

**AMENDED BYLAWS  
OF  
MINNESOTA BOYCHOIR**

**ARTICLE I  
BOARD OF DIRECTORS**

**Section 1.01. General Powers.** The general management of the corporation shall be vested in the Board of Directors, which shall determine the activities, programs or projects to be financed or administered by the corporation. The Board of Directors may, from time to time, delegate such authority and responsibility as it may determine to one or more committees of the Board or to Officers.

**Section 1.02 Number and Election.** The Board of Directors shall consist of such number of Directors with such qualifications as may be determined from time to time by the Board of Directors.. The initial Board of Directors shall be named by the Incorporator. Thereafter, Directors shall be elected by a majority vote of all Directors then in office at an annual or special meeting of the Board of Directors.

**Section 1.03. Term.** The term of office of a Director is three years. A Director shall hold office for the term for which he or she has been elected and until his or her successor has been elected and qualified, except in cases of resignation or removal. The respective terms of the Director positions shall be staggered by dividing the Director positions into three (3) equal groups of Directors, with the term of the second group ending one (1) year after end of the term of the first group, and the term of the third group ending one (1) year after end of the term of the second group. Anyone who has been a Director for two (2) successive terms of three (3) years is ineligible for re-election to the Board of Directors until at least one (1) year has elapsed since he or she was last a member of the Board of Directors.

**Section 1.04. Resignation.** Any Director may resign by providing written notice of his or her resignation to either the Chairperson or the Executive Director. Such written notice must be delivered in person, by overnight mail, by regular mail, by electronic mail, or by facsimile transmission.

**Section 1.05. Removal.** A Director may be removed from office, with or without cause, by an affirmative vote of a majority of all Directors then in office.

**Section 1.06. Vacancy.** In the event that a vacancy occurs by death, removal, resignation, disqualification or otherwise, such vacancy may be filled by an affirmative vote of a majority of all remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office, or for the unexpired term of a vacant Director position in the event there is no immediate predecessor in office, whichever is applicable.

**Section 1.07. Delegation and Proxy Voting Prohibited.** A Director may not delegate attendance at board meetings or any other rights or responsibilities of a Director to another person.

**ARTICLE II**  
**MEETINGS OF BOARD OF DIRECTORS**

**Section 2.01. Annual Meeting.** The annual meeting of the Board of Directors shall be held at such time and place as established by resolution by an affirmative vote of a majority of the Board of Directors. At the annual meeting, the Board of Directors shall elect Officers and Directors to replace those whose terms will expire at the end of the fiscal year.

**Section 2.02. Regular Meetings.** Regular meetings of the Board of Directors shall be held at such places and times as the Board shall establish by resolution.

**Section 2.03. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chairperson or upon written request of any two or more Directors of the corporation and shall be held at such place as the Board of Directors may designate. Notice of a special meeting shall be provided to all Directors at least five days prior to the time fixed for the special meeting, by written notice delivered in person, by overnight mail, by regular mail, by electronic mail, or by facsimile transmission. If such notice is delivered by regular mail, such notice shall be deemed to be delivered when deposited in the United States mail not less than five (5) days prior to the meeting.

**Section 2.04 Notice of Meetings.** Written notice of each meeting of the Board of Directors stating the date, time and place and, in the case of a special meeting, its purpose, shall be delivered, mailed, e-mailed or faxed, not less than five days prior to the meeting, to each Director entitled to vote at the meeting at his or her last address according to the available records of the corporation. If the date, time and place of a meeting of the Board have been announced at a previous meeting of the Board, notice of the meeting is not required.

**Section 2.05. Waiver of Notice.** A Director may waive notice of any meeting and notice of the business to be transacted at such meeting, before, at or after such meeting. The waiver may be given orally, in writing, or by attendance. Appearance at a meeting is deemed a waiver of notice of that meeting 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 does not participate in the meeting.

**Section 2.06. Quorum.** A majority of the Directors then in office shall constitute a quorum for the transaction of any business of the corporation. If a quorum is present at a meeting, the affirmative vote of a majority of the Directors present at the meeting shall be the act of the Board of Directors, unless otherwise provided by these Bylaws. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though one or more Directors withdraws from the meeting leaving less than a quorum.

**Section 2.07. Voting.** Each Director shall have one (1) vote. Except as otherwise provided in the Minnesota Statutes, the Articles of Incorporation of the corporation, or these Bylaws, all questions at a meeting of the Board of Directors at which a quorum is present shall be decided by the affirmative majority vote of the Directors present at the meeting.

**Section 2.08 Meetings by Electronic Communication.** A conference among Directors by means of communication through which the Directors may simultaneously hear each other during the conference is a Board meeting if the same notice is given of the conference

as would be required for a meeting and if the number of Directors participating in the conference is a quorum. Participation in a meeting by this means is personal presence at the meeting.

**Section 2.09. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of Directors who would be required to take the same action at a meeting of the Board of Directors at which all Directors were present; provided, however, that all Directors must be notified immediately of its text and effective date. The written action is effective when signed by the required number of Directors, unless a different effective time is provided in the written action. Failure to provide the notice does not invalidate the written action. A Director who does not sign or consent to the written action is not liable for the action.

**Section 2.10 Rules to Govern.** The Board of Directors may determine at its discretion the rules governing its meetings, except as otherwise provided by statute or these Bylaws.

### **ARTICLE III** **COMMITTEES**

**Section 3.01. Executive Committee.** If the Board of Directors so chooses, an executive committee comprised of the Chairperson and such other Directors as may be appointed by the Board of Directors may act during intervals between meetings of the Board of Directors. To the greatest extent possible, the Music Director shall attend meetings of the Executive Committee as an *ex officio* member. During such intervals and subject to the Board's control and direction, the executive committee shall have and may exercise all of the authority and powers of the Board of Directors subject to such limitations as the Board may impose from time to time. Unless specifically authorized by the Board of Directors by resolution approved by the affirmative vote of a majority of the Directors, the executive committee shall not have the authority and power to elect Officers, to amend the Articles of Incorporation, to adopt a plan of merger or consolidation, to authorize the sale, encumbrance or disposition of all or substantially all of the property and assets of the corporation, to authorize a voluntary dissolution of the corporation or a revocation thereof, or to amend these Bylaws.

**Section 3.02. Other Committees.** The Board of Directors may establish one or more committees having authority and required procedures to the extent determined by the Board.

**Section 3.03 Rules to Govern.** Subject to these Bylaws and to such regulations as the Board of Directors may determine at its discretion, each committee designated by the Board of Directors may fix its own rules of procedure and may hold meetings at such times and places as it may determine.

**Section 3.04 Minutes.** Committees shall keep reasonable records of all meetings and actions. Minutes of committee meetings must be made available upon request to members of the committee and to all Directors.

## **ARTICLE IV**

### **OFFICERS**

**Section 4.01. Designation and Election.** The Officers of the corporation shall be the Chairperson, Vice-Chairperson, Secretary, and Treasurer and such other Officers (with such powers and duties) as may be determined by the Board of Directors. The Officers shall be elected to terms of up to three years, to be coterminous with the terms of each Director. The Officers shall be elected by the Board of Directors at the annual or special meeting of the Board of Directors. Any Officer so elected shall hold office until his or her successor is elected and qualified, provided that each Officer shall serve at the pleasure of the Board of Directors and may be removed with or without cause at any time by the Board of Directors.

**Section 4.02. Qualification.** Officers shall be elected from among the Directors of the corporation. The same person shall not at the same time hold the offices of (a) Chairperson and Vice-Chairperson or (b) Chairperson and Secretary, but he or she may hold any other two offices at the same time.

**Section 4.03. Resignation; Removal; Vacancy.** An Officer may resign by giving written notice to the Board of Directors. The resignation is effect without acceptance when the notice is given to the Board of Directors, unless a later effective date is named in the notice. An Officer may be removed with or without cause by a resolution adopted by the Board of Directors. A vacancy in an office for any reason may, and in the case of a vacancy in the office of Chairperson or Treasurer must, be filled for the unexpired part of the terms as determined by the Board of Directors, provided that in the absence of an election or appointment of Officers by the Board of Directors, the persons exercising the principal functions of the Chairperson or the Treasurer is considered to have been elected to the office.

**Section 4.04. Chairperson.** The Chairperson shall be the chief executive officer of the corporation, shall actively manage the business and affairs of the corporation, and shall see to it that all orders and resolutions of the Board of Directors are carried into effect. In addition, the Chairperson shall preside at all meetings of the Board of Directors and shall have and exercise general charge and supervision of the affairs of the corporation and do and perform such other duties as may be assigned to him or her by the Board of Directors. Except for the first Chairperson, a person must have served at least one year as a Director to be eligible for election as Chairperson.

**Section 4.05. Vice-Chairperson.** At the request of the Chairperson or in the event of his or her absence or disability, the Vice-Chairperson shall perform the duties and possess and exercise the powers of the Chairperson and shall have such other powers as the Board of Directors may determine.

**Section 4.06. Secretary.** The Secretary shall have charge of the records of the corporation, shall give or cause to be given proper notice of all meetings of the Board of Directors, shall record or cause to be recorded all proceedings of such meetings in the official records of the corporation and in general shall perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and do and perform such other duties as may be assigned to him or her by the Board of Directors.

**Section 4.07. Treasurer.** The Treasurer shall be responsible for the keeping of accurate financial records of the corporation. The Treasurer shall be responsible for the depositing of all

money, drafts and checks in the name of and to the credit of the corporation in such banks and depositories as the Board of Directors may designate. The Treasurer shall have power to endorse for deposit all notes, checks and drafts received by the corporation and issue checks and drafts in the name of the corporation as ordered by the Board of Directors. The Treasurer shall render to the Board of Directors whenever requested an account of all transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall in general perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

**Section 4.08. Authority and Duties.** In addition to the foregoing authority and duties, all Officers of the corporation shall respectively have such authority and perform such duties as may be designated from time to time by the Board of Directors.

## **ARTICLE V** **RECEIVING, HOLDING AND INVESTING TRUST PROPERTY**

Within the scope of the corporate purposes and subject to Minnesota Statutes, section 501B.31 (relating to trusts for charitable, educational, religious and other uses), the corporation may take, receive and hold real and personal property, including the principal and interest of any money or other funds, that are given, conveyed, bequeathed, devised to or otherwise vested in the corporation in trust for a purpose consistent with the purposes set forth in its Articles of Incorporation.

## **ARTICLE VI** **CERTAIN RECORDS**

The corporation shall keep at its registered office correct and complete books of account and minutes of proceedings of meetings of (a) the Board of Directors and b) all committees having any of the authority of the Board of Directors. A Director, acting in person or by agent or attorney, may inspect all books and records for any proper purpose at any reasonable time. Upon the request of any Director, the corporation shall furnish such Director with a statement showing the financial result of all operations and transactions affecting income and surplus during its last annual accounting period and a balance sheet containing a summary of its assets and liabilities as of the closing date of such accounting period.

## **ARTICLE VII** **CONFLICT OF INTEREST**

The Board shall not enter into any contract or transaction with (a) one or more of its Directors, (b) a Director of a related organization or (c) an organization in or of which a Director of the Minnesota Boychoir is a director, officer or legal representative, or in some other way has a material financial interest unless: (1) That interest is disclosed or known to the Board of Directors; (2) The Board approves, authorizes or ratifies the action in good faith; (3) The approval is by majority of Directors (not counting the interested Director); and (4) At a meeting where a quorum is present (not counting the interested Director).

## **ARTICLE VIII** **INDEMNIFICATION**

**Section 8.01. General.** The corporation shall indemnify persons acting in an official capacity on behalf of the corporation in the manner and to the extent set forth in Minnesota Statutes Section 317A.521. In addition, the corporation may, in the sole discretion of the Board of Directors, indemnify such persons or any other person under such circumstances or different circumstances as the Board of Directors shall deem appropriate as long as the Board reasonably believes such indemnification to be in the best interests of the corporation.

**Section 8.02. Advancement of Expenses.** If a person acting in his or her official capacity on behalf of the corporation is made or threatened to be made a party to a legal proceeding by or in the right of the corporation, the person is entitled, upon written request to the corporation, to payment or reimbursement by the corporation of reasonable expenses, including attorneys' fees and disbursements, incurred by the person in advance of the final disposition of the proceeding, upon receipt by the corporation of a written affirmation by the person of a good faith belief that the criteria for indemnification described in Section 8.01 above have been satisfied and a written undertaking by the person to repay the amounts paid or reimbursed by the corporation if it is determined that the criteria for indemnification have not been satisfied; and after a determination that the facts then known to those making the determination would not preclude indemnification under this section. The written undertaking is an unlimited general obligation of the person making it but need not be secured and must be accepted without reference to financial ability to make the repayment.

**Section 8.03. Rights Not Exclusive.** Nothing contained in this article shall affect any rights to indemnification to which the corporation's personnel may be entitled by contract or otherwise under law.

**Section 8.04. Insurance.** The corporation may buy and maintain insurance on behalf of a person in his or her official capacity against liability asserted against the person in (or arising from) that capacity whether or not the corporation would have been required to indemnify the person against the liability.

## **ARTICLE IX** **MISCELLANEOUS**

**Section 9.01. Principal Office.** The principal office of the corporation, at which the general business of the corporation shall be transacted and at which the general records of the corporation shall be kept, shall be in Saint Paul, Minnesota, or at such other place in the State of Minnesota as the Board of Directors may designate.

**Section 9.02. Execution of Instruments.** All deeds, mortgages, bonds, notes, checks, drafts, contract and other instruments may be signed on behalf of the corporation by such persons as may be designated by the Board of Directors.

**Section 9.03. Authority to Borrow and Encumber Assets.** No Director, Officer, agent or employee of the corporation shall have the power or authority to borrow on its behalf, to pledge its credit, or to mortgage or pledge its property except within the scope and to the extent of the authority delegated by resolutions adopted by the Board of Directors. The 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 9.04. Fiscal Year.** The fiscal year of the corporation shall be the twelve-month period beginning on July 1<sup>st</sup> and ending on June 30<sup>th</sup> of each year or such other period as the Board of Directors may designate.

**Section 9.05. Amendment.** These Bylaws may be amended by the affirmative vote of a majority of the directors at any regular or special meeting called for that purpose.

Effective Date: April 18, 2007