

FORWARD PERFORMING ARTS, INC.

BYLAWS

(Restated November 9, 2019)

ARTICLE I: ORGANIZATION

Section 1: The name of the organization is Forward Performing Arts, Inc. (the "Organization").

Section 2: The Organization's principal office is located in Madison, Wisconsin.

Section 3: The Organization is exclusively designed for the purpose stated in Article II as a non-profit corporation. Officers and Directors shall serve without compensation.

ARTICLE II: MISSION AND VISION

Section 1: The Mission of the Organization is to provide programs for youth in music and performance training through a positive environment that emphasizes character and social development, leadership, self-discipline, and the pursuit of excellence.

Section 2: The Vision and Values of the Organization are contained in organizational documents maintained by the Organization's Board of Directors.

ARTICLE III: MEMBERSHIP

Section 1: Voting members are those persons age twenty-two (22) or older who meet one of the following requirements:

- The individual must be a contributing member to the Forward Giving Program (formerly identified as the *Madison Corps* program) as such is defined on the Organization's website for the current fiscal year, OR
- The individual must volunteer a minimum of fifty (50) hours to the Organization during the current fiscal year. Volunteer hours must be logged by the volunteer and submitted for approval by the Chief Executive Officer.

ARTICLE IV: ORGANIZATION MEETINGS

Section 1: There shall be a minimum of one general business meeting per year of the members of the Organization. The agenda shall include elections of the Board of Directors and an annual report on the fiscal and operational results and plans of the Organization. Other Organization meetings shall be held as requested by the Board of Directors or upon call to the Board Chairperson for such a meeting by at least twenty-five (25) voting members of the Organization.

Section 2: A quorum consisting of at least twenty-five (25) voting members of the Organization shall be required to conduct all official business at the Annual Meeting or other meetings of the Organization as described in Section 1 of this Article.

Section 3: Notice of the Annual Meeting will be made no less than ten (10), nor more than fifty (50), days prior to the scheduled meeting via the Organization's website or in the periodic newsletter, and shall include the date, time, place, and purpose of such meeting. Notice for special Organization meetings will be provided in the same manner. Proxy voting is permitted at the Annual Meeting, and such proxies shall be in a form substantially similar to that provided on the attached Exhibit A. Proxy votes shall count toward the determination of a quorum under Section 2 of this Article IV.

ARTICLE V: BOARD OF DIRECTORS

Section 1: The governance of the Organization shall be vested in the Board of Directors.

Section 2: Directors shall actively participate on at least one Board committee and are expected to attend all Board meetings, either in person, by telephone, or by videoconference.

Section 3: In each fiscal year, each Director shall contribute or secure new contributions to the Organization totaling at least \$2,500, or donate at least 100 hours of volunteer work, or an appropriate combination of the two as determined by the Board Chairperson. For purposes of this Section, a new contribution shall be defined as funds obtained from a donor who did not make a donation in the previous fiscal year, or the marginal difference in the amount of the donation from that made in the previous fiscal year. Failure to satisfy the requirement noted in this Section will result in dismissal from the Board per the discretion of the Board Chairperson.

Section 4: The Board shall consist of at least nine (9) voting members, the Chief Executive Officer (ex-officio), and a representative of the Madison Scouts Alumni Association (MSAA) as long as the MSAA continues to be part of the Organization (ex officio).

Section 5: Each year, at least three (3) Directors, and no fewer than the number of members necessary to comprise one-sixth (1/6) of the Board at the time of the Annual Meeting, will be elected for a three-year term by a simple majority vote of the voting members of the Organization at the Annual Meeting. Thus, at least nine (9) members serve staggered three-year terms. A candidate for an elected term must have previously served on the Board in an elected, ex-officio or appointed position. The Board may appoint additional Directors for one-year terms. To ensure Board continuity through maintenance of staggered terms, in the event an elected Director leaves the Board prior to completion of their 3-year elected term, an additional Director shall be elected at the next annual meeting to fulfill the remainder of the departed Director's 3-year term.

Section 6: Each elected Director's term shall expire after the annual election in which his or her Board position has been filled. Each appointed Director's term shall expire after the Annual Meeting. Vacancies will be filled by the Board until the next Annual

Meeting. Directors shall not serve more than three (3) consecutive terms or more than ten (10) consecutive years. This limitation does not count years served prior to October 26, 2019.

Section 7: There shall be a minimum of four (4) regular meetings of the Board each year. Special Board meetings may be held at the call of the Board Chairperson or any five (5) Directors upon call to the Board Chairperson. Board meetings will normally be held quarterly. All Directors will be notified by personal phone call or written notice by the Chairperson or his representative of the scheduled special meetings. Any Director with two (2) consecutive unexcused absences or three (3) unexcused absences within a single fiscal year will be subject to removal from the Board at the discretion of the Board Chairperson.

Section 8: A quorum consisting of at least two-thirds of the Board shall be required for conducting all official business.

Section 9: Board action requires a simple majority vote of the Directors present at a duly called meeting of the Board at which a quorum is present except as noted elsewhere in these by-laws.

Section 10: Directors may submit proxy votes for items on a regular Board agenda.

Section 11: Individuals who are not Board members may only be present at Board meetings by invitation of the Board Chairperson.

Section 12: At the request of any Director and with Board approval, any Board meeting may be placed into executive session so that only elected and appointed Directors are present.

ARTICLE VI: OFFICERS

Section 1: The elected officers of the Organization shall be a Chairperson, Vice-Chairperson, and Treasurer. The Chief Executive Officer shall be the Secretary of the Organization.

Section 2: Immediately after the annual elections and appointments of Directors, the entire Board shall select from its membership a Chairperson, Vice-Chairperson, and Treasurer. A simple majority of the total Board voting will elect an officer. A person may not serve in more than one office at the same time.

Section 3: The Chairperson shall be the principal officer and shall act as Board Chair during meetings, and shall be responsible for the execution of Board policy and for overseeing the management of the affairs of the Organization through Board officers, appointed Chief Executive Officer, and the committee chairpersons. The Chairperson conducts any meeting of the Organization except during the election process, when the Governance Committee chairperson shall preside. The Chairperson shall arrange for and hold quarterly Board meetings on a regularly scheduled basis and inform Directors of the proposed agenda, in writing, prior to the meeting.

Section 4: The Vice-Chairperson shall act as Board vice-chairperson, shall assist the Chairperson in the performance of their duties, and shall preside over Board or Organization meetings in the absence of the Chairperson. The Vice Chairperson shall report to the Board on the activities and decisions of the Executive Committee.

Section 5: The Treasurer, as Chairperson of the Finance Committee, shall be responsible for (i) overseeing the proper preparation and maintenance of the Organization's books of account by the Chief Executive Officer or a designee; (ii) ensuring that appropriate internal financial controls are in place to facilitate the accurate and timely preparation of the Organization's books of account; (iii) reviewing and obtaining Finance Committee and Board approval of an annual budget prepared by the Chief Executive Officer or a designee, on a schedule approved by the Finance Committee. and (iv) monitoring the revenues and expenditures of the Organization for consistency with the budget approved by the Board. The Treasurer shall further be responsible for ensuring that the Chief Executive Officer submits such financial reports to governmental and tax authorities as are required by law.

Section 6: The Secretary shall have such duties as described by law.

Section 7: The Chairperson of the Board shall appoint a recording secretary to record the Board and Organization minutes. The recording secretary need not be a Board member.

ARTICLE VII: MANDATORY STANDING COMMITTEES

Section 1: Executive Committee. The Executive Committee shall consist of the Chairperson, Vice- Chairperson, Treasurer, and one additional Director to be elected by the full Board. During the periods between Board meetings, the Executive Committee shall be empowered to take any action on behalf of the Organization that is not specifically reserved to the Board by these bylaws; *provided however*, that the Executive Committee's actions shall be subject to approval or modification by the full Board at its next meeting. The Executive Committee shall conduct, and report to the Board on, an annual assessment of the performance of the Chief Executive Officer of the roles and responsibilities set out in his or her written job description, and the success of the Organization's objectives for the year. The Executive Committee shall work with the Chief Executive Officer or their designee to ensure that the Organization (i) establishes and maintains a written organizational chart that details the full administrative and artistic staff of the Organization, together with reporting lines; and (ii) establishes and maintains written job descriptions for each administrative and artistic staff position of the Organization, which descriptions shall set out the roles and responsibilities of each staff member.

Section 2: Governance Committee. The Governance Committee shall consist of at least three (3) Directors. They will select a chairperson from among themselves. If there is a vacancy, the Executive Committee shall name another Director to the Governance Committee. The Chairperson of the Governance Committee shall preside at the meetings during the election/appointment process. Each year the Committee shall

actively seek and present to the Organization a slate of interested, willing, and qualified candidates for election or appointment to the Organization's Board.

Section 3: Finance Committee. The Finance Committee shall consist of the Chairperson, the Treasurer, and at least one other Director, named by the Chairperson. The Treasurer will serve as the Chairperson of the Finance Committee. The Finance Committee shall review and submit to the Board each fiscal year a proposed budget for the coming fiscal year. Prior to each quarterly meeting of the Board during the fiscal year, the Finance Committee shall be provided and review a reasonably current written report from the Chief Executive Officer or a designee concerning the Organization's revenues and expenses in comparison to the budget approved by the Board. The Finance Committee also shall review and approve the acquisition of any asset, or the commitment to any liability, by the Organization in an amount that exceeds thresholds established by the Board.

Section 4: Risk Management Committee: The Risk Management Committee shall consist of at least three (3) Board members, with its chairperson appointed by the Board Chairperson. The Risk Management Committee shall be responsible for working with the Chief Executive Officer or their designee to i) assess the operational, legal, reputational, and other risks associated with the activities of the Organization and ii) develop and implement policies, procedures, and strategies to mitigate such risks as are identified, including but not limited to procurement of such insurance as is necessary and prudent for the Organization.

Section 5: Other Committees. The Chairperson may create standup committees from time to time to address important issues, topics or tasks. Each committee shall work with the Chairperson to draft a Committee Charter on the scope, timing, and budget for that committee. The Committee Charter is to be presented to the Board for approval before the committee can begin its work.

Section 6: Appointments to all committees shall be made by the Chairperson subject to Board approval.

ARTICLE VIII: PROFESSIONAL STAFF

Section 1: The Board of Directors of the Organization may directly or through the Executive Committee research and obtain such professional expertise as the Board may determine is necessary and appropriate to facilitating the activities and needs of the Organization. Terms and conditions of each selection and agreement are subject to at least annual Board review and approval.

Section 2: The Chief Executive Officer shall be selected by the Board to serve a specific term of employment under a written contract. S/He is responsible to the Board for the successful management of the operating activities of the Organization. S/He will have complete responsibility and authority to manage the Organization within the constraints of the Organization's by-laws, the policies adopted by the Board, and the current budget approved by the Board. S/He will be responsible for preparing a proposed annual

budget for submission to the Finance Committee for its review, and for submitting such periodic financial reports to the Finance Committee as are described in Article VII Section 3. The Chief Executive Officer shall be responsible for the appointment of all administrative and artistic staff of the Organization, consistent with such policies as are adopted by the Board. The Chairperson is responsible for providing to the Chief Executive Officer each year's organization objectives, as determined and approved by the Board. These objectives are the measuring instruments to be used in the Chief Executive Officer's annual review outlined in Article V, Section 1.

ARTICLE IX: ADDITIONAL ADMINISTRATIVE MATTERS

Section 1: The fiscal year shall be November 1st through October 31st.

Section 2: The Organization's business year will run from November to October, the dates to be determined by the dates of the Annual Meeting. Board terms are based on the Organization's business years.

Section 3: The symbols, logos, motto of the Organization and other insignia identifying the Madison Scouts and any other sponsored units or programs of the Organization either by color, motto, symbol, or word designation shall be deemed to be the exclusive property of the Organization. The Board's representative or agent should review any and all designs to ensure proper use of any Organization symbols. New symbols may not be used without the express written consent of the Board or the Board's representative or agent. The sale and/or distribution of articles using any such symbols, logos, or mottos by any unauthorized persons or organizations is not allowed absent the prior approval of the Chief Executive Officer of the Organization.

Section 4: Amendments to or repeal of the by-laws may be adopted either by the voting membership of the Organization or the Board of Directors. Any by-law adopted by the Board shall be subject to amendment or repeal by the voting membership of the Organization as well as by the Board. A two-thirds vote by either body is required to amend or repeal any by-law adopted by the Board. Notice of a meeting to consider changes or amendments to the by-laws and the intended articles and sections to be changed (not including necessarily contingent articles and sections) shall be published on the Organization's website or in the periodic Corps newsletter no fewer than ten (10), nor more than fifty (50), days prior to the Board or Organization meeting, including which changes or amendments are proposed to be voted upon. Any changes in the by-laws shall become effective immediately upon the required vote of the membership of the Organization or the Board in accordance with this Section.

Section 5: All members are expected to display and ensure responsible and appropriate behavior. Organization members, Directors and Officers may be removed for cause by two-thirds vote of the Board.

Section 6: The Organization shall use all of its efforts and funds to accomplish the Mission specified in the by-laws and no part of said funds shall be distributed to the members of the Organization or Board. The causes for dissolution must be documented

completely along with all alternative solution to dissolution. Dissolution requires a three-fourths vote of the Board and ratification by a two-thirds vote of a special Organization meeting. On dissolution, the Board shall determine the distribution of the remaining assets (net of its obligations) to a qualified not-for-profit organization.

FPA PROXY STATEMENT FOR ANNUAL MEETING OF ASSOCIATION [DATE]

General

The enclosed proxy is solicited by the Board of Directors of Forward Performing Arts, Inc. ("FPA") for use at the FPA's Annual Meeting to be held on [date] or any continuation or adjournment of that meeting for the purposes set forth in the accompanying notice.

Any Member giving a proxy has the power to revoke it any time before it is exercised.

Only Members eligible to vote per the FPA Bylaws ("Members") on [date] (the "Record Date") will be entitled to notice of and to vote at the meeting. Voting on all matters to be submitted at the meeting is non-cumulative.

Proposal A: Nomination and Election of Directors

One of the purposes of the Annual Meeting is the election of directors to the FPA Board of Directors to hold office until their successors are elected and have qualified. Votes of Members represented by executed proxies will be voted, if authority to do so is not withheld, for the election of nominees named below, unless one or more of such nominees should become unavailable for election by reason of death or other unexpected occurrence, in which event such proxies shall be voted for the election of such substitute nominees as the Board of Directors may propose. The Board of Directors knows of no reason why any of the listed nominees should not be available.

Name

Principal Occupation

[name]

[occupation]

[name]

[occupation]

[name]

[occupation]

THE BOARD OF DIRECTORS RECOMMENDS THAT THE MEMBERS VOTE TO ELECT ALL OF

THESE NOMINEES.

Proposal B: Other Matters

The Board of Directors knows of no other business to be presented at the Annual Meeting, but if matters do properly come before the Meeting, it is intended that the persons named in the proxy will vote in respect thereof in accordance with their best judgment.

The Board of Directors encourages you to have your membership interest voted by signing and returning the enclosed proxy to the FPA prior to the Annual Meeting. The fact that you will have returned your proxy in advance will in no way affect your privilege to vote in person should you later find it possible to attend. However, by signing and returning the proxy you have assured your representation at the Annual Meeting. Thank you for your cooperation.

Dated: *[date]*

By Order of the FPA Board of Directors

_____ *[Name of Chairperson]*

Chairperson