# TELCO BOARD OF DIRECTORS

## 1 POSITION - NON-MEMBER - CLASS II

SEP 22 2020

IV. POWERS

Section 1. General Powers. The Company, subject to any restriction contained in the Constitution and laws of the United States, the Constitution and Bylaws of the Confederated Tribes, the Corporate Articles of Incorporation, or these Bylaws shall do and perform every act and thing whatsoever that the Board shall deem necessary, expedient, or advisable to carry out the purpose and objective of this enterprise and the provisions of the Articles of Incorporation and these Bylaws.

V. BOARD OF DIRECTORS

The business and affairs of the Company shall be managed by a Board of Directors. The Board of Directors consist 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, designated Class I, Class II, and 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 set forth in the appointment resolution, or until their successors are appointed and take office

(b) Class II shall consist of two individuals who shall be non-members 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, 2022 or until their successors are appointed and 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 telecommunications, private industry, finance, banking or some other field which would benefit Company. Class III Directors shall have an initial term of office set forth in the appointment resolution, or until their successors are appointed and take office

(d) Class IV shall consist of (i) two individuals, one of whom shall be members of the Tribe and one of whom shall be a nonmember of the Tribe and each of whom 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 IV directors shall have an initial term of office set forth in the appointment resolution, or until their successors are appointed and take 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 on the Board shall be members of the Tribe

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 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 7: Quorum. A majority of the number of duly appointed Directors shall constitute a quorum for the transaction of business at the regular or special meeting, provided that a least one Director present shall be a Member. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required. If less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting until a quorum is present.

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.

Letters of Interest and Resumes' of applicants interested in serving on the TELCO BOD, submit to the following address **NO LATER THAN MONDAY - OCTOBER 19, 2020**.

**Michele Stacona, Secretary-Treasurer/CEO**
**P.O. Box 455**
**Warm Springs, OR 97761**

Authorization letter may be picked up, or will be mailed to all applicants for a criminal and credit background check to be completed & returned to S/T's office. Information will be submitted confidentially to the S/T.