

PERMIAN BASIN PUBLIC TELECOMMUNICATIONS, INC. BY-LAWS

ARTICLE I

Name

1.1 Name. The Corporation shall be known as Permian Basin Public Telecommunications, Inc. also, known as Basin PBS.

ARTICLE II

Offices

2.1 Principal Office. The Corporation shall maintain its principal office in the City of Midland, Texas or other such location as set by the Board of Directors.

2.2 Other Offices. The Corporation may also have offices at such other places as the business of the corporation may require.

ARTICLE III

Members of the Corporation

3.1 Membership. The Corporation shall have no members.

ARTICLE IV

Board of Directors

4.1 General Powers and Duties. All power and authority of the Corporation shall be vested in its Board of Directors except as otherwise set forth in the Corporation's Articles of Incorporation or elsewhere within these By-laws.

The Board of Directors has five basic responsibilities:

Trusteeship: To safeguard and manage the resources and be accountable to the community

Planning: To determine what the organization should do to be a viable and significant source of community service.

Policy: To establish guidelines for operations, services, programs, and budget.

Funding: To ensure that the organization has adequate resources to carry out its work

Leadership: To select the CEO/General Manager.

It shall be the duty and responsibility of the Board of Directors:

- a. To approve all capital and operating budgets.
- b. To establish such policies for the stations as the Board deems necessary in the best interests of the Corporation.
- c. To appoint and employ a CEO/General Manager for the Corporation.

4.2 Qualifications of Directors. A member of the Board of Directors must:

- a. believe in Permian Basin Public Telecommunications, Inc. and its mission;
- b. understand Permian Basin Public Telecommunications, Inc.'s purpose and capabilities;
- c. be willing and able to invest the time required for responsible stewardship;
- d. have some of the appropriate skills (for example, financial management, fund raising) needed for a public broadcasting organization in the digital era;
- e. must be willing and able either to give money or to raise money; and provide financial support, at whatever level he or she may deem appropriate to Permian Basin Public Telecommunications, Inc.

4.3 Election of Directors. The Board of Directors of the Corporation shall consist of not less than three (3) persons nor more than fifteen (15) persons, not less than seventy-five percent (75%) of whom, as directed by the Federal Communications Commission as a condition of broadcast license, shall be citizens of the United States. If the board has in excess of twelve (12) members, not less than four (4) members of the Board of Directors shall reside in Midland County and not less than four (4) members of the Board of Directors shall reside in Ector County, and not less than four (4) members of the Board of Directors shall reside outside of Midland and Ector Counties. The Directors shall be elected by the Board of Directors from nominations submitted by a nominating committee appointed by, and comprised of members of, the Board of Directors. The nominating committee of the Board of Directors should endeavor to include nominees who reflect the geographical and ethnic characteristics of the population served, and who will cause the board as a whole to have the appropriate range of skills.

4.4 Term of Directors. The Board of Directors shall be divided into three classes, as near equal in numbers as the total number of directors on the Board permits, with the term of office of one class expiring each year. Directors of the first class shall be elected to hold office for a term expiring at the next succeeding annual meeting, Directors of the second class shall be elected to hold office for a term expiring at the second succeeding annual meeting, and Directors of the third class shall be elected to hold office for a term expiring at the third succeeding annual meeting. Subsequently, all Directors shall serve

three (3) year terms, with such terms continuing until the election and qualification of a director's successor or until an earlier resignation or removal. After serving two (2) successive full terms of three (3) years each, a director may be re-elected only after an absence of at least three years

If the President of the Board of Directors has completed two (2) three year (3) terms at the end of their Presidency, they shall serve for an additional one-year.

4.5 Staggered Terms. There shall be staggered terms of office for Directors so that one-third of the directorships shall be up for election each year (or if the number does not evenly divide by thirds, the board shall be divided as close to thirds as possible).

4.6 Resignation of Director. Any director may resign at any time upon delivery of his or her resignation in writing to the Board of Directors, the President, or other officer responsible for recording the minutes of the meetings of the Board of Directors. Such resignation shall be effective upon receipt unless specified to be effective at some later date.

4.7 Removal of Directors. The Board of Directors may remove a director at any time, for any reason, or for no reason, by a vote of two-thirds (2/3) of the directors then in office.

4.8 Director Vacancies. Any vacancy on the Board of Directors occurring during the year shall be filled by a vote of the Board, and the person so elected shall serve the unexpired portion of the term of the director whose death, resignation or removal caused the vacancy, provided, however, that if the directors remaining in office after vacancies occur on the Board of Directors constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of the majority of all the directors remaining in office. Any directorships created by reason of an increase in the number of directors on the Board of Directors shall be filled by a vote of the Board, and the new directors shall be given initial terms of one, two, or three years to ensure the equal distribution of three classes as noted in 4.3 above.

4.9 Attendance at Board Meetings. The President will act upon a request by any Director to review another director's Board meeting attendance record. A Director attending fewer than seventy-five percent (75%) of the regular meetings (including the annual meeting) held by the Board of Directors per year may be removed from the Board by a vote of a majority of the directors then in office. The Board will consider all other activities performed by a director on behalf of the station before such vote is taken.

4.10 Compensation of Directors. Directors shall receive no compensation for their services but shall be paid their reasonable and necessary expenses while engaged in the discharge of their official duties.

4.11 Meetings. There shall be three classes of meetings: annual, regular and special. These meetings shall be held at places, dates and times designated by the Chairperson of the Board.

- a. The Annual Meeting. Shall be held in the fourth quarter of each fiscal year for the consideration of the annual reports and transaction of such other business as may come before the meeting. The notice of the Annual Meeting shall be mailed to each Director at least thirty days in advance of the meeting date.
- b. The Regular Meeting. Regular meetings of the Board of Directors shall be held at regular intervals no less than six times annually as the Board shall decide. Notice of the Regular Meeting shall be emailed to each Director at least five (5) days in advance of the meeting date.
- c. The Special Meeting. Special meetings of the Board of Directors may be called by the President of the Board at his/her own behest or at the request of three or more other Directors. Notice of a Special Meeting must be emailed to each Director at least five days in advance or delivered personally at least three days in advance of the meeting date.

4.12 Quorum and Voting: A quorum shall consist of a simple majority of those directors serving on the Board. Except as otherwise specifically provided by statute, the Articles of Incorporation or By-Laws, the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Each director shall be entitled to one vote in person.

4.13 Participation in Meetings by Electronic means. Meetings of the Board of Directors, or any committees designated by the Board of Directors, will allow any director to participate by means of a conference telephone or similar communications equipment, another suitable electronic communications system, including video conferencing technology, or the Internet, or any combination of those Electronic means.

Such Utilization of Electronic Means shall be allowed as follows:

- A. Any vote conducted shall include the votes of those directors participating through the designated Electronic Means, as well as in person votes, all shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot and the minutes shall reflect any such vote taken.

- B. Login information. The CEO/Manager or President of the Board shall send by e-mail to every member of the Board, at least three days before each meeting, the time of the meeting, the URL and codes necessary to connect to the Internet meeting service, and, as an alternative and backup to the audio connection included within the Internet service, the phone number and access code(s) the member needs to participate aurally by telephone. In the event the meeting will be conducted telephonically, at least three days in advance of the meeting the call in numbers will be circulated to the Board of Directors by the CEO/GM or President of the Board.
- C. Signing in and out. Directors utilizing Internet meeting services shall identify themselves as required to sign in to the Internet meeting service, and shall maintain Internet and audio access throughout the meeting whenever present, but shall sign out upon any departure before adjournment. In the event of telephonic participation, attendees will identify themselves on the call and remain on the line until the meeting is adjourned or they announce they are leaving the call.
- D. Quorum calls. The presence of a quorum shall be established by audible roll call at the beginning of the meeting. Thereafter, the continued presence of a quorum shall be determined by the online list of participating directors and directors physically present, unless any director demands a quorum count by audible roll call. Such a demand may be made following any vote for which the announced totals add to less than a quorum.
- E. Technical requirements and malfunctions. Each director is responsible for his or her audio, Internet connections or telephone connection; no action shall be invalidated on the grounds that the loss of, or poor quality of, a directors' individual connection prevented participation in the meeting.

ARTICLE V

Officers

5.1 President. At the annual meeting, the Board of Directors shall elect a President from among the Directors. The President shall:

- Supervise and control the affairs of the Corporation and shall exercise such supervisory powers as may be given by the Board of Directors.
- Perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors.
- Preside at all board meetings and shall exercise parliamentary control in accordance with Roberts Rules of Order.

- Serve as an ex-officio member of all standing committees, unless otherwise provided by the Board of Directors or these bylaws.
- The President shall, with the advice of the Board of Directors and in accordance with the requirements of these bylaws, set the agenda for each meeting of the Board of Directors.
- In no event may a Director serve more than two (2) consecutive one-year (1) terms as President.

5.2 Vice President.

- In the absence of the Chairperson, the Vice-President shall preside at meetings of the Board. All Directors shall be eligible for election to the chair. In no event may a Director serve more than two (2) consecutive one-year (1) terms as Vice President.

5.3 Secretary.

- The Secretary shall be appointed by the Board of Directors.
- The Secretary shall maintain the corporate records, prepare and serve the corporate notices, keep the minutes of all Directors' meetings, and perform other such duties as the Board of Directors may from time to time designate.
- The Board of Directors may, in its absolute discretion, determine that the duties of the Secretary, as set forth above, be vested in an employee or employees of the Corporation.

5.4 Treasurer.

- The Treasurer shall be appointed by the Board of Directors and shall ensure the financial records of the Basin PBS are kept in good order.
- The Treasurer shall conduct monthly meetings of the Finance Committee to review financial information, reports, and other items as needed. The Treasurer shall request all necessary staff and contractors be available to discuss information at the Finance Committee meetings.
- The Treasurer shall ensure financial reports are shared with the Board of Directors on a monthly basis. The Treasurer shall submit to the Board of Directors an annual statement of accounts and perform such other duties as the Board of Directors may from time to time designate. The Treasurer shall ensure an annual audit is performed and the results shared as necessary.
- The Board of Directors may, in its absolute discretion, determine that the duties of the Treasurer, as set forth above, be vested in an employee or employees of Basin PBS.

5.5 Additional Officers. Additional officers of the Board may be appointed for the Corporation from time to time by the Board of Directors.

ARTICLE VI
STANDING AND AD HOC Committees

6.1 Committees of the Board. The President of the Board of Directors may create one or more standing or ad hoc committees to organize the work of the Board and appoint members to serve on them. Each committee shall have two or more members, who serve at the pleasure of the President of the Board of Directors. Unless otherwise stated, community members that are not serving on the Board of Directors may serve on committees; however, the majority of the committee must be members of the Board. The procedures to be followed by such committees with respect to meetings, action without meetings, notice and waiver of notice, and quorum and voting shall be the same as those specified for the Board of Directors. Each committee shall keep minutes of its meetings, which shall be filed with the Secretary and reported at a meeting of the Board of Directors.

6.2. Executive Committee. The President, Vice President, Secretary and Treasurer of the Board shall constitute the Executive Committee of the Board. The Executive Committee may act on urgent matters that arise between the regular meetings of the Board and in such matters specifically assigned to it by the Board of Directors. The Executive Committee shall submit written reports of its meetings and actions to the Board of Directors.

6.3 Standing Committees

- a. Finance Committee. The Finance Committee shall assist the CEO/General Manager and the Finance Manager in preparing and presenting the annual budget to the Board of Directors, make necessary investment choices, and generally protect the soundness of the corporation's finances and fiscal operations. The Committee shall consist of at least three (3) Board members. The CEO/General Manager and Finance Manager are non-voting members of the Committee.
- b. Audit Committee. The Audit Committee (Ad Hoc) is intended to provide accountability for Permian Basin Telecommunication's independent audit. The Committee oversees the independent audit process which entails recommending an audit firm annually to the Board of Directors, and reviewing the audit, and ensuring that recommendations made by the auditor are implemented. The Ad Hoc Committee shall be made up of three (3) members, at least 2 selected from the Board. Employees, or those contracted by the organization to provide financial oversights, or employees of the audit firm may serve on the Ad Hoc Committee.

- c. Resource Development Committee. The Development Committee shall be composed of a minimum of three (3) members, of which two (2) must be members of the Board of Directors. The Station Development Director shall serve as non-voting member. The Committee shall enlist the Board of Directors' support in the commitment to fundraising policy and personal commitment.
- d. Content Committee. The Content Committee shall recommend to the Board of Directors policies for the review of all content aired on Permian Basin Telecommunications and digital platforms; submissions by external producers; internally-generated content; and content warnings prior to airing. The Committee will be made up of three (3) members of the Board. Staff members may serve as ex-officio, non-voting members.
- e. Education Committee. The Education Committee shall recommend policies and programs that support the education goals of the Station as outlined by the Board of Directors. The Committee shall have a least three (3) members, the majority of which shall be members of the Board of Directors. The Education Director shall serve as non-voting member.

ARTICLE VII

CEO/General Manager/Other Employees and Agents

7.1 CEO/General Manager. The Board of Directors shall appoint a CEO/General Manager of the Corporation who shall serve at the pleasure of the Board. The Board shall fix the compensation for the CEO/General Manager and may adjust such compensation from time to time. The CEO/General Manager shall serve as the corporation's chief executive officer and as an employee and general agent of the Corporation. The General Manager shall conduct the business of the Corporation on the basis of the Articles of Incorporation of the Corporation, these Bylaws, and written policies set down by the Board of Directors.

7.2 Other Employees and Agents. The CEO/General Manager may employ other employees and agents to transact the business of the Corporation. Such other employees and agents may include, but not be limited to: departmental vice presidents or directors, general and special corporate counsel, auditors, and such other staff as required for the efficient operation of the Corporation. The CEO/General Manager shall set compensation levels for such other employees and agents with the consent of the Board of Directors.

ARTICLE VIII
Contracts, Checks and Bank Accounts

8.1 Contracts. To the extent the Board of Directors may specifically authorize, the President of the Board, the Vice President of the Board, and CEO/General Manager of the Corporation, and agents of the Corporation, may on behalf of the Corporation prepare proposals for contracts with any person, firm or other entity, sign contracts between the Corporation and any such person, firm or other entity, execute bonds and undertakings required for the faithful performance of such contracts, and deliver vouchers and receipts in connection therewith.

8.2 Checks, Drafts, etc. All checks, drafts, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Directors from time to time.

8.3 Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies or other depositories as the Board of Directors may select, or as may be selected by any officer or officers, agent or agents of the Corporation to whom such powers may from time to time be delegated by the Board of Directors. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts and other orders for the payment of money which are payable to the order of the Corporation may be endorsed, assigned and delivered by any officer or agent of the Corporation.

ARTICLE IX
Fiscal Year

9.1 Fiscal Year. The Fiscal year of the Corporation shall begin on September 1 of each year.

ARTICLE X
Annual Audit

10.1 Annual Audit. The accounts of the Corporation shall be audited annually in accordance with generally accepted accounting standards by independent certified public accountants. Copies of the report of such audit shall be furnished to all Directors at or before the annual meeting.

ARTILCE XI
Code of Ethics

The Corporation and its Directors and Employees will comply with the Corporations Conflict-of-Interest Policy.

ARTICLE XII
Operations

12.1 Disbursements of Funds. Financial Transactions which have a value of \$2,000.00 shall require majority approval of the Board of Directors or Executive Committee if a majority of the Board of Directors is not immediately available to vote on the transaction. In all other transactions, the CEO/General Manager may dispense with the funds of the Corporation in accordance with the annual budget approved by the Board of Directors and the purposes of the Corporation as set out in the Articles of Incorporation and these Bylaws. Notwithstanding the above, all checks disbursing funds from any of the Corporation's accounts shall require the signatures of both the CEO/General Manager, President, Secretary, and Treasurer.

12.2 Procurement Policy. The Corporation shall abide by its procurement policy, set forth in the Financial Policies and Procedures.

12.3 Records. The Corporation will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The Corporation will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Corporation.

12.4 Inspection of Books and Records. All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

12.5 Loans to Management. The Corporation will make no loans to any of its Directors or Officers.

ARTICLE XIII
Amendment

13.1 Amendment. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the affirmative vote of two-thirds or more of the Board of Directors; provided that (a) any such action may be taken only at a regular meeting, or

at a special meeting of the Board of Directors called for such purpose; (b) the notice of such meeting shall state the substance of the By-Law to be made or repealed, or of the alteration or amendment; (c) the notice of such meeting shall be mailed, emailed with return receipt requested, or delivered personally to each Director at least thirty (30) days before the date on which the meeting is to be held, so that any Directors may comment thereon in advance to the President, Vice President or other directors.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors Basin Public Telecommunication, Inc at its meeting held on *[enter date here]*.

Secretary