

**One Planet Community Land Trust (OPT):
An Oregon Nonprofit Corporation**

Bylaws

Article 1

Description

1.1 Legal Structure: This corporation shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions).

This corporation's primary purpose shall be:

1. To hold title and development rights to real property in order to protect affordable housing, resource lands, and conservation lands to be cared for by low and moderate income residential stewards who are committed to living one-planet lifestyles.
2. To develop and teach the hands on educational experience of nurturing spiritual and practical relationships of symbiosis, stewardship, respect and understanding between people and all species who share the land.
3. To research, develop, support and provide education about collaboration as equals, indefinite sustainable land stewardship, ecological service based livelihoods, social sustainability, and conscious village living.
4. To increase research, raise awareness, find legal avenues, and support commitments to live infinite sustainable lifestyles within the Cascadia bioregion.

1.2 Vision, Mission, and Aim: The strategy and policies of One Planet Community Land Trust (OPT) will be directed toward realizing its vision, mission, and aim.

1.2.1 Vision: The vision of OPT, the dream that inspires it, is a vibrant growing network of Earth stewardship communities with their inhabitants enjoying place-based one-planet lives.

1.2.2 Mission: The mission of OPT, that will manifest the vision, is to promote and develop a deeper and more intimate knowledge of living a one-planet lifestyle in the Cascadia bioregion.

OPENtrust nurtures the development of one-planet stewardship communities in the Cascadia bioregion so that individuals can live one-planet lives.

1.2.3 Aim: The aim of OPT, the products and services that realize its mission, shall include but not be limited to:

- a. Make land available to low-income families who are committed to living one- planet lifestyles in one-planet projects of various sizes including: one-family developments, multiple-family developments, community developments, eco- village developments, wild-tending collectives, and conservancy stewardship villages. Lands owned or stewarded by OPT shall have encumbrances/covenants that define low-impact sustainable living and moving inhabitants toward being of ecological service to the land.
- b. Establish criteria and guidance on how to live a lifestyle with no more than a one-planet ecological footprint.
- c. Provide assistance in gaining governmental approval for sustainable practices.

1.3 Governance: While using the tree as a living metaphor, OPT shall be governed according to the principles of sociocratic governance as specified in Article 2, Sociocratic Governance.

Article 2

Sociocratic Governance

2.1 Definition: Sociocratic governance shall be defined as a method of governance that delegates policy making to all levels of the organization and establishes equivalence between its members within their domain of responsibility. OPT in using sociocracy seeks to learn from nature how to operate as an integrated whole. The tree as an example of nature’s effective management of a living, changing, and dynamic process of growth and regeneration is used as a metaphor in describing Sociocratic Governance.

2.2 Governing Principles: Four principles are essential to sociocratic governance:

2.2.1 The Principle of Consent: Consent governs policy decision-making. Except as required by law and as otherwise stated in these bylaws, policy decisions shall be made with input of those they directly affect. Consent shall be defined as having “no paramount and reasoned objections” and as further defined in Articles 5.2, Consent, and 4.2, Limitations of Consent.

2.2.2 The Principle of Circles: OPT shall govern itself through a circular network of semi-autonomous, self-organizing circles that are responsible for policy decisions within their domain. Circles and the circular network are further defined and described in Article 3, Governance Structure.

2.2.3 The Principle of Double-Links: In the networked structure of circles, circles shall be double-linked to each other through the operational leader and representatives as described in

Articles 3, Governance Structure, and 4.2, Circle Officers.

2.2.4 The Principle of Consent Elections: Except as required by law, circle members shall elect people to functions and tasks by consent as described in Article 7.1, Election Process.

Article 3

Governance Structure

3.1 A Collaborative Network of Circles: The governance of OPENtrust shall be structured as a circular network formed by double linked, semi-autonomous circles that reflect the operational structure of the organization. In using the tree as a metaphor directions are indicated as rootward or leafward, i.e. toward the roots or toward the leaves. A circular network shall be defined as one in which each circle by means of representative participation in the next rootward circle must consent to policy decisions that affect its domain. Circles are thus linked in an apparently linear fashion but policy decision-making forms a feedback loop with each circle occupying a place in the loop.

3.2 Circle Definition: A circle includes all persons in a department or unit of OPT that have a common aim and makes policy decisions within its domain. A circle's responsibilities are further defined in Article 5.1, Domain of Decision-making, and in Article 4, Circle Governance.

3.3 Circle Limitations: No circle's policies shall conflict with the law, these bylaws, the principles and methods of sociocratic governance, the policies set by the Root Circle, or the policies of other circles.

3.4 Circle Membership:

3.4.1 Definition: Except for the Root Circle as defined in Article 6, Root Circle (Board of Directors), a circle shall include all members of a domain who have significant operational responsibilities, whether they are paid or volunteer staff. "Significant operational responsibilities" shall be defined by each circle and shall be as inclusive as possible while ensuring the stable functioning of the circle and the ability of its members to deliberate with a consistent membership.

3.4.2 Consent to Members: Circle members shall have the right to consent to new members.

3.4.3 Equivalence: Within the circle meeting, the principle of consent shall be used to ensure that all circle members are equivalent in decision-making.

3.4.4 Size: Circles shall be of a size that allows inclusive, and efficient deliberations, generally no larger than 20 members with 12 being the optimal maximum.

3.5 Relationship of Circles: In a tree the roots, trunk, branches, and leaves all play a vital role in the tree's overall health and have continuous channels of communication to inform decision making in each role. The relationship of the circles in OPT's governance structure is patterned

after the tree. The Root Circle (Board of Directors) provides the basic support by setting the overall direction of the organization. The core circle, analogous to the trunk of the tree, manages the operations. Branch circles and even more specific leaf circles further the mission and work of the organization.

3.6 Root Circle (Board of Directors): The Board of Directors shall be identical to the Root Circle, the deepest rootward circle in a sociocratically governed organization. Except as required by law or as otherwise stated in these bylaws the Root Circle shall function according to the provisions of Article 4, Circle Governance, and be subject to any provisions of these bylaws and any other OPT rules and regulations.

Board-specific requirements for composition, powers, and responsibilities as required by the state of Oregon are specified in Article 5.6, Decisions of the Root Circle (Board of Directors), and Article 6, Root Circle (Board of Directors).

3.7 Core Circle: The Core Circle shall manage the operations of OPT within the limits set by the Root Circle. It shall consist of the managing director, the operational leader of each branch circle, and one or more representatives from each branch circle.

3.8 Branch Circles: Each branch circle shall consist of the operational leader and the members of the branch circle, and if it has circles leafward of it, the operational leaders and at least one representative of those circles.

3.9 Further Subdivision: The pattern established in Article 3.2, Circle Definition, and Article 3.3, Circle Limitations, shall be repeated for any levels leafward of branch circles.

3.10 Circle Names: Circle names are for illustration only and may be changed as desired and appropriate as long as the chain of leadership, representation, and delegation is clear.

Article 4

Circle Governance

4.1 Circle Responsibilities: Each circle, within the limits set by the next rootward circle, shall:

- a. Determine and control its own policies to achieve its aim as defined by the next rootward circle,
- b. Assign the leading, doing, and measuring of circle functions and tasks to its own members to achieve its aim and execute its own policy,
- c. Maintain a memory system of policy decisions and other information as specified in Article 4.5, Circle Recordkeeping,
- d. Assume responsibility for the professional development of the circle and its members,
- e. Decide how to allocate the resources included in its budget, including the hiring and

firing of personnel,

f. Elect one or more representatives from its members to serve as the circle's representative(s) to the next rootward circle,

g. Create leafward circles as it determines appropriate, assigning an aim and allocating part of its resources to those circles,

h. Elect the operational leader of the next leafward circle, with the participation of the representative(s) of the next leafward circle, and

i. Decide whether leafward circles shall be subdivided, combined, or dissolved.

4.2 Limitations of Consent: The principle of consent shall not apply to all circle members in two classes of circle decisions:

4.2.1 Circle Elimination or Redefinition: The operational leader and representative(s) of the leafward circle may participate in any discussion of dissolution or restructuring of their circle but their consent shall not be required for the rootward circle to make a decision.

4.2.2 Personnel Decisions: A circle member or members about whom decisions are being made may participate in any discussions but shall be excluded from consent decisions related to any unique benefits related to employment, compensation, or service.

4.3 Circle Officers: Except for the Root Circle (Board of Directors) as defined in Section 6.4, Executive Officers, each circle shall have the following officers:

a. Operational Leader. The operational leader shall be elected by the next rootward circle to manage the day-to-day operations within the leafward circle's domain. The operational leader shall be a member of both the rootward and leafward circles but shall not serve as the representative of the leafward circle.

b. Facilitator: A facilitator shall be elected by each circle to conduct circle meetings, provide leadership in decision-making, and ensure that the circle is functioning according to the principles and methods of sociocratic governance.

c. Secretary: Each circle shall elect a secretary to manage the affairs of the circle and perform tasks related to its functioning: arranging and announcing circle meetings, preparing the agenda in consultation with other circle members, distributing study materials and proposals, taking and distributing minutes, and performing any other tasks assigned by the circle.

d. Logbook Keeper: A logbook keeper shall be elected by the circle to maintain the circle logbook as defined in Section 4.5, Circle Recordkeeping. Depending on the size of the circle and the complexity of its work, the office of the logbook keeper may be combined with that of the circle secretary.

e. Representative(s): One or more representatives, other than the operational leader, shall

be elected by the circle to participate in the next rootward circle. The circle representative(s) participates as a full member in both the leafward and rootward circles and cannot be the same person as the operational leader. With the exception of the operational leader and the representative(s), which must be different circle members, any member may fill more than one office and offices may be combined.

4.4 Circle Meetings: All circles shall meet at least quarterly to review their policies, evaluate their effectiveness, and adopt new policies if necessary.

4.5 Circle Recordkeeping: Each circle shall create and maintain a logbook that includes but is not limited to:

- a. OPT's vision, mission, and aim statements;
- b. OPT's bylaws, rules, and procedures;
- c. OPT's strategic plan;
- d. A diagram of OPT's circle structure;
- e. The budgets of both OPT and the circle;
- f. Circle aims;
- g. Circle policy decisions and meeting notes;
- h. Circle development plans;
- i. Each individual member's aim, job description, and development plan;
- j. Any other documents that record the business of the Circle.
- k. List of policies indicating when they are to be reviewed for possible changes.

Circle members shall have a copy of the circle logbook that also includes their personal aim statement and development plan, and any other documents related to their individual functions and tasks as circle members.

Article 5

Decision Making

5.1 Aim & Domain of Decision-Making: A circle's aim shall be determined by the next rootward circle and defines the circle's domain of responsibility. In order to accomplish their aim, circles shall be responsible for making the policy decisions governing operations within their domain.

5.2 Consent: The principle of consent shall be applied to all circle decisions. Objections to a proposed decision must be:

- a. Paramount, meaning that the decision would adversely affect the circle member's ability to fulfill their responsibilities in achieving the aim of the circle, would violate OPT's mission, or would cause extreme danger to the organization; and
- b. Reasoned, meaning that reasons for the objection must be explained clearly enough for the objection to be resolved.
- c. A motion is passed if nobody has a paramount and reasoned objection. d. If after multiple ways are explored to satisfy an objection, an objection can be determined to be invalid when everybody but the objector consents to a proposal that the objection is invalid.

5.3 Definition of Policy: Policy decisions govern the day-to-day operational activities of OPT and include, but are not limited to:

- a. Setting aims;
- b. Defining the scope of work;
- c. Designing the work process;
- d. Allocating resources;
- e. Delegating functions and tasks;
- f. Evaluating group and individual performance;
- g. Determining compensation; and
- h. Planning professional development.

5.4 Operational Decisions: Day-to-day operations in a circle's domain shall be governed by the circle's policy decisions but directed by the operational leader. A circle shall establish policies that determine which methods of decision-making will govern operational decisions. These methods may include autocratic decisions by the operational leader.

5.5 Operational Decisions without a Policy: If a necessary operational decision is not covered by an existing policy, the leader shall make the decision and request that it be reviewed at the next circle meeting or at a special circle meeting called for this purpose as described in Article 8, Meetings.

The operational leader, or other person acting as an operational leader, shall determine at his or her sole discretion that such a decision is necessary.

5.6 Decisions of the Root Circle (Board of Directors): Decisions of the Root Circle shall also be made by consent, and consent, as a higher standard than majority vote, shall be considered satisfaction of the legal requirement that Board of Director decisions be made by majority vote of the directors present and eligible to vote.

5.7 Failure to Reach Consent: If after all options have been exhausted, a circle, other than the

Root Circle, cannot achieve consent on a proposed action, the decision may be referred to the next rootward circle.

5.8 Proxies: The right to participate in decision-making or any other action of any circle, including the Root Circle, may not be delegated or exercised by proxy.

Article 6

Root Circle (Board of Directors)

6.1 Authority: Within the requirements of the laws of the state of Oregon, the Root Circle, as the most rootward circle of OPENtrust, shall manage and direct the business of OPT with full power to engage in any lawful act unless otherwise limited by these bylaws.

6.2 Responsibilities: The Root Circle is responsible for ensuring that OPT, as a non-profit organization, is acting in accordance with the public trust and any laws that govern non-profit corporations. Other responsibilities include, but are not limited to:

- a. Setting and overseeing the execution of a strategic plan,
- b. Ensuring fiscal responsibility,
- c. Maintaining long-term viability,
- d. Generating new ideas and directions, and
- e. Maintaining connections with external persons, organizations, agencies, and any other bodies necessary to the development and functioning of OPT.

6.3 Composition: Other than the initial Root Circle the Root Circle shall consist of not less than 5 and not more than 12 members inclusive of non-voting members. These members shall include:

- a. The managing director (the chief executive officer) as an honorary non-voting member;
- b. One or more representatives of the Core Circle (if they are employees, they will be honorary non-voting members);
- c. Up to 3 Resident Member representatives;
- d. Up to 3 Associate Member representatives;
- e. Expert root members as defined in Section 6.5, Expert Root Members;
- f. Other root members as determined by the Root Circle, but not more than 3.

6.4 Executive Officers:

6.4.1 Titles and Qualifications: The Root Circle shall elect three executive officers: a president,

a secretary and a treasurer. The president shall be a member of the root circle. In accordance with the law and at its own discretion, the board may use other names to designate the executive officers.

6.4.2 President: The president shall:

- a. Oversee Root Circle compliance with the law, the Articles of Incorporation, these bylaws, the principles and methods of sociocratic governance, and the Root Circle's own decisions,
- b. Ensure that the Root Circle functions as a circle in accordance with the provisions of Article 4, Circle Governance, including ongoing professional development,
- c. Execute all instruments requiring a signature on behalf of OPT,
- d. Serve as or designate a public spokesperson for OPT,
- e. Perform other duties necessary to the office or as required by the Root Circle, and
- f. Perform the duties of other executive officers if they are unable or unwilling to complete them as stated in these bylaws or at the direction of the Root Circle.

6.4.3 Secretary: The secretary shall perform all the functions specified for secretaries of all circles in Article 4.3.c, Secretary. In addition, the secretary of the Root Circle shall:

- a. Give, or cause to be given, any notices required by law or by these bylaws,
- b. Assume responsibility for corporate and Root Circle records,
- c. Maintain custody of the seal of OPT, if any, and validate documents by affixing the seal as authorized by the Root Circle or the president,
- d. Perform the duties of the president if he or she is unable or unwilling to complete them as stated in these bylaws or at the direction of the Root Circle, and
- e. Perform such other duties as may be assigned by the Root Circle or the president.

6.4.4 Treasurer: The treasurer shall:

- a. Oversee financial affairs,
- b. Have custody of all funds and securities until otherwise assigned,
- c. Establish or cause to be established appropriate financial records, accounts, and practices to ensure judicious use and care,
- d. Prepare or cause to be prepared budgets, fundraising plans, and financial reports,
- e. Make the financial records available in accessible format in accordance with the practice of sociocratic organizations for transparency as required by Article 10, Financial Practices.
- f. Perform the duties of the secretary if he or she is unable or unwilling to perform them,

and

g. Perform other duties as required by the Root Circle.

6.5 Expert Root Members: Expert root members shall be elected by the root circle to provide expertise in specific areas and to serve as independent connections to the larger permaculture, neo-indigenous conservation, sustainability, real estate, and sociocratic environment. To the extent possible, areas of expertise shall include, but not be limited to:

- a. Education of the public on one-planet living;
- b. Financial management of non-profit organizations;
- c. Fundraising and development; d. Legal affairs;
- e. Governance using Sociocracy; and
- f. Land conservation using Tending the Wild methods and Permaculture techniques.

Expert root members may have more than one designated area of expertise as determined by the Root Circle. Expert root members are full members of the Root Circle and participate fully in decision-making and the affairs of the Root Circle.

6.6 Accountability: Each root member shall exercise independent judgment in good faith and in the best interests of the organization with the care of an ordinarily prudent person under similar circumstances.

6.7 Compensation: With the exception of the managing circle member, the Core Circle representatives if employed by the organization, and any expert root members who are otherwise providing contracted professional services to the organization, root members shall not receive compensation for their services as Root Circle members or officers, although they may be reimbursed for ordinary and necessary expenses incurred in fulfilling their responsibilities.

6.8 Conflict of Interest and Confidentiality: Each root member shall sign and the secretary shall retain or cause to be retained in the files of the organization a copy of the conflict of interest and confidentiality policy.

6.9 Transparency: To the extent allowed by law, the Root Circle shall ensure compliance with the practice of sociocratic organizations to make records of all transactions transparent and available to the members, staff, and other interested parties while protecting appropriate confidentiality of personal information.

In order to address a reasoned and paramount objection to any information being classified confidential, the Root Circle shall establish policies providing for examination that protects the information and makes it available for review.

Article 7

Elections and Terms

7.1 Election Process: Root members, root officers, and circle officers shall be elected applying the principle of consent elections as required by Article 2.2.4, The Principle of Consent Elections. Elections may be conducted as an item of business on any meeting agenda or in a meeting called for this purpose. The process shall include:

- a. Nominations with rationale,
- b. Discussion and resolution of objections if necessary, and
- c. Consent, as provided in Article 5.2, Consent.

The facilitator or another person elected for this purpose shall conduct the process and may propose what appears to be the best choice given the reasons presented in the nominations and discussion. Consent to the facilitator's proposal must be confirmed.

7.2 Date of Elections: Election of root members, executive officers, and other circle officers shall be conducted at the circle's annual meeting, as specified in Article 8.2, Annual Meeting, and as necessary to fill vacant positions.

7.3 Terms of Office:

7.3.1 Incorporating Root Members: Incorporating root members shall begin their terms on the date of incorporation and continue until the first annual meeting of the members.

7.3.2 Root Members and Officers: Except as limited by Article 7.6, Completion of Terms, root members and circle officers shall be elected for one-year terms in the first annual meeting of each circle and annually thereafter, and shall be eligible for re-election.

7.4 Resignation: Resignations must be in writing and received by the circle secretary.

7.5 Removal: A root member or circle officer may be removed on the decision of the circle without his or her consent as required by Article 4.2, Limitations of Consent.

Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election shall not itself create contract rights.

7.6 Completion of Terms:

7.6.1 Root Members: As required by law, any root member elected to complete the term of a root member who has left the Root Circle shall be elected to serve the remainder of that term only.

7.6.2 Circle Officers: Circles other than the Root Circle may establish their own rules for the completion of terms including electing for the remainder of the term plus one year. They may also establish policies for removing members.

7.6.3 Vacant Positions: The executive officers of the Root Circle, as required by law, and other

circle officers shall be replaced as soon as possible. Other than officers, circles may decide not to fill a vacant position. If a Root Circle member who was elected by Resident or Associate Members resigns then a replacement may be elected by the Resident or Associate Members upon a written petition addressed to the President of OPT, signed by at least one tenth (10%) of the Resident or Associate Members, asking for a special meeting to elect a replacement.

Article 8

Meetings

8.1 Circle Meetings: Circles shall meet at least quarterly at an agreed upon time and place including by any telephonic, digital electronic means, or any other method that allows circle members to deliberate, resolve objections, and consent to decisions.

8.2 Annual Meeting: One circle meeting a year of each circle shall be designated the annual meeting for purposes of conducting elections as specified in Article 7, Elections & Terms. Other business may also be conducted at this meeting as determined by the circle.

8.3 Special Meetings: Special meetings may be held at the request of any circle member at a time convenient to a sufficient number of other circle members to constitute a quorum, if required by the circle's policies. Such request should be made to the secretary of the circle or as otherwise determined by the circle.

8.4 Notice: At least seven (7) days advance notice must be given to each circle member for any meeting in which decisions or other actions are to be made, subject to Article 8.5, Waiver of Notice. Methods of notification include a note in the records of the last circle meeting; notification by in person, mail, facsimile, telephonic, or digital electronic; or any other method as determined by the circle.

When possible, such notice shall include proposed agenda items and any supporting documents.

8.5 Waiver of Notice: The circle may determine in its policies when notice of meetings, including special meetings, may be waived.

Presence at a meeting or failure to pay attention to methods of communication established by the circle shall constitute waiver of notice.

8.6 Quorum: Members present by telephonic or other means that allow them to be simultaneously heard by the other circle members and thus be able to participate in the discussion, resolve objections, and consent or vote, as appropriate, shall be included in the quorum.

8.6.1 Root Circle (Board of Directors): As required by law, unless written consent is given by absent members and is presented to the secretary before the meeting, a majority of all root members must be present in order for business to be conducted or actions taken. In no case,

however, shall business be conducted or actions taken with less than three directors participating.

8.6.2 Circles other than the Root Circle: Circles other than the Root Circle may determine their own quorums for all meetings, for a specific meeting, or for a class of meetings.

8.7 Actions without a Meeting:

8.7.1 Root Circle (Board of Directors): Any action required or permitted at a meeting of the Root Circle may be taken without a meeting if written consent is granted by all root members entitled to vote or consent as appropriate. Written consent may include notices by mail, facsimile, electronic means, or other methods as determined by the Root Circle and such notices shall be filed with the minutes of the Root Circle.

By law consent to an action without a meeting shall have the same force and effect as consent or unanimous vote given in a meeting.

8.7.2 Other Circles: Any action required or permitted at a circle meeting may be taken without a meeting by consent of all members as specified in this section for the Root Circle or according to any process set by circle policy.

Article 9

Membership

9.1 Membership Categories: The Membership of OPT will be composed of two categories which will be called "Resident Members" as described in Article 9.2, Resident Members, and "Associate Members" as described in Article 9.3, Associate Members, and which will together be called "General Members."

9.2 Resident Members: Resident Members will be all persons who lease land, housing, or other assets from OPT, who lease or own housing that is located on land leased by another entity from OPT, or who have lived for six (6) months or more on any land or in any building held by OPT; and have embraced all the following requirements:

- a. Qualification as an Initial General Member, as defined in the Articles of Incorporation or participation in a one-on-one or group "orientation" meeting with a representative of OPT selected by the Root Circle; and
- b. Completion of a General Membership agreement form including a signed statement of support for the purposes of OPT in a format to be determined by the Root Circle; and c. Commitment of time, money and/or work as established by the General Membership for the current calendar year.

9.3 Associate Members: Associate Members will be all other persons who have embraced all of the following requirements:

- a. Qualification as an Initial General Member, as defined in the Articles of Incorporation or by participation in a one-on-one or group "orientation" meeting with a representative

of OPT selected by the Root Circle; and

- b. Completion of a General Membership agreement form including a signed statement of support for the purposes of OPT in a format to be determined by the Root Circle; and
- c. Commitment of time, money and/or work as established by the General Membership for the current calendar year.

Should they become eligible for Resident Membership by fulfilling the criteria set forth in Article 9.2, Associate Members, will automatically become Resident Members.

9.4 Requirements, Rights and Responsibilities of General Members:

9.4.1. Requirements for Continuing General Membership: To maintain General Membership beyond a person's first year of General Membership a person will either be a Resident Member or:

- a. Have attended at least one Meeting of the Membership during the previous twenty-four months, or have shown continuing interest in OPT and good cause for non-attendance and,
- b. Have followed through with a commitment of time, money and/or work as established for the current calendar year.

9.4.2. Rights of General Members: General Members will have the following rights:

- a. To participate in meetings of the General Membership, including decision-making processes, to nominate and participate in the election of the Root Circle as provided by these Bylaws in Article 7.1, Election Process, to serve on the Root Circle or committees if chosen, to review the financial statements and records of OPT which will be made available on an annual basis or upon request within a reasonable time frame, to approve the annual Budget of OPT through a process of participatory budgeting as specified by OPT policy, and to receive notices and the minutes of Membership Meetings and Annual Reports of OPT.
- b. To take part in decisions regarding the assessment of membership dues, the sale and acquisition of land, and the establishment or alteration of the "resale formula".
- c. Any General Member or group of General Members may bring proposals for actions, endorsements or policy changes before the Root Circle or the General Membership.
 - i. To write and submit proposals to the Root Circle no less than one (1) month prior to a meeting of the Root Circle.
 - ii. To have the Root Circle consider such submissions, to give reasonable notice to the submitters of all meetings in which the proposal will be discussed or decided upon.

iii. To have a submitted proposal which requires consent of the General Membership, be submitted to the Root Circle no later than two (2) months prior to the next Annual Meeting of the General Membership. The Root Circle will bring this proposal to the General Membership at the next Annual Meeting. All such proposals will be included with the notice and agenda for that meeting, sent to all General Members.

9.4.3. Responsibilities of General Members: General Members will have the following responsibilities:

- a. All Members will sustain OPT by supporting the Bylaws, the Articles of Incorporation, and policies adopted by the Root Circle.
- b. To be responsible for doing all in their power to insure that the conditions of any and all OPT agreements executed between OPT and any of its holdings are carried out.

9.5. Supporting Membership:

9.5.1: Any person who has made a commitment of time, money and/or work to OPT but who does not wish to become a General Member or has not met all of the requirements of General Membership will be designated a Supporting Member of OPT.

9.5.2: Supporting Members will have all of the rights of General Members except the right to nominate and participate in the election of the Root Circle and the right to participate in decision-making matters put before the General Membership.

9.6. Confirmation of Membership: At the Root Circle meeting prior to the Annual Membership Meeting, the secretary will present to the Root Circle a complete list of all General Members, including their contact information, for review and approval. At the Annual Membership Meeting, the Root Circle will present this verified complete list of all Members.

9.7. Membership Meetings:

9.7.1. Notice of Meetings: Notice of every Membership Meeting will be given to all General and Supporting Members and will include a proposed and open agenda for the meeting. Except as otherwise provided in Article 15, Amendments, of these Bylaws, notice will be mailed at least one (1) month prior to a meeting.

9.7.2. Annual Meetings: A Meeting of the Membership, for reports to the Membership by the Root Circle and Officers, the election of Root Circle members, the determination of required membership commitments of time, money and/or work for the upcoming year, and the transaction of other business, will be held annually. The location and specific time of the Annual Meeting will be determined by the Root Circle. Notice of the Annual Meeting will include a list of those persons nominated for the Root Circle.

9.7.3. Regular Meetings: Regular Membership Meetings may be scheduled by the Root Circle at

such times and places as they will establish.

9.7.4. Special Meetings: Special Membership Meetings may be called by the Root Circle or by a written petition, addressed to the president of OPT, signed by at least one tenth (10%) of the General Membership.

9.7.5. Open meetings: Some Membership Meetings will be open to all people.

9.7.6. Minutes: Minutes of all Membership Meetings will be recorded by the secretary of OPT or by another person designated by the Root Circle. Minutes for every meeting will be approved by the General Membership at the next Membership Meeting.

9.7.7 Quorum: Those members who attend at a meeting of members shall constitute a quorum and they can make decisions as specified in Article 9.7.8, Decision-Making, unless these Bylaws or the law provide differently.

9.7.8. Decision-Making: Decisions will be made at Membership Meetings by consent as specified in Article 5.2, Consent.

9.8. Removal of General Members: A General Member may be removed for good cause by the General Members of OPT when such Member is determined to have acted in a manner seriously detrimental to OPT. However, before such removal can occur, the following procedure will be followed.

- a. Written questions specifying the actions considered to be detrimental will be signed by at least three General Members of OPT and submitted to the president (or, if the president is the Root Circle member questioned, to the secretary). Any General Members of OPT may submit such questions.
- b. The president (or secretary) will deliver or mail a copy of the questions to the Member in question.
- c. A Special Committee consisting of three General Members of OPT will be created to consider the questions. One member of the Committee will be selected by the Root Circle within ten days following the delivery or mailing of the questions to the Member in question. In making its selection, the Root Circle will endeavor to select a person who will consider the questions with an open mind. No later than ten days following the Root Circle's selection of the first member of the Committee, a second member may be selected by the Member in question. In the event that the Member in question fails to select a second member of the Committee within ten days, the Root Circle may select a second member who, in the judgment of the Root Circle, will consider the questions without bias. Within ten days following the selection of the second member of the Committee, the first and second members will select a third member of the Committee. If the first and second members cannot agree upon a third member within this ten-day period, the Root Circle will select a third member.

d. The Special Committee will hold a hearing, at which both the Member in question and the Members who have filed questions may be heard in the presence of the other. Following the hearing, the Committee will prepare a written report of its findings and its recommendation for or against removal. The report will contain a statement of how each member of the Committee has voted. The report will be completed and submitted to the president of OPT no later than one month following the selection of the third member of the Committee. The process for determining this recommendation will be based on the decision-making process of the Root Circle as described in Article 5.6, Decisions of the Root Circle (Board of Directors).

e. If the Committee recommends removal of the Member, the recommendation will be presented to the General Membership, which will then have sole authority to decide the question of removal. A Membership meeting for this purpose will be called by the president for a time no later than one month following the president's receipt of the Committee's recommendation for removal. Notice of this meeting will include a complete copy of the Committee's report.

f. The removal of a Resident Member from the General Membership of OPT will constitute a removal of that person from participation and decision-making in OPT and will not result in automatic removal of that person from residency on land owned or leased by OPT. Lessees will decide independently about, and will have the right to develop policies pertaining to, matters of residency and the removal of residents from Leased properties.

Article 10

Financial Practices

10.1 Financial Practices: The financial practices of OPT shall follow the highest standards of accountability and transparency. Unless doing so would reveal personal information of employees, donors, or other persons, or otherwise compromise the stability of OPT, financial records will be available to all members and employees of OPT, and to other such persons as the Root Circle determines.

10.2 Use of Funds: OPT funds shall only be used for activities related to OPT's mission as stated in Article 1.2.2, Mission, and exclusively for charitable and educational purposes.

10.3 Fiscal Year: The fiscal year shall begin on the first day of April and end on the last day of March unless otherwise determined by the Root Circle.

Article 1

Annual Report

One Planet Trust shall publish, in any media, an annual report that shall include, but not be limited to, a summary of OPT's activities and a financial report for the previous year. The annual report shall be available to the public.

Article 12

Stewardship of Land

12.1 Principles of Land Use: The Root Circle shall oversee the use of land owned by OPT and will convey the right to use such land so as to facilitate access to land, healthy, affordable housing, sustainable community and ecological stewardship of the land. In so doing, the Root Circle will be guided by the following principles:

- a. The Root Circle will consider the needs of potential lessees and shall attempt to effect a just distribution of land use rights.
- b. The Root Circle shall convey land use rights on terms that will preserve affordable access to land and housing for future low-income and moderate-income residents of the community who are committed to living one-planet lifestyles.
- c. The Root Circle shall convey land use rights in a manner that will promote the long-term well-being of the community and OPT as an organization, as well as the long-term health of the planet.

12.2 Encumbrance of Land: The decision to mortgage or otherwise encumber land owned by OPT will require the approval of the root circle and the unanimous consent of any parties to whom such land is leased.

12.3 Sale of Land: The sale of land does not conform with the philosophy and purposes of OPT. Accordingly, land shall not be sold except in extraordinary circumstances, and then only in accordance with the following guidelines:

- a. A parcel of land may be sold pursuant to a resolution adopted by consent as specified in Article 5.6, Decisions of the Root Circle (Board of Directors), at a regular or special Root Circle meeting, provided that (i) OPT has owned the parcel for no more than sixty (60) days at the time the resolution is adopted, (ii) the parcel is not leased to any party, and (iii) the resolution states that the location or character of the parcel is determined to be such that the charitable purposes of OPT are best served by selling the land and applying the proceeds to the support of other activities serving those purposes.
- b. In all other circumstances a parcel of land may be sold only with:
 - i. The consent of the Root Circle at a regular or special meeting, provided that written notice of such meeting has described the proposed sale and the reasons for

the proposal; and

ii. The consent of the General Members present at a regular or special Membership Meeting, provided that written notice of such meeting has described the proposed sale and the reasons for the proposal.

c. If any of OPT's land is to be sold to any person or entity other than a not-for-profit corporation or public agency sharing the purposes of OPT, any ground lessees on that land shall have the opportunity to exercise a right of first refusal to purchase the land that they have been leasing from OPT.

Article 13

Ownership and Resale of Improvements

13.1 Ownership of Housing and Improvements on OPENtrust's Land: In accordance with the purposes of OPT, the Root Circle shall take appropriate measures to promote and facilitate the ownership and/or democratic control of housing and other improvements on OPT's land by low-income and moderate-income people who subscribe to the mission of OPT. These measures may include, but are not limited to, provisions for the sale of housing to such people; provisions for financing the acquisition of housing by such people, including direct loans by OPT; and provision for grants or other subsidies that will lower the cost of housing for such people.

13.2 Preservation of Affordability: It is a purpose of OPT to preserve the affordability of housing and other improvements for low-income and moderate-income people in the future. Accordingly, when land-use rights are leased, the Root Circle shall assure that, as a condition of the lease, housing or other improvements on the land may be resold only to OPT or to another low-income or moderate income person who subscribes to the mission of OPT and only for a price limited by a "resale formula" as described in Article 13.3, The Resale Formula.

13.3 The Resale Formula: For the purpose of preserving affordability, OPT shall restrict the price that lessees may receive when they sell housing and other improvements located on the land leased to them by OPT. A policy establishing such restrictions in the form of a "resale formula" shall be adopted by the Root Circle and the General Members of OPT, in accordance with the following principles:

a. To the extent possible, the formula will allow the seller to receive a price based on the value that the seller has actually invested in the property being sold.

b. To the extent possible, the formula will limit the price of the property to an amount that will be affordable for other people with low and moderate incomes at the time of the transfer of ownership.

13.4 Procedures for Adoption of the Resale Formula: The adoption of the resale formula shall

require:

- a. Consent of the Root Circle at any regular or special Root Circle meeting, provided that written notice of such meeting has set forth the proposed formula with an explanation thereof, and
- b. Consent of the General Members present at any regular or special Membership meeting, a quorum being assembled, provided that written notice of such meeting has set forth the proposed formula with an explanation thereof.

13.5 Procedures for Altering the Resale Formula: The consistent long-term application of a resale formula is essential to the purposes of OPT. Accordingly, the resale formula shall not be altered unless the Root Circle and General Members of OPT determine that the current formula presents an obstacle to the achievement of the purposes of OPT. In such an event, the resale formula may be altered by consent of the Root Circle and consent of the General Members present at a Membership meeting, as described above for the adoption of the formula.

Article 14

Indemnification

14.1 Rights: Except as otherwise limited by law and these bylaws, each Root Circle member, employee, or volunteer of OPT shall be indemnified by OPT and shall not be held liable for damages or the costs of their defense for any acts or omissions as a result of providing services or performing duties on behalf of OPT.

These rights of indemnification shall, in the case of the death of a Root Circle member, employee, or volunteer exist to the benefit of his or her heirs and estate.

14.2 Limitations: Indemnification as specified in Section 14.1, Rights, shall not include:

- a. Any act or omission that is not reasonably included in the services or duties requested or approved by OPT;
- b. The willful misconduct of the Root Circle member, employee, or volunteer; c. A crime, unless the Root Circle member, employee, or volunteer had reasonable cause to believe that the act was lawful; d. A transaction that resulted in an improper personal benefit of money, property, or service to the Root Circle member, employee, or volunteer; e. Any act or omission that is not in good faith and is beyond the scope of authority of OPT.

14.3 Professional Services: With the exception of expert Root Circle members functioning in their roles as Root Circle members, the limitation of liability in Article 14.2, Limitations, shall not apply to any licensed professional employed by OPENtrust in his or her professional

capacity.

Article 15

Amendments

These Bylaws may be altered or repealed and new bylaws adopted by the Root Circle with a minimum of thirty (30) days notice to all circle members of intent to amend, including the wording of such amendment. The purpose of such notice shall be to allow all levels of the circle structure time to call special meetings, if necessary, to deliberate on such amendment and to select a representative(s) to participate in the deliberations of the proposed amendment in the next rootward circle.

No amendment shall be made that would adversely affect OPT's qualification under Section 501(c)(3) of the Internal Revenue Code of 1986, (or any successor provision).

Article 16

Dissolution

16.1 Notice: Acting in accordance with the laws of Oregon, OPT may be dissolved by the Root Circle with a minimum of thirty (30) days notice to all circle members of the intent to dissolve, including the reasons for the proposed dissolution. The purpose of such notice shall be to allow all levels of the circle structure time to call special meetings, if necessary, to deliberate on the proposal and to select a representative(s) to participate in the deliberations of the next rootward circle.

Article 17

Initial Membership and Root Circle, Adoption of Bylaws, and First Annual Meeting

17.1 Initial Membership: The initial members empowered to vote at the first annual membership meeting will be those persons who have attended at least one of the OPT organizational meetings held between November 5, 2013 and the time of the first annual membership meeting, as recorded in the minutes of these meetings.

17.2 Initial Root Circle (Board of Directors): The Initial Root Circle will be the Incorporators as

specified in OPT's Articles of Incorporation. The Initial Root Circle, after approving these Bylaws, will call the First Annual Meeting of the Membership, and will serve until the first elected Root Circle has been seated upon the completion of the First Annual Meeting of the Membership.

17.3 Adoption of Bylaws: Adoption of these Bylaws as the Bylaws of OPT will require the consent of the Initial Root Circle.

17.4 Creation of Core Circle: The Initial Root Circle shall assign the aim, as specified in Article 4.1(g), Circle Responsibilities, of the Core Circle and select its Operational Leader (managing director), as specified in Article 4.1(h), Circle Responsibilities. The operational leader will then select the rest of the initial Core Circle members.

17.5 Initial Expert Root Circle Members: The Initial Root Circle shall elect the initial Expert Root Members, as specified in Article 6.5, Expert Root Members.

17.6 Nomination of Root Circle Members to Be Elected at First Annual Meeting: In consultation with the Initial Members, the Initial Root Circle will nominate a slate of up to 3 candidates for Associate Member representatives. Additional nominations for Associate Member representatives may be made by any Initial Member from the floor at the First Annual Meeting of the Membership.

17.7 First Annual Meeting: The location and specific time of the First Annual Meeting of the Membership shall be determined by the Initial Root Circle. Notice of the First Annual Meeting shall be mailed to all Initial Members at least seven days prior to the Meeting and shall include a list of those persons nominated for the Root Circle in accordance with Article 17.6, Nomination of Root Circle Members to Be Elected at First Annual Meeting. Except as otherwise provided in this Article, the election of Root Circle Members, the assessment of membership dues, and other business of the First Annual Meeting shall be conducted in accordance with Article 6, Root Circle (Board of Directors) and Article 9, Membership.