

**BYLAWS OF
RAMSDELL REGIONAL CENTER
FOR THE ARTS**

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**BYLAWS OF
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ARTICLE 1 - Offices

1.1 Registered Office.

The registered office of the Ramsdell Regional Center for the Arts (“Ramsdell”) shall be 101 Maple St., Manistee, MI 49660 or at such other location as the Board of Directors may determine from time to time.

1.2 Other Offices.

The Corporation may have other offices as the Board of Directors may determine from time to time.

ARTICLE 2 - Purpose

2.1 Purposes.

The purposes for which the corporation is formed are as follows:

- To provide for the governance, stewardship, management and leadership of the Ramsdell and in so doing, to provide for the future of the Ramsdell
- To obtain funds through donations, grants, and any other available legal means for the purpose of supporting the restoration, operation, maintenance and endowment of the Ramsdell.
- To serve as the advisory committee for the Ramsdell Theatre Endowment Fund and other funds at the Manistee County Community Foundation.
- To acquire properties of all kinds, in any manner not prohibited by law or contrary to sound ethical standards, and to manage, administer and dispose of same for the benefit of the Ramsdell Theatre and Hall consonant with these purposes.
- To borrow money, and to issue notes, bonds, debentures, and other forms of obligations and to secure the same by note, mortgage, pledge or otherwise, except that it shall have no authority to bind the City of Manistee or mortgage or pledge property of the City of Manistee.
- To make, perform and carry out contracts and services of every kind and description pertaining to the purposes of this corporation, and for any lawful purposes necessary and expedient thereto with any person, firm,

association or corporation, and to perform all acts in addition to those expressly enumerated herein which are necessary in order to effectuate the objectives and purposes of this corporation.

ARTICLE 3 - Board of Directors

3.1 Functions.

The Corporation is a nonprofit directorship corporation, as defined in the Act. Except as specifically provided in the Corporation's Articles of Incorporation or these bylaws, all rights, powers, duties and responsibilities related to the management and control of the Corporation's property, activities and affairs are vested in the Board of Directors. In addition to the power and authority expressly conferred upon it by these bylaws and the Articles of Incorporation, the Board of Directors may take any lawful action on behalf of the Corporation which is not by law or by the Articles of Incorporation or by these bylaws required to be taken by some other party.

3.2 Number and Term.

The Board of Directors shall consist of not less than five and not more than thirteen directors who shall be elected or appointed at each annual meeting. To the extent reasonably feasible, terms will be staggered so that an equal number of director seats expire every year. In addition, honorary directors may be appointed in accordance with Section 3.3.

3.3 Honorary Directors.

The Board of Directors may select honorary directors as appropriate in recognition of outstanding contribution to the community and commitment to the purposes of the Corporation, or in recognition of an individual's special talents which could be drawn upon from time to time by the Corporation. Honorary directors shall not have voting privileges.

3.4 Removal.

The Board of Directors may remove any director, with or without cause, whenever believed to be in the best interest of the Corporation.

3.5 Vacancies.

Any vacancies occurring in the Board of Directors for any reason may, but need not, be filled by the Board of Directors. Any person appointed to fill a vacancy shall serve for the unexpired portion of the term.

3.6 Meetings.

3.6.1 Annual meetings.

Annual Meetings of the Board of Directors shall be held within three months of the close of the fiscal year of the Corporation, on a date and at a place and time as the Board of Directors shall determine, for the election of officers and for the transaction of any other business which may come before such meeting.

3.6.2 Regular Meetings.

In addition to the annual meeting, there shall be held regular meetings in accordance with a schedule at such times and places as the Board of Directors shall determine.

3.6.3 Special Meetings.

Special Meetings of the Board of Directors may be called by the Secretary of the Corporation upon the request of the President or not less than one-third of the directors.

3.6.4 Location of Meetings.

Meetings of the Board of Directors may be held at any place within or without the State of Michigan.

3.6.5 Quorum.

A majority of the directors shall constitute a quorum for the purposes of conducting business at any meeting of the Board of Directors.

3.6.6 Adjournment.

A majority of the directors present, whether or not a quorum, may adjourn any meeting to another time and place. Notice of such adjourned meeting shall be given even though the time and place thereof are announced at the meeting at which the adjournment is taken.

3.6.7 Unanimous Written Consent.

Any action required or permitted to be taken pursuant to authorized vote at any meeting of the Board of Directors or a committee thereof, may be taken without a meeting if, before or after the action, all members of the Board of Directors or the committee consent thereto in writing. Written consent shall be filed with the minutes of the proceeds of the Board of Directors or committee. Such consent shall have the same effect as the vote of the Board of Directors or committee for all purposes.

3.6.8 Telephonic Attendance.

A member of the Board of Directors or of a committee may participate in a meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

3.6.9 Public Attendance.

The Board of Directors may invite members of the public to any Board or Committee Meeting, at its discretion..

3.7 Notice of Meetings.

3.7.1 Written Notice.

Written notice shall be given to the directors at least five but not more than sixty days prior to all regular meetings of the Board of Directors. Special meetings of the Board of Directors shall be held pursuant to notice of the time, place and purpose thereof either delivered personally, communicated by telephone, or sent by telegraph, mail or email to each director not less than one day prior to the meeting, and if by telephone, confirmed in writing. In addition, notice to the public is deemed adequate if it is posted on the west side of the Ramsdell building not less than seven days before it meets.

3.7.2 Waiver of Notice.

Notwithstanding the foregoing, no notice need be given to any director who submits a signed waiver of notice before or after a meeting, or who attends a meeting without protesting any lack of notice.

3.8 Resignation.

A director may resign by giving written notice to the Secretary of the Corporation. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt, and the acceptance of the resignation shall not be necessary to make it effective.

3.9 Voting.

The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater vote is required by law, by the Articles of Incorporation or by these bylaws. Except for honorary directors (who shall have no vote) each director present shall have one vote. No director shall be entitled to vote by proxy.

3.10 Compensation of Directors.

The directors, as such, shall not be compensated for the performance of services for the Corporation, but may, by resolution of the Board of Directors, be reimbursed for expenses incurred on behalf of the Corporation.

ARTICLE 4 - Officers

4.1 Officers.

The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer, each of whom shall be chosen from among the Directors, and who shall be elected by the Board of Directors at each annual meeting. The Board of Directors may appoint such other officers as it deems advisable, who need not be directors and who shall have such authority and shall perform such duties as may be prescribed by the Board. Any two or more offices may be held by the same person, but an officer shall not execute, acknowledge or verify an instrument in more than one capacity. In addition to the powers set forth in these bylaws, the officers shall have such authority and shall perform such duties as may be determined by the Board of Directors.

4.2 Term of Office and Vacancy.

Each officer shall serve for a term of one year or until such officer's successor is elected. Any officer may serve consecutive terms. A vacancy in any office shall be filled by vote of the Board of Directors. A person elected to fill a vacancy shall serve for the balance of the unexpired term.

4.3 Removal.

Any officer may be removed at any time, with or without cause, by the vote of a majority of the Board of Directors.

4.4 Duties of Officers.

The duties of all officers shall be as set forth in these bylaws and as specifically established by the Board of Directors from time to time.

4.4.1 President.

The President shall preside at all meetings of the Board of Directors, shall act as the chief executive officer of the Corporation, and, subject to the direction of the Board of Directors, shall have general powers of supervision and management of the affairs of the Corporation. The President shall appoint, with the approval of the Board of Directors, the chairperson and members of all committees, and shall be an ex-officio member of all committees.

4.4.2 Vice President.

The Vice President shall serve in the place of the President when the President is absent. In such absences the Vice President shall perform the duties and possess and exercise the authority of the President.

4.4.3 Secretary.

The Secretary shall cause a record to be kept in permanent form of all meetings of the Board of Directors and shall send out notices of all membership and Board of Director meetings.

4.4.4 Treasurer.

The Treasurer will have general charge of the finances of the Corporation. When necessary and proper, he or she will endorse, on behalf of the Corporation, all checks, drafts, notes, and other obligations and evidences of the payment of money to the corporation or coming into his or her possession; will deposit the same, together with all other funds of the Corporation coming into his or her possession, in such bank(s) as may be selected by the Board of Directors. He or she will keep full and accurate account of all receipts and disbursements of the Corporation in books belonging to the Corporation, which will be open at all times to the inspection of the Board of Directors. He or she will

present to the Board of Directors at its annual meeting a report as Treasurer and will, from time to time, make such other reports to the Board of Directors as it may require.

4.5 Compensation.

The compensation of all agents, employees, officers, and representatives of the Corporation shall be fixed by the Board of Directors or in accordance with the method for such determination which is established by it.

ARTICLE 5 - Committees

5.1 Appointment of Committees.

The Board of Directors may designate one or more committees, each of which will consist of at least one committee chairperson and one or more committee members. The chairperson and members of the committee will be appointed by the Board of Directors. Each such committee may exercise all powers and authority delegated to it in the Board resolution establishing the committee, except as restricted by applicable law. Non-directors may serve on committees.

5.2 Reports of Committees.

The studies, findings, and recommendations of all committees will be reported to the Board of Directors for consideration and action, except as otherwise ordered by the Board of Directors. Committees may adopt such rules for the conduct of business as are appropriate and as are not inconsistent with these bylaws, the Articles of Incorporation, or state law.

ARTICLE 6 - Indemnification of Directors, Officers and Employees

6.1 Actions in the Best Interest of the Corporation.

The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (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, officer, employee or agent 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 foundation, corporation, business corporation, partnership, joint venture, trust or other enterprise,

whether for profit or not, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall 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 interest of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

6.2 Actions by or in Right of the Corporation.

The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any 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, officer, employee or agent 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 foundation, corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation except to the extent that the Court in which such action or suit was brought, or another court of competent jurisdiction, shall determine upon application that indemnification is consistent with applicable law and any restrictions which may be contained in the Corporation's Articles of Incorporation or these Bylaws and that, despite the adjudication of liability and in view of all relevant circumstances, he or she is fairly and reasonably entitled to indemnification for such reasonable expenses incurred which the Court shall deem proper, whether or not he or she has met the applicable standard of conduct set forth in this Section 6.2.

6.3 Expenses.

To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 6.1 and 6.2 or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

6.4 Determination of Indemnification.

Any indemnification under Sections 6.1 and 6.2 (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, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 6.1 or 6.2 and upon an evaluation of the reasonableness of expenses and amounts paid in settlement. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum (as defined in Section 3.5.5 of these Bylaws) consisting of directors who are not parties to such action, suit or proceeding; (ii) if such quorum is not obtainable, by a majority vote of a committee duly designated by the Board (in which designation all Board members may participate) and consisting solely of two or more directors not at the time parties or threatened to be made parties to the action; or (iii) by independent legal counsel, in a written opinion, selected by the Board or its committee in the manner described in the foregoing clauses (i) or (ii) or, if a quorum under clause (i) cannot be obtained and a committee under clause (ii) cannot be designated, by the Board (in which action all Board members may participate). Notwithstanding the failure or refusal of the directors or counsel to make provision therefor, such indemnification shall be made if a court of competent jurisdiction has made a determination that the director, officer, employee or agent has a right to indemnification hereunder in any specific case upon the application of such director, officer, employer or agent.

6.5 Advancement of Expenses.

Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 6.1 or 6.2 may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon: (i) receipt of a written affirmation from the person seeking advancement of expenses of his or her good-faith belief that he or she has met the standard of conduct set forth in Section 6.1 or 6.2; (ii) receipt of an undertaking by or on behalf of such person to repay amounts advanced if it shall ultimately be determined that he or she did not meet such standard of conduct; and (iii) a determination that the facts then known to those making the determination would not preclude indemnification. Such determination shall be made in the manner specified in Section 6.4.

6.6 Insurance.

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foundation, corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her or the Corporation and incurred by him or her or the Corporation in any such capacity, or arising out of his or her status as such,

whether or not the Corporation would have the power to implement the provisions of this Article.

ARTICLE 7 - Conflict of Interest

7.1 Statement of Policy.

It is the policy of the Corporation that all officers, directors, committee members and employees of the Corporation shall avoid any conflict between their own respective individual interests and the interests of the Corporation, in any and all actions taken by them on behalf of the Corporation in their respective capacities.

7.2 Dealing with the Corporation.

A contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and a domestic or foreign corporation, firm or association of any type or kind in which one or more of the Corporation's directors or officers are directors or officers, or are otherwise interested, shall not, because of the interest, or because such directors are present at the meeting of the Board of Directors or committee thereof at which such contract or transaction is acted upon or because their votes are counted for such purpose, be enjoined, set aside or give rise to an award of damages or other sanctions in a proceeding by a shareholder or by or in the right of the corporation, if any of the following conditions is satisfied:

7.2.1 Approval of Contract.

The contract or other transaction is fair and reasonable to the Corporation when it is authorized, approved or ratified; or

7.2.2 Full Disclosure.

The material facts of the contract or transaction and the director's or officer's interest are disclosed or known to the Board of Directors or committee thereof and the Board of Directors or committee thereof authorizes, approves or ratifies the contract or transaction by a vote of a majority of the directors or the committee members who had no interest in the contract or transaction, even though less than a quorum.

7.3 Procedure in Event of Potential Conflict of Interest.

In the event that any officer, director, committee member or employee of the Corporation shall have any direct or indirect interest in, or relationship with, any individual or organization which proposes to enter into any transaction with the Corporation, such officer, director, committee member or employee shall give the Board of Directors notice of such interest or relationship and shall thereafter refrain from voting or otherwise attempting to exert any influence on the Corporation, its Board of Directors, or its committees, to affect its decision to participate or not to participate in such transaction.

ARTICLE 8 - Annual Audits and Fiscal Year

8.1 Annual Audits.

There shall be an annual audit of the financial statements of the Corporation.

8.2 Fiscal Year.

The fiscal year of the Corporation shall be July 1 to June 30.

ARTICLE 9 - Miscellaneous Provisions

9.1 Expenditure Approval.

The Board of Directors shall designate officers to approve expenses and sign checks, drafts, or other obligations for the payment of money.

9.2 Borrowing.

No loans and no renewals of any loans shall be contracted on behalf of the Corporation except when specifically authorized by the Board of Directors. The authority contained in this Section shall be express and confined to specific instances.

9.3 Method of Giving Notices.

Any notice required by statute or by these bylaws to be given to the directors, or to any officers of the Corporation, unless otherwise provided herein or in any statute, shall be given by mailing to such member, director or officer at such member's, director's or officer's last address as appears on the records of the Corporation, or by email to such member, director or officer at such individuals last know email address and recorded in the records of the Corporation, and such notice shall be deemed to have been given at the time of such mailing or emailing.

9.4 Corporate Seal.

The Board of Directors may prescribe a suitable seal for the Corporation. If a seal is prescribed, it may be used by causing it or a facsimile to be affixed, impressed or reproduced in any other manner.

9.5 Amendments.

These bylaws may be altered or amended by the affirmative vote of a majority of the then serving Directors at any time.

9.6 Additional Rules.

The Board of Directors may adopt additional rules and procedures for the conduct of their meetings, and additional rules and regulations for the conduct of the affairs of the Corporation, provided that no such additional rule shall be inconsistent with the Articles of Incorporation or these bylaws.