

BYLAWS OF ELEMENT 11, INC.

ARTICLE I - NAME AND PURPOSE

- Section 1: The name of the organization shall be Element 11, Inc.
- Section 2: Element 11, Inc., is organized exclusively for charitable, scientific, and educational purposes; more specifically, to promote local community culture and art.

ARTICLE II - MEMBERSHIP

- Section 1: Membership shall consist only of the members of the Element 11 Board of Directors.

ARTICLE III - ANNUAL MEETING

- Section 1: Quarterly Meetings. The date of the regular quarterly Board of Directors meeting shall be set by the Chair of the Board of Directors, who shall also set the time and place.
- Section 2: Special Meetings. Special meetings may be called by any member of the Executive Committee or one-third of the Board.
- Section 3: Notice. Notice of each meeting shall be given to each voting member, by e-mail, not less than 14 calendar days before each meeting.
- Section 4: Other Meetings. Other meetings may be scheduled as needed.

ARTICLE IV - BOARD OF DIRECTORS

- Section 1: Board Role, Size, Compensation. The Board of Directors is responsible for overall policy and direction of Element 11 and delegates' responsibility for the day-to-day operations to the Board Chair and Committee Chairs. The Board shall have up to fifteen (15) and no fewer than nine (9) members. The Board receives no compensation, other than reasonable expenses.
- Section 2: Meetings. The Board shall meet at least quarterly, at an agreed-upon time and place.
- Section 3: Board Elections. Elections of new Directors or election of current Directors to a subsequent term will occur in the 4th quarter of each fiscal year, prior to the 4th quarter Board meeting, with the results of the election to be announced as the first item of business at the 4th quarter Board meeting. Directors will be elected by a two-thirds majority vote of the current Directors.

- Section 4: Terms.
- a) All Board Members shall serve one (1) initial three-year term, and immediately following this initial term shall be eligible to subsequently serve three (3) one-year terms, unless otherwise specified. Thereafter, Board Members may serve up to three (3) additional one-year terms after remaining off the Board for a period of at least one (1) year.
 - b) Term of Service begins when the Board Member has submitted all required paperwork, including the Letter of Commitment, Non-Disclosure Agreement, Conflict of Interest, and other required documents, to the Secretary. Board Members may not vote, attend Special Meetings, or act in an official capacity until this paperwork is properly submitted.
- Section 5: Quorum. A quorum must be attended by at least seven (7) Board Members, or at least 51 percent of active Board Members when the Board is larger than 13 members, before business can be transacted or motions made or passed. The special cases of amending the BYLAWS, adding new committees, or adding or removing Board Members require a two-thirds majority vote.
- Section 6: Notice. An official Board meeting requires that each Board Member have written e-mail notice of the time and place of the meeting at least 14 calendar days in advance.
- Section 7: Officers and Duties. There shall be five Officers of the Board, consisting of a Chair, Vice Chair, Secretary, Treasurer, and General Manager, which shall comprise the Executive Committee. Each of the five Officers shall be elected by a two-thirds majority vote of the Directors. In addition to the roles and responsibilities outlined in each Officer's job description, there shall also include:
- a) The Chair and Executive Committee Director, who shall convene regularly-scheduled Board meetings and shall preside or arrange for other members of the Executive Committee to preside at each Board meeting in the following order of Vice Chair, Treasurer, Secretary, and General Manager; fulfill the Board visionary role, Board leadership, and direction; be the primary Board contact with Regional Contacts and Burning Man; set and adhere to the Executive Committee budget; create, coordinate, and oversee any Departments necessary to facilitate these responsibilities; and ensure the perpetual functionality of the Board and all operational functions of Element 11, Inc.
 - b) The Vice Chair, who shall sit as a member of the Executive Committee, works with the Chair to further develop the vision of Element 11. Additionally, the Vice Chair may be appointed as the Director of one of the Board committees and shall create, coordinate, and oversee any Departments necessary to facilitate these responsibilities.
 - c) The Treasurer and Finance Director, who shall act as Chair of the Finance Committee; make a financial report at each Board meeting; oversee the

preparation of the budgets and corporate tax filings; oversee all asset management; make all financial information available to the Board Members and the public; set and adhere to the Finance Committee budget; and create, coordinate, and oversee any Departments necessary to facilitate these responsibilities.

- d) The Secretary and Corporate Records Committee Director, who shall act as the Chair of the Corporate Records Committee; be responsible for keeping records of Board actions, including the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and agendas to each Board Member, and assuring that corporate records are maintained; set and adhere to the Corporate Records Committee budget; and create, coordinate, and oversee any Departments necessary to facilitate these responsibilities.
- e) The General Manager and Operations Committee Director, who shall act as Chair of the Operations Committee, and oversee all operational aspects of Element 11, Inc., including establishing, documenting, and updating, as necessary, all operational policies and procedures, the master operations plan, and organizational structure; ensure business contracts and insurance coverage are negotiated by the Executive Committee; oversee non-financial asset management; handle any licensing needs and applications; set and adhere to the Committee budget; and create, coordinate, and oversee any Departments necessary to facilitate these responsibilities.

Section 8: Vacancies. When a vacancy on the Board exists, current Board Members may nominate new members by submitting their name to the Secretary at least two (2) weeks prior to the Board meeting. These nominations shall be sent out to Board Members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies shall be filled only to the end of the original Board Member=s term.

Section 9: Resignation, Termination, and Absences.

- a) Resignation from the Board must be in writing and received by the Secretary. A Board Member shall be dropped from the Board for excessive absenteeism if she/he has three (3) unexcused absences or four (4) consecutive excused absences.
- b) A Board Member may be removed for other reasons, including BYLAWS violations, by a two-thirds vote of the remaining Directors. Notification of removal of office shall be sent by e-mail.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of any member of the Executive Committee or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board Member by way

of e-mail at least 14 calendar days in advance, whenever possible.

ARTICLE V - COMMITTEES

- Section 1: The Board may create committees as needed, such as fundraising, volunteer, etc. Upon the creation of a new committee, a Committee Director and Chair shall be appointed by the Board to oversee the new committee.
- Section 2: The five Officers, namely the Board Chair, Vice Chair, Treasurer, Secretary, and General Manager, serve as the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors. The Executive Committee directly oversees all aspects of fundraising and finance through specific duties of the five Officers and works within the broader Operations Committee to oversee the full aspect of Element 11 operations.
- Section 3: Finance Committee. The Treasurer is the Finance Director and Chair of the Finance Committee, which shall also include at least two (2) other Members of the Board. This Committee may also draw on and organize broader volunteer resources to meet its objectives. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget using staff and other Board Members. The Board must approve the budget, and all expenditures must be within a predetermined budget. Any major change in the budget must be approved by the Board or the Executive Committee. The Element 11, Inc., Fiscal Year shall be the Calendar Year. Annual reports are required to be submitted to the Board showing income, expenditures, ongoing liabilities, and projected income. The financial records of the organization are public information and shall be made available to the membership, Board Members, and the public.
- Section 4: Corporate Records Committee. The Secretary is the Corporate Records Committee Director and Committee Chair and oversees the Corporate Records Committee. This Committee may also draw on and organize broader volunteer resources to meet its objectives. The Corporate Records Committee is responsible to take or arrange to be taken minutes at all Board meetings; send out meeting announcements; distribute copies of Board meeting agendas and minutes to each Board Member; archive Board of Director records; and assure that all corporate records and corporate history are maintained. This Committee shall be responsible to create an annual operating budget to accomplish its responsibilities, and shall submit this budget to the Treasurer during the 4th quarter for approval on the next fiscal year=s budget.

- Section 5: Operations Committee. The General Manager is the Operations Committee Director and Committee Chair and oversees the Operations Committee. This Committee may also draw on and organize broader volunteer resources to meet its objectives. The Operations Committee oversees all operational aspects of Element 11, Inc., including the establishing, documenting, and updating as necessary all operating policies and procedures, the master operations plan, and organizational structure. It is the responsibility of this Committee to ensure that all business contracts and insurance coverage are negotiated by the Executive Committee; oversee non-financial asset management; and handle any licensing needs and applications. This Committee shall be responsible to create an annual operating budget to accomplish its responsibilities, and shall submit this budget to the Treasurer during the 4th quarter for approval on the next fiscal year=s budget.
- Section 6: Other Committees. The Board of Directors may form other Committees, as necessary, to facilitate the operations and further the mission of Element 11, Inc. A Board Member shall be appointed by the Board as the Chair and Committee Director for each Committee upon its formation. Each Committee shall be responsible to create an annual operating budget to accomplish its responsibilities and further the mission and long-term goals of Element 11, Inc., and shall submit this budget to the Treasurer during the 4th quarter for approval on the next fiscal year=s budget.

ARTICLE VI - FINANCE

- Section 1: All financial procedures and policies shall be detailed in the Element 11 Finance Policy.
- Section 2: Any and all financial contracts, legal agreements, binding agreements, payment agreements, and/or debts of any kind must be ratified by a quorum vote of the Board of Directors before being approved and enacted. All intended or requested financial commitments made by Members of the Board of Directors or any volunteer must be immediately disclosed to the Director of Finance.
- Section 3: Element 11 cash reserves and/or physical assets shall not be loaned to individuals or institutions for any purpose or reason. Element 11 shall not offer any form of loan.

Section 4: Element 11 volunteers who collect, disburse, or otherwise handle Element 11 monies are required to sign off on and follow money-handling practices outlined in the Finance Policy.

Section 5: The Element 11 Fundraising Policy outlines restrictions and requirements around how Element 11 may collect revenue through fundraising efforts, including how monies are allocated.

ARTICLE VII - VOLUNTEERS

Section 1: Element 11 is a volunteer-run organization: as such, Element 11 shall have no employees.

Section 2: All volunteer procedures and policies shall be detailed in the Element 11 Volunteer Policy.

ARTICLE VIII - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with the regular Board announcements.

These Bylaws were approved at the meeting of the
Board of Directors of Element 11, Incorporated, on

October 16, 2011

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AMENDMENTS

1. These BYLAWS were AMENDED to include Article V, Section 6 - Elemental Public Works (EPW) Committee by the Element 11 Board of Directors on December 3, 2011.
2. These BYLAWS were AMENDED in the following ways:
 - .1: Addition of Article V, Section 7 - Community Services Committee, with some language being taken out of EPW (Art V, Sec 6) Committee to reflect changes to duties and responsibilities enabled by the new Committee;
 - .2: Addition of Article V, Section 8 - Operations Committee;
 - .3: Revision of Article V, Section 4 - to rename Events Committee to Allies Committee;
 - .4: Revision of Article V, Section 2 - to further articulate specific operation duties of Operations Committee;
 - .5: Revision to Article IV, Section 7 - to rename other officer positions and add

- specific language which clarifies duties;
- .6: Revision of ACommittee Chair@ language to reflect changes to Director titles; and
- .7: Fixes to a couple minor grammatical errors;

by consent of the Element 11 Board of Directors on
December 2, 2012

3. These BYLAWS were AMENDED in the following ways:

- .1: Fixes to minor grammatical and typographical errors;
- .2: Updates to Article III, Section 2, and Article IV, Section 10, to clarify inconsistent language and to change Special Meeting requirements;
- .3: Addition of Article IV, Section 4a, defining when BOD terms of service begin;
- .4: Addition of Section 9c of Article IV to include the rule that Any individual removed from the Board by a two-thirds vote of the remaining Directors shall be permanently ineligible for Board service at any time in the future;
- .5: Addition of Article VI - Finance, Sections 1 - 5;
- .6: Addition of Article VII - Volunteers, Sections 1 - 2;
- .7: Renumbering Amendments to Article VIII;

by consent of the Element 11 Board of Directors on
May 5, 2013

4. These BYLAWS were AMENDED in the following ways:

- .1: Corrections of minor grammatical and typographical errors;
- .2: Article III, addition of Section 4, Other Meetings;
- .3: Modifications to Article IV, Section 7, to reflect changes to the roles and responsibilities of the Executive Committee Members, to add an election requirement for the Officers, to remove the word "Vitalization," and to add the General Manager to the Executive Committee and outline the General Manager's duties and responsibilities;
- .4: Article IV, Section 9(a), modification of what constitutes excessive absenteeism;
- .5: Article IV, removal of Section 9(c) regarding future Board service of a removed Board Member;
- .6: Article V, Section 1, modification to the appointment of Committee Chairs;
- .7: Article V, Section 2, removal of APublic Relations@ and ACommunications,@ and addition of the General Manager to the Executive Committee;
- .8: Article V, Section 4, Allies Committee description removed and a description of the Volunteer Committee added;
- .9: Article V, Section 5, Arts Committee description removed and a description of the Corporate Records Committee added;
- .10: Article V, Section 6, Elemental Public Works Committee description removed and a description of the Operations Committee added;

- .11: Article V, Section 7, Community Services Committee description removed and a description of Other Committees added;
- .12: Article V, Section 8, removed and the Operations Committee defined in Article V, Section 6;

by consent of the Element 11 Board of Directors on
January 14, 2014

5. These BYLAWS were AMENDED in the following ways:

- .1 Article III, Section 2, Removed reference to “Element 11 Special Meeting Policy”;
- .2 Article IV, Section 1, Changed to 9 minimum members;
- .3 Article IV, Section 3, Changed “second” to “subsequent”;
- .4 Article IV, Section 3, Changed date of election and announcement of results;
- .5 Article IV, Section 4, Changed term limits;
- .6 Article IV, Section 7(a), Replaced “Advisory Panel” with “Burning Man”;
- .7 Article IV, Section 7(b), Redefined the Vice Chair’s role;
- .8 Article IV, Section 10, Removed reference to the “Special Meeting Policy”;
- .9 Article V, Section 2, Removed “volunteer development”;
- .10 Article V, Section 4, Removed Volunteer Committee description, and renamed this section “Corporate Records Committee”;
- .11 Article V, Section 5, Renamed this section “Operations Committee”;
- .12 Article V, Section 6, Renamed this section “Other Committees”;
- .13 Correction of minor grammatical errors;

By consent of the Element 11 Board of Directors on
October 29, 2014