

**AMENDED AND RESTATED BYLAWS  
OF THE  
CENTER FOR THE ARTS**

(Amended September 29, 2022)

**ARTICLE 1 – NAME & PRELIMINARY STATEMENTS**

**1.1 Name.** The name of this corporation is Community Center for the Arts, a Wyoming nonprofit corporation, doing business as Center for the Arts (“Corporation”).

**1.2 Preliminary Statements.** These Amended & Restated Bylaws (the “Bylaws”) are adopted by the current Directors of the Corporation accordance with Wyo. Stat. § 17-19-1020. The Corporation was originally incorporated on September 21, 1995 when the Incorporator filed the Articles of Incorporation for the Corporation (the “Articles”), with the Wyoming Secretary of State in accordance with the provisions of the Wyoming Nonprofit Corporation Act, Wyo. Stat. §§ 17-19-101 to 17-19-1440. As amended (the “Act”).

**ARTICLE 2 – PURPOSES & POWERS**

**2.1 Purposes.** The purposes of the Center for the Arts are to plan, develop and operate cultural facilities, including education facilities in Teton County, Wyoming which help to create and sustain cultural activities and a sense of community cohesiveness. Further, the purposes are as set forth in the Articles, as amended from time to time, and in Wyo. Stat. § 17-19-301.

**2.2 501(c)(3) Status.** The Corporation is recognized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Code.

**2.3 Non-Discrimination Policy.** In the furtherance of the Corporation’s Purposes, the Corporations shall not deny access or participation in the rights, privileges, programs and activities generally accorded or made available through the Center for the Arts on the basis of race, color, religion, national or ethnic origin, gender expression, age, disability, sexual orientation, marital status, or military status. The Corporation does not and shall not discriminate on the basis of basis of race, color, religion, national or ethnic origin, gender expression, age, disability, sexual orientation, marital status, or military status in the administration of its charitable Purposes.

**2.4 Private Inurement.** No part of the income of the Corporation shall inure to the benefit of any Director, Officer or Member of the Corporation, or any private individual having a personal or private interest in the Corporation (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation affecting one or more of its Purposes).

**2.5 Powers.** The Corporation shall have the power, directly or indirectly, along or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the Corporation is organized, and to aid or assist other

organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation shall include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions. The Corporation additionally shall have any and all powers as set forth in its Articles of Corporation, these Bylaws and as set forth in Wyo. Stat. § 17-19-302.

### **ARTICLE 3 – LOCATION**

The location of the principal office of this Corporation, at which general business of this Corporation shall be transacted and where the records of this Corporation shall be kept, shall be at 240 South Glenwood, P.O. Box 860, Jackson, Teton County, Wyoming 83001.

### **ARTICLE 4 – MEMBERSHIP**

**4.1 Members.** The Corporation shall have Members, as defined in Wyo. Stat. § 12.1.101(a)(iii)(E) of the Wyoming liquor licensing laws. Such Members shall be of two classes and with such classes of membership, qualifications, rights, privileges, dues, fees, responsibilities and provisions regarding the withdrawal, suspension, expulsion or termination of such Members being defined herein and determined and controlled by the Corporation’s Board of Directors. The Center for the Arts shall not have Members, as defined in Wyo. Stat. § 17-19-140(a)(xxii) of the Wyoming Nonprofit Corporations Act.

**4.2 Classes of Members.** There shall be two classes of Members. Social Supporting Members and Temporary Members, as further defined below.

- a) **Social Supporting Members.** Social Supporting Members shall be general Members whose rights, privileges, obligations and responsibilities shall be defined herein.
  - i. **Number.** The Corporation shall have no fewer than one hundred (100) Social Supporting Members.
  - ii. **Qualifications, Application & Dues.** All Social Supporting Members shall be residents of Teton County, Wyoming. Social Supporting Members shall be required annually to submit a written application for membership to the Corporation’s Secretary and pay annual dues in the amount of at least twenty-five (\$25.00) dollars as required by Wyo. Stat. § 12-1-101(a)(iii)(E), or some other amount as may be determined by the Directors.
  - iii. **Voting Rights.** Each Social Supporting Member shall be entitled to one (1) vote on each matter upon which Members have voting rights. Social supporting Members shall be entitled to vote upon matters coming before the Members at the regularly scheduled Member meetings, as set forth below. The Social Supporting Members shall have no other voting rights on corporate matters whatsoever unless otherwise provided in the Articles or these Bylaws.

- iv. **Purposes.** The Social supporting Members shall be required to meet as required by these Bylaws and to actively engage in carrying out the objectives and purposes of the Corporation, as set forth in section 2.1 herein. Annually, the Members shall cause to be created a detailed statement of its activities during the preceding year which were undertaken or furthered in pursuit of the objects of the Corporation together with an itemized statement of amounts expended for such activities to be filed with the licensing authority, as required in Wyo. Stat. § 12-1-101(a)(iii)(E).
  
- v. **Meetings of Members.** The Social Supporting Members shall have the opportunity to gather and meet quarterly at the Corporation's registered office, located at 240 South Glenwood in Jackson, Wyoming, at 12p.m. on the first (1<sup>st</sup>) day of the first (1<sup>st</sup>), second (2<sup>nd</sup>), third (3<sup>rd</sup>), and fourth (4<sup>th</sup>) quarters of the Corporation's fiscal year, in addition to any informal, social or event gatherings that the Corporation may host or the Social Supporting Members may attend. Attendance at the quarterly meetings of the Members is not required, and no quorum shall be required. Except as set forth in these Bylaws, additional notice of the meetings shall not be given. The purpose of such meetings is for the Social Supporting Members to have an opportunity to discuss with the Corporation's Executive Director or designees any member or corporate issues that they may wish to bring to the attention of the Corporation.
  
- vi. **Termination of Membership.**
  - a) **Member Resignation.** Any Social Supporting Member of the Corporation may resign at any time.
  
  - b) **Expulsion or Suspension.** Any Social Supporting Member of the Corporation may be expelled or suspended by the Board of Directors at any time as long as the process for such expulsion or suspension is fair and reasonable with an opportunity for the Member to be heard.
  
  - c) **Termination.** All Social Supporting Members' memberships shall automatically terminate at the end of the Corporation's fiscal year. Any Social Supporting Member's membership may be terminated at any time by the Board for such Member's failure to pay dues, as set forth in Section 4.3(a)(ii) herein, after having been given notice of dues owed and a reasonable time to pay such dues.
  
- b) **Temporary Members.** Temporary Members shall be temporary, one day members who have purchased or received a ticket to an event or activity sponsored by the Corporation. Temporary Members shall have no voting rights whatsoever and no right to notice or to attend the Social Supporting Members' regular or special meetings. Such

temporary, one day Members' membership shall terminate at the conclusion of the event for which the member purchased or received a ticket, and all of such Temporary Members' rights, privileges and interest of a member in the Corporation shall cease upon such termination.

## **ARTICLE 5 – BOARD OF DIRECTORS**

**5.1 General Powers.** The affairs of the Corporation shall be exclusively governed by, and under the direction and control of, the Board of Directors (“Board”), which Board shall be the sole and ultimate governing body of the Corporation.

**5.2 Number of Directors.** The number of Directors of the Corporation shall be no fewer than six (6) nor more than thirty (30) as determined by the Board from time to time. Two (2) of the Directors of the Corporation shall be elected from the Resident partner organizations.

**5.3 Term of Office.** Directors shall serve a three (3) year term of office, unless a shorter term is designated by the Board upon the appointment of a Director; and shall be limited to three (3) successive terms. After a one (1) year of absence from the Board, a former Director will again be eligible to serve. The term of each Board member will conclude in September at the annual meeting after the third year of service, regardless of starting date. A Director shall not be automatically appointed to successive terms. In order to serve a successive term, a Director must undergo the normal nomination and election process. However, a Director who served as Chair of the Board of Directors of the Corporation within three months of the expiration of the Director's term shall serve one (1) additional year as a Director to assist with transition matters.

**5.4 Directors Emeritus.** The Board may, upon the vote of two-thirds of the Directors then in office, name an individual Director Emeritus. This designation is intended to recognize leadership service, extraordinary stewardship, and other significant contributions to the Board of Directors. A Directors Emeritus shall act as an advisor to the Board. All Directors Emeritus shall be non-voting members and their presence at a meeting shall not count toward a quorum. A Director Emeritus may be removed from such position in the manner specified in Section 5.6.

**5.5 Vacancies.** Vacancies resulting from death, resignation or removal or from an increase in the number of authorized Directors may be filled by a majority vote of remaining Directors and a person elected to fill a vacancy resulting from an increase in the number of authorized Directors shall hold office until the next election of the Board. A Director elected to fill a vacancy resulting from death, resignation or removal from office shall hold office for the unexpired term of his or her predecessor.

**5.6 Removal.** Any Director may be removed (i) without cause upon the vote of two-thirds of the Directors then in office, or (ii) for cause (as defined below) by a majority of the Directors then in office at a duly noticed meeting of the Board and another person may be elected in place of such person at the same meeting. As used herein, "for cause" shall mean:

- (a) The Director has been declared of unsound mind by a final order of court;

- (b) The Director has been convicted of a felony or misdemeanor involving moral turpitude;
- (c) The Director has failed to attend three (3) consecutive meetings of the Board of Directors;
- (d) The Director has violated the Corporation's Conflict of Interest Policy, Confidentiality Policy, or Development and Fundraising Policy;
- (e) The Director continues to violate any other provision of the Board Policy Manual following warning of such violation given to the director by the Executive Committee; or
- (f) The Director commits a wrongful, intentional act that materially impairs the goodwill or business of the Corporation, causes material damage to property of the Corporation, or endangers employees, tenants, volunteers, or patrons of the Corporation.

**5.7 Nominations and Election.** The Nominating and Governance Committee shall prepare a slate of candidates for election. The slate of candidates shall be presented to the Board at least fifteen (15) days prior to the Annual meeting or a regular meeting.

**5.8 Meetings.**

- a) **Special Meetings or Regular Meetings.** Special meetings or regular meetings of the Board of Directors may be called by the Board Chair or by three or more of the Directors unless otherwise prescribed by statute. Notice shall be given at least five (5) business days prior to a regular meeting or special meeting. In the case of a special meeting, the notice shall also describe the purpose for which the meeting is called.
- b) **Notice of Meeting.** Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered by any of the following means: hand delivery, U.S. Mail, fax, email, or other electronic means of communication. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Director at his address as it appears in the records of the Corporation, with postage prepaid thereon prepaid, or by electronic means of communications at such fax address as appears in the records of the Corporation on the date so sent. If for a special meeting the most expeditious means of giving notice shall be used. Oral notice may be given as a supplement to the written notice described above. In the case of facsimile or email notice, such notice shall be deemed to be delivered up on the sent date and time on the sender's facsimile machine or email account.
- c) **Waiver of Notice.**

- i) A Director may at any time waive any notice required by these Bylaws. Except as stated in subsection (ii) below, the waiver shall be in writing, signed by the Director entitled to notice, and filed with the minutes or the corporate records.
  - ii) A Director's attendance at or participation in a meeting waives any required notice of the meeting unless the Director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with these Bylaws objects to the lack of notice and does not thereafter vote for or assent to the objected section.
- d) **Quorum.**
  - i) Except as otherwise provided in these Bylaws, a quorum of the Board consists of a majority of the Board members in office immediately before a meeting begins.
  - ii) If a quorum is present when a vote is taken, the affirmative vote of a majority of Board members present is the act of the Board; provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the Act, the Articles, or these Bylaws.
- e) **Action by Written Consent.** Action taken by a majority of the voting Directors without a meeting is nevertheless Board action if a majority of the Directors entitled to vote on such action consents to the action in writing. An affirmative vote cast by electronic means (i.e. email) shall be considered a written vote for purposes of this Section 5.7 (e) provided each Director voting by such means has clearly, unambiguously, and without qualification, indicated the Director's approval of the action being voted upon. Written consents shall be filed with the minutes of the proceedings of the Board or committee, whether done before or after the action is taken.
- f) **Attendance by Conference Communication Equipment.** Board members and members of Board Committees may participate in meetings of the Board or Board Committees by means of communication equipment that allows all participants in the meeting to hear each other at the same time, and participation at meetings by such means shall constitute presence in person at such meetings.
- g) **Conduct of Meetings.** Meetings of the Board shall be presided over by the Board Chair of the Corporation, or in his or her absence any Vice-Chair of the Corporation (if a Vice-Chair has been elected), or in his or her absence by a Director chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding Officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by *Robert's Rules of Order* insofar as such rules are not

inconsistent with or in conflict with the Articles, these Bylaws, with provisions of law, or with special rules of order adopted by the Board.

- h) **Executive Sessions.** The Board, or any Board Committee, may meet in an executive session limited to Directors or members of a Committee, and such other individuals as may be deemed by the Chairperson of the meetings to be appropriate participants. Litigation or personnel matters that are discussed in such executive session may, at the discretion of the Chairperson of said meeting, be only generally referenced in the minutes of the meeting.

**5.9 Proxies.** Pursuant to the Act, a Director may not grant authority to exercise the Director's vote to any other person.

**5.10 Directors' Standards and Liabilities.** A director shall not be deemed a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property. As per Wyo. Stat. § 17-19-830(b), members of the Board are not individually liable for any actions, inactions, or omissions by the Corporation.

**5.11 Directors' Conflict of Interest and Confidentiality Policy.** The Directors shall adopt and maintain an appropriate Directors' Conflict of Interest and Confidentiality Policy. As a condition of serving as a Director of the Corporation, every Director shall sign and agree to adhere to the Corporation's Directors' Conflict of Interest and Confidentiality Policy.

**5.12 Compensation.** No Director shall receive any compensation from the Corporation for services performed in his or her official capacity as a Director or Officer, but Directors may be reimbursed for reasonable and necessary expenses incurred in the performance of their official duties. Nothing in this section shall prevent compensation being paid to a person for services rendered to the Corporation in a capacity other than as a Director or Officer.

## **ARTICLE 6 – COMMITTEES OF THE BOARD**

**6.1 Standing Committees.** The Board may create one or more committees of the Board and shall appoint members of the Board to serve on them ("Standing Committees"). With the exception of the Executive Committee, persons not serving on the Board of Directors may serve on any Standing Committee. Only current Directors may serve on the Executive Committee. A Standing Committee Chairperson can invite up to three (3) community members to serve on a Standing Committee of the Board. Each community member shall serve a one year term on a Standing Committee. The names of community members that a Standing Committee Chairperson intends to invite onto the Standing Committee shall be reviewed and approved by the Nominating & Governance Committee prior to those invitations being made. Should the Board of Directors specifically delegate any decision making authority to a Standing Committee, pursuant to W.S. §17-19-825 of the Wyoming Nonprofit Corporation Act, only members of the Board of Directors sitting on such Standing Committee shall be permitted to vote on any such decision delegated to the Standing Committee.

**6.2 Special Committees.** The Board may also appoint informed or advisory committees (“Special Committees”) that are comprised of persons, who may or may not be members of the Board, to undertake tasks assigned to such committees by the Board. In addition, a Special Committee Chairperson can invite up to three (3) community members to serve on a Special Committee of the Board. Each community member shall serve a one year term on a Special Committee. The names of community members that a Special Committee Chairperson intends to invite onto the Special Committee shall be reviewed and approved by the Nominating & Governance Committee prior to those invitations being made. Should the Board of Directors specifically delegate any decision making authority to a Special Committee, pursuant to W.S. §17-19-825 of the Wyoming Nonprofit Corporation Act, only members of the Board of Directors sitting on such Special Committee shall be permitted to vote on any such decision delegated to the Special Committee.

**6.3 Delegation of Authority.** Such Standing and Special Committees shall have the powers specifically delegated to them by the Board subject to Wyo. Stat. § 17-19-825(c); provided, however, in no event shall any committee have the authority to take any of the following actions:

- (a) Remove any director or officer appointed by the Board of Directors;
- (b) Fill vacancies on the Board or created by the removal or resignation of any officer;
- (c) Amend or repeal the Bylaws or the Articles or adopt new bylaws or articles of incorporation;
- (d) Amend or repeal any resolution of the Board;
- (e) Create any other committees of the Board or amend or otherwise change powers and authority granted to any committee by the Board;
- (f) approve any sale or transfer of all or substantially all of the Corporation’s assets;
- (g) dissolve the Corporation;
- (h) seek any change in the Corporation’s status as an Internal Revenue Code §501(c)(3) public charity with the United States Department of the Treasury;
- (i) Borrow money on the credit or in the name of the Corporation; and
- (j) Establish new policy or initiate major new projects.

**6.4 Committee Members.** The Chairperson and each Director member of each Committee shall be nominated by the Board Chair and shall be elected by a majority vote of the Board. Committee members who are not members of the Board of Directors shall be appointed by the Committee Chairperson subject to approval by the Nominating & Governance Committee in accordance with

Sections 6.1 and 6.2. Each Committee Chairperson and Director member of a Committee shall serve at the pleasure of the Board.

**6.5 Quorum and Rules.** One-third (1/3) of the members of each Committee shall constitute a quorum for the transaction of business, except that if a Committee has fewer than four (4) members, two-thirds (2/3) of the members of such Committee shall constitute a quorum. Each Committee shall establish appropriate rules as to notice of meetings and each Committee shall promptly prepare and file with the Secretary of the Corporation minutes of the Committee meetings to be made available to all Directors prior to the next scheduled meeting of the Board.

**6.6 Standing Committees.** The following standing Committees are hereby established: Executive Committee, Finance and Audit Committee, Nominating and Governance Committee, Marketing Committee, Development Committee, Building and Grounds Committee, and Programming and Collaborations Committee.

**6.7 Executive Committee.** The Executive Committee shall consist of not fewer than three (3) but not more than eight (8) members. The Executive Committee shall meet at least bi-monthly. The Board Chair shall be the Chairperson of the Executive Committee. The Executive Committee shall have the power to address the issues delegated or referred to it by the Board. Notwithstanding the foregoing, the Executive Committee shall have full powers and authority to act in the place and stead of the Board of Directors in all matters on which the Board of Directors could act, other than those powers enumerated in Section 6.3 above, to address issues deemed an emergency or issues where a delay would cause undue harm to the Corporation.

## **ARTICLE 7 – OFFICERS OF THE CORPORATION**

**7.1 Officers.** The Officers of the Corporation shall be the Chair of the Board (or Board Chair), the Treasurer (who shall be the Chair of the Finance Committee), the Secretary, and the Executive Director and Chief Executive Officer. From time to time the Board may elect a Vice-Chair of the Corporation. A candidate for Vice-Chair must be nominated by the Nominating and Governance Committee and elected by the Board. With the exception of the Executive Director and Chief Executive Officer, each of the foregoing Officers must be members of the Board of Directors. The Executive Director and Chief Executive Officer shall not be a member of the Board of Directors.

### **7.2 Service and Duty of Officers.**

- a) Each officer shall serve a one year term.
- b) One person may hold up to two offices at the same time.
- c) Any officer elected or appointed by the Board may be removed by the Board with or without cause; provided, however, the Executive Director and Chief Executive Officer may be removed with or without cause only by a majority of the Directors then in office.

- d) The Board may appoint an agent of the Corporation and, subject to the control of the Board, the agent shall supervise and control the business and affairs of the Corporation. He (she) may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board, certificates of the Corporation, any deed, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed by the Board or these Bylaws to some other officer of the Corporation, or shall be required by law to be otherwise signed or executed and such other duties as may be prescribed by the Board from time to time.
- e) The Chair of the Board (also referred to as the Board Chair) shall, subject to the control of the Board of Directors and the delegation of operational control of the Corporation to the Executive Director as described below, have general supervision, direction and control of the affairs of the Corporation. The Chair of the Board shall preside at all meetings of the Board of Directors. The Board Chair shall see that all orders and resolutions of the Board of Directors are effectuated and perform such duties as be directed by the Board of Directors in accordance with the Bylaws.
- f) The Vice-Chair, if elected by the Board, shall act in the Board Chair's stead in the event the Board Chair is incapacitated or unavailable, and shall perform such other duties as from time to time may be assigned to him (her) by the Chair of the Board.
- g) The Treasurer, unless otherwise provided by a resolution adopted by the Board, shall have the custody of all the funds and securities of this Corporation, and shall cause the same to be deposited in the name of this Corporation in a bank or banks to be designated by the Board. When necessary and proper, he (she) shall endorse upon behalf of this Corporation all checks, drafts, notes and other obligations coming into his or her possession, and shall cause the same to be deposited together with all the funds of this Corporation coming into his (her) possession, in such bank or banks as maybe selected by the Board. He (she) shall cause to be kept full and accurate accounts of all receipts and disbursements of this Corporation in books belonging to this Corporation, and shall be open at all times to the inspection of the Board. He (she) shall cause to be presented to the Board at its annual meeting a financial report for the Corporation and shall from time to time cause such other reports to be made to the Board as may be necessary.
- h) The Secretary shall cause all the proceedings of the meetings of the Board to be recorded in the book to be kept for that purpose. He or she shall be responsible for all notices of meeting of the Board and all other notices required by law or by these Bylaws, and in the case of his or her absence or refusal or neglect to do so, any such notice may be given by the Vice-Chair (if elected) or any other Director selected by the Board. The Secretary shall be the custodian of all books, correspondence and papers relating to the business of this Corporation, except those of the Treasurer. Unless otherwise provided by a resolution adopted by the Board, he or she shall join with other appropriate officers in the execution on behalf of this Corporation of all contracts, deeds, conveyances and other instruments in writing which may be required or

authorized to be so executed by the Board for the proper and necessary transaction of the business of this Corporation.

- i) The Executive Director of the Corporation shall have day to day authority over the operation of the Corporation, including the hiring and firing of all staff, provided the Executive Director shall report to the Chair of the Board and be under the ultimate control of the Chair of the Board and the Board of Directors with respect to all corporate matters including the operations of the Corporation.

**7.3 Additional Powers.** Any officer of this Corporation, in addition to the powers conferred upon him (her) by these Bylaws, shall have such additional powers and perform such additional duties as may be prescribed from time to time by the Board.

### **ARTICLE 8 – AMENDMENTS**

The Board may amend the Articles and these Bylaws to include or omit any provision which could be lawfully included or omitted at the time such amendment is made. All amendments to the Articles or Bylaws shall be made in accordance with Wyo. Stat. §§ 17-19-1001 to 17-19-1031. Any number of amendments, or an entire revision of the Articles or Bylaws, may be submitted and voted upon at a single meeting of the Board and shall be considered approved by the Board at such meeting upon receiving a majority vote of the Directors who are in office at that time and entitled to vote on the proposed amendment or revision, a quorum being present. Notice of any proposed amendment to the Bylaws or Articles shall specify the proposed changes and be mailed, emailed, faxed, or hand delivered to all Directors at least fifteen (15) days prior to the meeting at which these amendments are discussed.

### **ARTICLE 9 – INDEMNIFICATION**

To the full extent permitted by any applicable law, this Corporation shall indemnify each person who was or is a party or is threatened to be a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation, by reason of the fact that such person is or was

- i) a Director, Officer, employee or member of a committee of this Corporation or,
- ii) while a Director, officer or employee of this Corporation, was serving as Director, officer, partner, trustee or agent of another organization or employee benefit plan at the request of this Corporation or pursuant to his or her duties as Director, officer, or employee of this Corporation against expenses, including attorney's fees, judgements, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee without limitation, excise taxes assessed against the person with respect to an employee benefit plan) and amounts paid in settlement or pursuant to arbitration actual and reasonably incurred by such person in connection with such action, suit or proceeding.

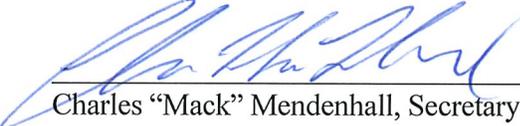
Indemnification provided by this Section shall continue as to a person who has ceased to be a Director, Officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this Section. Any indemnification realized other than under this Section shall apply as a credit against any indemnification provided by this Section.

This Corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or a member of a committee of this Corporation against any liability asserted against such persons or uncured by such persons in any such capacity.

**Certificate of Secretary of the  
Community Center for the Arts**

I, Charles "Mack" Mendenhall, hereby certify that I am the Secretary of the Community Center for the Arts, a Wyoming Public Benefit Corporation, and that the foregoing Bylaws (including this Certificate of Secretary) comprising twelve (12) pages, constitute the Bylaws of said corporation as duly adopted by the Board of Directors on September 29, 2022, and that they have not been amended or modified since that date.

Executed effective the 29 day of September, 2022, at Jackson, Wyoming.

  
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Charles "Mack" Mendenhall, Secretary