

Proposed - Amended and Restated Articles of Incorporation Chaska Valley Family Theatre

This instrument constitutes the Amended and Restated Articles of Incorporation of the Chaska Valley Family Theatre, organized as a nonprofit corporation under the provisions of Chapter 317A, Minnesota Statutes, known as the Minnesota Nonprofit Corporation Act, and laws amendatory thereof:

Article I – Name

The name of the corporation shall be Chaska Valley Family Theatre, hereafter referred to as “corporation,” or “CVFT”

Article II – Registered Office

The registered office of this corporation in Minnesota shall be located at:
Jennifer Martin, CVFT Treasurer, 16110 14th Ave N, Plymouth, MN 55447

Article III – Purpose

This corporation is organized exclusively for charitable and educational purposes as specified in 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purposes of the corporation shall be as follows:

- To further the interest of community members to express themselves through the theatrical arts in a positive and educational manner.
- Provide theatrical productions for the community.
- Contribute to the development of a vibrant arts culture in our region by performance of theatrical productions thereby expanding dramatic arts to areas not adequately served.

Article IV – Restrictions

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article III hereof.

No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

Article V – Duration/Dissolution

The period of the corporate existence shall be perpetual until dissolution. Upon dissolution of the organization, assets of the corporation shall be distributed by the Board of Directors for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article VI – Membership

The corporation shall have no members and will be governed by the Board of Directors who support the purposes of the corporation as outlined in the CVFT bylaws.

Article VII – Board of Directors

The management of the affairs of the corporation shall be vested in a Board of Directors consisting of at minimum seven (7) individuals, or by such higher number as the Board of Directors may designate from time to time as provided in the CVFT bylaws.

Eligibility for appointment to the Board of Directors is open to any individual. No director shall have any right, title, or interest in or to any property of the corporation. The CVFT bylaws may identify each director position with a specific title and assign roles and responsibilities to each position, provided that the roles and responsibilities are consistent with applicable law, and that one director is recognized as president and another as the treasurer.

Each director shall be appointed by the Board of Directors at a regular meeting as specifically outlined in the CVFT bylaws. Each director shall be elected for a two-year term, or another period as specified in the bylaws, and may serve any number of terms until a successor is elected, or until the earlier resignation, removal, disqualification, or death of the director.

Vacant director positions shall be filled as soon as practicable, in a manner specifically outlined in the CVFT bylaws; the term of a director elected to fill a vacancy expires at the end of the term the director is filling. The CVFT bylaws may provide for the temporary appointment of an individual to fill a vacant director position.

A majority of the entire Board of Directors must approve any action of the Board and each director shall have one vote.

Any action required or permitted to be taken at a Board meeting may be taken by written action signed or consented to by authenticated electronic communication by the number of directors that would be required to take action at a meeting of the Board at which all directors were present, as prescribed by these articles; provided

that if the CVFT bylaws or statute require a different number to take action, that such number shall be required.

Article VIII – Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officers or directors be subject to the payment of the debts or obligations of this corporation.

Article IX – Amendments to Articles of Incorporation

These articles may be amended by a resolution approved by the Board of Directors.

Article X

In witness whereof, the Board of Directors, have considered and approved these restated Articles under the laws of the State of Minnesota and certify we have executed these Amended and Restated Articles of Incorporation this fourth day of February 2024.

Name:

President

Name:

Secretary

Chaska Valley Family Theatre

Proposed - Bylaws

Section 1 – Adherence to Articles of Incorporation

These bylaws of the Chaska Valley Family Theatre, hereinafter referred to as “corporation,” or “CVFT,” are effective February 4, 2024 and pursuant to the corporation’s Amended and Restated Articles of Incorporation effective February 4, 2024. In the event of a conflict between these bylaws and the Articles of Incorporation, the Articles shall take precedence.

Section 2 – Adherence to Minnesota Statutes 317A

Unless otherwise provided in these bylaws or the Articles of Incorporation to the extent permitted by law, all current provisions of the Minnesota Statutes, Chapter 317A, known as the Minnesota Nonprofit Corporation Act, apply to the management and internal procedures of the Chaska Valley Family Theatre.

Section 3 – Initial Adoption and Amendment

These bylaws were initially adopted and may be amended by a resolution approved by a majority of the Board of Directors, subject to a quorum requirement of 50% the Board members.

Section 4 – Corporate Purpose

Mission Statement

Chaska Valley Family Theatre’s mission is to create a nurturing and inclusive theater community that is welcoming, collaborative, and encourages artistic growth, while fostering a lifelong love for the arts.

The purposes of the corporation shall be as follows:

- Produce and perform theatrical productions for the community.
- Contribute to the development of a vibrant arts culture in our region by bringing dramatic arts to areas not adequately served.
- Further the interest of community members to express themselves through the theatrical arts in a positive and educational manner.
- Provide and protect the opportunity for individuals and families to participate in the dramatic arts, improve their skills and increase cultural enrichment in an atmosphere free of discrimination on the basis of age, race, national origin, creed, sex, gender identity, and/or sexual orientation.
- To enter into contracts and agreements with organizations and individuals, public and private, to accomplish the foregoing purposes.
- To plan, promote, and execute other exempt activities that serve the welfare of the Greater Twin Cities community at large.

Section 5 – Membership

The corporation will have no Members.

Section 6 – Board of Directors

The Board of Directors of the corporation shall consist of at least seven individuals, or such additional number as may be provided by a resolution of the Board of Directors, all of whom have equal status with respect to their trusteeship of the corporation, and all of whom have one vote. A majority vote of all Directors is required for an official action of the Board.

The Board of Directors' primary role is to uphold the mission of the organization, monitor its financial stability, set policy, and maintain overall management and administration of the organization. The Board shall carry out the work of the organization by utilizing our community values and mission as its guide.

Section 6.1- Theatrical Productions

The Board of Directors shall by vote select all theatrical productions to be produced by the CVFT after taking into consideration all of the relevant information including but not limited to:

- Available talent pool of directors/actors/dancers/musicians
- Physical production requirements and theater availability
- Audience appeal
- Financial viability
- Family involvement

In all instances, the productions and events shall endeavor to further the mission of the organization.

Section 6.2 - Budget

The CVFT will have a calendar Fiscal Year ending December 31

Each year, the Treasurer shall compile a budget of estimated expenses and proposed sources of revenue for the coming year and make said budget available to the Board of Directors one month prior to the start of the fiscal year. The Board will by vote adopt or amend the budget at the start of the fiscal year.

It is understood that changes will occur throughout the course of any given fiscal year, and the Board shall make adjustments as needed as the year progresses.

Upon approval of the budget, the Board of Directors shall authorize disbursements in accordance with a procedure to be determined by the Board. Changes to budgeted amounts shall be brought forward by the Treasurer and discussed with the Board at monthly meetings.

No person shall incur debt on behalf of the organization for any sum, unless it is specifically approved by the Board of Directors.

Section 7 – Elections to the Board of Directors

Section 7.1 – Eligibility

Eligibility to serve on the Board of Directors is open to all.

Directors may serve any number of terms until a successor is elected, or until the earlier resignation, removal, disqualification, or death of the Director.

Section 7.2 – Term and Selection of Directors

Selection of the Board of Directors shall be undertaken by the outgoing Board at the November Board Meeting.

The Board will solicit interest in service on the Board from the CVFT community including but not limited to producers, directors, actors, musicians, stage craft professions, volunteers, donors or other members of the community with skills and interest in CVFT.

The Board may form a nominating committee to recruit and consider candidates for Board service.

Incoming Directors shall be selected by vote for terms of two (2) years, beginning on December 1st following selection, unless the Director fills a vacant seat.

The Board may elect to fill vacant positions on the Board at any time (by vote) upon which the selected director takes office immediately. The term of a Director selected to fill the vacancy expires at the end of the term the Director is filling.

Incumbent Directors holding office at the adoption of these bylaws will continue in office until their term of office expires.

Section 7.3 – Removal of Directors

Any Director may be removed with or without cause by a resolution adopted by a majority vote of the combined total Board of Directors

Failure to attend three (3) or more consecutive board meetings will be considered grounds for removal.

Section 8 – Board Officers

Section 8.1 – Officer Roles and Responsibilities

At the December meeting, the Board of Directors will select by vote from amongst themselves Officers to serve annual terms under one of the following titles:

- President
- Vice President
- Treasurer
- Secretary

The President shall:

- Have general active management of the business of the corporation.
- Serve as the Chief Executive Officer and Chief Administrator of the corporation.
- Preside at meetings of the Board, unless the President designates another Director to preside at such meetings.
- See that orders and resolutions of the Board are carried into effect.
- Sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Board to another Director or agent of the corporation.

The Vice President shall:

- Assist the President as needed to perform the duties of President.
- Performs all duties of the President in case of absence or disability.
- Assumes the position of President when vacated.
- Perform other duties prescribed by the Board, these bylaws, and/or the President.

The Treasurer shall:

- Keep accurate financial records for the corporation and present a report on the financial status of the corporation at least once per year at a time designated by the Board.
- Establish accounts with banks and depositories authorized by the Board for the purpose of carrying out the business of the corporation.
- Deposit money, drafts, and checks in the name of and to the credit of the corporation in the banks and depositories designated by the Board.
- Endorse for deposit notes, checks, and drafts received by the corporation as ordered by the Board.
- Disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board.
- Upon request, provide the President and/or the Board an account of transactions and of the financial condition of the corporation.
- File and maintain accurate reporting with governmental agencies including but not limited to the IRS, FinCEN and the State of Minnesota as required by law.
- Perform other duties prescribed by the Board, these bylaws, and/or by the President.

The Secretary shall:

- Maintain accurate records of proceedings of the Board and members.
- Send notice of meetings per applicable law, the Articles of Incorporation, and/or these bylaws, unless such requirement is delegated to or assumed by another Director.
- Perform other duties prescribed by the Board, these bylaws, and/or the President.

Section 8.2 – Delegation

When necessary, Directors may delegate roles to volunteers working on committees with the understanding that a Director who delegates the duties or powers of an office remains subject to the standard of conduct for a Director with respect to the discharge of the delegated duties and powers.

Section 8.3 – Limits on Officer Incumbency

To promote transparency and accountability, the Executive Officer roles of President, Vice President, Secretary and Treasurer are subject to term limits of five (5) consecutive terms before the role must be relinquished.

The past executive officers may continue to serve on the Board in other capacities and my return to their prior role after an absence one (1) year.

Section 9 – Ad Hoc Committees

The Board of Directors may create other committees as needed to advise the Board or to carry out the purposes of the corporation. At all times the Board of Directors must approve any contract or agreement with outside individuals and organizations, and the Board retains full authority over the management of the corporation. The President shall appoint all ad hoc committee chairs.

Chaska Valley Family Theatre

Conflict of Interest Policy

Section 1 – Purpose

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that may benefit the private interest of an officer or director of the Organization or may result in a possible excess benefit transaction. This policy is intended to supplement but not replace any application state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 – Definitions

2.1 Interested Persons

Any director, principal officer, or member of a committee with governing board delegated powers, who has direct or indirect financial interest, as defined below, is an interested person

2.2 Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment or family

- a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement
- b) A compensation agreement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Section 3 – Procedures

3.1 Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

3.2 Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.3 Procedures for Addressing the Conflict of Interest

- a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest
- b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement
- c) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organizations best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement

3.4 Violations of the Conflict-of-Interest Policy

- a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflict of interest, it shall inform the member of the basis of such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, this shall take appropriate disciplinary and corrective action.

Section 4 – Records and Proceedings

The Minutes of the governing board and all committees with board delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict on interest was present, and the governing board's or committee's decision as to whether a conflict of interest existed.
- b) The names of the persons who were present for discussion and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5 – Compensation

- a) A voting member of the governing board who receives compensation, directly or indirectly, from the Organizations for services is precluded from voting on matters pertaining to that members compensation
- b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for service is precluded from voting on matters pertaining to that member's compensation
- c) No voting member of the governing board or any committee whose jurisdiction includes compensations matters and receives compensation, directly or indirectly, from the Organization, either individually or

collectively is prohibited from providing information to any committee regarding compensation.

Section 6 – Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of this conflict-of-interest policy
- b) Has read and understands the policy
- c) Has agreed to comply with the policy, and
- d) Understands that the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes

Section 7 – Periodic Reviews

To ensure that the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic review shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the results of arm's length bargaining
- b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for good and services, further charitable purposes and do not result in inurement, impermissible private benefit or an excess benefit transaction

Section 8 – Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.