

**AMENDED AND RESTATED
BYLAWS OF OPENCOMMONS**

EIN 46-5004929

ARTICLE I

Board of Directors

1. 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.

2. Election. The initial Directors of the Corporation shall be appointed by the incorporators of the Corporation. After the appointment of the initial Directors, Directors may be elected at any meeting of the Board of Directors by a majority vote of the Directors then in office.

3. Term. The initial Directors shall serve a term of five years. Thereafter, Directors shall serve rotating three year terms, so that no fewer than one of the Directors then in office has a term expiring in any year. Directors shall serve until the end of the Director's term or until such Director's death, resignation, or removal as provided by these bylaws. Directors may serve successive terms. There is no limit to the number of terms a Director may serve.

4. Number. The Board of Directors shall be composed of three (3) Directors.

5. Qualifications. To serve as a Director, an individual shall have prior experience serving on a not for profit board, general business or entrepreneurial experience, or subject matter expertise.

6. Vacancy. Any vacancy occurring in the Board of Directors shall be filled by majority vote of the Directors then in office. Each person so elected shall serve the duration of the unexpired term.

7. Removal. Any Director may be removed at any time for failure to act in the best interests of the Corporation, or lack of sympathy with the stated purpose of the Corporation, by majority vote of the Directors then in office, at any annual or regular meeting of the Board of Directors specifically called for that purpose. The notice of such meeting shall state that the purpose or one of the purposes of the meeting is the removal of the Director or Directors involved.

8. Annual Meetings. The annual meeting of the Board of Directors shall be held at a date, time, and place determined by the Board of Directors. Each Director shall be given written notice of the date, time, and place of the annual meeting no later than forty-eight hours before the annual meeting.

9. Regular Meetings. Regular meetings of the Board of Directors shall be held at the place and time designated by the Board of Directors.

10. Special Meetings. The Chair of the Corporation or a majority of the Board of Directors may call special meetings. 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.

11. Telephonic or Electronic Participation. The Board of Directors may permit any or all of the Directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which either of the following occurs:

(a) All Directors participating may simultaneously hear each other during the meeting; or

(b) All communications during the meeting are immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors.

A Director participating in a meeting by this means is deemed to be present in person at the meeting.

12. 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, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

13. Quorum. A quorum shall consist of a majority of the Directors in office at the time of a meeting of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a different number is required by law, the Articles of Incorporation, or these bylaws. If at any meeting, less than a quorum is present, the majority may adjourn the meeting without further notice to the absent Director.

14. Presumption of Assent. A Director who is present at any meeting of the Board of Directors shall be presumed to have assented to all actions taken at that meeting unless the Director's dissent shall be entered in the minutes of the meeting, or unless the Director shall file, with the person acting as the secretary of the meeting, his or her written dissent to the action before adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of the action.

15. Action Without a Meeting. Any action that is required or permitted to be taken by the Directors at a meeting may be taken without a meeting if a consent in writing setting forth the action is approved by all of the Directors entitled to vote on the matter. The action shall be effective on the date when the last signature is placed on the consent.

16. Compensation. Directors shall receive no compensation for their service as Directors.

ARTICLE II

Officers

1. Designation of Officers. The officers of the Corporation shall be the Chair, Vice Chair, Secretary, and Treasurer, and 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 simultaneously hold more than one office, except no person may simultaneously hold the offices of Chair and Secretary.

2. Election and Term. Officers of the Corporation shall be appointed at the annual meeting of the Board of Directors, and shall serve for two years or until their replacements are appointed and qualified.

3. 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 sympathy 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.

4. Compensation. Officers of the Corporation may 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 this Article II of these bylaws.

5. Vacancy. The Board of Directors shall fill vacancies in any office as quickly as possible. Any officer appointed by the Board of Directors to fill a vacant office shall so serve until the expiration of the term of such office.

6. Duties of Offices.

(A) Chair: The Chair will perform all duties incident to the office of Chair and any other duties that may be required by these Bylaws or prescribed by the Board of Directors. The Chair shall convene regularly scheduled meetings of the Board of Directors and shall preside or arrange for other officers to preside at each such meeting, in the following order: vice chair, secretary, and treasurer.

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

(C) 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.

(D) 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.

ARTICLE II

Contracts, Checks, Deposits and Funds

1. Contracts. The Board of Directors may authorize, by general resolution or in specific instances, any officer or officers, Director or Directors, agent or agents, in addition to persons authorized by these Bylaws to enter into any contract on behalf of the Corporation.

2. 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 agent such as the Board of Directors may from time to time designate by general resolution of the Board of Directors.

3. 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.

4. 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.

5. 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 II

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.

ARTICLE III

Conflict of Interest

All Directors shall either (a) annually disclose in writing to the Chair, on such forms and in such formats as shall be established by the Board of Directors, any relationships that may be deemed a "direct or indirect conflict of interest," as defined in section 65.361 of the Oregon Nonprofit Corporation Act, as may be amended and interpreted from time to time (the "Act"), or (b) in the event any Director does not disclose the existence of a direct or indirect conflict of interest, such Director shall recuse himself or herself from consideration of the transaction or subject matter to which the conflict of interest relates. A Director of the Corporation shall not be disqualified from contracting with the Corporation as vendor, purchaser, or otherwise; nor shall any contract or arrangements entered into by or on behalf of the Corporation in which any Director is in any way interested be avoided on that account; provided that, such contract or arrangement shall have been approved or ratified in compliance with applicable requirements of the Act.

ARTICLE IV

General Provisions

1. Amendment.

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

2. Fiscal Year. The Corporation's fiscal year shall begin January 1 and end December 31.

3. Adoption of Bylaws.

The date of adoption by the Board of Directors by resolution and vote of all directors is _____, 2017.

Wilfred Pinfold, Signature