

**AMENDED AND RESTATED BYLAWS OF**

**THE SAINT PAUL  
CHAMBER  
ORCHESTRA**

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**December 2016**

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**AMENDED AND RESTATED BYLAWS  
OF  
THE SAINT PAUL CHAMBER ORCHESTRA SOCIETY**

**ARTICLE 1  
RESTATEMENT**

Effective on and after May 30, 2012, these Amended and Restated Bylaws shall supersede and take the place of the existing Bylaws and all amendments thereto.

**ARTICLE 2  
REGISTERED OFFICE**

The registered office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such place in the State of Minnesota as shall be fixed from time to time by duly adopted resolutions of the Board of Directors. Until otherwise fixed by the Board of Directors, the registered office shall be at 408 St. Peter Street, Third Floor, Saint Paul, Minnesota 55102.

**ARTICLE 3  
MEMBERSHIP**

**Section 3.1 Voting Members.** This corporation shall have Members with voting rights. The voting Members of this corporation shall consist of the members of the Board of Directors and the Governing Members of the corporation. The Governing Members of this corporation are those natural persons, organizations, corporations, partnerships, trusts, estates, and governmental agencies, unless otherwise disqualified, that (i) contribute or pledge at least Two Thousand-Five Hundred and No/100 Dollars (\$2,500.00) during the corporation's most recent or current fiscal year or such other sum as the Board of Directors shall by resolution have established before the commencement of the fiscal year and (ii) that affirmatively elect to be designated as a "Governing Member" of this corporation. Any Governing Member that is an organization, partnership, trust, estate or governmental agency shall designate a representative to act on its behalf. In the case of a joint household contribution or pledge meeting the requirements of clause (i) above, each spouse or domestic partner shall, at the election of such spouse or domestic partner, be a Governing Member of this corporation.

**Section 3.2 Votes.** Each voting Member shall be entitled to one (1) vote at meetings of Members. Any Governing Member that is an organization, partnership, trust, estate or governmental agency shall have one vote.

**Section 3.3 Interest in Property.** The Members of this corporation shall not, as such, have any right, title or interest in the real or personal property of this corporation.

**Section 3.4 Voting Classes.** The Board of Directors may establish classes of membership in accordance with the amount of the contribution made by a Member, but each Member, regardless of class, shall be entitled to only one (1) vote at all meetings of the Members.

**Section 3.5 Termination of Members.** Any person whose membership in this corporation is deemed in good faith to be detrimental to the welfare of this corporation may be removed as a Member of this corporation at any time by the affirmative majority vote of the Board of Directors. If the termination is not at the end of a fixed membership term, a termination shall be effected pursuant to the standards set forth in Minnesota Statutes §317 A.411.

**Section 3.6 Governing Members - Organization and Leadership Authority.** In addition to the voting rights of the Governing Members under Section 3.1, the Governing Members shall serve in an advisory and support capacity to the Board of Directors and in such capacity shall undertake such activities, initiatives and projects and form such committees and task forces, as the President, or upon the delegation of the President, as any Vice President shall direct or approve from time to time. The Governing Members shall have a Chair or Co-Chairs who shall be appointed by the President upon consultation with the Chair of the Board of Directors and the Chair of the Governance Committee. The procedures, rules and regulations of the Governing Members are as set forth from time to time in its Charter, which Charter may set forth the Governing Members' organizational structure, including without limitation establishing criteria for identifying prospective Governing Members, providing for the election or appointment of committee chairs or co-chairs, the creation of an executive committee and other permanent or ad hoc committees at the direction of the President or his designees, the manner of selecting chairs or any co-chairs of such committees and the members thereof, and the method for the amendment of such Charter. Amendments to the Charter are subject to the approval of the President, upon consultation with the Chair of the Board of Directors and the Chair of the Governance Committee. In addition, the Board of Directors of this corporation may, by resolution, establish such other committees and task forces and initiatives for the Governing Members as the Board deems necessary or advisable to enable the Governing Members to fulfill their advisory, and support roles for this corporation.

## **ARTICLE 4 MEETINGS OF MEMBERS**

**Section 4.1 Annual Meeting.** An annual meeting of the Members of this corporation for the election of Directors, the presentation of reports on the activities and financial condition of this corporation and the transaction of such other business as may properly come before the meeting, shall be held on such date each calendar year as may be designated from time to time by the Board of Directors at least thirty (30) days in advance of the meeting, and at a place in the county where the registered office is located, as designated from time to time by the Board of Directors.

**Section 4.2 Special Meetings.** Special meetings of the Members of this corporation may be called at any time:

- (a) by the Chair of the Board of Directors,
- (b) by any Vice Chair of the Board of Directors, or
- (c) upon written demand signed and dated by at least fifty (50) Members with voting rights or ten percent (10%) of the Members with voting rights, whichever is less, and delivered to the President or Treasurer of the corporation, describing the purpose for which the meeting is to be held.

The Secretary shall then give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than ninety (90) days after receiving the call or demand. If the Secretary fails to give notice of the meeting within thirty (30) days from the date on which the call is made or the demand received by the President or Treasurer, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. If a special meeting is demanded by the Members, the meeting shall be held in the county where the registered office is located. The business transacted at any special meeting is limited to the purposes stated in the notice of the meeting.

**Section 4.3 Notice.** Written notice of each meeting of the Members, stating the date, time and place thereof, and in the case of a special meeting, the purpose thereof, shall be given by electronic communication or mailed, postage prepaid, to the Member's last known address not less than five (5) nor more than sixty (60) days before the meeting, excluding the day of the meeting, to each voting Member as of the record date fixed by the Board as set forth in Section 4.5 below. Notice of any meeting at which Members may vote by proxy shall so inform the Members and shall describe the procedure for appointing proxies. At any time that this corporation has three hundred (300) or more Members and the Board of Directors so elects, then such notice shall be given by publication in a newspaper of general circulation published in the county of the principal place of business of the corporation for two (2) successive weeks prior to the date of the meeting.

**Section 4.4 Waiver of Notice.** Any Member may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and the Member does not participate in the consideration of the item at that meeting.

**Section 4.5 Members List for Meeting.** The Board of Directors may fix a date not more than sixty (60) days before the date of a meeting of the Members as the date for determination of the Members entitled to notice of the meeting. If the Board of

Directors fails to set such a date, the date shall be the sixtieth (60th) day before the date of the meeting. Beginning two (2) business days after the meeting notice is given and continuing through the meeting, an alphabetical list of the names of the Members entitled to notice, showing the address and number of votes of each Member, shall be prepared and made available for inspection by Members with voting rights. Upon written demand, a Member, or a Member's agent or attorney, is entitled to inspect and copy the list at a reasonable time and at the Member's expense. In the absence of a written demand to inspect the list, failure to comply does not affect the validity of action taken at the meeting. A Member, agent or attorney may not use the Membership list for any purpose other than communication with other Members.

**Section 4.6 Voting: Quorum.** A majority vote of the Members present and entitled to vote at any meeting at which a quorum is present shall be sufficient to transact any business. At all meetings of the Members, each voting Member shall be entitled to cast one (1) vote on any question coming before the meeting. Cumulative voting shall not be permitted. Except as provided herein, a quorum is necessary for the transaction of business. The presence of twenty-five (25) Members in person or by proxy, if authorized, shall constitute a quorum at any meeting. If a quorum is not present, the meeting may be adjourned from time to time for that reason. If a quorum has been present at the meeting and Members have withdrawn from the meeting so that less than a quorum remains, the Members still present may continue to transact business until adjournment. When any meeting of the Members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

**Section 4.7 Voting: Proxy.** A Member may appoint a proxy to vote or otherwise act for the Member by signing an appointment form either personally or by an attorney-in-fact. The appointment of the proxy is effective when received by the Secretary or such other officer or agent of the corporation authorized from time to time by the President to tabulate votes. An appointment is valid for eleven (11) months unless a different period is expressly provided in the appointment form, provided however, that a proxy is not valid for more than three (3) years from its date of execution. A Member may revoke the appointment of the proxy by:

- (a) attending a meeting and voting in person; or
- (b) signing and delivering to the Secretary or other officer or agent authorized from time to time by the President to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a later appointment form.

The death or incapacity of the member appointing a proxy does not affect the right of the corporation to accept the proxy's authority unless notice of the death or incapacity is received before the proxy exercises authority under the appointment.

**Section 4.8 Written Action.** An action required or permitted to be taken at a meeting of the Members may be taken without a meeting by written action signed or

consented to by authenticated electronic communication by all of the Members entitled to vote on that action. The written action is effective when it has been signed or consented to by authenticated electronic communication, by all of those Members, unless a different effective date is provided in the written action.

**Section 4.9 Written Ballot.** An action that may be taken at a regular or special meeting of Members may be taken without a meeting if the corporation mails or otherwise delivers a ballot meeting the requirements of Minnesota Statutes, Section 317A.447, or successor statute, to every Member entitled to vote on the matter, and otherwise complies with those statutes. A corporation may deliver a ballot by electronic communication only if the provisions set forth in Section 4.10 are met as if the ballot were a notice. Consent by a Member to receive notice by electronic communication in a certain manner constitutes consent to receive a ballot by electronic communication in the same manner.

**Section 4.10 Remote Communications for Member Meetings.** Annual or special meetings of the Members may be held solely by one or more means of remote communication, if notice of the meeting is given to every Member entitled to vote, and if the number of voting Members participating in the meeting is sufficient to constitute a quorum at a meeting. A Member not physically present in person or by authorized proxy at any annual or special meeting of Members may, by means of remote communication, participate in a meeting of Members held at a designated place. Participation by a Member by such means constitutes presence at the meeting in person or by authorized proxy. In any meeting of Members held solely by means of remote communication or in any meeting of members held at a designated place at which one or more members participate by means of remote communication:

- (a) reasonable measures shall be implemented to verify that each Member deemed present and entitled to vote by means of remote communication is a Member; and
- (b) reasonable measures shall be implemented to provide each Member participating by means of remote communication with a reasonable opportunity to participate in the meeting, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, to have the Members remarks heard or read by other participants in the meeting substantially concurrently with the making of those remarks, and if otherwise entitled, to vote on matters submitted to the Members.

**Section 4.11 Notice By Electronic Communication.** Notice given by electronic communication is deemed given:

- (a) If by facsimile communication, when directed to a telephone number at which the Member has consented to receive notice;



- (b) If by electronic mail, when directed to an electronic mail address, at which the Member has consented to receive notice;
- (c) If by posting on an electronic network, on which the Member has consented to receive notice, together with separate notice to the Member of the specific posting, upon the later of the posting and the giving of the separate notice; and
- (d) If by any other form of electronic communication, by which the Member has consented to receive notice, when directed to the Member.

Consent by a Member to notice given by electronic communication may be given in writing or by authenticated electronic communication. Participating in a meeting by means of remote communication is a waiver of notice of that meeting, except where the Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before the vote on an item of business because the item may not lawfully be considered at the meeting, and does not participate in the consideration of the item at that meeting.

## **ARTICLE 5 DIRECTORS**

**Section 5.1 Purpose, Number and Qualification.** The general management of the affairs of the corporation shall be vested in a Board of Directors. A Director need not be a Member. There shall be two (2) classes of Directors: Regular Directors and Ex-Officio Directors,. Only natural persons shall be eligible for election to the office of Director. The number of Regular Directors shall not be less than twelve (12) nor more than seventy-five (75) as determined from time to time by a majority of the Directors then in office.

**Section 5.2 Election and Selection.** Directors shall be elected in the following manners:

- (a) Regular Directors shall be elected in such a manner that approximately one-third (1/3) of the full number shall be elected each year. A Director holds office until expiration of the term for which the Director was elected or appointed or until the earlier death, resignation, removal, or disqualification of the Director. No successor need be elected or qualified. The procedure for the nomination and election of Regular Directors shall be as follows: All candidates for Board service are subject to approval by the Governance Committee prior to the meeting at which the election will occur. Each year the Governance Committee shall consider individual candidates for Board service in light of current and anticipated needs of the corporation. In addition to candidates identified by the Governance Committee, Members are entitled to

submit candidates for such consideration to the Chair of the Governance Committee at least one hundred twenty (120) days prior to the anniversary date of the prior year's annual meeting of the Members, provided that such submission includes a written statement signed by the candidate confirming said candidate's interest in serving on the Board of Directors. At the annual meeting of the Members, the Governance Committee shall submit to the Members a list of approved nominees to serve as Regular Directors. Election will immediately follow. The total elected Regular Directors, when combined with those continuing in office, may not exceed the number provided in Section 5.1.

- (b) An Ex-Officio Director is a Director who holds an office or position by virtue of which he or she is a Director. The Music Director, if any, the President of The Saint Paul Chamber Orchestra, the President of The Friends of The Saint Paul Chamber Orchestra, the Chair of the Governing Members, a club2030 Council member appointed by the Governance Committee, musician representatives designated by contract and Life Directors elected prior to June 30, 2011, shall be Ex-Officio Directors. Life Directors elected to the Board prior to June 30, 2011, shall be governed by the bylaw provisions in effect at the time of their original election to that position, and therefore shall have the right to vote on official Board business, and shall continue to stand for reelection at the end of their terms in the same manner as do Regular Directors.

**Section 5.3 Term of Office.** Terms of office for each class of Directors shall be as follows:

- (a) Regular Directors shall be elected for a term of three (3) years. Regular Directors elected at the annual meeting of the Members shall take office immediately, with their first term concluding at the end of their third full year of service. Before nomination to each consecutive term, all Directors shall be subject to review and approval for nomination by the Governance Committee.
- (b) An Ex-Officio Director who holds an office or position by virtue of which he or she is a Director shall be a Director so long as he or she holds that office or position. Life Directors elected prior to June 30, 2011, shall continue to serve terms of ten (10) years, and shall be eligible for reelection after the expiration of such terms. The club2030 Council member appointed as a Director shall serve for a term of three (3) years, and shall be eligible for re-appointment after the expiration of such term.

**Section 5.4 Vacancies.** If the office of any Regular Director becomes vacant for any reason, the Board of Directors, acting on a recommendation from the

Governance Committee, may choose a successor who shall hold office until the next annual meeting of the Members. No Director may transfer, voluntarily or involuntarily, his or her directorship or any rights arising therefrom and all such rights shall cease upon termination of his or her directorship. A Director whose continued service is deemed to be detrimental to the welfare of the corporation may be removed as a Director at any time by the affirmative vote of a majority of all of the other Directors.

**Section 5.5 Limitations on Compensation.** No paid employee of the corporation other than the President and musician contract representatives shall be a Director. No Director shall receive compensation for serving in that capacity. However, Directors may be reimbursed for expenses actually incurred on behalf of the corporation.

**Section 5.6 Former and Honorary Directors.** Three (3) distinctions may be bestowed on former Directors and select public officials: Life Director, Emeritus Director, and Honorary Director. With the exception of Life Directors originally elected to the Board prior to June 30, 2011, the holders of these distinctions are not voting members of the Board, and the Society therefore does not consider these individuals to be operating as fiduciaries to the organization.

- (a) The position of Life Director is a great honor reserved for a select group of individuals with a record of extraordinary service and support to The Saint Paul Chamber Orchestra Society who have previously served as Regular Directors. Nominations for Life Director are at the discretion of the Governance Committee, which may submit to the Board of Directors the names of any individual recommended by the committee for selection as a Life Director. Life Directors may be selected at any regular meeting of the Board by a majority vote of the Board. Life Directors selected on or after June 30, 2011, shall not have a vote with regard to official actions of the Board of Directors and shall not be counted in determining whether a quorum is present. Life Directors shall, however, receive notice of all meetings of the Board and be invited to attend all Board meetings and functions, may be encouraged to serve on committees or task forces set up by the Board, and may be called upon to assist the Board and the Society President in those matters in which the individuals' interest, experience and expertise can best serve the Society. The number of Life Directors shall be determined from time to time by a majority of the Directors then in office.
- b) The position of Emeritus Director is an honor recognizing prior Regular Directors for their service and commitment to The Saint Paul Chamber Orchestra Society. Any individual who has served two or more regular terms as a Regular Director prior to retiring from the Board of Directors is eligible to be an Emeritus Director. Emeritus Directors are not invited to attend meetings of the Board

of Directors, but they may be encouraged to serve on committees or task forces set up by the Board, and may be called upon to assist the Board and the Society President in those matters in which the individuals' interest, experience and expertise will best serve the Society. The procedure for the nomination and selection of Emeritus Directors shall be as follows: The Governance Committee each year shall review the list of retiring or previously retired Regular Board members who are eligible and determine the interest of each eligible individual in being designated an Emeritus Director. If an individual expresses such an interest, the Governance Committee may present his or her name to the Board of Directors for acknowledgement. Every three (3) years after the selection of an Emeritus Director, the Governance Committee shall ascertain whether the individual is interested in remaining an Emeritus Director. If so, the Governance Committee may renew that individual's status as an Emeritus Director for an additional three (3) years, and at three (3) year intervals thereafter. No further notice to the Board of Directors shall be required.

- (c) Honorary Directors may be named at the discretion of the voting members of the Board, and this designation is generally reserved for government and/or institutional officials. An Honorary Director shall continue as an Honorary Director at the discretion of the voting members of the Board.

## **ARTICLE 6 MEETING OF THE BOARD OF DIRECTORS**

**Section 6.1 Annual Meeting.** The Board of Directors shall meet at least once per fiscal year. The last regular meeting of the Board of Directors in any fiscal year shall be the annual meeting of the Board of Directors.

**Section 6.2 Regular Meetings.** Regular meetings of the Board of Directors may be held at such time and place in the county in which the corporation's registered office is located as are announced at a previous meeting of the Board of Directors, or upon notice given by electronic communication as set forth in Section 4.11, or mailed, postage prepaid, to each Director at the Director's last known address not less than five (5) days prior to the meeting (excluding the day of the meeting).

**Section 6.3 Special Meetings.** Special meetings of the Board of Directors may be called either by the Chair, or in the Chair's absence, by a Vice-Chair, and shall be called by the Chair or Secretary on the written request of any three (3) Regular Directors on prior notice of the time, place and purpose of the meeting to each member of the Board of Directors either personally, by mail, by telephone, by facsimile, by telegram or by electronic communication. Such notice shall be given at least five (5) days prior to the date of the special meeting, as determined by the officer calling the meeting.

**Section 6.4 Waiver of Notice.** Any Director may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the Director does not participate in the meeting.

**Section 6.5 Quorum and Voting.** The Board shall take action by the affirmative vote of a majority of Directors with voting rights present and entitled to vote at a duly held meeting, unless a greater number of votes is required by law or these Bylaws. The presence, in person or by proxy, of one-third (1/3) of the voting members of the Board of Directors shall constitute a quorum at any meeting thereof, but the Directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. At all meetings of the Board of Directors, each Regular Director and Ex-Officio Director (including Life Directors elected prior to June 30, 2011) shall be entitled to cast one (1) vote on any question coming before the meeting. Honorary Directors, Life Directors elected on or after June 30, 2011, and Emeritus Directors are not entitled to vote. If a quorum is present when a duly called meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than a quorum. A Director may vote by proxy. A Director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the Director votes against the action or is prohibited from voting on the action.

**Section 6.6 Remote Communications for Board Meeting.** Any Board meeting may be conducted solely by one or more means of remote communication through which all of the Directors may participate in the meeting, if the same notice is given of the meeting as required in Section 6.3 above, and if the number of Directors participating in the meeting is sufficient to constitute a quorum at the meeting. Participation in a Board meeting by that means constitutes presence at the meeting. A Director not physically present in person at any Board meeting may participate in such meeting by means of conference telephone or by other means of remote communication through which that Director, other Directors so participating, and all Directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.

**Section 6.7 Adjourned Meetings.** When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

**Section 6.8 Written Action.** Any action that could be taken at a meeting of the Board of Directors or at a lawfully constituted committee thereof may be taken by written action signed or consented to by authenticated electronic communication by all of the Directors.

## **ARTICLE 7 OFFICERS**

**Section 7.1 Nomination and Election.** The Board of Directors shall elect the officers of this corporation at one of their Regular Meetings or at a Special Meeting during the corporation's fiscal year immediately prior to the year in which the officers' terms begin. The officers shall be a Chair of the Board, a President, a Secretary and a Treasurer. The Board of Directors may appoint a Chair-Elect, Past Chair, Vice Chairs, Vice Presidents, and, from time to time, one (1) or more Assistant Secretaries and Assistant Treasurers, as the Board may deem necessary. Any two (2) offices, except those of Chair of the Board, Vice-Chair, and President, may be held by the same person, provided, however, that this prohibition shall not apply if the Board deems it necessary or advisable to (a) elect a currently serving Chair of the Board to fill a vacancy in the office of President on a transitional basis until such time as a permanent President is duly elected and qualified, or (b) elect a currently serving President to fill a vacancy in the office of Chair of the Board until such time as a permanent Chair is duly elected and qualified.

The Chair of the Board, after consultation with the President and the Chair of the Governance Committee, will submit to the Governance Committee a proposed slate of Officers. Upon concurrence by the Governance Committee, the Chair of the Governance Committee will recommend the proposed slate to the Board of Directors for election at the annual meeting of the Board.

All officers shall hold office at the pleasure of the Board of Directors. If any vacancy shall occur, it shall be filled by the Board of Directors.

**Section 7.2 Duties of Chair of the Board.** The Chair of the Board of Directors shall preside at meetings of the Members, the Board of Directors, and the Executive Committee, and shall have authority, duties and responsibilities as the Board of Directors shall, by resolution, provide. The Chair of the Board of Directors shall be reviewed annually by the Executive Committee or its designees before nomination to another consecutive one-year term.

**Section 7.3 Duties of President.** Subject to the control of the Board of Directors, the President shall be the chief executive officer and shall have general active management, supervision and control of the business and affairs of this corporation and perform other duties prescribed by the Board of Directors.

**Section 7.4 Duties of Vice Chairs.** Vice Chairs shall have such duties as designated by the Chair or as the Board of Directors shall, by resolution, provide.

**Section 7.5 Duties of Vice Presidents.** A Vice President, if designated by the Board of Directors, may, during the absence or disability of the President, perform the duties and exercise the powers of President.

**Section 7.6 Duties of Secretary.** The Secretary shall attend all meetings of the Board of Directors and all meetings of the Members and record all votes and keep minutes of all proceedings. The Secretary shall give, or cause to be given, any required notice of meetings of the Members and of the Board of Directors. An Assistant

Secretary shall perform the duties of the Secretary during the Secretary's absence or disability.

**Section 7.7 Duties of Treasurer.** The Treasurer shall have custody of this corporation's funds and securities and shall keep full and accurate account of the receipts and disbursements in books belonging to this corporation and shall deposit all monies and other valuable effects in the name and to the credit of this corporation in such depositories as may be designated by the Board of Directors. An Assistant Treasurer shall perform the duties of the Treasurer during the Treasurer's absence or disability.

**Section 7.8 Removal of Officers.** Any officer may be removed by resolution of the Board of Directors with or without cause. Such removal shall be without prejudice to the contract rights of the person so removed.

**Section 7.9 Special Powers.** Any officer may be vested by the Board of Directors with any power and charged with any duty not contrary to law or inconsistent with the Articles of Incorporation of this corporation or these Bylaws.

**Section 7.10 Additional Powers.** Any officer of this corporation, in addition to the powers conferred upon him or her by these Bylaws, shall have such powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

## **ARTICLE 8 COMMITTEES**

**Section 8.1 Authority.** The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee need not be Directors.

**Section 8.2 Executive Committee.** The Board of Directors may designate an Executive Committee with such members and duties as may be specified by the Board of Directors from time to time. All Executive Committee members shall be Directors. The Executive Committee shall at all times be subject to the control and direction of the Board of Directors. One-third (1/3) of the Executive Committee shall constitute a quorum. A majority of the votes cast shall govern in every matter voted upon.

**Section 8.3 Other Committees.** From time to time the Board of Directors may create such standing and special committees as they may see fit, and may designate the duties and powers of such committees. Members of committees need not be Members or Directors. Orchestra members shall be appointed as voting members to

such committees as may be required by contract. One-third (1/3) of the members of a committee shall constitute a quorum.

**Section 8.4 Committee Chairs.** The Chair of the Board shall be chair of the Executive Committee. Other Committee chairs shall be appointed as follows: Concurrently with submission of the proposed slate of officers under Section 7.1, the Chair of the Board, after consultation with the President and the Chair of the Governance Committee, shall submit to the Governance Committee a proposed slate of committee chairs for the next year. Upon concurrence of the Governance Committee, the Chair of the Board shall appoint all approved committee chairs at the annual meeting.

**Section 8.5 Ex-Officio Committee Members.** The Chair of the Board shall be an ex-officio member of all committees. The President or the President's designee shall be an ex-officio member of all committees except the Audit Committee. An ex-officio committee member shall be entitled to cast one (1) vote on any question before the meeting.

**Section 8.6 Meetings and Voting.** Meetings of each committee may be held at such time and place as are announced at a previous meeting of the committee. Meetings of any committee may also be called at any time by the chairperson of the committee or by the Chair of the Board, on at least twenty-four (24) hours notice either personally, by mail, by telephone, by facsimile, by telegram. Appearance at a meeting is deemed to be a waiver of notice unless the committee member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the committee member does not participate in the meeting. At all meetings of a committee of this corporation each member thereof shall be entitled to cast one (1) vote on any question coming before such meeting. The presence of one-third (1/3) of the membership of any committee of this corporation shall constitute a quorum at any meeting from time to time. A majority vote of the members of a committee of this corporation present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee. Any action that could be taken at a committee meeting may be taken by written action signed by all members of the committee.

## **ARTICLE 9 INDEMNIFICATION**

To the full extent permitted by any applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the former or present capacity of the person as:

- (a) a director, officer, employee or member of a committee of this corporation or,



- (b) a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer or employee of this corporation, is or was serving the other corporation at the request of this corporation or whose duties as a director, officer or employee of this corporation involve or involved such service to the other corporation,

against judgments, penalties, fine (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable expenses, including attorneys' fees and disbursements, incurred by the person in connection with the proceeding if the person meets the requirements of Minnesota Statutes §317 A.521, Subd. 2. This indemnity does not include acts performed in bad faith, fraud or other intentional wrongdoing.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

## **ARTICLE 10 MISCELLANEOUS**

**Section 10.1 Fiscal Year.** Unless otherwise fixed by the Board of Directors, the fiscal year of this corporation shall begin on July 1 and end on the succeeding June 30.

**Section 10.2 Corporate Seal.** This corporation shall have no seal.

**Section 10.3 Amendments.** The Board of Directors shall have the power to amend these Bylaws by adopting a resolution setting forth the amendments; provided, however, that notwithstanding the foregoing, only the Members shall have the power to adopt, amend, or repeal a bylaw fixing a quorum for meetings of members, prescribing procedures for removing Directors or filling vacancies in the Board of Directors, or fixing the number of Directors or their classifications, qualifications, or terms of office. An amendment, adoption, or repeal of any bylaw by the Members must be proposed by at least fifty (50) Members or ten percent (10%) of the Members, whichever is less, or may be proposed to the Members by resolution of the Board of Directors. The membership may so amend the Bylaws by adopting a resolution setting forth the amendment.

**Section 10.4 Authority to Borrow Encumber Assets.** No director, officer, agent or employee of this corporation shall have any power or authority to borrow

money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

**Section 10.5 Deposit of Funds.** All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.