RESTATED BYLAWS OF

OREGON SHAKESPEARE FESTIVAL ASSOCIATION

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ARTICLE I - NAME AND PURPOSES

1. The name of this organization, which is a non-profit, public-benefit corporation, is Oregon Shakespeare Festival Association. The Association is dedicated to presenting dramatic productions of high professional quality. The Association is primarily oriented toward productions of the works of William Shakespeare. It also encourages and sponsors productions of other dramatic works.

2. The Association will make constant efforts to enhance the artistic quality of its productions and to improve the physical environment within which they are presented to the public. It will offer opportunities for established professional and aspiring directors, actors and supporting theatre personnel.

3. Through outreach educational activities the Association will encourage the development of an appreciation, among students, teachers, and other potential audiences, of quality theatre and of Shakespeare's works and times.

ARTICLE II -- MEMBERS

1. The Association will have no members within the meaning of Oregon Nonprofit Corporation Act and therefore shall have no members entitled to vote on any matter. It will use the term "member" to apply to persons who have made a financial contribution to the Association and who have been granted corresponding benefits.

ARTICLE III - GOVERNANCE

1. All powers of the Association shall be executed by or under the authority of, and the business and affairs of the Association managed under the direction of, a Board of Directors. Directors will be elected to the Board by a majority of those present at the Annual Meeting of the Board of Directors of the Association at which time a quorum is present. All directors must be members of the Association.

2. Each year, at the annual meeting of the Board of Directors, the newly-constituted Board will meet and elect from its members a President, Vice President, Secretary, and Treasurer for terms of one year. These officers will perform the duties normally associated with their respective offices, within the framework of Board and Association policies. The Secretary shall have responsibility for preparing and distributing to the Board minutes of the directors' meetings and for authenticating records of the Association. No person should be elected President who is not able and prepared to:

- direct the affairs of the Board in detail, in close consultation with the Executive Director, Artistic Director, and committee chairs,
- chair substantially all Board and Executive Committee meetings in person,
- participate in important committee discussions, and
- carry out necessary representational functions.

3. The Board of Directors shall consist of at least thirty-two positions and not more than thirty-seven positions.

4. There will be thirty-two at-large positions on the Board. An at-large director will be elected to occupy a specific numbered position on the Board and will be eligible to serve until the end of term of that position. The length of term for an at-large position will be four years beginning at the end of one annual meeting of directors and continuing until the end of the annual meeting of the fourth succeeding year. Terms will be phased so that the end of term for eight of the thirty-two at-large positions will occur each year at the end of the annual meeting. Directors in at-large positions will be eligible to serve, in any one continuous period, a maximum of two consecutive four-year terms plus any part term of two years or less to which they may have been elected. A part term of more than two years will be considered a full four-year term.

5. The Board may determine to create up to five extended-term positions on the Board. Directors serving in the extended-term positions shall have the same rights and responsibilities as directors serving in the at-large positions, except as otherwise prescribed in these bylaws. The term "director" as used in these bylaws shall refer to both types of positions unless otherwise noted. The length of term for an extended-term position will be one year beginning at the end of one annual meeting of directors and continuing until the end of the annual meeting of the next succeeding year. Directors serving in extended-term positions may be re-elected to an at-large position without a break in Board service. No director may serve in an extended-term position for more than two consecutive one-year terms. If a director has served in an extended-term position and then is re-elected to the Board for two successive terms in an at-large position, the director cannot be elected again to an extended-term position or an at-large position without a hiatus of at least one year in Board service. Further details on the extended-term positions shall be specified by the Board in a Board policy titled OSF Board of Directors and Leadership Volunteer Structures and Responsibilities (or similarly titled policy).

6. Directors may be removed from the Board, with or without cause, at any duly convened meeting by the vote of two-thirds of the directors then in office, provided that the Board is notified in advance that such action is to be considered at the meeting.

7. Should a vacancy occur on the Board for any reason at a time other than the normal expiration of term, the Board, by a majority vote of those present at a duly convened meeting, may elect a director to occupy the vacant position for its unexpired term. The Board is not required to fill any vacancies.

8. The Board will meet at least four times each calendar year at a time and place to be determined by the Board. The meeting occurring nearest to March 15th each year will be designated the annual meeting of the board. One third of the maximum number of Board members authorized by these bylaws will constitute a quorum for Board meetings. Notice must be given to all Board members at least seven days prior to each meeting.

9. Special meetings of the Board may be called by the President or by written demand of twenty percent of the directors then in office. Any such demand must be given to the President at least fifteen days prior to the desired date of the meeting and must specify the purpose of the meeting. Notice of any special meeting must be given to all Board members via electronic communication at least three days prior to the meeting. Only matters identified in the notice may be considered at the special meeting.

10. If mailed, notice of any meeting of the Board shall be deemed to be delivered to any director when deposited in the United States mail, with postage fully prepaid thereon, addressed to the director's most recent address as it appears on the records of the Association. If sent by electronic communication, notice shall be deemed to be delivered when sent to the email address (or equivalent) on file with the Association.

11. Corporate records will be maintained by the Association and made available for inspection in accordance with the Oregon Nonprofit Corporation Act; corporate reports will be delivered in accordance with the same Act.

12. No officers or directors of the corporation shall receive salary or other compensation unless they are employees of the corporation, but they shall be entitled to be reimbursed for expenses incurred on behalf of, and at the behest of, the corporation. The corporation shall not lend money to or guarantee the obligation of a director or officer of the corporation.

13. No officer, committee or member of the corporation or other person shall contract or incur any debt on behalf of the corporation or in any way render it liable unless authorized by the Board or by an appropriate officer. No officer, committee or member of the corporation is authorized to promise moral or financial support to any charitable or other objective without the approval of the Board.

14. No officer, director or member of any committee of the corporation shall be personally liable for the acts of the corporation, its board, committees, officers, agents or employees.

15. No director or uncompensated officer of the corporation shall be personally liable for conduct as a director or officer, except that this provision shall not eliminate or limit the liability of a director or officer for any act or omission occurring prior to the date of adoption of this paragraph and that this provision shall not eliminate or limit the liability of a director or officer for (a) any breach of the director's or officer's duty of loyalty to the corporation; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) any distribution which is unlawful under the Oregon Nonprofit Corporation Act or any successor statute; or (d) any transaction from which the director or officer derived an improper personal benefit. No amendment to or repeal of this section shall apply to or have any effect on the liability or alleged liability of any director or officer of the corporation for or with respect to any acts or omissions prior to such amendment or repeal.

16. Any contract or other transaction of this corporation in which a director of the corporation has a direct or indirect interest is a conflict of interest transaction. A conflict of interest transaction shall be valid for all purposes if (a) it is fair to the corporation at the time it was entered into and (b) it is approved by the Board. If the material facts of the transaction and the director's interest are disclosed, the approval is valid, notwithstanding the presence and participation of the interested director. Authorization, approval or ratification of a conflict of interest transaction requires the affirmative vote of a majority of the directors present at a duly convened meeting who have no direct or indirect interest in the transaction.

ARTICLE IV - COMMITTEES

1. There shall be an Executive Committee of the Board which shall include the President, Vice President, Secretary, Treasurer, and four other directors nominated by the President and approved by the Board of Directors. No board member may serve on the Executive Committee for more than two consecutive years while not holding a position as an officer.

2. The Executive Committee shall have and exercise the powers of the Board of Directors, except for the following powers, which are denied committees under provisions of the Oregon Nonprofit Corporation Act:

- to authorize distributions,
- to approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the corporation's assets,
- to elect, appoint or remove directors or fill vacancies on the board or on any of its committees, and
- to adopt, amend or repeal the articles or bylaws.

3. The Executive Committee shall meet at the call of the President, the Vice President, or any two of its members. The Committee will act on behalf of the Board of Directors when in the judgment of the Committee such action cannot await a Board of Directors meeting. A majority of the members of the Executive Committee shall constitute a quorum for its meetings. Notice of meetings of the Executive Committee shall be given at least twenty-four hours in advance to all of its members. Minutes of all meetings of the Executive Committee will be kept and will be mailed promptly to all members of the Board of Directors.

4. The President will appoint a Board Governance Committee which will recommend candidates to the Board for positions on the Board and for President, Vice President, Secretary, and Treasurer of the Association.

5. The President may also appoint other committees. Committees other than the Executive Committee will be advisory only and will not exercise powers of the Board.

6. All members of the Executive Committee must be members of the Board of Directors. A majority of the members of all other committees must be directors of the corporation.

ARTICLE V - INDEMNIFICATION

1. The corporation shall defend, advance expenses on behalf of, and indemnify any present or former directors or officers for expenses, claims, liabilities, indebtedness, penalties, damages, or injuries incurred by or asserted against them in such capacity to the full extent authorized by the laws of Oregon provided the applicable standards of conduct of the Oregon Nonprofit Corporation Act are met.

2. The corporation shall have the power to indemnify, defend, and advance expenses on behalf of any present or former employees, agents or volunteers in established volunteer programs of the corporation for expenses, claims, liabilities, indebtedness, penalties, damages, or injuries incurred by or asserted against them in such capacity to the full extent authorized by the laws of Oregon provided the applicable standards of conduct of the Oregon Nonprofit Corporation Act are met.

3. The corporation will pay for or reimburse expenses in advance of final disposition of a proceeding only upon receipt of a written affirmation of good faith belief that the present or former director, officer, employee, agent, or volunteer has met the standards of conduct of the Oregon Nonprofit Corporation Act and a written undertaking to repay the expenses advanced if it is ultimately determined that the person did not meet said standards.

4. Indemnification pursuant to the foregoing authority shall not be deemed to be exclusive of any other rights to which such person may be entitled under any other bylaw, an agreement, the Oregon Nonprofit Corporation Act, or otherwise.

5. Any repeal of this Article shall be prospective only, and shall not adversely affect any right or protection that is based upon this Article and pertains to an act or omission that occurred prior to the time of such repeal or modification.

6. The Attorney General of Oregon shall be given written notice at least twenty days prior to the advancement of expenses relating to liability to, or indemnification of, a director or an uncompensated officer.

ARTICLE VI – NON-DISCRIMINATION

With respect to Board operations and the recruitment of directors, the Board shall not discriminate on the basis of race, sex, sexual orientation, gender identity, gender expression, age, religion, disability, ethnic group, marital status, military or veteran status, or any other class or status protected by applicable law.

ARTICLE VII - ENDOWMENT FUND

The Association hereby confirms the relations established by the Trust Agreement of October 12, 1966 creating the Oregon Shakespeare Festival Endowment Fund, Inc., and also confirms the relations established by its successor agreements.

ARTICLE VIII - AMENDMENTS

Subject to the provisions of the Oregon Nonprofit Corporation Act, these bylaws may be amended or repealed by the affirmative vote of two-thirds of the directors then in office at a duly convened meeting, provided that the Board is notified in advance that such action is to be considered.

ARTICLE IX - SEVERABILITY

If any provision of these bylaws is held invalid by a court of competent jurisdiction, the invalidity will not affect other provisions that can be given effect without the invalid provision, and to this end the provisions of these bylaws are severable.

The foregoing restated bylaws were adopted at the meeting of the Board of Directors on September 14, 2012 to become effective immediately.

OREGON SHAKESPEARE FESTIVAL ASSOCIATION

By_____
Rudd Johnson, President

By_____
Gail Lopes, Secretary

Date: _____

CORPORATE SEAL