BYLAWS

OF

COLUMBIA COMMUNITY BROADBAND CORPORATION

SECTION 1 PURPOSES AND POWERS

1.1 Purposes. Columbia Community Broadband Corporation (the "**Corporation**") may engage in any lawful activity, including but not limited to the design, finance, construction, ownership, and operation of a public open-access broadband telecommunications and fiber-optic network (the "**Network**"), unless a more limited purpose is set forth in the Articles of Incorporation (the "**Articles**").

1.2 General Powers. Unless the Articles provide otherwise, the Corporation has perpetual duration and succession in its corporate name and has the same powers as an individual to do all things necessary or convenient to carry out its affairs.

SECTION 2 MEMBERS

2.1 Sole Member. The sole member of the Corporation shall be Columbia County, Oregon (the "**County**").

SECTION 3 MEMBERS' RIGHTS AND OBLIGATIONS

3.1 Differences in Rights and Obligations of Members. All members will have the same rights and obligations with respect to voting, dissolution, redemption and transfer, unless the Articles or these Bylaws establish classes of membership with different rights or obligations. All members will have the same rights and obligations with respect to any other matters, except as set forth in or authorized by the Articles or these Bylaws.

3.2 Special Rights of the County. Notwithstanding any other provision of these Bylaws, the County, in its capacity as the sole member of the Corporation and the governmental unit for whose benefit the Corporation has been organized and operated, shall have the rights set forth in this Section. The Corporation shall not enter into any agreement or financing arrangement that materially impairs or restricts the rights of the County set forth in this Section.

(a) At any time while obligations incurred by the Corporation to finance the Network remain outstanding, the County shall have the right to obtain unencumbered fee title to and exclusive possession of the Network and any additions thereto by (a) placing into escrow an amount sufficient to defease such obligations, and (b) paying the reasonable costs incident to such defeasance. Upon the County's exercise of such right, the Corporation shall take all actions reasonably necessary to effectuate the transfer of unencumbered fee title and exclusive possession of the Network to the County.

(b) Upon the discharge and satisfaction in full of all obligations incurred by the Corporation to finance the Network, unencumbered fee title to and exclusive possession of the Network shall automatically vest solely in the County without demand or further action by the County. Following such vesting, the Corporation shall take all actions and execute all documents reasonably necessary to evidence, confirm, and effectuate such vesting; provided, however, that the effectiveness of such vesting shall not be conditioned upon any such action or document.

(c) Upon the occurrence of a default under any obligations incurred by the Corporation to finance the Network, the County shall have the exclusive option to purchase the Network and any additions thereto for an amount equal to the outstanding indebtedness and accrued interest to the date of default. The Corporation shall promptly provide written notice of any such default to the County. The County shall have (i) not less than ninety (90) days from the date it is notified by the Corporation of the default in which to exercise the option, and (b) not less than ninety (90) days from the date it exercises this option to purchase the Network.

3.3 Transfers. Except as provided in Section 5.2 pertaining to proxies or as set forth in or authorized by the Articles or these Bylaws, no member may transfer a membership or any right arising therefrom.

3.4 Member's Liability for Dues, Assessments and Fees. A member may become liable to the Corporation for dues, assessments or fees. An Articles or Bylaws provision or a resolution adopted by the board authorizing or imposing dues, assessments or fees does not, of itself, create liability to pay the obligation, but nonpayment may constitute grounds for expelling or suspending the member or suspending or terminating the membership.

SECTION 4 MEMBERSHIP MEETINGS AND ACTION WITHOUT MEETINGS

4.1 Annual and Regular Meetings.

(a) The Corporation will hold a membership meeting annually at a time fixed by the board of directors.

(b) Annual and regular membership meetings may be held in or out of the State of Oregon at the Corporation's principal office or at any other place fixed by the board of directors.

(c) At the annual meeting:

(1) the president, and any other officer the board of directors or the president may designate, will report on the activities and financial condition of the Corporation; and

(2) the members will consider and act upon such other matters as may be raised consistent with the notice requirements of Section 4.4.

(d) At regular meetings the members will consider and act upon such matters as may be raised consistent with the notice requirements of Section 4.4.

(e) The failure to hold an annual or regular meeting does not affect the validity of any corporate action.

4.2 Special Meeting.

(a) The Corporation will hold a special meeting of members:

(1) on call of the board of directors or the person or persons authorized to do so by the Articles or these Bylaws; or

(2) except as provided in the Articles or these Bylaws, if the holders of at least five percent of the member voting power of the Corporation sign, date and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

(b) If not otherwise fixed under Section 4.6, the record date for members entitled to demand a special meeting is the date the first member signs the demand.

(c) If a notice for a special meeting demanded under Section 4.2(a)(2) is not given pursuant to Section 4.4 within 30 days after the date the written demand or demands are delivered to the Corporation's secretary then, regardless of the requirements of Section 4.2(d), a person signing the demand or demands may set the time and place of the meeting and give notice pursuant to Section 4.4.

(d) Special meetings of members may be held in or out of the State of Oregon at the Corporation's principal office or at any other place fixed by the board of directors.

(e) Only matters within the purpose or purposes described in the meeting notice required by Section 4.4 may be conducted at a special meeting of members.

4.3 Action Without Meeting.

(a) Unless the Articles or these Bylaws provide otherwise, action required or permitted by the Oregon Nonprofit Corporation Act (the "Act") to be taken at a members' meeting may be taken without a meeting if the action is taken by all the members entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by all the members entitled to vote on the action, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Action taken under this Section 4.3 is effective when the last member signs the consent, unless the consent specifies an earlier or later effective date.

(b) If not otherwise determined under Section 4.6, the record date for determining members entitled to take action without a meeting is the date the first member signs the consent under Section 4.3(a).

(c) A consent signed under this Section 4.3 has the effect of a meeting vote and may be described as such in any document.

4.4 Notice of Meeting.

(a) The Corporation must give notice consistent with these Bylaws of meetings of members in a fair and reasonable manner. The Corporation must give notice to members entitled to vote at the meeting and to any other person specified in the Act, the Articles or these Bylaws.

(b) Unless these Bylaws require otherwise, if an annual, regular or special meeting of members is adjourned to a different date, time or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or must be fixed under Section 4.6, however, notice of the adjourned meeting must be given under this Section 4.4 to the persons who are members as of the new record date.

4.5 Waiver of Notice.

(a) A member may at any time waive any notice required by the Act, the Articles or these Bylaws. The waiver must be in writing, be signed by the member entitled to the notice and be delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

(b) A member's attendance at a meeting waives objection to:

(1) lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and

(2) consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

4.6 Record Date.

(a) The board of directors may fix a future date as the record date in order to determine the members entitled to notice of a members' meeting, to demand a special meeting, to vote or to take any other lawful action.

4.7 Action by Written Ballot.

(a) Unless prohibited or limited by the Articles or these Bylaws, any action which may be taken at any annual, regular or special meeting of members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter.

(b) Approval by written ballot pursuant to this Section 4.7 will be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

4.8 Organization of Meeting. At each annual, regular, and special members' meeting:

(a) the president, or if the president is absent then the chairperson of the board of directors, or if no chairperson of the board of directors has been appointed or is present, then any vice president, or if no vice president has been appointed or is present then any individual chosen by members having a majority of votes present at the meeting, will act as chairperson of the meeting; and

(b) the secretary, or if the secretary is absent then any assistant secretary, or if no assistant secretary has been appointed or is present, then any individual chosen by members having a majority of votes present at the meeting, will act as secretary of the meeting.

SECTION 5 MEMBERS' VOTING

5.1 Voting Entitlement of Members.

(a) Unless the Articles or these Bylaws provide otherwise, each member is entitled to one vote on each matter voted on by the members, including each matter on which a member is entitled to vote under the Act or the Articles or these Bylaws. Except as expressly prohibited in the Act, the Articles or these Bylaws may provide for different allocations of votes among member classes or exclude the members or some or all member classes from voting on any issue on which they would otherwise be entitled to vote under the Act. Persons not retaining a right to vote on more than one occasion for the election of a director or directors will not be deemed members.

(b) Unless the Articles or these Bylaws provide otherwise, if a membership stands of record in the names of two or more persons, their acts with respect to voting will have the following effect:

(1) if only one votes, such act binds all; and

(2) if more than one votes, the vote will be divided on a pro rata basis.

5.2 Proxies.

(a) Unless the Articles or these Bylaws prohibit or limit proxy voting, a member may appoint a proxy to vote or otherwise act for the member by signing an appointment form either personally or by the member's attorney-in-fact.

(b) An appointment of a proxy is effective when received by the secretary or other officer or agent authorized to tabulate votes. An appointment is valid for eleven (11) months unless a different period is expressly provided in the appointment form.

(c) An appointment of a proxy is revocable by the member.

(d) The death or incapacity of the member appointing a proxy does not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment.

(e) Appointment of a proxy is revoked by the person appointing the proxy:

(1) attending any meeting and voting in person; or

(2) signing and delivering to the secretary or other officer or agent authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form.

5.3 Adjournment. Unless otherwise provided in the Articles or these Bylaws, a majority of votes represented at a meeting of members, whether or not a quorum, may adjourn the meeting from time to time to a different time and place without further notice to any member of any adjournment, except as such notice may be required by Section 4.4(b). At the adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting originally held.

5.4 Quorum Requirements.

(a) Unless the Articles or these Bylaws provide for a higher quorum, those votes represented at a meeting of members will constitute a quorum.

(b) An amendment to the Articles or these Bylaws to decrease the quorum for any member action may be approved by the members, or, unless prohibited by the Articles or these Bylaws, by the board.

(c) An amendment to the Articles or these Bylaws to increase the quorum required for any member action must be approved by the members.

5.5 Voting Requirements.

(a) Unless the Act, the Articles or these Bylaws require a greater vote or voting by class, if a quorum is present, the affirmative vote of a majority of the votes represented and voting is the act of the members.

(b) An amendment to the Articles or these Bylaws to add to, change or delete the vote required for any member action must be approved by the members.

SECTION 6 BOARD OF DIRECTORS

6.1 Duties of Board.

(a) All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the board of directors, subject to any limitation set forth in the Articles.

6.2 Qualifications of Directors.

(a) All directors must be individuals. Each director must be an individual who is at least eighteen (18) years of age and who possesses the experience, judgment, and qualifications appropriate to carry out the purposes and activities of the Corporation. The Articles or these Bylaws may prescribe other qualifications for directors.

(b) No director may, while serving as a director:

(1) be a member of the Board of County Commissioners of Columbia County, Oregon, or hold any other elected office of the County;

(2) be disqualified from service under applicable law; or

(3) be subject to a conflict of interest that cannot adequately be disclosed, managed, or addressed in accordance with the Corporation's conflict-of-interest policies and applicable law.

(c) A director must satisfy the qualifications applicable to the position to which the director is appointed under Section 6.3. A director who ceases to satisfy an applicable qualification must promptly notify the chairperson and secretary of the Corporation and the County. Loss of a qualification constitutes cause for removal under Section 6.9 but

does not automatically create a vacancy unless the County removes the director or the director resigns.

(d) Except as expressly provided in these Bylaws, satisfaction of the qualifications for a particular position does not confer upon any person or organization the right to appoint a director.

6.3 Number and Composition of Board.

(a) The board of directors consists of five (5) directors.

(b) The board must include directors satisfying the following respective qualifications:

(1) One (1) director shall be an employee of the County, to be selected by the County, provided that no elected or appointed official of the County shall serve as a director.

(2) One (1) director shall be a representative of the entity serving as the principal network operator for the Corporation's broadband network.

(3) One (1) director shall be a representative of the Columbia County Broadband Action Team or any successor organization or committee serving a substantially similar community stakeholder function with respect to broadband deployment and adoption within the County.

(4) One (1) director shall be a representative of an owner of infrastructure utilized by the Corporation's broadband network, including electric utilities.

(5) One (1) director shall possess significant experience in finance, accounting, law, public administration, economic development, telecommunications, infrastructure development, information technology, or other field relevant to the purposes of the Corporation.

(c) One (1) individual may satisfy more than one (1) of the qualifications described in subsection (b), but each individual may occupy only one (1) board position.

(d) The board may recommend reasonable additional qualifications for any position, but no recommendation is effective unless approved by the County and no additional qualification may materially impair the County's authority to appoint, approve, remove, or replace directors under these Bylaws.

6.4 Appointment and Approval of Directors.

(a) Each director position shall be filled from nominees presented in accordance with these Bylaws.

(b) For each director position, the applicable nominating organization or constituency shall submit one (1) or more qualified nominees to the County.

(c) The County shall approve and appoint one (1) of the nominees submitted for the applicable director position unless the County reasonably determines that:

(1) The nominee does not satisfy the qualifications established for the position;

(2) The nominee is unable or unwilling to serve;

(3) The nominee is subject to a disqualifying conflict of interest;

(4) Appointment of the nominee would violate applicable law; or

(5) The nominee has engaged in conduct that would constitute cause for removal under these Bylaws.

(d) If the County rejects all nominees submitted for a position, it shall provide written notice stating the basis for rejection, and the applicable nominating organization or constituency shall be entitled to submit one (1) or more replacement nominees.

(e) The County shall not appoint a person who was not nominated for the applicable director position except as expressly provided in these Bylaws when no qualified nominee is available.

(f) The failure of a person or organization to submit a nomination, or the dissolution, inactivity, withdrawal, or unavailability of a person or organization identified in this Section, does not prevent the County from appointing a qualified director and does not create or continue a vacancy.

(g) The County's appointment and approval authority under this Section is a reserved governance right and may not be delegated, restricted, or impaired by the board, any committee, or any contract of the Corporation.

6.5 Terms of Directors Generally.

(a) Except for the initial directors, the term of each director will be three (3) years. Directors may be reappointed for successive terms.

(b) To establish staggered terms, the initial directors will be divided into three (3) groups pursuant to the resolution appointing or approving them:

(1) One (1) director serves an initial term of one (1) year;

(2) Two (2) directors serve initial terms of two (2) years; and

(3) Two (2) directors serve initial terms of three (3) years.

(c) A decrease in the number of directors or term of office does not shorten an incumbent director's term.

(d) Except as provided in the Articles or these Bylaws, the term of a director filling any vacancy expires at the end of the unexpired term which such director is filling.

(e) Despite the expiration of a director's term, the director continues to serve until the director's successor is approved by the member, or until there is a decrease in the number of directors.

6.6 Resignation of Directors.

(a) A director may resign at any time by delivering written notice to the County and to the board of directors of the Corporation.

(b) A resignation is effective when the notice is effective under Section 12 unless the notice specifies a later effective date.

(c) Once delivered, a notice of resignation is irrevocable unless revocation is approved by the County.

6.7 Removal of Directors.

(a) The member may remove any director for cause and appoint a qualified successor.

(b) For purposes of this Section, "cause" includes:

(1) Loss of a qualification required under Section 6.2 or Section 6.3;

(2) A material breach of the director's fiduciary duties to the Corporation;

(3) A material violation of the Articles, these Bylaws, or a material policy of the Corporation;

(4) Failure to disclose or appropriately address a conflict of interest;

(5) Conviction of, or plea of guilty or no contest to, a felony or an offense involving fraud, dishonesty, misappropriation, or breach of trust;

(6) Repeated failure, without reasonable excuse, to attend or participate in board meetings;

(7) Incapacity that materially prevents the director from performing the duties of office;

(8) Conduct materially detrimental to the Corporation or its public purposes; or

(9) Any other basis constituting cause under applicable law.

(c) Removal by the member is effective upon written notice to the director and the Corporation unless the notice states a later effective date.

6.8 Vacancy on Board.

(a) A vacancy occurs upon a director's death, resignation, removal, incapacity, or disqualification, or upon an increase in the authorized number of directors.

(b) Only the member may fill a vacancy on the board. The board and other persons or organizations identified in Section 6.4 may nominate or recommend candidates, but no nominee may take office unless appointed or expressly approved by the member.

(c) A vacancy in a position described in Section 6.3 must be filled by an individual satisfying the qualifications applicable to that position. If the vacancy relates to a position for which Section 6.4 provides a nomination opportunity, the Corporation must provide the applicable person or organization a reasonable opportunity to submit nominees, but the failure to submit a nominee does not delay or limit the member's authority to fill the vacancy.

(d) The member may fill a vacancy that will occur on a specified later date, but the successor director may not take office until the vacancy occurs.

(e) A vacancy does not prevent the remaining directors from conducting business if the remaining directors constitute a quorum, but the board may not fill the vacancy on an interim basis unless the County expressly appoints or approves an interim director.

6.9 Compensation of Directors. The directors will not be compensated.

6.10 Chairperson of the Board of Directors. The board of directors may appoint a chairperson of the board of directors at any time. The chairperson of the board of directors will preside at all meetings of the board of directors and will perform other duties prescribed by the board of directors.

SECTION 7 MEETINGS AND ACTION OF BOARD

7.1 Regular and Special Meetings.

(a) If the time and place of a director's meeting is fixed by these Bylaws or is regularly scheduled by the board of directors, the meeting is a regular meeting. All other meetings are special meetings.

(b) The board of directors may hold regular or special meetings in or out of the State of Oregon.

(c) Unless the Articles or these Bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which either of the following occurs:

(1) all directors participating may simultaneously hear or read each other's communications during the meeting; or

(2) all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.

(d) If a meeting is conducted through the use of any means described in Section 7.1(c):

(1) all participating directors must be informed that a meeting is taking place at which official business may be transacted; and

(2) a director participating in the meeting by this means is deemed to be present in person at the meeting.

7.2 Action Without Meeting.

(a) Unless the Articles or these Bylaws provide otherwise, action required or permitted by the Act to be taken at the board of directors' meeting may be taken without a meeting if the action is taken by all members of the board of directors. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken.

(b) Action taken under this Section 7.2 is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date.

(c) A consent signed under this Section 7.2 has the effect of a meeting vote and may be described as such in any document.

7.3 Call and Notice of Meetings.

(a) Unless the Articles, these Bylaws or the Act provide otherwise, regular meetings of the board of directors may be held without notice of the date, time, place or purpose of the meeting.

(b) Unless the Articles or these Bylaws provide for a longer or shorter period, special meetings of the board of directors must be preceded by at least two (2) days' notice to each director of the date, time and place of the meeting. Unless the Act provides otherwise, the notice need not describe the purpose of the special meeting unless required by the Articles or these Bylaws.

(c) Unless the Articles or these Bylaws provide otherwise, the chairman of the board of directors, the president or twenty percent (20%) of the directors then in office may call and give notice of a meeting of the board of directors.

7.4 Waiver of Notice.

(a) A director may at any time waive any notice required by the Act, the Articles or these Bylaws. Except as provided in Section 7.4(b), the waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which notice is waived and must be filed with the minutes or the corporate records.

(b) A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

7.5 Quorum and Voting.

(a) Unless the Articles or these Bylaws require a greater number or a lesser number as authorized under Section 7.5**Error! Reference source not found.**, a quorum of the board of directors consists of a majority of the directors.

(b) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present when the act is taken is the act of the board of directors unless the

Articles or these Bylaws require the vote of a greater number of directors. A director is considered present regardless of whether the director votes or abstains from voting.

(c) A director who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

(1) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting the business at the meeting;

(2) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(3) the director delivers written notice of dissent or abstention to the chairman of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

SECTION 8 STANDARDS OF CONDUCT

8.1 General Standards for Directors.

(a) A director must discharge the duties of a director, including the director's duties as a member of a committee:

(1) in good faith;

(2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and

(3) in a manner the director reasonably believes to be in the best interests of the Corporation.

(b) In discharging the duties of a director, a director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

(1) one (1) or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;

(2) legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or

(3) a committee of the board of directors of which the director is not a member, as to matters within its jurisdiction, if the director reasonably believes the committee merits confidence.

(c) A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 8.1(b) unwarranted.

(d) A director is not liable to the Corporation, any member or any other person for any action taken or not taken as a director, if the director acted in compliance with this Section 8.1.

(e) A director will not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property.

8.2 Director and Officer Conflict of Interest.

(a) The Corporation shall adopt and maintain a conflict of interest policy applicable to all directors and officers. Each director and officer shall disclose actual or potential conflicts of interest in accordance with such policy and shall comply with the requirements thereof. The board of directors shall administer and enforce the conflict of interest policy, as amended from time to time. Any transaction involving an actual or potential conflict of interest shall be governed by the conflict of interest policy and applicable law.

8.3 Loans to or Guarantees for Directors and Officers.

(a) The Corporation may not make a loan, guarantee an obligation or modify a preexisting loan or guarantee to or for the benefit of a director or officer of the Corporation, except as stated in this Section 8.3. Unless prohibited by the Articles or these Bylaws, the Corporation may make a loan, guarantee an obligation or modify a preexisting loan or guarantee to or for the benefit of a director or officer as part of a recruitment package, for a total period not to exceed three (3) years, provided that:

(1) approval of the loan, guarantee or modification is obtained in accordance with the conflict of interest policy then in effect for approval of issues involving director conflicts of interest;

(2) notice of the loan, guarantee or modification is given to the members of the Corporation in the manner provided in Section 10.7 for notice of certain acts of indemnification; and

(3) twenty (20) or more days before the loan, guarantee or modification is to become binding on the Corporation, written notice has been given to the Attorney General of the State of Oregon of the proposed recruitment package for the director or officer, including identification of the amount and character of all items of compensation and a separate statement of the amount and terms of any such loan, guarantee or modification.

(b) The fact that a loan or guarantee is made in violation of this Section 8.3 does not affect the borrower's liability on the loan.

SECTION 9 OFFICERS

9.1 Required Officers.

(a) The Corporation must have a president, a secretary, and a treasurer, and will have such other officers as are elected or appointed by the board of directors or by any other person as may be authorized in the Articles or these Bylaws.

(b) The same individual may simultaneously hold more than one office in the Corporation.

9.2 Duties and Authority of Officers. Each officer has the authority and will perform the duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties and authority prescribed by the board of directors or by direction of an officer authorized by the board of directors to prescribe the duties of other officers.

9.3 Standards of Conduct for Officers.

(a) An officer must discharge the officer's duties:

(1) in good faith;

(2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and

(3) in a manner the officer reasonably believes to be in the best interests of the Corporation.

(b) In discharging the duties of an officer, an officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

(1) one (1) or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent in the matters presented; or

(2) legal counsel, public accountants or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

(c) An officer is not acting in good faith if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 9.3(b) unwarranted.

(d) An officer is not liable to the Corporation, any member or other person for any action taken or not taken as an officer if the officer acted in compliance with this Section 9.3.

9.4 Resignation and Removal of Officers.

(a) An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is effective under Section 12 unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the later effective date, the board of directors or any other person as authorized under the Articles or these Bylaws may fill the pending vacancy before the effective date if the board of directors or any other person provides that the successor does not take office until the effective date.

(b) The board of directors or any other person authorized under the Articles or these Bylaws to elect or appoint an officer may remove any officer the board of directors or any other person is entitled to elect or appoint, at any time with or without cause.

(c) Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board of directors.

9.5 Contract Rights of Officers.

(a) The appointment of an officer does not itself create contract rights.

(b) Removal or resignation of an officer does not affect the contract rights, if any, of the Corporation or the officer.

9.6 President. The president will supervise, direct, and control the affairs of the Corporation. The president may prescribe the duties of other officers, to the extent consistent with these Bylaws. The president also will perform all duties commonly incident to the office of president and other duties prescribed by the board of directors.

9.7 Vice Presidents. Subject to the approval of the County, the board of directors may appoint one (1) or more vice presidents. If appointed, the vice president, or the vice president designated by the board of directors if more than one vice president is appointed, will perform the duties of the president if the president dies or becomes incapacitated. Each vice president also will perform all duties commonly incident to the office of vice president and other duties prescribed by the board of directors or an authorized officer.

9.8 Treasurer. The board of directors shall appoint a treasurer. The treasurer will:

(a) have general charge of and be responsible for all funds and securities of the Corporation;

(b) receive and give receipts for monies due and payable to the Corporation from any source and deposit the monies in the name of the Corporation in banks, trust companies, or other depositories selected by the board of directors or an authorized officer; and

(c) perform all duties commonly incident to the office of treasurer and other duties prescribed by the board of directors or an authorized officer.

9.9 Secretary. The secretary will:

(a) prepare minutes of the directors' and members' meetings and authenticate records of the Corporation;

(b) ensure that all notices by the Corporation under the Act, the Articles or these Bylaws are given;

(c) keep and maintain the records of the Corporation; and

(d) perform all duties commonly incident to the office of secretary and other duties prescribed by the board of directors or an authorized officer.

SECTION 10 INDEMNIFICATION

10.1 Authority to Indemnify.

(a) Except as provided in Section 10.1(d), the Corporation will indemnify an individual against liability incurred in a proceeding to which the individual was made a party because the individual is or was a director if:

(1) the conduct of the individual was in good faith;

(2) the individual reasonably believed that the individual's conduct was in the best interests of the Corporation, or at least was not opposed to the Corporation's best interests; and

(3) in the case of a criminal proceeding, the individual did not have reasonable cause to believe the conduct of the individual was unlawful.

(b) A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of Section 10.1(a)(2).

(c) Terminating a proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or the equivalent of nolo contendere does not, of itself, determine that the director did not meet the standard of conduct described in this Section 10.1.

(d) The Corporation may not indemnify a director under this Section 10.1 in connection with:

(1) a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation; or

(2) a proceeding that charged the director with and adjudged the director liable for improperly receiving a personal benefit.

(e) Indemnification permitted under this Section 10.1 in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

(f) The Corporation may not amend the Articles or these Bylaws so as to eliminate or impair a director's right to indemnification after an act or omission occurs that subjects the director to a proceeding or to liability for which the director seeks indemnification under the terms of the Articles or these Bylaws.

10.2 Mandatory Indemnification. Unless limited by the Articles, the Corporation must indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of the Corporation, against reasonable expenses incurred by the director in connection with the proceeding.

10.3 Advance for Expenses.

(a) The Corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:

(1) the director furnishes the Corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 10.1; and

(2) the director furnishes the Corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if the director is ultimately determined not to have met the standard of conduct.

(b) The undertaking required by Section 10.3(a)(2) must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.

(c) An authorization of payments under this Section 10.3 may be made by resolution of the board of directors or by contract.

(d) The Corporation may not amend or rescind the Articles, these Bylaws, or the resolution that authorizes the payments so as to eliminate or impair a director's right to payments after an act or omission occurs that subjects the director to a proceeding for which the director seeks payment.

10.4 Determination and Authorization of Indemnification.

(a) The Corporation may not indemnify a director under Section 10.1 unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Section 10.1.

(b) A determination that indemnification of a director is permissible must be made:

(1) by the board of directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding;

(2) if a quorum cannot be obtained under Section 10.4(b)(1), by a majority vote of a committee duly designated by the board of directors, consisting solely of two (2) or more directors not at the time parties to the proceeding;

(3) by special legal counsel selected by the board of directors or its committee in the manner prescribed in Section 10.4(b)(1) or Section 10.4(b)(2) or, if a quorum of the board of directors cannot be obtained under Section 10.4(b)(1) and a committee cannot be designated under Section 10.4(b)(2), the special legal counsel will be selected by majority vote of the full board of directors including directors who are parties to the proceeding; or

(4) if the Corporation is a mutual benefit corporation, by the members, but directors who are at the time parties to the proceeding may not vote on the determination.

(c) Authorization of indemnification and evaluation as to reasonableness of expenses will be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses will be made by those entitled under Section 10.4(b)(3) to select counsel.

(d) A director may not be indemnified until twenty (20) days after the effective date of written notice to the Attorney General of the State of Oregon of the proposed indemnification.

10.5 Indemnification of Officers, Employees and Agents. Unless the Articles provide otherwise:

(a) an officer of the Corporation is entitled to mandatory indemnification under Section 10.2 to the same extent as a director; and

(b) the Corporation may indemnify and advance expenses under this Section 10 to an officer, employee or agent of the Corporation to the same extent as to a director.

10.6 Non-Exclusivity of Rights. The indemnification and provisions for advancement of expenses provided in this Section 10 will not be deemed exclusive of any other rights to which directors, officers, employees or agents may be entitled under the Articles or these Bylaws, any agreement, general or specific action of the board of directors, vote of members or otherwise, and will continue as to a person who has ceased to be a director, officer, employee or agent and will inure to the benefit of the heirs, executors and administrators of such a person.

10.7 Report to Members and Other Persons of Indemnification. If the Corporation indemnifies or advances expenses to a director under this Section 10 in connection with a proceeding by or in the right of the Corporation, the Corporation will report the indemnification or advance in writing to:

(a) the members with or before the notice of the next meeting of members; and

(b) any person having the right to designate or appoint the director no later than ninety (90) days after the first indemnification or advance.

SECTION 11 AMENDMENT OF BYLAWS

11.1 Amendment by Directors and Members.

(a) The board of directors may amend or repeal these Bylaws unless:

(1) the Articles or the Act reserve this power exclusively to the members, or to a party authorized under Section 11.2, or both, in whole or in part; or

(2) the members entitled to vote on these Bylaws, in amending or repealing a particular bylaw, provide expressly that the board of directors may not amend or repeal that bylaw.

(b) The Corporation's members entitled to vote on these Bylaws, subject to Section 11.2, may amend or repeal these Bylaws even though these Bylaws may also be amended or repealed by the board of directors.

11.2 Approval by Third Persons. The Articles may require an amendment to these Bylaws to be approved in writing by a specified person or persons other than the board of directors.

SECTION 12 NOTICE

12.1 Written Notice Required. Except as otherwise expressly required by the Act, the Articles, or these Bylaws, all notices required or permitted under these Bylaws must be in writing and communicated in a comprehensible form.

12.2 Permitted Methods of Notice.

(a) Written notice may be delivered: (i) personally; (ii) by United States mail, with postage prepaid; (iii) by nationally recognized overnight delivery service or other private carrier; or (iv) by electronic mail or other electronic transmission permitted under applicable law.

(b) Notice to a member or director must be directed to the most recent mailing address or electronic address that that the member or director provided to the Corporation for receiving notices and other communications.

(c) Notice to the Corporation must be directed to the Corporation's principal office or to such mailing address or electronic address as the Corporation may designate for receiving notices.

12.3 Effectiveness of Notice.

(a) Notice delivered personally is effective when received.

(b) Notice delivered by electronic mail or other electronic transmission is effective at the earlier of: (i) when received, or (ii) two (2) days after the notice is sent, if correctly addressed.

(c) Notice delivered by United States mail is effective at the earlier of: (i) five (5) days after deposit in the United States mail, if correctly addressed and sent with first-class postage prepaid, or (ii) the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the recipient.

(d) Notice delivered by nationally recognized overnight delivery service or other private carrier is effective when delivered to the recipient's address as evidenced by the records of the delivery service or private carrier.

(e) A written notice that is not correctly addressed as provided in Section 12.2 is effective when actually received.

12.4 Statutory Notice Requirements. If the Act prescribes different requirements regarding the content, timing, recipient, or method of notice for a particular action or circumstance, the requirements of the Act will govern.

12.5 Waiver of Notice. Nothing in this Section limits the right of a member, director, or other person to waive notice in the manner permitted by the Act, the Articles, or these Bylaws.

SECTION 13 DEFINITIONS

All terms used in these Bylaws that are defined in the Act will have the meanings ascribed to them in the Act.

These Bylaws were adopted by the board of directors of Columbia Community Broadband Corporation on _____, 2026.

_____
_____, Secretary