TAPESTRY FOLKDANCE CENTER BYLAWS

Approved September 17, 2012
Revised May 2016
Revised January 2025 [5.2, 5.3, 5.7]

Article I
Offices and Purpose

Section 1.1. Registered Office. The registered office of this corporation located in Minnesota shall be that as set forth in the Articles of Incorporation, or in the most recent amendment of the Articles of Incorporation, or in the most recent statement filed with the Secretary of State of Minnesota changing the registered office.
Section 1.2. Other Offices. This corporation may have such other offices, within or outside the State of Minnesota, as the Board of Directors may determine.
Section 1.3. Corporate Seal. This corporation shall have no corporate seal.
Section 1.4. Purpose. This organization educates the general public to better understand and appreciate folk dance and related cultural traditions.

Article II
Membership

Section 2.1. Qualifications of Members; Term. Any person shall be eligible for membership and may become a Member (a "Member") by paying dues as set forth in Article III. A Member's term of membership shall run for one calendar year from the date on which the Member becomes a Member pursuant to this Section.
Section 2.2. Non-voting Members. Members of this corporation are non-voting.
Section 2.3. Removal of Members. A Member may be removed at any time, with or without cause, by the affirmative vote of a two-thirds majority of the Board of Directors.

Article III
Dues

The dues of this corporation shall be determined by the Board of Directors.

Article IV
Meetings

Section 4.1. Annual Meeting. A regular meeting of the Members shall be held annually, on such day and at such time and place as the Board of Directors shall determine, for the following purposes:

Section 4.1.1. To receive a report given by the Executive Director/Senior Administrator, or the President of the Board, on the activities and financial condition of this corporation.
Section 4.1.2. To discuss and consider specific items put forward by the membership as detailed in a written petition signed by at least twenty Tapestry participants, and submitted in writing or by electronic communication.
Section 4.2. Special Meetings. Special meetings of this corporation shall be held (a) upon written request of a majority of the Board of Directors; or (b) upon written request of at least 100 Tapestry participants, and submitted in writing or by electronic communication.
Section 4.2.1. The business transacted at a special meeting is limited to the purposes stated within the notice of the meeting.
Section 4.2.2. The Board shall schedule such meeting within 90 days of receipt of the written request.

Article V
Directors

Section 5.1. General Powers. The property, business, and affairs of this corporation shall be managed by or under the direction of the Board of Directors.
Section 5.2. Number; Term of Office. There will be a minimum of five and a maximum of twelve Directors, with an ideal minimum of seven. The initial term of service on the Board of Directors shall be three years and shall run from July 1 through June 30. Subsequent terms will be single year increments and may be up to a maximum of an additional 5 years. Directors may not serve more than a total of eight years. The terms of all board members should be

staggered so that approximately no more than one-third of the directors are onboarding at any given time.

Section 5.3. Election. Candidates for the Board of Directors may be nominated by any member or director at any time. The current Board of Directors shall, by affirmative vote of a majority of the total number of Directors, elect new Directors. However, when deemed appropriate, the board may opt to form a temporary nominating committee to instigate a broader and more focused search for potential board members.

Section 5.4. Vacancies. Vacancies on the Board of Directors may be filled by a majority vote of the remaining Directors at any Board meeting regularly scheduled. The newly elected Director shall serve until the next election of Directors and is eligible to be nominated for a full term as part of the nominating process for that election.

Section 5.5. Removal. A Director may be removed from the Board (not from membership provided in Section 2.1) by action of a majority of the Board of Directors. Director(s) may be removed from office, with or without cause, by the affirmative vote of a majority of the Directors present at the scheduled meeting; provided that not fewer than five days and not more than 30 days' notice of such meeting shall be given to each Director stating that removal of such Director(s) is to be on the agenda for this meeting.

Section 5.6. Delegation; Employee Compensation. The Board of Directors may, by majority vote, hire an Executive Director/Senior Administrator and other salaried employees at such compensation and terms as the Board of Directors shall determine. The Board of Directors may by a two-thirds majority vote remove the Executive Director/Senior Administrator or other salaried employees.

Section 5.7. Employee Eligibility for Board Membership. The Executive Director/Senior Administrator shall be a voting member of the Board of Directors. The Executive Director/Senior Administrator shall not count against the total number of directors. The Executive Director / Senior Administrator shall not participate in executive sessions where decisions must be made about the role of the Executive Director / Senior Administrator. The Executive Director/Senior Administrator shall not function as an executive officer. Board member term limits shall not apply to the Executive Director/Senior Administrator.

Article VI
Meetings of the Board of Directors

Section 6.1. Regular Meetings. The Board of Directors may hold its meetings at such time and place, and in such manner, including but not limited to, face-to-face or remote communication, as it may from time to time determine.

Section 6.2 Special Meetings. Special meetings of the Board of Directors may be called at any time upon request of the President, or any Director, provided that any such request shall specify the purpose(s) for the meeting. Such meetings will be convened in a timely fashion.

Section 6.3 Quorum. Half of the Directors shall constitute a quorum for the transaction of business, provided that due notice has been given to the entire Board of Directors. Unless otherwise indicated in these Bylaws, approval of a matter of business shall be affirmative vote of a majority of Directors present.

Section 6.4 Voting. Each Director shall be entitled to one vote.

Section 6.5 Open Meetings. Meetings of the Board of Directors are open to the public, except when the Board is dealing with personnel matters, legal matters with attorney-client privilege or any other matters in which the Board determines that confidentiality is required. In order to be open to the public, notice of meetings will be communicated.

Section 6.6 Written Action. 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 Section 317A.239 of the 2015 Minnesota Statutes.

Section 6.7 Resignation. A director may resign at any time by giving notice to the Secretary of this corporation. The resignation is effective without acceptance when notice is given to this corporation, unless a later effective date is specified in the notice.

Section 6.8 Meetings Conducted Solely Through Means of Remote Communication. Any meeting among directors may be conducted solely by one or more means of remote communications through which all of the Directors have the means to participate in the meeting. Participation in a meeting through a form of Remote Communication authorized by the Board of Directors constitutes personal presence at the meeting. Such meetings will be convened by the President or designee as needed to accomplish board business.

Section 6.9 Director Compensation and Reimbursement. Directors shall not be compensated for their duties as Directors. Directors may be reimbursed for reasonable expenses incurred on behalf of this corporation. Directors shall be indemnified according to the provisions of Section 9.2.

Section 6.10 Ex-Officio Board Member. The immediate past Board president, if not continuing as a Director, may, for an additional year beyond his or her term, serve in an advisory capacity as an ex-officio (non-voting) Director. Subject to other sections of these bylaws, the outgoing Board President is still eligible to be nominated by the Nominating Committee.

Article VII
Committees

The Board of Directors or the Executive Director/Senior Administrator may establish committees, which may from time to time be necessary to carry out the work of this corporation.

Article VIII
Officers

Section 8.1 Number. The officers of this corporation shall be members of the Board of Directors and shall consist of the President, the Vice President, the Secretary, the Treasurer and other such officers as may from time to time be elected by the Board of Directors.
Section 8.2 Election; Term of Office. The Board of Directors shall elect officers annually or as needed upon resignation or incapacity of current officers.
Section 8.3 Resignations and Removal. An officer may resign by giving notice to this corporation. The resignation is effective without acceptance when the notice is given to this corporation, unless a later effective date is named in the notice. An officer may be removed, with or without cause, by a two-thirds majority vote of the Board of Directors.
Section 8.4 Duties of Executive Officers. The duties of the officers of this corporation shall be specified in the organization's policies and procedures.

Article IX
Miscellaneous

Section 9.1 Fiscal Year. The Fiscal Year shall be July 1 through June 30.
Section 9.2 Indemnification. This corporation shall indemnify its Directors and Officers against such expenses and liabilities, to the full extent allowed by and

in accordance with Section 317A.521 of the Minnesota Nonprofit Corporation Act, without prohibitions, limitation or conditions other than those set forth in said Section 317A.521 of the 2015 Minnesota Statutes.

Section 9.3 Construction. These Bylaws are intended to comply with, and shall be interpreted consistently with the Minnesota Statutes which govern Nonprofit Corporations in the State of Minnesota.

Section 9.4. Books of Record. This corporation shall keep paper records at its registered office or such records in electronic format(s) stored remotely, with appropriate security for documents deemed confidential. Such records shall include (1) its Articles of Incorporation and Bylaws, (b) accounting records, and (c) minutes of the meetings of the Board of Directors, and of committees having any of the authority of the Board of Directors.

Section 9.5 Electronic Records and Signatures. This corporation recognizes electronic communications and electronic signatures as authentic as specified in the organization's policies and procedures.

Section 9.6 Parliamentary Authority. "The rules contained in the current editions of *Robert's Rules of Order, Newly Revised* shall govern the proceedings of the Tapestry board in all cases to which they are applicable. The bylaws and other governing documents of Tapestry take precedence over parliamentary rules. These rules are default rules only if there are no contrary provisions in any Federal, State, or other law applicable to Tapestry, or in Tapestry's bylaws or other governing documents."

Article X
Amendments

Provisions of these Bylaws and the Articles of Incorporation may be altered, amended or revised at any regular or duly noticed special meeting of the Board of Directors. Proposed amendments shall be submitted to the Board of Directors at the time of notice of the meeting at which such amendment will be voted on. Proposed amendments must be approved by the affirmative vote of a two-thirds majority of the Board of Directors.