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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: Meetings. The Board shall meet at least once per quarter during each calendar year. Regular Board meetings shall occur each month subject to the availability of current Board members. The date of regular Board 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, which are governed by rules outlined in the Element 11 Special Meeting Policy, 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, Slack, or similar appropriate asynchronous system. The system used in these notifications shall be agreed upon by the Board prior to implementation. All members shall be informed of scheduled meetings not less than 14 calendar days prior to each meeting. In the event that it is necessary to reschedule, the Board shall consult on such issue and post official notifications at the earliest possible time.

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 no fewer than six (6) members, but may increase at the discretion of the Board. The Board receives no compensation, other than reasonable expenses and event ticket waivers.

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, and elections of current Directors to additional terms of service, will occur as often as required to fill vacancies. The Board shall actively recruit and elect new members at the end of each calendar year to replace members who have completed their normal terms of service. Directors will be elected by a two-thirds majority vote of the current Directors.

Section 4: Terms.

a) All Board Members shall serve three-year terms, unless otherwise specified. Board Members may serve up to two (2) consecutive terms or three (3) non-consecutive terms.
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 shall be required before business can be transacted or motions made or passed. A quorum shall require a minimum of 2/3 of active Board members, with a minimum of four (4) Board members required. This requirement shall always be maintained regardless of the number of active Board members or other potential exceptional circumstances.

Section 6. Notice. An official Board meeting requires that each Board Member receive notice of the time and place of the meeting at least 14 calendar days in advance.

Section 7: Officers and Duties. There shall be two Officers of the Board, consisting of a Chair and General Manager. The Executive Committee shall include these Officers plus at least two (2) additional senior Board members. In addition to the roles and responsibilities outlined in each Officer’s job description, there shall also include:

a) The Chair, who shall convene regularly scheduled Board meetings and shall preside at each Board meeting; fulfill the Board visionary role, Board leadership, and direction; be the primary Board contact with Regional Contacts and the Advisory Panel; 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 General Manager, 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.

c) Other members of the Executive Committee shall have oversite of their own respective departments and Cabinet members, and shall have special duties and assignments as assigned by the Chairman and Executive Committee.

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. Special meetings are governed by rules outlined in the Element 11 Special Meeting Policy.

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 Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors (except for the power to amend the Articles of Incorporation and Bylaws) subject to the direction and control of the Board of Directors. The Executive Committee directly oversees all aspects of fundraising, volunteer development, 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: 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 4^{th} 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. However- the Board shall have the authority to contract with service providers as required to provide specific services critical to ongoing operations. These shall include, but are not limited to: the current Chief Executive Officer, Element 11 event security, and the current Medical Lead- all of which are contracted for finite durations to conduct specific tasks in exchange for specific compensation.

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.

* * *

The initial draft of these Bylaws was approved at the meeting of the Board of Directors of Element 11, Incorporated, on October 16, 2011

All revisions to this document shall be detailed in the AMENDMENTS section below:

* * *

AMENDMENTS

1. On Dec 3 2011 these BYLAWS were AMENDED by consent of the Element 11 Board of Directors in the following ways:
    a. include Article V, Section 6 - Elemental Public Works (EPW) Committee.

2. On Dec 2 2012 these BYLAWS were AMENDED by consent of the Element 11 Board of Directors in the following ways:
    a. 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;
    b. Addition of Article V, Section 8 - Operations Committee;
    c. Revision of Article V, Section 4 - to rename Events Committee to Allies Committee;
    d. Revision of Article V, Section 2 - to further articulate specific operation duties of Operations Committee;
    e. Revision to Article IV, Section 7 - to rename other officer positions and add specific language which clarifies duties;
    f. Revision of ACommittee Chair@ language to reflect changes to Director titles; and
    g. Fixes to a couple minor grammatical errors.

3. On May 5 2013 these BYLAWS were AMENDED by consent of the Element 11 Board of Directors in the following ways:
    a. Fixes to minor grammatical and typographical errors;
    b. Updates to Article III, Section 2, and Article IV, Section 10, to clarify inconsistent language and to change Special Meeting requirements;
    c. Addition of Article IV, Section 4a, defining when BOD terms of service begin;
    d. 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;

e. Addition of Article VI - Finance, Sections 1 - 5;
f. Addition of Article VII - Volunteers, Sections 1 - 2;
g. Renumbering Amendments to Article VIII;

4. On Jan 14 2014 these BYLAWS were AMENDED by consent of the Element 11 Board of Directors in the following ways:
    a. Corrections of minor grammatical and typographical errors;
    b. Article III, addition of Section 4, Other Meetings;
    c. 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;
    d. Article IV, Section 9(a), modification of what constitutes excessive absenteeism;
    e. Article IV, removal of Section 9(c) regarding future Board service of a removed Board Member;
    f. Article V, Section 1, modification to the appointment of Committee Chairs;
    g. Article V, Section 2, removal of APublic Relations@ and Communications, and addition of the General Manager to the Executive Committee;
    h. Article V, Section 4, Allies Committee description removed and a description of the Volunteer Committee added;
    i. Article V, Section 5, Arts Committee description removed and a description of the Corporate Records Committee added;
    j. Article V, Section 6, Elemental Public Works Committee description removed and a description of the Operations Committee added;
    k. Article V, Section 7, Community Services Committee description removed and a description of Other Committees added; and
    l. Article V, Section 8, removed and the Operations Committee defined in Article V, Section 6.

5. On Mar 17 2022 these BYLAWS were AMENDED by consent of the Element 11 Board of Directors in the following ways:
    a. Added headers and footers for increased clarity and modernization;
    b. Article III, Section 1, updated to increase meeting frequency from quarterly to monthly;
    c. Article III, Section 3, updated notice to include current systems, added language regarding rescheduling.
    d. Article IV, Section 1, updated compensation to reflect new smaller board size, and include ticket waivers.
    e. Article IV, Section 3, updated to allow for dynamic Board nominations as required;
    f. Article IV, Section 5, updated quorum definition to match new smaller board size-increase to quorum requirement negated special voting requirements;
    g. Article IV, Section 6, removed specific e-mail requirement;

h. Article IV, Section 7, Executive positions removed to comply with new CEO position, senior Board members added to Exec Comm to fill positions, removed obsolete positions, descriptions, tasks from nested Exec Comm list, added general provision for special assignments under item c);
i. Article V, Section 2, modified order for clarification, removed Exec Comm list per smaller Board size;
j. Article V, Section 3, DELETED section regarding Finance Committee- this committee has not been implemented in several years;
k. Article V, Section 4, DELETED section regarding Volunteer Committee- this committee has not been implemented in several years;
l. Article V, Section 5, DELETED section regarding Corporate Records Committee- this committee has not been implemented in several years;
m. Article V, Section 6, DELETED section regarding Operations Committee- this committee has not been implemented in several years;
n. Article V, Section 7, renumbered to Section 3 to match deleted sections stated above;
o. Article VII, Section 1, revised to include service providers such as CEO, medical lead, security, and similar;
p. Miscellaneous minor corrections to formatting and grammar- these corrections do not alter the meaning of the sections in which they were applied.