

RESTATED BYLAWS
OF
METROEAST COMMUNITY MEDIA

ARTICLE I.

This corporation has no members, as provided by the Articles of Incorporation, and shall be governed and managed by a Board of Directors.

ARTICLE II.

Section 1. The Board of Directors shall consist of eleven (11) Directors. Up to nine (9) Directors shall be voting Directors, and up to two (2) Directors shall be non-voting Directors. The number of Directors shall be fixed from time to time by the Board of Directors pursuant to a resolution adopted at a meeting of the Board of Directors. The General Manager of Comcast Corp., its successor or assigns (the "Cable Company") shall appoint one (1) non-voting Director, and the President of Mt. Hood Community College shall appoint one (1) non-voting Director. In the appointment of any new voting Director, the voting Directors in office shall give consideration to persons with broadly based community interests and general backgrounds which do not favor or represent any special interest group of programmers or other access channel users. No person shall be appointed a Director (whether voting or non-voting), who has worked as an employee of the corporation at any time within three (3) years prior to his or her appointment. Two (2) [voting] Directors shall be exempt from any requirements that Directors have experience or other pertinent qualification in the area of the corporation's service.

Section 2. The members of the Board of Directors shall serve regular terms of three (3) years. The regular terms of Directors shall be staggered to ensure that the terms of no more than one-third of the voting Directors shall expire on June 30 of any given year. No voting Director may serve continually in such capacity for more than two (2) consecutive three-year terms (plus a partial term, if he or she is appointed in mid-term to fill a vacancy) until at least one (1) year shall have elapsed from the expiration of such voting Director's second full term; provided, however, that a voting Director may serve for one or more additional terms (without the requirement of a one-year break in service) upon the affirmative vote of at least two-thirds (2/3) of the voting Directors in office. No Director (whether voting or non-voting) shall be eligible for employment by the corporation until a minimum of one (1) year has elapsed since the last date on which such Director served in his or her capacity as a Director.

Vacancies in the voting Directorships shall be filled by the Board of Directors and vacancies in the non-voting directorships shall be filled by the person or entity that made the appointment. Voting Directors may be removed for reasonable cause at any time by a vote of two-thirds (2/3) of the voting Directors in office. A non-voting Director originally appointed by the General Manager of the Cable Company may be removed at any time upon written notice from the General Manager of the Cable Company. A non-voting Director originally appointed by the President of Mt. Hood Community College may be

removed at any time upon written notice from the President of Mt Hood Community College.

Section 3. All corporate powers, except such as are otherwise provided for in these Bylaws and by the laws of the State of Oregon, shall be vested in and exercised by the Board of Directors. The Directors by resolution may delegate to committees of their own number, or to officers of the corporation, such powers as they may see fit. The Directors also may create such other committees, standing or temporary, for the purpose of assisting in the formation, development, promotion and assistance to the corporation and the accomplishments of its objectives, as the Directors may determine to be necessary and proper.

Section 4. Regular meetings of the Board of Directors shall be held at least quarterly at such time and place as the Directors from time to time may determine for the purpose of the transaction of such business as may properly come before the Board at such meeting. Except as otherwise provided in the Articles of Incorporation, notice of each regular meeting of the Board of Directors, shall be mailed to each member of the Board of Directors prior to each meeting by the Secretary/Treasurer of his/her designee. The notification shall include the location, date and agenda of the meeting. The corporation shall give notice of, and the Board of Directors shall conduct, all meetings of the Board as if the Board were subject to the requirements of the Oregon Public Meeting Law, ORS 192.610 to 192.710. The corporation shall also treat all of its records as though the Board were subject to the requirements of the Oregon Public Records Law, ORS 192.410 to 192.505.

Section 5. Special meetings of the Board of Directors may be called by the President, and must be called by the President upon written request of at least two (2) members of the Board of Directors, one of whom shall be a voting Director. Except as otherwise provided in the Articles of Incorporation, notice of a special meeting of the Board of Directors shall be either mailed, hand-delivered or given orally to each Director not less than forty-eight (48) hours prior to such special meeting. The notification shall include the location, time, date and purpose of the special meeting, and if given by mail, shall be considered given when it would normally have been received by regular mail.

Section 6. A majority of the voting Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Members of the Board of Directors shall not be compensated for their services as Directors. The Directors shall be reimbursed by the corporation for necessary expenses incurred in the execution of their duties and responsibilities. No voting Director shall deal or contract with the corporation in any manner, either personally or through any business entity in which the Director is an employee, director or owner, either of record or beneficially, nor shall any such Director or business entity with which the Director has such a relationship, enter into a subcontract with a contractor of the corporation as a

vendor, purchaser or otherwise. Nothing contained herein, however, shall prevent a Director or any business entity in which the Director is an employee, director or owner, either of record or beneficially, from making grants of funds to the corporation, or prevent the Director from using facilities or channels over which the corporation has jurisdiction on an equal basis with other users.

Section 8. Any voting Director missing two (2) consecutive meetings without notice to the MetroEast Community Media office or President, shall forfeit his or her position on the Board.

ARTICLE III.

Section 1. The principal officers of the corporation shall be a President, Vice President, and Secretary/Treasurer. The principal officers shall be elected by the Board of Directors from among its voting members. Each officer shall serve for a term of one (1) year, subject to removal by a majority vote of the voting Directors in office at any meeting for which notice of consideration of such action shall have been duly given. In the event that the office of any of the principal officers of the corporation shall become vacant due to death, resignation, removal or other cause, the Board of Directors shall appoint a successor to complete the term of the vacant office. The offices of President and Secretary/Treasurer shall at all times be held by different persons.

Section 2. The President shall preside over all meetings of the Board of Directors and shall discharge such other duties as may be prescribed from time to time by the Board of Directors. In the President's absence, his or her duties shall be assumed by the Vice President.

Section 3. The Secretary or his/her designee shall keep the minutes of the meetings of the Board of Directors and of any standing or temporary committees thereof; shall see that all notices are duly given in accordance with the provisions of these Bylaws, the Articles of Incorporation or as required by law; shall be the custodian of the corporation's records and the seal of the corporation.

Section 4. The Treasurer or designee shall be legal custodian of all corporate funds and securities. The Treasurer shall see that all funds are deposited in the name of the corporation in such bank or banks as the Board of Directors by resolution shall specify. The Treasurer shall keep proper account books according to standard accounting practices and perform such other duties as may be imposed upon him or her by the Board of Directors, and as may be incident to the office of Treasurer.

Section 5. The Board of Directors may by resolution create such additional and special offices as may be considered necessary or desirable in addition to those hereinabove described. The appointment, tenure, removal and succession of persons to hold such offices shall be as the Board of Directors by resolution shall provide.

ARTICLE IV.

All checks, notes, mortgages, leases, assignments, negotiable instruments and contracts shall be signed by such person or persons as the Board of Directors, by resolution, may direct from time to time.

ARTICLE V.

The corporation shall have authority to indemnify its Directors, officers, employees and agents, and the heirs, assigns and personal representatives of such persons, in the manner and to the extent permitted by applicable principles of statutory or common law. In the event of any claim, suit or action (whether threatened or pending), against any Director or officer of the corporation, arising out of any action or neglect to act by any one or more of the Directors or officers occurring within the course and scope of their employment as Directors or officers. Such Director or officer shall be entitled to indemnification by Multnomah Community Television to the extent of any liability insurance coverage maintained by Multnomah Community Television, for any damages, judgments, settlements, costs, charges or other expenses suffered thereby, or in connection with any appeal therefrom.

The position of Chief Executive Officer shall also be an office of the corporation, and the Chief Executive Officer shall be a corporate officer.

ARTICLE VI.

These Bylaws may be amended at the second of any two regular or special meetings of the Board of Directors, for which notice of consideration of such action shall be duly given for both meetings, by the affirmative vote of a majority of the voting Directors in office. Upon the adoption of any amendment to these Bylaws, the Board of Directors shall notify each governmental unit having jurisdiction over any of the Board's or MetroEast Community Media's operations.

ARTICLE VII.

Notwithstanding any other provisions of these Bylaws, no Director, officer, employee or representative of this corporation shall take any action or carry out any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they hereafter may be amended.

ARTICLE VIII.

In carrying out its authorized activities, the corporation shall make every reasonable effort to:

(a) Seek and identify communities of interest and encourage them to use facilities and channels over which the corporation has jurisdiction, to express their interests, concerns, ideas and aspirations.

(b) Provide training in cable communication production to individuals and community groups.

(c) Help individuals and community groups to develop and produce programs for cablecasting.

(d) Assure the availability of accessible cable communication production facilities, pursuant to prescribed rules governing the use of such facilities.

(e) Assure the nondiscriminatory, non-commercial use of facilities and channels over which the corporation has jurisdiction.

(f) Encourage the use of facilities and channels over which the corporation has jurisdiction to express divergent ideas and opinions on the broadest range of subjects.