

RESTATED BYLAWS
OF
THE LAST RESORT PLAYERS
an Oregon nonprofit corporation

HERSHNER, HUNTER, ANDREWS, NEILL & SMITH, LLP LAW OFFICES

180 EAST 11TH AVENUE P.O. BOX 1475

EUGENE, OREGON 97440

FAX (541) 344-2025 TELEPHONE (541) 686-8511

RESTATED BYLAWS OF THE LAST RESORT PLAYERS

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I -- OFFICES	1
SECTION 1. PRINCIPAL OFFICES	1
SECTION 2. REGISTERED OFFICE	1
ARTICLE II – CORPORATE PURPOSES	1
ARTICLE III -- MEMBERS	1
SECTION 1. CLASSES AND VOTING	1
SECTION 2. MEMBERSHIP AND QUALIFICATIONS	1
a. OPEN MEMBERSHIP	1
b. QUALIFICATIONS.....	2
c. NON-VOTING MEMBERSHIP.....	2
SECTION 3. TERMINATION OF MEMBERSHIP	2
SECTION 4. ANNUAL MEETINGS	2
SECTION 5. SPECIAL MEETINGS	2
SECTION 6. NOTICE OF MEETING	2
SECTION 7. QUORUM AND VOTING	2
SECTION 8. PROXY VOTING	2
SECTION 9. ACTION BY CONSENT	2
SECTION 10. INSPECTION OF CORPORATE RECORDS	2
ARTICLE IV -- DIRECTORS	2
SECTION 1. DUTIES	2
SECTION 2. NUMBER AND QUALIFICATION	2
SECTION 3. TERM AND ELECTION	3
SECTION 4. REMOVAL	3
SECTION 5. VACANCIES	3
SECTION 6. QUORUM AND ACTION	3
SECTION 7. ANNUAL MEETINGS	3
SECTION 8. SPECIAL MEETINGS	3
SECTION 9. MEETING BY TELECOMMUNICATION	3
SECTION 10. WAIVER OF NOTICE	3
SECTION 11. NO SALARY	3
SECTION 12. ACTION BY CONSENT	3
ARTICLE V -- COMMITTEES	4
SECTION 1. EXECUTIVE COMMITTEE	4
SECTION 2. OTHER COMMITTEES	4
SECTION 3. COMPOSITION OF COMMITTEES EXERCISING BOARD FUNCTIONS	4
SECTION 4. QUORUM AND ACTION	4
SECTION 5. LIMITATIONS ON THE POWERS OF COMMITTEES	4

ARTICLE VI -- OFFICERS	4
SECTION 1. TITLES	4
SECTION 2. QUALIFICATION	4
SECTION 3. TERM	4
SECTION 4. VACANCY	4-5
SECTION 5. RESIGNATION	5
SECTION 6. REMOVAL	5
SECTION 7. OTHER OFFICERS	5
SECTION 8. COMPENSATION	5
SECTION 9. PRESIDENT	5
SECTION 10. SECRETARY	5
ARTICLE VII -- CONTRACTS, LOANS, CHECKS AND DEPOSITS	5
SECTION 1. EXECUTION OF WRITTEN INSTRUMENTS	5
SECTION 2. LOANS	6
SECTION 3. CHECKS AND DRAFTS	6
SECTION 4. DEPOSITS	6
ARTICLE VIII -- AMENDMENTS TO BYLAWS	6
ARTICLE IX -- CORPORATE INDEMNITY	6
SECTION 1. INDEMNIFICATION	6
SECTION 2. INSURANCE	6

**RESTATED BYLAWS OF
THE LAST RESORT PLAYERS**

ARTICLE I - OFFICES

SECTION 1. PRINCIPAL OFFICES. The principal office of the corporation in the state of Oregon shall be located as designated by the board of directors. The corporation may have such other offices, either within or without the state of Oregon, as the board of directors may designate.

SECTION 2. REGISTERED OFFICE. The corporation shall have and continuously maintain in the state of Oregon a registered office, and a registered agent whose business office is identical with that registered office, as required by the Oregon Nonprofit Corporation Law. The registered office may be, but need not be, identical with the principal office of the corporation.

ARTICLE II -- CORPORATE PURPOSES

This corporation shall be organized and operated exclusively for charitable literary and educational purposes. Subject to the limitations stated in the Articles of Incorporation, as amended, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Internal Revenue Code Section 501 (c)(3) (or its corresponding future provisions). This corporation's primary purpose shall be to encourage and promote cultural and artistic endeavors in the community of Florence, Oregon.

ARTICLE III -- MEMBERS

SECTION 1. CLASSES AND VOTING. There shall be two classes of members of this corporation, voting and non-voting. Each voting member shall be entitled to vote to elect the board of directors of the corporation.

SECTION 2. MEMBERSHIP AND QUALIFICATIONS.

a. **OPEN MEMBERSHIP.** Membership is open to anyone interested in the production, encouragement, and advancement of theatrical productions, and the promotion of art and development of artistic abilities and other skills in the field of histrionics; and the encouragement of other amateur dramatic enterprises.

b. **QUALIFICATIONS.** Any person or family may become a member of the corporation by paying a nominal annual membership fee which shall be set by the board of directors by resolution. Voting membership shall be required of each member of the board of directors and each committee chair appointed by the board of directors. Family members shall be entitled to two votes. Voting or non-voting membership shall be required for all persons involved in a production.

c. **NON-VOTING MEMBERSHIP.** The Board of Directors shall have the authority to establish and define non-voting categories of membership.

SECTION 3. TERMINATION OF MEMBERSHIP. Membership may be terminated by the board of directors after giving the member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and the opportunity for the member to be heard by the board, orally or in writing, not less than five days before the effective date of the termination. The decision of the board shall be final and shall not be reviewable by any court.

SECTION 4. ANNUAL MEETINGS. The annual meeting of the member shall be held in January on a date set by the board of directors. The annual meeting shall be for the purpose of electing members of the board of directors for the ensuing year and considering a report of the president showing the condition of the corporation.

SECTION 5. SPECIAL MEETINGS. Special meetings shall be held at the call of the president or at the call of the board of directors or the call of at least 15% of all members of the corporation by a demand signed, dated, and delivered to the corporation's secretary. Such demand by the members shall describe the purpose for the meeting.

SECTION 6. NOTICE OF MEETINGS. Notice of all meetings of the members shall be given to each member at the last address of record, by electronic mail and/or first class mail at least 7 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.

SECTION 7. QUORUM AND VOTING. The presence of 15% of the members, excluding the board of directors, at regular or special membership meetings shall constitute a quorum. A majority vote of the members of the quorum is the act of the members unless these bylaws or the law provide differently. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

SECTION 8. PROXY VOTING. There shall be no voting by proxy.

SECTION 9. ACTION BY CONSENT. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a members' meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the members.

SECTION 10. INSPECTION OF CORPORATE RECORDS. Corporate financial records are a matter of public record and a yearly financial report will be made available upon request. Monthly financial reports may be examined by interested members or other persons by making an appointment with the treasurer.

ARTICLE IV - DIRECTORS

SECTION 1. DUTIES. The affairs of the corporation shall be managed by the board of directors.

SECTION 2. The number of directors may vary between a minimum of seven and maximum of fifteen, with the exact number of directors with such maximum and minimum to be fixed by a resolution

of the board of directors from time to time.

SECTION 3. TERM AND ELECTION. The term of office for directors shall be two years. A director may be reelected without limitation on the number of terms he or she may serve. The board of directors shall be elected by the general membership at the Annual Meeting. The board of directors shall make provisions to stagger the terms of directors so that each year the terms of as close as possible to one-half of the directors shall expire. No person shall be elected as a director of this corporation who would constitute a "disqualified person" under Section 4946(a) of the Internal Revenue Code.

SECTION 4. REMOVAL. Any director may be removed, with or without cause, at a meeting called for that purpose, by a vote of the majority of the members entitled to vote at an election of directors.

SECTION 5. VACANCIES. Vacancies on the board of directors and newly created board positions will be filled by a majority vote of the directors then on the board of directors.

SECTION 6. QUORUM AND ACTION. A quorum at a board meeting shall be a majority of the number of directors prescribed by the board, or if no number is prescribed, by a majority of all directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of directors present. Where the law requires a majority vote of directors in office to establish committees that exercise board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by the majority as required by law.

SECTION 7. ANNUAL MEETINGS. An annual meeting of the board of directors shall be held in September following the Labor Day weekend, or at such other time and date as determined by the board of directors. Regular meetings of the board of directors shall be held at the time and place to be determined by the board of directors. No other notice of the date, time, place, or purpose of these meetings is required.

SECTION 8. SPECIAL MEETINGS. Special meetings of the board of directors shall be held at the time and place to be determined by the board of directors. Notice of such meetings describing the date, time, place, and purpose of the meeting shall be delivered to each director personally or by telephone, electronic mail or by mail not less than two days prior to the special meeting.

SECTION 9. MEETING BY TELECOMMUNICATION. Any regular or special meeting of the board of directors may be held by telephone or telecommunications, as long as all directors can hear each other.

SECTION 10. WAIVER OF NOTICE. Attendance of a director at a meeting shall constitute a waiver of notice of that meeting, except in the case of attendance by a director at a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened; provided, the objecting director does not thereafter vote for or assent to any action taken at the meeting.

SECTION 11. NO SALARY. Directors shall not receive salaries for their board services, but may be reimbursed for expenses reasonably related to board service.

SECTION 12. ACTION BY CONSENT. Any action required by law to be taken at a meeting of the board or any action which may be taken at a board meeting may be taken without a meeting if

a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the directors.

ARTICLE V -- COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE. The board of directors may elect an executive committee. The executive committee shall have the power to make ongoing decisions between board meetings and shall have the power to make financial and budgetary decisions, However, the executive committee shall not have the authority of the board of directors in reference to amending, altering, or repealing bylaws; electing, appointing, or removing any member of the executive committee, or any director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or appealing any resolution of the board of directors, The authority of the executive committee may be further limited by resolution of the board of directors.

SECTION 2. OTHER COMMITTEES, The board of directors may establish such other committees as it deems necessary and desirable, Such committees may exercise functions of the board of directors or may be advisory committees.

SECTION 3. COMPOSITION OF COMMITTEES EXERCISING BOARD FUNCTIONS. Any committee that exercises any function of the board of directors shall be composed of two or more directors elected by the board of directors by a majority vote of the number of directors prescribed by the board, or if no number is prescribed, a majority vote of all directors in office at that time.

SECTION 4. QUORUM AND ACTION. A quorum at a committee meeting exercising board functions shall be a majority of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of directors present.

SECTION 5. LIMITATIONS ON THE POWERS OF COMMITTEES. No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles of Incorporation, bylaws, or any resolution by the board of directors.

ARTICLE VI -- OFFICERS

SECTION 1. TITLES. The officers of this corporation shall be the president and secretary .

SECTION 2. QUALIFICATION. The officers shall have such qualifications as the board of directors may determine . No person shall serve as an officer of this corporation who constitutes a "disqualified person" under the provisions of Section 4946(a) of the Internal Revenue Code.

SECTION 3. TERM. The board of directors shall elect the president and secretary to serve one-year terms. An officer may be reelected without limitation on the number of terms the officer

may serve.

SECTION 4. VACANCY. A vacancy of the office of president or secretary shall be filled not later than the first regular meeting of the board of directors following the vacancy.

SECTION 5. RESIGNATION. Any officer may resign at any time by giving written notice to the board of directors. Any such resignation shall take effect upon receipt of such notice or at any later time specified in the notice. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6. REMOVAL. Any officer or agent elected or appointed by the board of directors may be removed by the board of directors with or without cause whenever, in its judgment, the best interest of the corporation will be served. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not, of itself, create contract rights.

SECTION 7. OTHER OFFICERS. The board of directors may elect or appoint other officers, agents, and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the board of directors.

SECTION 8 COMPENSATION. Officers shall not receive any stated salary for their services, but by resolution of the board of directors, any officer may be paid expenses, if any, incurred by the officer for the benefit of the corporation. No officer is precluded from serving the corporation in any other capacity and receiving compensation therefore unless such compensation may jeopardize the status of the corporation as an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code.

SECTION 9. PRESIDENT. The president shall be the chief officer of the corporation and shall act as the chairman of the board of directors. The president, or the president's designee, shall preside at all meetings of directors unless otherwise ordered by the board of directors. The president shall, at the annual meeting of directors, make an annual report on the business and fiscal affairs of the corporation and make such recommendations as the president deems proper.

SECTION 10. SECRETARY. The secretary shall keep or cause to be kept at the registered office, or at such other place as the board of directors may order, a book of minutes of meetings of directors showing the time and place of meeting, whether it was a regular or special meeting, and if a special meeting, how authorized, the notice given, the names of those present, and the proceedings. The secretary shall give or cause to be given notice of the meetings of the board of directors as is required by these bylaws.

ARTICLE VII -- CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. EXECUTION OF WRITTEN INSTRUMENTS. Contracts or other instruments which the board of directors has authorized to be executed, or which may be required by law, may be signed by the president or secretary. The board of directors or the president may authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation, other than specified in this Section I, and such authority may be general or confined to specific instances.

SECTION 2. LOANS. The corporation shall neither borrow nor lend money and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the board of directors. The authority may be general or confined to specific instances.

SECTION 3. CHECKS AND DRAFTS. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officers or agents of the corporation and in such manner as shall from time to time be determined by the president.

SECTION 4. DEPOSITS. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the president may select.

ARTICLE VIII - AMENDMENTS TO BYLAWS. These bylaws may be amended or repealed, and new bylaws adopted, by the board of directors by a majority vote of directors present, if a quorum is present. Prior to the adoption of the amendment, each director shall be given at least two days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

ARTICLE IX - CORPORATE INDEMNITY

SECTION 1. INDEMNIFICATION. This corporation will indemnify its officers and directors to the fullest extent allowed by Oregon law.

SECTION 2. INSURANCE. The corporation may purchase and maintain insurance on behalf of each director and officer against liability asserted against or incurred by the director or officer.

I certify that these restated bylaws were adopted by a resolution of the board of directors effective December 9, 2009.

Nancy Gascich, Secretary