in office expiring December 31, 2018, or until their successors are appointed to take office.
  - c. Class III shall consist of one individual who shall be a member of the Tribe and who is interested in the economic and social development of the Tribe and its membership and possesses experience in telecommunication, private industry, finance, banking or some other field which would benefit Company. Class III director shall have an initial term of office expiring December 31, 2019, or until his/her successor is appointed and takes office.
2. After the expiration of the initial term of Class I, Class II, Class III, Class IV Directors, the term of office of each of said classes shall be three years from the expiration date of each class as set forth above, or until their successors are appointed and take office.
3. Directors shall be eligible for reappointment.
4. A majority of the Directors of the Board shall be members of the Tribe.

#### **Section 2. Appointment of Directors.** Directors shall be appointed by resolution of Tribal Council.

**Section 3. Duties and Powers.** The Board of Directors shall have control and management of the business and affairs of the Company. The Directors shall in all cases act as a Board, regularly convened, and in the transaction of business the act of a majority present at a meeting, except as otherwise provided by law, shall be the act of the Board provided that a quorum is present and that at least one of the Directors present shall be a tribal member. The Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Company as they deem proper, not inconsistent with the law, the Corporate Articles of Incorporation, or these Bylaws.

**Section 4. Regular Meetings.** A regular meeting of the Board of Directors, for the purpose of electing or appointing officers and for the transaction of any business which may come before the meeting, shall be held during the first week of the months of February, May, August and November. The first regular meeting of the calendar year shall be the Annual Meeting of the Board of Directors.

**Section 12. Compensation.** Directors shall receive a stipend per meeting as may be established by the Board of Directors, for their services on the Board of Directors. Expenses for attendance, if any, may be allowed. Nothing herein contained shall be construed to prevent any Director from serving the Company in any other capacity and receiving compensation thereof.

