

BYLAWS OF PLAYA

TABLE OF CONTENTS

ARTICLE I. PURPOSE

Section 1. Purpose

ARTICLE II. BOARD OF DIRECTORS

Section 1. Duties of the Board

Section 2. Qualifications of Directors

Section 3. Number of Directors

Section 4. Terms of Directors

Section 5. Selection of Directors

Section 6. Filling Vacancies

Section 7. Removal of Directors

Section 8. Resignation of Directors

Section 9. Election of Officers

Section 10. Conduct of Directors

Section 11. Quorum

Section 12. Decision-Making and Voting

Section 13. No Proxy Voting

Section 14. Meetings

Section 15. Telephonic Meetings

Section 16. Decisions By Mail or Email

Section 17. Notice of Meetings

Section 18. Waiver of Notice

Section 19. Authority of Directors

ARTICLE III. NONVOTING MEMBERS

Section 1. Nonvoting Members

ARTICLE IV. OFFICERS, CHAIRPERSON, AND STAFF

Section 1. Officers

Section 2. Election and Term of Office

Section 3. Removal

Section 4. Vacancies

Section 5. President

Section 6. Vice President

Section 7. Secretary

Section 8. Treasurer

Section 9. Executive Director and Staff

ARTICLE V. COMMITTEES

Section 1. Establishment

Section 2. Board Committees

Section 3. Non-Board Committees

Section 4. Committee Members

Section 5. Chair

Section 6. Committee Procedures

Section 7. Limitation on Powers

ARTICLE VI. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers and Directors

Section 2. Conflicts of Interest

Section 3. Financial Controls

Section 4. Annual Financial Assessment

Section 5. Tax Year

Section 6. No Discrimination

Section 7. Corporate Indemnity

ARTICLE VII. AMENDMENTS

Section 1. Articles of Incorporation and Bylaws

NOTE: The Oregon Nonprofit Corporation Act (ORS Chapter 65) both establishes and limits the powers and procedures available to nonprofit corporations. Where any questions arise about the meaning of these bylaws, or where these bylaws are silent on an issue, the Oregon Nonprofit Corporation Act should be consulted. If you would like assistance in updating, amending, or interpreting these bylaws, contact David Atkin, Attorney, at Nonprofit Support Services.

BYLAWS OF PLAYA

ARTICLE I. PURPOSE

Section 1. Purpose The purposes of Playa are exclusively those allowed for organizations defined under §501(c)(3) of the Internal Revenue Code. Within these limits, the purposes of Playa are articulated in its mission statement: On the edge of the Great Basin, PLAYA offers creative individuals the space, solitude and the community to reflect and to engage their work through its residency program. PLAYA supports innovative thinking through work in the arts, literature, natural sciences and other fields of creative inquiry and encourages dialogue between disciplines to bring positive change to the environment and the world.

ARTICLE II. BOARD OF DIRECTORS

Section 1. Duties of the Board. The Board of Directors must establish the corporation's policies and review and change them as necessary, oversee its programs, appoint or employ and supervise its staff director, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property. The Board must also ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it

operates in compliance with relevant state and federal laws. Board members must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, in order to carry out these tasks. The Board must meet at least four times per year, and shall strive to do this by meeting at least once each quarter of the year. The role of the Board does not include direct management or conduct of the daily operations of the organization, or the supervision of staff members other than the staff's executive director. The Executive Director shall be an ex officio, nonvoting member of the Board.

Section 2. Qualifications of Directors. Nominees for positions on the Board of Directors must have exhibited an interest in and commitment to the purposes of Playa, and must have expertise in areas relevant to the needs of the organization.

Section 3. Number of Directors. The Board of Directors will consist of no fewer than five and no more than fifteen members, as determined by the Board of Directors. The Board may in this way increase the size of the Board and then may elect new directors to fill the newly created director positions.

Section 4. Terms of Directors. Directors will serve three-year terms. However, unless they formally resign or are removed from office, directors will remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a director may serve.

Section 5. Selection of Directors.

- A) Directors shall be elected by the Board of Directors at an annual election meeting of the Board held for that purpose. The exact time and location of the election meeting will be set by resolution of the Board. The vote must be by a secret ballot if any person so requests.
- B) The Board may prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections.

Section 6. Filling Vacancies. The Board of Directors may elect new directors to fill any vacancies on the Board, including vacancies created by the passage of a resolution increasing the total number of Board member positions. A director elected to fill a vacancy will serve only until the next regular election of directors, at which time she or he must be elected by the Board in order to remain a director.

Section 7. Removal of Directors. A director may be removed for the causes stated in these bylaws by a simple majority of the directors in office not counting the director to be removed. A director may be removed without cause by a two-thirds vote of the directors in

office, excluding the director to be removed. The person being considered for removal has no vote in the process of removal. Notice of the meeting must be given that states that the removal of a director is to be considered at that meeting. A director may be removed for the following causes: three consecutive repeated failures to participate in Board meetings, failing to fulfill the duties required of directors, or intentional acts or omissions, that a prudent person could reasonably have foreseen would seriously damage the reputation or interests of the corporation.

Section 8. Resignation of Directors. A director may resign at any time. The resignation of a director must be in writing and be delivered to the Board of Directors, its presiding officer, the chair, or the secretary. Once delivered, a notice of resignation is irrevocable.

Section 9. Election of Officers. As soon as possible following each annual election of directors, the Board of Directors must elect officers of the corporation.

Section 10. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in alike position would exercise under similar circumstances and in a manner the director reasonably believes to be in the best interest of the corporation.

Section 11. Quorum. At all meetings of the Board of Directors, the presence or participation by phone of a quorum, which is at least a majority of the number of Directors in office immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions.

Section 12. Decision-Making and Voting. The directors must diligently and conscientiously attempt to make decisions by consensus. They must employ all standard consensus practices and techniques including the expression and careful consideration of minority views. When a consensus apparently cannot be achieved, any director may request and require that a vote be taken instead. The affirmative vote of at least a majority of the Directors present at any properly called meeting at which a quorum is present, is necessary and sufficient to make a decision of the Board of Directors of Playa unless a greater proportion is required by law or by these bylaws. An abstention counts as a "no" vote.

All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote. At the request of any director, the names will be recorded in the minutes of each director who voted for, voted against, or abstained on a particular motion.

Section 13. No Proxy Voting. No voting by proxy is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 14. Meetings. The Board must meet at least four times per year, and shall strive to do this by meeting at least once each quarter of the year. Meetings of the Board of Directors may be called by the chair, the chair of the Board, or 50 % of the directors in office.

Section 15. Telephonic Meetings. Meetings may be held by telephone or other method, as long as all participating directors may simultaneously hear and speak with each other. A director participating in such a meeting is deemed present for purposes of a quorum.

Section 16. Decisions By Mail or Email. The Board may use mail, fax or email to make any decision or take any action that is within its power, without a real-time meeting, through the use of a "Unanimous Consent Resolution." A clearly stated motion must be sent or presented to all of the directors on the Board, along with clear instructions that this process requires a vote of "yes, no, or abstain" from each director in response. If the Unanimous Consent Resolution is sent by mail or fax, then it must be signed and returned by mail or fax by each director. If it is sent by email then each director must send their vote in an emailed reply, and in that case no signature is necessary. Motions are adopted and effective on the date that all directors in office have responded with an affirmative "yes" vote. If any director fails to vote, votes "no" or abstains, then the Unanimous Consent Resolution motion fails to pass. A printed record of each director's vote will be stored with the corporate records.

Section 17. Notice of Meetings. Notice must be given of every meeting of the Board, stating the date, time, and location of the meeting, and the purpose of the meeting if so required by law or these bylaws. The notice must be given not less than 2 days in advance of the meeting if delivered by telephone conversation or in person, and not less than 7 days in advance if delivered by first class mail, email, or fax to an address provided by the individual director.

Regular meetings: After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meeting. The Board may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all directors.

Section 18. Waiver of Notice. Any director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and given to the secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a director at any meeting without specific objection to the notice constitutes a waiver of the right to receive full notice of that meeting.