

THIRD AMENDED AND RESTATED BYLAWS OF ART WORKS EAGAN, A NONPROFIT CORPORATION

This instrument amends, restates and otherwise supersedes the Bylaws of Art Works Eagan, a Minnesota nonprofit corporation, adopted on February 28, 2016. These Amended and Restated Bylaws are adopted for the purpose of regulating and managing the internal affairs of the organization.

ARTICLE I - CORPORATE SEAL

Section 1.1. Corporate Seal.

The organization shall not have a corporate seal.

ARTICLE II - MEMBERSHIP

Section 2.1. Membership.

The organization shall have no voting members.

ARTICLE III - BOARD OF DIRECTORS

Section 3.1. Board Role, Size, and Compensation.

The Board of Directors is responsible for the overall policy and direction of the organization. Additionally, the Board of Directors shall be responsible for the day-to-day operations of the organization until such time as it sees fit to delegate some or all of the day-to-day operations to staff and/or committees. The Board of Directors shall have up to thirteen (13), but not fewer than three (3) Directors, or such other number as shall be established from time to time by resolution of the Board of Directors. Directors shall receive no compensation other than reasonable expenses.

Section 3.2. Terms.

All Directors shall serve three-year terms, and are eligible for re-election for a maximum of three (3) consecutive terms. Two (2) of the initial Directors' first terms shall be shortened to two (2) years to allow for term elections to be staggered. The Board of Directors may, from time to time, alter the term length of any incoming Directors in order to maintain the staggered elections, provided a majority of the Directors' terms remain three (3) years in length.

Section 3.3. Regular and Annual Meetings.

The Board of Directors shall meet regularly, no less than once a fiscal quarter, at agreed upon times and places. The annual meeting of the Board of Directors shall be at such time and place as may be designated by the Board of Directors, and may be held in lieu of one of the regularly scheduled quarterly meetings at the discretion of the Board of Directors.

Section 3.4. Special Meetings.

Special meetings of the Board of Directors may be called at any time upon the request of the President, or one-third of the Directors, provided that any such request shall specify the purpose(s) for the meeting. The President shall set the date for the special meeting within five (5) working days of making or receiving such a request and shall give not less than two (2) nor more than sixty (60) days' written notice of the time, place and purpose(s) of such special meeting.

Section 3.5. 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, or consented to by authenticated electronic communication as permitted by the Minnesota Nonprofit Corporation Act, by all of the Directors. The written action is effective when signed, or consented to by authenticated electronic communication, by all of the Directors, unless a different effective date is provided for in the written action. As used in these Bylaws, the term "authenticated electronic communication" means any form of communication, not directly involving the physical transmission of paper, that:

- a. Creates a record that may be retained, retrieved and reviewed by the recipient of the communication;
- b. May be directly reproduced in paper form by the recipient through an automated process;
- c. Is delivered to the organization's principal place of business or to an officer or agent of the organization authorized by the organization to receive the communication; and
- d. Sets forth information from which the organization can reasonably conclude that the communication was sent by the purported sender.

Section 3.6. Electronic Meetings.

Any meeting among Directors 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 by these Bylaws, and if the number of Directors participating in the meeting is sufficient to constitute a quorum at the meeting. A Director may participate in a meeting of the Board of Directors by means of conference telephone or, if authorized by the Board of Directors, by such 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 any of the above-mentioned means constitutes presence at the meeting. As used in these Bylaws, "remote communication" means communication via electronic communication, conference telephone, video conference, the internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

Section 3.7. Quorum.

A majority of existing Directors shall constitute a quorum for business transactions to take place and motions to pass at a meeting of the Board of Directors.

Section 3.8. Voting and Proxies.

Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the Directors present at a duly held meeting shall be sufficient for any action. No Director shall appoint a proxy for himself/herself, nor shall he/she vote by proxy.

Section 3.9. Vacancies.

In the event of death, removal or resignation of a Director mid-term, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the Directors present at a duly held meeting.

Section 3.10. Resignation and Removal of Directors.

Resignation from the Board of Directors must be in writing and received by the Secretary. The resignation is effective without acceptance at the time it is given to the organization, unless a later effective date is named in the notice. A Director may be removed from the Board of Directors at any time, with or without cause, by the affirmative vote of a majority of the Directors present at a duly held meeting, provided that not less than five (5) and not more than thirty (30) days' notice of such meeting shall be given to all Directors, stating the removal of such Director is to be on the agenda for such meeting.

Section 3.11. Notice of Meetings.

Whenever under the provisions of these Bylaws notice is required to be given to any Director or other person, it shall be construed to require personal notice. Personal notice will be considered completed when:

- a. Mailed to the Director or other person at an address designated as the last known address of the Director or person or at the address of the Director or person in corporate records;
- b. Communicated to the Director or other person orally;
- c. Handed to the Director or other person;
- d. Left at the office of the Director or other person with a clerk or other person in charge of the office, or if there is no one in charge, left in a conspicuous place in the office;
- e. If the office of the Director or other person is closed or if there is no office, left at the dwelling or usual place of abode of the Director or other person with a person of suitable age and discretion residing in the house;
- f. Communicated to the Director or other person by facsimile, e-mail, or other electronic means, at a facsimile number or e-mail address designated by the Director or other person; or
- g. The method is fair and reasonable considering all the circumstances.

Notice by mail is given and considered received when deposited in the United States mail with sufficient postage.

Section 3.12. Waiver of Notice.

Any Director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws before, at or after that meeting, and such waiver, when signed and given as hereinafter provided, shall be equivalent to notice. Such waiver shall be delivered to the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a Director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 3.13. Director Elections and Procedure.

At the Annual Meeting of the organization, called in accordance with the provisions of these Bylaws, the Board of Directors shall elect Directors to replace those whose terms expire at that Annual Meeting. New directors shall be elected by a majority of Directors

present at such meeting, provided there is a quorum present. Directors so elected shall serve a term beginning as of the date of the Annual Meeting.

Section 3.14. Additional Director Qualifications.

In order to be considered as a candidate for the Board of Directors, the Governance Committee must determine that the candidate possesses a majority, if not all, of the following qualifications:

- A background in the arts;
- An interest in and commitment to the community of Eagan and building connections within it;
- A history of volunteerism outside of serving on boards of directors;
- A perspective and/or attributes that increase the collective diversity of the Board;
- A willingness and ability to be an engaged member of an active, working board; and
- Any additional qualifications reasonably deemed necessary by the Board.

Directors seeking re-election must further demonstrate a history of preparedness and active participation in Board activities.

ARTICLE IV - OFFICERS

Section 4.1. Number and Designation of Officers.

The officers of the Board of Directors shall be a President, Vice-President, Secretary and Treasurer, and such other officers as the Board of Directors may from time to time appoint. Officers shall be elected from among the Directors by the Board of Directors at the annual meeting.

Section 4.2. Duties of Officers.

The duties of the officers of this organization shall be as follows:

Section 4.2.1. President. The President shall convene regularly scheduled board meetings and shall preside or arrange for another officer of the Board to preside at each meeting of the Board of Directors. He/she shall also oversee the long term goals and purposes of the organization and shall perform such other duties as may be determined from time to time by the Board of Directors.

Section 4.2.2. Vice-President. The Vice-President shall assist the President with his/her duties as necessary, shall carry out special assignments as designated by the Board of

Directors, and shall perform any and all other duties incident to the office of the Vice-President as may be determined from time to time by the Board of Directors. The Vice-President shall also be vested with all the powers of and perform all the duties of the President in the President's absence or inability to act, but only so long as such absence or inability continues.

Section 4.2.3. Secretary. The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, giving notice of meetings and other actions as required by law and these Bylaws , distributing copies of minutes and the agenda to each Director, and assuring that current and accurate corporate records are maintained. The Secretary shall also undertake other responsibilities related to internal Board documents at the President's request, as well as any and all other duties incident to the office of the Secretary as may be determined from time to time by the Board of Directors.

Section 4.2.4. Treasurer. The Treasurer shall have charge of the organization's treasury, receiving and keeping the monies of the organization, disbursing funds as authorized, and shall have all of the powers and duties normally belonging to the Treasurer of a Minnesota nonprofit corporation. At each quarterly/annual meeting of the Board of Directors, the Treasurer shall make a report to the Board of the organization's current financial condition, and provide financial statements and accounts of transactions as needed or requested. The Treasurer shall also perform such other duties as may be determined from time to time by the Board of Directors.

Section 4.3. Terms of Office.

The officers of the organization shall hold office for a term of one (1) year or until their successors are chosen or until they resign and their resignation becomes effective. No person can serve more than three (3) terms in one (1) office and no more than six (6) terms as an officer.

Section 4.4. Resignation and Removal of Officers.

An officer may resign at any time by giving written notice of the resignation to the Secretary of the organization, or the President, if the officer resigning is the Secretary. The resignation is effective without acceptance when notice is given to the organization, unless a later effective date is named in the notice. Any officer appointed by the Board of Directors may be removed, with or without cause, by affirmative vote of a majority of the Directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

Section 4.5. Vacancies.

Any vacancy in an officer's position mid-term due to death, resignation or removal shall be filled by the Board of Directors with all reasonable expediency. The successor officer's service for the remainder of the vacant term shall only count against the term limits set forth in Section 4.3 above if it begins within three (3) months of the last Annual Meeting held by the Board of Directors.

ARTICLE V - COMMITTEES

Section 5.1. Committee Structure.

The Board of Directors shall have three (3) standing committees; the Executive, Finance, and Governance committees. The Board of Directors may create additional committees as needed for the efficient administration of the organization's work. Any such additional committees may consist of any members of the community as appointed by the President of the Board of Directors, but must include at least one (1) Director and be chaired by a Director. The President of the Board of Directors shall appoint all committee chairpersons, with the exception of the chairpersons of the standing committees. No Director may serve as chair of more than two (2) committees concurrently. At the discretion of a committee chairperson, subcommittees may be formed for one or more standing committees.

Section 5.2. Executive Committee.

The President, Vice-President, Secretary, and Treasurer shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and these Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the full Board of Directors at all times. The Executive Committee shall be chaired by the President of the Board of Directors.

Section 5.3. Finance Committee.

The Treasurer shall chair the Finance Committee, which shall include at least one (1) other Director. The Finance Committee shall consider and recommend to the Board of Directors all matters pertaining to budget monitoring, investments, and audits. The Finance Committee shall from time to time furnish reports of its activities and recommendations to the Board of Directors.

Section 5.4. Governance Committee.

The Secretary shall chair the Governance Committee, which shall include at least one (1) other Director. The Governance Committee shall, at the annual meeting of the Board of Directors, submit for the consideration of the Board the names of the director and/or officer nominees to be elected at the annual meeting for such terms as are provided in Article III, Section 3.2 and Article IV, Section 4.3 herein, respectively. The names of the persons so nominated shall be submitted by the Governance Committee to the Board of Directors at least thirty (30) days prior to the date of the annual meeting. The Governance Committee shall be responsible for the orientation of new Directors, the development of Board leadership, and the overall operations of the Board.

ARTICLE VI - FINANCES

Section 6.1. Receipt of Gifts.

Any dues, contributions, grants, bequests or gifts made to the organization shall be accepted or collected only as authorized by the Board of Directors.

Section 6.2. Deposit of Funds.

All funds of the organization shall be deposited to the credit of the organization under such conditions and in such banks as shall be designated by the Board of Directors.

Section 6.3. Access to Corporate Assets.

All contracts, checks and orders for the payment, receipt, or deposit of money, and access to securities of the organization shall be as provided by the Board of Directors.

Section 6.4. Title to Property.

Title to all property shall be held in the name of the organization.

Section 6.5. Annual Budget.

The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

ARTICLE VII - INDEMNIFICATION

Section 7.1. General Indemnification.

Subject to Sections 7.2 and 7.3 herein, the organization shall indemnify and make indemnification advances to each person who is or was a director, officer, or employee of the organization, or a member of any committee, to the full extent mandated by, and in

accordance with, Section 317A.521 of the Minnesota Nonprofit Corporation Act, without prohibitions, limitations or conditions other than those set forth in said Section 317A.521.

Section 7.2. Limitation on Indemnification and Advances.

Indemnification pursuant to Section 7.1 herein shall be for the sole and exclusive benefit of the person expressly identified therein, and no other person, corporation, or legal entity of whatever nature shall have any rights thereunder by way of voluntary or involuntary assignment, subrogation, or otherwise. No indemnification or indemnification advances shall be made with respect to any threatened, pending or completed civil, administrative, arbitration, investigative or other proceeding brought by or in the right of the organization against a person.

Section 7.3. Insurance.

The organization may provide, maintain, and pay for insurance on behalf of any person indemnified pursuant to Section 7.1 herein.

ARTICLE VIII - DIRECTOR AND STAFF

Section 8.1. Executive Director.

The Board of Directors, as and when it determines such action is needed, may employ an Executive Director for the organization. The Executive Director shall have day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend all board meetings, report on the progress of the organization, answer questions of the Board of Directors and carry out the duties described in the job description. The Board of Directors can designate other duties for the Executive Director as necessary.

ARTICLE IX - AMENDMENTS

Section 9.1. Amendments to Bylaws.

These Bylaws may be amended at any time and from time to time by the affirmative vote of two-thirds of the Board of Directors at a duly held meeting, provided that written notice of the meeting and of the proposed amendment(s) shall be given to each Director not less than five (5), nor more than thirty (30) days before any meeting of the Board of Directors at which an amendment of the Bylaws is to be voted upon.

ARTICLE X - STATUTORY PROVISIONS

Section 10.1. Default Provisions Incorporated.

Unless otherwise specified in these Bylaws, the default provisions of Minnesota Statutes Chapter 317A, or the corresponding chapter of any future Minnesota Statute provisions, are incorporated and adopted herein by reference.

CERTIFICATION

These Third Amended and Restated Bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on _____.

Secretary

Date