

By-Laws of the

FRIENDS OF THE RAMSDELL

Adopted June 23, 2009

ARTICLE I - CORPORATION MEMBERSHIP

The Board of Directors of the Friends of the Ramsdell shall constitute the membership of the corporation.

ARTICLE II - OBJECTIVES & PURPOSES

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

1. To obtain funds by solicitation and donations and all other available legal means for the primary purpose of endowing the Ramsdell Theatre and the secondary purpose of restoration and rehabilitation of the Ramsdell Theatre and Hall.
2. To serve as the advisory board for the Ramsdell Theatre Endowment Fund at the Manistee County Community Foundation
3. To work cooperatively with the Ramsdell Theatre Governing Authority to ensure the sustainability and preservation of the Ramsdell Theatre.
4. 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.
5. 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.
6. 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 III - FRIENDS

1. Any individual who makes a donation of money, assets, time, in kind labor or other to the organization, as determined by the Board, may be deemed to have the status of "Friends of the Ramsdell".
2. Friends shall have no authority over the affairs of the organization.

ARTICLE IV - BOARD OF DIRECTORS

1. The Board of Directors shall consist of five individuals. The number may be changed by resolution of the Board of Directors. The initial Board of Directors shall be appointed by the predecessor Board of the Ramsdell Theatre Restoration Project. Subsequently, terms on the Board shall be for three years and be appointed by the then existing Board.
2. For the initial terms, two of the Directors will serve three year terms, two will serve two year terms and one will serve a one year terms. Thereafter, elected Directors shall serve three year terms. Directors may be elected to serve multiple terms.
3. An annual meeting of the Corporation shall be held at least once every 12 months.
4. Regular meetings shall be at least quarterly, or more frequently as determined by the Board.
5. Special meetings may be called at any time by the President, or any two members of the Board. Notice of the time, place, and purpose thereof shall be given to each member by the Secretary or designee. Service of the notices for a special meeting shall be at least 24 hours in advance and may be by mail, verbal or electronic means. No business other than that embraced in the call shall be transacted thereat, except by majority consent of those present.
6. The presence of three Directors will constitute a quorum and, should less than a quorum appear, the Directors present shall adjourn the meeting to a subsequent date.
7. The Board shall select replacements for its membership at the expiration of a term or in the event of a vacancy prior to a term's expiration.
8. Three consecutive unexcused absences from noticed meetings shall be deemed a voluntary resignation from the Board and shall create a vacancy on the Board.

9. The Board may remove any Director for cause, by vote of three of the Directors present at any Board meeting for which such matter was noticed.

ARTICLE V – OFFICERS

1. The officers shall consist of the President, Vice-President, Secretary and Treasurer. The Secretary and Treasurer positions may be held by the same individual. Officers shall be members of the Board of Directors. The Board shall fill all Officer positions if vacant.
2. The President of the Corporation shall preside at all meetings of the Directors.
3. The Board may remove any Officer for cause, by a vote of three Directors present at any board meeting for which such matter was noticed.
4. The Vice-President shall perform such duties and possess such powers as are conferred by the Board. In the absence of the President, the Vice-President shall perform the duties and possess and exercise the authority of the President.
5. The Secretary shall have custody of the seal, books, and records of the corporation, and shall prepare and maintain records of all meetings and give notices of meetings to directors. The secretary shall have authority to certify records, or copies of records, for and on behalf of the corporation when so directed by the Board. At the expiration of the Secretary's term, this person shall deliver all books and records, pertaining to this office, to the successor.
6. The Treasurer shall collect, have custody and keep account of all funds and assets received by the corporation. This person shall deposit same in such depositories as shall be approved by the Board, and shall make periodic reports of finances to the President and the Board of Directors. At the expiration of the Treasurer's term, this person shall deliver all funds, securities, books and records, pertaining to this office, to the successor. The Directors shall determine the amount of bond that shall be filed, at the expense of the corporation, to insure the faithful performance of the Treasurer's duties.
7. The functions, duties and powers herein enumerated are not exclusive, and each officer shall exercise such functions and possess such powers, and perform such duties, as are generally incident to the office

ARTICLE VI - COMMITTEES

1. The Board may create such special committees as may be necessary in order to effectuate the objects and purposes of the corporation. These committees will consist of one or more Director. The remaining composition shall be determined

by the Board. The special committee shall serve for such purposes, with such authority, and for such period of time as the Board may determine.

ARTICLE VII - INDEMNIFICATION

1. The corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (by a third party or this corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he/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, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fine and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/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/her conduct was unlawful, except as provided in M.S.A. 21.198(209). The termination of any-actions, 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/she reasonably believed to be in or not opposed to the best interests of the corporation or its members, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

ARTICLE VII - DISSOLUTION

1. If the Friends of the Ramsdell is dissolved, any remaining assets will be distributed to the Ramsdell Theatre Endowment Fund at the Manistee County Community Foundation. If the Manistee County Community Foundation is no long in existence at the time of dissolution, then the remaining assets will be distributed to the City of Manistee, the owner of the Ramsdell facilities.

ARTICLE VIII - AMENDMENT OF BY-LAWS

1. These By-Laws may be amended, altered or revised by a two thirds vote of the members present at any annual meeting or at a special meeting of the Directors called and noticed for such purpose.