

BYLAWS OF STUMPTOWN EVENTS

EIN 46-4129789

ARTICLE I

Name, Office, and Duration

1.01 Name

The name of this corporation is Stumptown Events Incorporated.

1.02 Location

The principal place of business and administrative office shall be located at 2121 SE 54th Ave. Portland Oregon 97215

1.03 Duration

The Corporation shall have perpetual existence.

ARTICLE II

Purpose

2.01 Purpose

Stumptown Events Inc. is a non-profit corporation and shall operate exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the internal revenue code, or the corresponding section of any future federal tax code and herein stated as follows:

Stumptown Events Inc. provides a format for immersive, interactive, participant driven, theatrical activities and events at public and/or private venues, which raise funds in order to provide assistance to the partnered charitable causes.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

The character and essence of the corporation is the same as the purpose.

ARTICLE III

Membership

3.01 Membership

The Corporation shall have no members.

ARTICLE IV

Board of Directors

4.01 Election.

The Corporation shall designate a Board of Directors who shall initially be appointed the incorporator to serve as Directors until such Director's death, resignation, or removal as provided by these bylaws. Additional Board members may be added at the annual meeting upon a majority election of current board members and after a minimum of six months active volunteer participation.

4.02 Number

The initial number of Directors shall be three (3) and may be increased or decreased without further amendment of these bylaws. While there are only three (3) Directors, major Board decisions require a unanimous vote. At any time when there are more than three (4 or more) Directors, a simple majority is required to make major Board decisions. At no time may the number of Directors be less than three (3) or more than (15).

4.03 Qualifications

To serve as a Director, an individual shall have prior experience serving on a not for profit board, social club leadership, general business, entrepreneurial or event planning experience and actively serve as a volunteer with Stumptown Events Inc. for a minimum of six months.

4.04 Powers

The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the State of Oregon, to conduct the affairs of the Corporation in accordance with these bylaws. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation such powers as they deem appropriate.

4.05 Meetings

Regular meetings of the Board of Directors shall be held at the place and time designated by the Board of Directors including phone and or video/internet conference calls on a minimum quarterly basis. Weekly, monthly and annual meetings may also be called as needed by a majority

of the Board of Directors.

4.06 Special Meetings

Special meetings may be called by the President of the Corporation or a majority of the Board of Directors. Persons authorized to call special meetings shall provide notice of the time and location of such meetings and state the purpose thereof, and no other matter shall be considered by the Board of Directors at such special meeting except upon unanimous vote of all Directors present.

4.07 Annual Meetings

Directors will meet each year for the purpose of organization, the election of officers, and transaction of other business. The time and location of such meeting shall be noticed in writing.

4.08 Notice and Waiver

Notice of regular meetings and special meetings need not be in writing. Attendance at any meeting shall be considered waiver of the notice requirement thereof.

4.09 Quorum

A quorum shall consist of a majority of the Directors. If at any meeting, less than a quorum is present, the majority may adjourn the meeting without further notice to the absent Director.

4.10 Vacancy

Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Directors, though less than a quorum. Each person so elected shall serve until the duration of the unexpired term, or until the next annual meeting. The incorporating Board of Directors shall serve initial terms of three years unless otherwise asked and agreed upon by a majority of the Board of Directors.

4.11 Removal

Any Director may be removed by majority vote of the remaining Directors for failure to act in the best interests of the Corporation, or lack of compliance with the stated purpose of the Corporation.

ARTICLE V

Officers

5.01 Designation of Officers

The officers of the Corporation shall be the President, Secretary, and Treasurer, and a Vice President if at any time there are more than three board members. They shall have authority to

carry out the duties prescribed in these bylaws. The initial officers of the Corporation shall be designated by the incorporators, and shall serve for three years. One person may hold more than one office, except no person may hold the office of President and Secretary.

5.02 Election and Term

Officers of the Corporation shall be elected at each annual meeting of the Board of Directors, and shall serve for one year or until their replacements are elected and qualified.

5.03 Removal

At any regular or special meeting, any officer may be removed by majority vote of the Board of Directors for failure to carry out the duties of the office as prescribed by these bylaws, conduct detrimental to the Corporation, or for lack of compliance with the stated purpose of the Corporation. Any officer proposed to be removed is entitled to five (5) business days notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting.

5.04 Compensation

Officers of the Corporation shall receive reasonable compensation as fixed by the Board of Directors. The fact that any officer is also a Director shall not preclude receipt of reasonable compensation for services provided under Article V of these bylaws.

5.05 Vacancy

Vacancies, in any office for any reason, shall be filled by the Board of Directors for the unexpired term of office.

5.06 Duties of Officers

1. President

The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office of President and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

2. Vice President

The Vice-President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President will perform any other duties that may be prescribed by the Board of Directors.

3. Secretary

The Secretary will keep minutes of all meetings of Members and of the Board of Directors, by the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and

generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Board of Directors.

4. Treasurer

The Treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, and render reports and accountings to the Directors. The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

5.07 Personal Liability

No officer or Director of this corporation shall be personally liable for the debts or obligations of Stumptown Events Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VI

Restrictions on Actions

6.01 Exempt Purposes

All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its Directors, officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.

6.02 Restricted Activity

Notwithstanding any other provision of these bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, or the corresponding provision of any future federal law. The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors, Officers, and private property of the subscribers, Directors or Officers shall not be liable for the debts of the Corporation.

6.03 Political Campaigns

No substantial part of the Corporation's activity shall be for the carrying on of a campaign of

propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf or in opposition to any candidate for public office.

ARTICLE VII

Contracts, Checks, Deposits and Funds

7.01 Contracts

The Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Corporation.

7.02 Checks, Drafts and Orders of Payment

All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Officer or Board agent such as the Board of Directors may from time to time designate by general resolution of the Board of Directors.

7.03 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate.

7.04 Gifts

The Directors, collectively or individually, any officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation.

7.05 Loans

No Director, Officer or agent shall have the authority, on behalf to the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

ARTICLE VIII

Conflict of Interest Policy

8.01. Purpose

The purpose of the conflict of interest policy is to protect Stumptown Events Inc.'s interest when it is contemplating entering into a transaction or arrangement that might benefit the private

interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

8.02. Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

- a. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
- b. An ownership or investment interest in any entity with which Stumptown Events Inc. has a transaction or arrangement,
- c. A compensation arrangement with Stumptown Events Inc. or with any entity or individual with which Stumptown Events Inc. has a transaction or arrangement, or
- d. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Stumptown Events Inc. is negotiating a transaction or arrangement.
- e. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- f. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

8.03 Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the

interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Stumptown Events Inc.'s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

8.04 Records of Proceedings

1. The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any

action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

8.05 Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from Stumptown Events Inc. for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Stumptown Events Inc. for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Stumptown Events Inc., either individually or collectively, is prohibited from providing information to any committee regarding compensation.

8.06 Annual Statements

1. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands Stumptown Events Inc. is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

8.07 Periodic Reviews

1. To ensure Stumptown Events Inc. operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to Stumptown Events Inc.'s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

8.08 Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, Stumptown Events Inc. may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE III **Dissolution**

9.01 Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

ARTICLE X **Statement of Nondiscrimination**

10.01 Statement of Nondiscrimination

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant on the basis of sex, race, color, ethnicity or national origin or sexual orientation.

ARTICLE XI **Amendments**

11.01 Amendments

The Board of Directors shall have the power to amend, alter, make and repeal the bylaws of the Corporation by majority vote.

Adoption of Bylaws

Adopted by the following Board of Directors by resolution and vote of all directors on this 23 day of January, 2014

Shaun Boylan

Signature: *Shaun Boylan*

Date: 1/23/2014

Sean Batson

Signature *Sean G. Batson*

Date: 1/23/2014

Winnie Kane

Signature: *Winnie Kane*

Date: 1/23/2014

Change Log: