

RESTATED BY-LAWS OF CROSWELL OPERA HOUSE AND FINE ARTS ASSOCIATION

revised January 26, 2012

ARTICLE I - IDENTIFICATION

- Section 1. The name of the Corporation is Croswell Opera House and Fine Arts Association, a nonprofit Michigan Corporation, hereinafter referred to as the "Corporation."
- Section 2. The address of the registered office of the Corporation is 129 East Maumee Street, Adrian, Michigan 49221.

ARTICLE II

MISSION

To enrich our community as a leading cultural icon and preserve our heritage

VISION

The Croswell Opera House and Fine Arts Association and its employees will promote and perpetuate the arts

We offer professional growth for artists in an exceptional historic theatre

We motivate all ages to participate in cultural activities

We engage our community and connect people

We will be financially viable and self-sustaining

VALUES

We offer a safe and inspiring environment for everyone involved. We enhance their personal growth and promote teamwork. We value and respect each person and encourage collaboration to offer art which our patrons will enjoy and support.¹

¹ Mission/Vision/Values revised by a vote of Board of Trustees January 26, 2011

ARTICLE III - FISCAL YEAR

The fiscal year of the Corporation will begin on September 1 and will conclude on August 31.

ARTICLE IV - MEMBERSHIP

- Section 1. Membership in the Corporation shall be attained by the purchase of annual membership and the payment of the prescribed fee.
- Section 2. There shall be such classes of membership (donor, patron, etc.) as the Board of Trustees, may from time to time, prescribe.
- Section 3. Each member of the Corporation shall be equally privileged with all other members in voting at meetings of the members.
- Section 4. Individual membership shall be limited to those persons who have attained the age of 21 years.²

ARTICLE V - BOARD OF TRUSTEES

- Section 1. The business and affairs of the Corporation shall be conducted by a Board of Trustees composed of not less than 15 nor more than 21 persons who shall be members of the Corporation.
- A. The term of office of each trustee shall be for a period of three (3) years. The terms shall overlap so that approximately one-third (1/3) of the trustees are elected each year.

² Section 4. added by vote of Board of Trustees, August 25, 2010

B. Election of trustees shall be held at the annual meeting of the Corporation. Newly elected trustees shall assume office immediately upon their election.

C. A trustee shall be eligible to serve up to (2) two terms of three (3) years each. After serving two (2), three (3) year terms a trustee must remain off the board for at least one (1) full year before being eligible for additional terms on the board.⁶

D. Absence of a trustee from three (3) regular Board meetings during the corporation's fiscal year without prior notification of such absence to the president shall automatically terminate said trustee's membership on the Board.

E. Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining trustees. A trustee elected to fill a vacancy shall serve for the remaining term of his or her predecessor in office.

F. If a new board seat is added to the board at a time between the Annual Meeting general elections the trustee filling that seat shall be considered as an appointed trustee and must run for election at the next Annual Meeting general election for their first elected term.

OFFICERS

- Section 1. The officers of the Corporation shall consist of a president, two vice-presidents, secretary, treasurer and parliamentarian. The terms of the officers shall be for one (1) year and vacancies may be filled at any regular or special meeting of the Board of Trustees. The officers shall be elected at the annual meeting of the Board of Trustees held immediately after adjournment of the annual membership meeting. The elected officers shall take office immediately following their election. All officers shall be members of the Board of Trustees.
- Section 2. The president shall serve as chairperson of the Board of Trustees and shall preside at all regular and special meetings. The president shall make appointments as needed, shall direct the affairs of the Corporation and its activities, and shall make an annual report to the membership.
- Section 3. The immediate past president shall serve on the board for one year as a voting member attend all meetings of the board of trustees and serve on the executive committee.
- Section 4. The first vice-president shall assist the president and shall act in the absence of the president in carrying out the president's duties.
- Section 5. The Second Vice-President shall serve as Chairperson of the Nominating Committee. 3
- Section 6. The secretary shall attend all meetings of the Board of Trustees, and cause to be kept a true and complete record of the proceedings of such meetings, and shall cause to be given publication of all notices of the Corporation. The secretary, in conjunction with the designated personnel, shall be custodian of the records of the Corporation.

³ Role of Second Vice-President amended by vote of Board of Trustees January 29, 2011

⁶ Length of terms and eligibility to return to board service amended by vote of Board of Trustees January 25, 2012

- Section 7. The treasurer shall be responsible for all funds of the Corporation, shall help prepare a budget, shall receive and disburse funds at the discretion of the Board of Trustees, shall report in detail on the financial condition of the Corporation at the annual meeting and at such other times as directed by the Board of Trustees. The treasurer shall chair the Finance Committee.
- Section 8. The Board of Trustees may require as a condition of his/her election that the officers and employees furnish a bond to be fixed by the trustees indemnifying the Corporation against acts of negligence or misfeasance in office.
- Section 9. The parliamentarian shall be a resource person on parliamentary procedure and shall assist the president in proceeding according to the provisions of the By-Laws. The parliamentarian shall be responsible for the policy and procedure manual.

ARTICLE VII

COMMITTEES

The president shall appoint, subject to the approval of the Board of Trustees, the following committees: Finance, Fund-Raising, Nominating, Human Resources, Building and Facilities Trust. There shall also be an Executive Committee which membership shall consist of the officers of the Corporation and the immediate past president.⁴

- Section 1. The Finance Committee shall be responsible for reviewing the accounts and records of the Corporation and shall make recommendations to the Board of Trustees with respect to the financial condition of the Corporation. It shall serve the Corporation in being acutely aware of the Articles of Incorporation and By-Laws and the various provisions of the Internal Revenue Code, and shall advise the Board when any project or program might be in violation of the provisions allowing the Corporation to maintain its nonprofit status. It shall regularly review the financial status of the Corporation together with the Business Director responsible for preparation of such reports. It shall be responsible for planning, preparation and overseeing of the entire operational budget of the Corporation. It shall set financial goals for the various committees and advise the Chairpersons of the various committees of their proposed financial obligations to maintain the Crowell Opera House. The Treasurer shall chair this committee.
- Section 2. The Fund-Raising Committee shall organize and effectuate a plan to subsidize earned income for operational purposes, to raise funds for endowment, for the restoration of the opera house and for capital improvements deemed necessary by the Board of Trustees.
- Section 3. The Building Committee shall be responsible for overseeing maintenance and upkeep of the

⁴ Revision to Standing Committees approved by vote of the Board of Trustees January 29, 2011

opera house and any other Croswell real estate. In conjunction with the artistic director regular inspections will be conducted in order to ensure appropriate preventative maintenance plans and replacement of depreciable equipment. The Building Committee may recommend future sale, lease or exchange of building assets to the Board of Trustees.

Section 4. The Nominating Committee shall annually nominate persons to fill vacancies in the Board of Trustees. The Nominating Committee shall also be responsible for the orientation of new members and for trustee development.

Section 5. The Executive Committee may exercise any or all powers and authority of the Board in management of the business and affairs of the Corporation; provided, however, the Executive Committee shall not have power or authority to:

1. Amend the Articles of Incorporation
2. Adopt an Agreement of Merger or Consolidation
3. Recommend to members the sale, lease or exchange of all or substantially all of the Corporation's property and assets or recommend to members a dissolution of the Corporation or a revocation of a dissolution
4. Amend the By-Laws of the Corporation
5. Fill vacancies on the Board
6. Fix compensation of the directors for serving on the Board or on a committee
7. Terminate membership

Section 6. The Human Resources Committee shall interview applications and make recommendations to the Board of Directors for selection of an Executive Director to fill vacancies in those positions when they occur; shall annually evaluate the performance of the executive director; and shall review and make recommendations with respect to staff salary and benefits.

Section 7a. The Facilities Trust Committee shall consist of five (5) persons who shall administer the endowment funds set aside from the 1985 Heritage Capital Campaign, the income from which is restricted for building, maintenance and building improvements, and other funds which may be turned over to the Committee by the Board of Trustees from future capital campaigns. This committee will annually make available to the Corporation from the income of said endowment fund an amount established by the joint decision of the Committee and the Board of Trustees of the Corporation. As future funds are given to the Corporation in the form of endowment, they shall be added to and become a part of the endowment administered by the Facilities Trust Committee. The Facilities Trust Committee shall be responsible for the prudent investment of said funds and shall annually provide a full financial accounting to the Board of Trustees. This Committee shall annually select its own officers. Committee members appointed by the president shall serve for three (3) year terms, provided that for the initial terms, one (1) member shall be appointed for one (1) year, two (2) members for two (2) years and two (2) members for three (3) years, respectively. In addition to the five (5) members appointed, the Treasurer and Executive Director of the Corporation shall be ex-officio members of the Committee.

Section 7b. In addition to the 1995 Heritage Capital Campaign the Facilities Trust Committee shall also be responsible for the prudent investment of any other funds or endowments placed in its

control by the Board of Trustees subject to such investment guides and terms and conditions as the Board of Trustees may from time to time direct. The Facilities Trust Committee shall advise the Board of Trustees in writing within forty-five (45) days after the end of each calendar quarter the investment results of any funds under its control. The Committee shall meet no less than once each year to review the investments but may meet at such other times as they deem necessary.

ARTICLE VIII - MEETINGS

Section 1. Meetings of the Membership

A. Meetings of the Corporation shall be held at the Croswell Opera House, 129 East Maumee Street, Adrian, Michigan 49221, or such other place as the Board of Trustees, by resolution, shall determine.

B. The annual meeting of the members of the Corporation shall be held within 45 days after the close of each fiscal year at a time and date fixed by the Board of Trustees for the purpose of electing members to the Board of Trustees. Notice of the annual meeting shall be sent to all members of the Corporation and shall be published in a newspaper of general circulation in the County of Lenawee not less than ten (10) days prior to the annual meeting.

C. Special meetings of the members of the Corporation may be called by the president, by five (5) trustees or by ten (10) members of the Corporation. Notice of the time and date of such meeting and purpose thereof shall be mailed to all members and shall be published in a newspaper of general circulation in the County of Lenawee not less than ten (10) days prior to said special meeting.

Section 2. Meetings of the Board of Trustees

Regular meetings of the Board of Trustees shall be held at such times and at such places as the Board shall by resolution determine.

Special meetings of the Board of Trustees may be called by the president and shall be called by the president or secretary at the direction of not less than ten (10) trustees then in office. Any request for a meeting by trustees shall state the purpose or purposes of the proposed meeting.

Section 3. Notice of Meetings of the Board of Trustees

When notice of a meeting of the Board is required by these By-Laws such notice shall contain the time, place and purpose of the meeting, shall be signed by the Executive Officer or the president or a vice-president or the secretary and shall be served either personally or by mail upon each trustee not less than five (5) days before the meeting. If mailed, the notice shall be directed to each trustee at his or her address as it appears in the records of the Corporation. Meetings may be held without notice if all trustees are present in person

or if notice of the time, place and purpose of such meeting is waived by a writing either before or after the holding thereof by all trustees not present at such meeting.

Section 4. Action by Unanimous Consent

Such action shall not be undertaken as a substitute for attendance at regularly scheduled meetings, but shall be limited in purpose to allow for emergency action by the board necessary for the preservation of the Croswell Opera House, or to affirm action already discussed and agreed to by the members at a meeting where formal action was neglected and enacted.

Section 5. Rules of Order

Except as otherwise provided by resolution of the Board, Roberts Rules of Order shall govern the proceedings of all meetings.

ARTICLE IX - INDEMNIFICATION

Section 1. The Corporation shall indemnify a person who was or is a party or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or otherwise, whether for profit or not, against expenses, including attorneys' fees, judgments, penalties, filings and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be or not opposed to the best interests of the Corporation or its shareholders, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, settlement, conviction or upon a plea on nolo contendere or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its shareholders, and, with respect to a criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

The Corporation shall indemnify a person who was or is a party to or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust or otherwise, whether for profit or not, against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its shareholders. However, indemnification shall not be

made for a claim, issue or matter in which the person has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in this Article IX, or defense of a claim, issue or matter in the action, suit or proceeding, he or she shall be indemnified against expenses, including actual and reasonable attorneys' fees, incurred by him or her in connection with the action, suit or proceeding and an action, suit or proceeding brought to enforce the mandatory indemnification provided herein. Indemnification under this Article IX, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Article IX. This determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the Board of Directors consisting of directors who were not parties to the action, suit or proceeding.
- (b) If the quorum described in subparagraph (a), above, is not obtainable, then by a majority vote of a committee of directors who are not parties to the action. The committee shall consist of not less than two (2) disinterested directors.
- (c) By independent legal counsel in a written opinion.
- (d) By the shareholders.

If a person is entitled to indemnification under this Article IX for a portion of expenses including attorneys' fees, judgment, penalties, fines and amounts paid in settlement, but not for the total amount thereof, the Corporation may indemnify the person for the portion of the expenses, judgment, penalties, fines or amounts paid in settlement for which the person is entitled to be indemnified.

Expenses incurred in defending a civil or criminal action, suit or proceeding described in this Article IX may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

The indemnification or advancement of expenses provided under this Article IX is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, By-Laws, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person

seeking indemnification or advancement of expenses.

The indemnification provided for in this Article IX continues as to a person who ceases to be a director or officer and shall inure to the benefit of the heirs and personal representative of the person.

ARTICLE X - QUORUM

Section 1. Each member of the Association shall be entitled to one (1) vote at membership meetings. All questions shall be decided by a majority of those present.

Section 2. Each member of the Board of Trustees shall be entitled to one (1) vote. A simple majority shall constitute a quorum to do business. All questions shall be decided by a majority of those present.

ARTICLE XI - COMPENSATION

No compensation or payment shall ever be made to any member, officer, trustee or organizer of this Corporation, or contributor to it, except as a reasonable allowance for expenditures or services actually made or rendered to or for this Corporation.

ARTICLE XII - DISSOLUTION

Upon the termination or dissolution of this Corporation in any manner and for whatever reason, all assets remaining over and above the amount necessary to pay debts and expenses shall be paid over and distributed to, and only to, one or more organizations described in Section 501 (c) (3) of the Internal Revenue Code and none of the remaining assets of this Corporation shall be distributed to any private individual or member of this Corporation.

ARTICLE XIII - NON-DISCRIMINATION

The Croswell Opera House and Fine Arts Association will deny no person involvement and/or participation in activities, programs, or services of/or sponsored by the Croswell Opera House and Fine Arts Association because of disability, race, color, religion, national origin, age or sex.

ARTICLE XIV - AMENDMENTS TO BY-LAWS

These By-Laws may be amended or repealed or new By-Laws adopted in lieu thereof by the affirmative vote of a majority of the Board of Trustees then in office at any regular or special meeting of the Board, if notice of the proposed amendment, repeal or substitution be contained in the notice of such meeting; PROVIDED, HOWEVER, that amendment or repeal of Article VII, Section 7, relating to the Facilities Trust Committee may only be done by the membership at a regular or special meeting of the members if a notice of the proposed amendment or repeal be contained in the notice of such meeting.

ARTICLE XV - NON-PROFIT STATUS

Unless dissolved, as described in Article XII, the Corporation shall continue to operate as a non-profit organization and shall not change its status to that of “for-profit.”⁵

I certify that the above is a true and complete copy of the By-Laws of the Croswell Opera House and Fine Arts Association, as amended by its Board of Trustees at their regular meeting of January 25, 2012.

Melissa Jodis, Secretary
Board of Trustees
Croswell Opera House and Fine Arts Association

Date

⁵ Article XV, added by vote of Board of Trustees, August 25, 2010