

BYLAWS OF ROCHESTER DANCE COMPANY

This instrument constitutes the Bylaws of Rochester Dance Company (RDC), adopted for the purpose of regulating and managing the internal affairs of the corporation.

ARTICLE I

CORPORATE SEAL

Section 1.1. This corporation shall not have a seal.

ARTICLE II

MEMBERS

Section 2.1. This corporation shall have no Members.

Section 2.2 Any action of approval of the Members or shareholders of a corporation which would otherwise be required by the terms of any agreement to which this corporation is a party, or by which this corporation is bound, or by the provisions of any law, rule, or regulation to which this corporation is subject requires only action of approval by the Board of Directors.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1. The business of charitable affairs of the corporation shall be managed by or under the direction of a Board of Directors elected by the affirmative vote of a majority of the Directors present at a duly held meeting. The Board of Directors shall consist of a resolution of the Board of Directors. New Board Directors can be added by a by an affirmative majority vote of sitting Board Members. Total Board of Director members will not exceed twelve (12) total directors.

DUTIES OF THE BOARD OF DIRECTORS

Section 3.2. The Board of Directors is the executive and policy-making body of RDC. It should, among other duties: adopt a budget and approve in advance proposed annual expenditures; approve proposals for and financial issues related to company productions and staff salaries; propose membership fees; approve staff hires; promote RDC productions and approve marketing efforts, promote fund raising; attend regularly scheduled meetings and vote on Board initiatives.

ARTICLE IV

DUTIES OF OFFICERS

Section 4.1. PRESIDENT

The President is empowered to speak for RDC after consultation with the Executive Committee (see).
The President shall

- (a) preside over the general meetings of RDC and meetings of the Board of Directors
and
- (b) arrange for meetings of the Board of Directors.

- (c) oversee the long-term goals and purposes of RDC
- (d) negotiate terms on behalf of the Board of Directors for contracts, lease or rent, purchase, or with any entity as is necessary for the operation of the corporation. All contracts, lease or rent, and/or purchase must be approved by a majority vote of the Board of Directors.

Independently or following action of the Board of Directors, the President shall organize, charge, or discharge ad hoc committees as needed in the conduct of the affairs of RDC, and shall perform such other duties as determined by the Board of Directors.

Section 4.2. VICE PRESIDENT

The Vice President shall

- (a) assume the duties of the President in his or her absence,
- (b) perform such other duties as determined by the Board of Directors.

Section 4.3. SECRETARY

The Secretary shall

- (a) keep and report minutes of all meetings of the Board of Directors and General Members' Meetings,
- (b) oversee Board elections and verify results to the entire Board,
- (c) witness delegations of financial authority to other Board members, and
- (d) transfer all records and files to his or her successor upon completion of a term of office,
- (e) any of the duties described in subsections (a) through (d) may be delegated to an appropriate party with the approval of the Board of Directors.

Section 4.4. TREASURER

Working with the Administrator(s) the Treasurer shall

- (a) collect all dues and other monies of RDC and maintain accurate accounts of such funds,
- (b) disburse RDC funds,
- (c) notify members of fees due to RDC,
- (d) provide a budget and statement of financial condition annually to the Board of Directors, and
- (e) present a general report on RDC's current budget and financial condition at each Board Meeting,
- (f) arrange for annual review of financial transactions by at least one additional RDC board member and report of findings to the Board of Directors, and
- (g) The duties described in subsections (a) through (f) may be delegated to the Administrator, in which case the Treasurer shall oversee these activities with final responsibility for compliance of such activities with all applicable laws, regulations, and Board direction.

Section 4.5. An Officer or Board Member may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless later effective date is named in the notice.

Section 4.6. Any Officer may be removed with or without cause by the 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 expressly stated in the meeting agenda and given with a minimum 2 weeks (14 days) prior notice to the Board of Directors.

Section 4.7. TERMS OF OFFICE

All Directors of the Board serve a three-year term. The Executive Committee must be voted into office at the end of each term. All Directors of the Board may serve successive terms.

Section 4.8. ELECTIONS

Officers will be nominated and elected by a majority vote of the Board of Directors. Elected Officers assume their offices 15-days after the election.

Section 4.9. INTERIM SERVICE

- (a) if the office of President Elect, Vice President, Secretary, Treasurer or Director is vacated unexpectedly, the President shall appoint a replacement to serve until the next regularly scheduled election. Such appointment must be approved by majority vote of the Board of Directors.
- (b) If the President is vacated, the Vice President shall appoint a replacement to serve until the next regularly scheduled election. Such appointment must be approved by majority vote of the Board of Directors.
- (c) If the addition of a replacement Board member is determined to be nonessential, the Board of Directors can suspend the addition of a replacement Board Member until the next election with a majority vote.

ARTICLE V
EXECUTIVE COMMITTEE

Section 5.1. MEMBERSHIP

The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer. The Executive Director, when applicable, shall be an ex officio member. The President serves as Chair of the Executive Committee.

Section 5.2. CHARGE

The Executive Committee may decide and act on matters of concern between regularly scheduled meetings provided the financial ramifications of the decision do not exceed \$2,000. The Executive Committee shall inform the Board of their decisions and actions in a timely manner, by at least as early as the next regularly scheduled board meeting.

Section 5.3. VOTES

- (a) All votes of the Executive Committee shall be decided by a simple majority of those voting; in the event of a tie, the decision shall be referred for a vote by the full board.
- (b) Three Executive Members shall constitute a quorum of the Executive Committee.

ARTICLE VI
QUORUM

Section 6.1. Board quorum shall consist of two-thirds (2/3) of the total current membership of the Board of Directors.

ARTICLE VII

FINANCE

Section 7.1. Any dues, contributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.

Section 7.2. All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Directors and at no time shall RDC funds be comingled, credited to, deposited in, or distributed to any other entity without Board approval.

Section 7.3. All contracts, checks and order for the payment, receipt or deposit of money, and access to securities of the corporation shall be as provided by the Board of Directors. Direct access to bank accounts will be granted to the President and Treasurer. At the direction of the Executive Committee, access may be granted to the delegated Administrator.

Section 7.4. The annual budget of estimated income, income expense, and capital expense shall be approved by the Board of Directors.

Section 7.5. Title to all property shall be held in the name of the corporation.

Section 7.6. A summary report of the financial operation of the corporation shall be made by the Treasurer at least annually to the Board of Directors.

ARTICLE VIII

INDEMNIFICATION

Section 8.1 To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made party to any pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Member or Officer of the corporation, or was serving at the specific request of the Board of Directors of the corporation as a Member, Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation by the 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 against expenses, including attorneys' fees, judgements, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust, or other enterprise. The indemnification provided by this Article 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 provision of the Bylaws.

ARTICLE IX

APPOINTED POSITIONS

Section 9.1. Communications Director

The Communications Director will handle email communications for the company official email and newsletter.

Section 9.2. Administrator

The administrator will work with the Company Secretary to handle all administrative tasks and is a non-voting member on the board.

Section 9.3. Volunteer Coordinator

The volunteer coordinator is in charge of setting up the volunteer list for each event and keeping track of volunteer hours for company events.

Section 9.4. Public Relations

The Public Relations Coordinator will work on promoting the company events through social media, advertising and media.

ARTICLE X

STANDARD OF CARE AND CONFLICT OF INTEREST

Section 10.1. It is the responsibility of all Board Members to discharge His or Her duties in good faith in a manner that a reasonable and prudent person would deem in the best interest of the corporation.

Section 10.2. Any conflict of interest, whether financial, real, potential, or otherwise, must be disclosed by a Board Member to the Board of Directors in advance of a vote or decision that could benefit said Board Member. Said Board Member shall not be barred from discussing, voting, or negotiating terms with respect to the conflict of interest but may abstain.

ARTICLE XI

AMENDMENT OF BYLAWS

The Board of Directors may from time to time adopt, amend or repeal all or any of the Bylaws of this corporation; except that after the adoption of the initial Bylaws, the Board of Directors shall not 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, but the Board of Directors may adopt or amend a Bylaw to increase the number of Directors.

Dated _____ March 8, 2022 _____

Signed _____ K. Tiedje _____

President of the Board