

By-Laws of the Friends of the Opera House, Inc.

Preamble

The Friends of the Opera House, Inc. is a not-for-profit corporation organized under the laws of the State of Illinois. The corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

The corporation is organized to accept and expend funds for the purpose of financially supporting activities of public interest and benefit at the building known as the Opera House and for the care and maintenance of said Opera House and Cooney Still Buildings located at 121 and 125 West Van Buren Street in Woodstock, McHenry County, Illinois. The Opera House and Cooney Still Buildings are joined buildings and are publicly owned and operated by the City of Woodstock.

No part of the net earnings of the corporation shall inure to the benefit or be distributable to its members, directors, or officers or other private persons except the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and reimburse its members for out-of-pocket expenses.

Upon dissolution of the corporation, the Board of Directors, after paying or making provisions for the payments of all liabilities of the corporation will dispose of all assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such an organization or organization organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) 3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law) as the Board of Directors shall determine. Any provision in the foregoing notwithstanding, it is the intention of the corporation, upon dissolution, to transfer all funds and assets to the City of Woodstock, an Illinois municipality.

Article One Offices

The principal office of the corporation shall be located in the Opera House, 121 Van Buren Street, City of Woodstock, County of McHenry, State of Illinois. The corporation may have such other offices, within the State of Illinois, as the Board of Directors may determine from time to time.

Article Two Members

Section 1. Membership

Any person shall become a member of this corporation upon payment of such fees and dues as shall be established by the Board of Directors from time to time and shall remain a member in good standing as long as such fees and dues are fully paid prior to the Annual Meeting, except as provided elsewhere in this article.

Section 2. Voting Rights

Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. Termination of Membership by the Board of Directors.

The Board of Directors, by affirmative vote of a majority, may suspend or expel a member for cause after an appropriate hearing.

Section 4. Termination of Membership by Resignation

Any member may terminate membership by filing a written resignation with the Secretary.

Article Three Meetings of Members

Section 1. Annual Meeting

An annual meeting of the members shall be held in January of each year for the purpose of electing officers and directors and for the transaction of such other business as may come before the meeting. Meetings may be held in person or virtually. If the election of directors is not held on the day designated for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

Section 2. Special Meetings

Special meetings of the members may be called by the Executive Committee, the Board of Directors or not less than 25 percent of the members having voting rights, at the Opera House, Woodstock, Illinois.

Section 3. Notice of Meetings

Written notice stating day and hour of meetings shall be delivered either personally or by mail or by e-mail, to each member entitled to vote at such meeting, not less than 5 not more than 21 days before the date of such meeting, by or at the direction of the Executive Committee, or the Secretary, or the persons calling the meeting. In case of a special meeting, or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation.

Section 4. Quorum

Twelve members in good standing shall constitute a quorum. If a quorum is not present, a majority of the members present may adjourn the meeting from time to time without further notice.

Article Four Board of Directors

Section 1. General Powers

The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications

The number of directors shall be not less than 10 nor more than 25, including the Director of the Woodstock Opera House and the Development Manager of the Woodstock Opera House, or their designates, who are non-voting ex officio directors with indefinite tenure on the Board. All other Directors shall be elected at an annual meeting of the members for a three-year term and may be re-elected. All Directors must be members in good standing.

Section 3. Regular Meetings

Regular meetings of the Board of Directors shall be held at least quarterly. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings. Meetings may be held in person or virtually. If circumstances dictate a change of meeting day or time, the Board of Directors shall be notified in writing or personally not less than 5 business days prior to the meeting.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the Executive Committee or any five directors and shall be held at the principal office of the corporation, virtually, or at such other place as the directors may determine.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least 5 business days previously thereto by written notice delivered personally or sent by mail, or email, to each Director at their address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail. Any director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting may be, but need not be, specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum

Six voting directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Board Member Attendance

An elected Board Member who is absent, without notice, from three (3) regular meetings of the Board during a fiscal year shall be encouraged to re-evaluate with the President his/her commitment to the Organization. The Board may deem a Board Member who has missed three (3) meetings without such a re-evaluation with the President to have resigned from the Board.

Section 8. Board Decisions

The act 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 the act of a greater number is required by law or by these by-laws.

Section 9. Voting by Email

Voting by email is permissible if the following conditions are met: a) every member of the board must vote, b) the vote must be unanimous, and c) the Board affirms the email vote at the next meeting so it can be recorded in the minutes. In addition, each Board Member must print out his/her email vote, sign and date it and send a copy to the Secretary (either scan or photo).

Section 10. Vacancies

The Board of Directors shall fill any in-term vacancy occurring in the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor's term in office.

Section 11. Compensation

Directors or Officers as such shall not receive any compensation for their services but may be reimbursed for reasonable out-of-pocket expenses approved by the Board or by the Executive Committee.

Article Five Officers

Section 1. Officers

The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant Secretaries and one or more assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Section 2. Election and Term of Office

The officers of the corporation shall be elected annually by the Board of Directors at the annual meeting of the members. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualifies.

Section 3. Removal

The Board of Directors may remove any officer elected or appointed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by Board of Directors for the unexpired portion of the term.

Section 5. Powers and Duties

The officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors.

Article Six Committees

Section 1. Committees of Directors

The Board of Directors, by resolution adopted by a majority of the directors, may designate one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him by law.

Section 2. Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be established by a resolution adopted by a majority of the Directors. Except as may be otherwise provided in such resolution, members of each such

committee shall be members of the corporation. The Executive Committee shall appoint the members of the committee or committees and may remove any member of a committee whenever in their judgment the best interests of the corporation will be served by such removal.

Section 3. Executive Committee

The President, Vice Presidents, Secretary and Treasurer shall constitute the Executive Committee of the Board of Directors. The Executive Committee shall have such authority to act on behalf of the Board of Directors as the Board shall specifically delegate.

Article Seven

Contracts, Purchases, Checks, Deposits and Funds

Section 1. Contracts or Purchases

The President is authorized to execute contracts or make purchases on behalf of the corporation. The President may do so without the approval of the Board of Directors or the Executive Committee if such contracts or purchases are for amounts not in excess of \$250.00. Contracts or purchases for amounts over \$250, but not in excess of \$1,500 require the approval of a majority of the members of the Executive Committee, but not the prior approval of the Board of Directors. Contracts for amounts in excess of \$1,500 require the prior consent of the Board of Directors.

The approval by the members of the Executive Committee or of the Board of Directors outside of meetings at which minutes are kept may be communicated orally or in writing, and in person or by telephone or another electronic medium. However, the President shall keep a written record of the decision of each member of the Executive Committee or Board of Directors consulted and of the methods of communication used. That record shall be delivered to the Secretary for retention in the official records.

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders

All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant Treasurer and countersigned by the President or a Vice President of the corporation.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for any purpose of the corporation.

Article Eight
Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and the Membership Committee, and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Fiscal Year

The Fiscal Year of the corporation shall be the calendar year.

Article Ten
Waiver of Notice

Whenever any notice is required to be given under the provisions of the laws of Illinois or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article Eleven
Amendment of By-Laws

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a majority of the directors present any regular meeting or at any special meeting, or by vote of the members at any regular or special meeting, if at least 10 days written notice is given of intention to alter, amend, or repeal or to adopt new by-laws at such meeting.

Article Twelve
Expenditure of Funds

The purpose clause contained in the Articles of Incorporation, as amended, of this corporation and in the Preamble to these by-laws shall define the only purposes for which funds received by the corporation shall be spent.