

MINNEAPOLIS COLLEGE OF ART AND DESIGN
AMENDED AND RESTATED BYLAWS

Adopted by the Board of Trustees May 8, 2017

This instrument constitutes the Bylaws of Minneapolis College of Art and Design (“MCAD”), a Minnesota nonprofit corporation, adopted for the purpose of regulating and managing the internal affairs of MCAD.

ARTICLE I
MEMBERS

MCAD shall have no members. Any action or approval of the members or shareholders of a corporation which would otherwise be required by the terms of any agreement to which MCAD is a party, or by which MCAD is bound, or by the provisions of any law, rule or regulation to which MCAD is subject, requires only action or approval of the Board of Trustees.

ARTICLE II
BOARD OF TRUSTEES

Section 2.1 Management. The business, charitable and educational affairs of MCAD shall be managed by or under the direction of a Board of Trustees. The Board of Trustees shall have such power and authority provided by applicable law, including, but not limited, to the following:

- 2.1.1 Determining the mission of MCAD;
- 2.1.2 Annually assess the performance of the President/CEO;
- 2.1.3 Reviewing and approving significant changes in the educational programs of MCAD;
- 2.1.4 Reviewing and approving a Faculty Handbook;
- 2.1.5 Reviewing and approving the benefits for all staff, faculty, administrators and other employees of MCAD as part of the annual budget process;
- 2.1.6 Approving and authorizing all earned and honorary degrees upon recommendations of the faculty and the President/CEO;
- 2.1.7 Reviewing and approving the annual budget of MCAD;
- 2.1.8 Establishing policy guidelines with respect to the endowment fund and other

investments of MCAD;

2.1.9 Authorizing the purchase and sale of land and buildings by MCAD, and the construction of new buildings by MCAD;

2.1.10 Authorizing the incurring of any secured or unsecured debts by MCAD;

2.1.11 Authorizing any changes in tuition and fees for students as a part of the annual budget process;

2.1.12 Approving major fund raising efforts by MCAD, and authorizing officers, employees and agents of MCAD to accept gifts or bequests on behalf of MCAD; and

2.1.13 Ensuring that the Board, the officers and the employees comply with applicable law.

Section 2.2 Number, Composition of Board. The Board of Trustees shall consist of the number of Trustees determined by resolution of the Board; provided that the Board shall be comprised of at least three (3) Trustees. The President/CEO shall be an ex-officio member of the Board of Trustees with all of the rights and duties of other Trustees. The Board may designate one or more individuals as Life Trustees in recognition of their unfailing dedication and commitment to MCAD over an extended number of years. Life Trustees shall be members of the Board and shall have the right to vote. The Board may designate one or more individuals as Emeritus Trustees in recognition of their support of MCAD. Emeritus Trustees shall not be deemed to be members of the Board and shall not have the right to vote. Emeritus Trustees shall serve at the pleasure of the Board which may withdraw the designation of a person as an “Emeritus Trustee” at any time with or without cause.

Section 2.3 Terms of Trustees. Trustees shall be elected by the Board and shall serve for a term of three (3) years, except that the Board may from time to time modify the terms of Trustees so that approximately one-third (1/3) of the Trustees are elected each year. A Trustee whose term has expired may be elected by the Board to serve for one (1) or more additional terms. The President/CEO shall serve as an ex-officio member of the Board of Trustees so long as such person holds the office of President/CEO. Life Trustees shall serve at the pleasure of the Board for a term of ten (10) years which is automatically renewed every ten (10) years.

Section 2.4 Resignation of Trustees. A Trustee may resign at any time by giving written or electronic notice to the Chair of the Board or the Secretary. The resignation is effective without acceptance when the notice is given to the Chair of the Board or the Secretary,

unless a later effective time is specified in the notice. All Trustees shall be provided notice of the resignation as soon as reasonably possible.

Section 2.5 Removal of Trustees. A Trustee (other than an ex-officio Trustee) may be removed from the Board, with or without cause, by the affirmative vote of two-thirds (2/3) of the Trustees then in office; provided that not less than five (5) days' and not more than thirty (30) days' notice of such meeting stating that removal of such Trustee is to be on the agenda for such meeting shall be given to each Trustee. The President/CEO may be removed as ex-officio member of the Board as provided in Section 4.5.

Section 2.6 Filling Vacancies. In the event of the death, removal or resignation of a Trustee, a successor to fill the unexpired term may be elected by the Board.

Section 2.7 Compensation. Trustees shall not receive compensation from MCAD for their services as members of the Board, but shall be entitled to be reimbursed by MCAD for expenses incurred on behalf of MCAD to the extent provided by the Board.

Section 2.8 Regular Meetings/Annual Meeting. The Board of Trustees shall hold a regular meeting each calendar quarter and at such other times as may be determined by the Board. The notice of regular meetings need not state the purpose of the meeting.

Section 2.9 Special Meetings. Special meetings of the Board of Trustees may be called at any time upon request of the Chair of the Board, the President/CEO or any five (5) Trustees, provided that any such request shall be sent to the Chair of the Board and shall specify the purpose or purposes for the meeting. The Chair of the Board shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days' notice of the time, place and purpose of such special meeting.

Section 2.10 Place of Meetings. The Board of Trustees may hold its meetings at such places, whether in this state or elsewhere, as a majority of the Trustees then in office may from time to time designate. Upon failure to designate any other place, such meetings shall be held at the principal offices of MCAD.

Section 2.11 Quorum. At all meetings of the Board of Trustees a majority of the Trustees then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 2.12 Number Required for Action by Trustees. Except where otherwise required by law, the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the Trustees present at a duly held meeting shall be sufficient for any action.

Section 2.13 Action Without a Meeting. The Board of Trustees may take action in writing, by facsimile, or by email, without a meeting as provided by Minnesota law.

Section 2.14 Action by Remote Communication. Any meeting among Trustees may be conducted solely by one or more means of remote communication through which all of the Trustees may participate in the meeting, if the same notice is given of the meeting required by Section 2.15, and if the number of Trustees participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by remote communication constitutes presence at the meeting.

Section 2.15 Notice. Notice of any meeting of the Board of Trustees shall be given at least five (5) days prior to the date of the meeting by written notice mailed to each Trustee at his or her designated address, or by notice delivered personally or by facsimile. Notice may also be given by a form of electronic communication consented to by the Trustee to whom the notice is given.

Section 2.16 Waiver of Notice. Any Trustee may waive notice of any meeting as provided by Minnesota law.

Section 2.17 Non-Voting Representatives. Unless otherwise determined by the Board, the Chair of the MCAD Faculty Senate, the Chair of the Alumni Board, one (1) student representative from the undergraduate program and one (1) student representative from the graduate program shall be invited to attend all meetings of the Board. The Chair of the MCAD Faculty Senate, the Chair of the Alumni Board, and the student representatives shall not be deemed to be members of the Board and shall not have the right to vote. The Board shall have the right to exclude the Chair of the MCAD Faculty Senate, the Chair of the Alumni Board, and the student representatives from all or any portion of a meeting of the Board.

ARTICLE III **COMMITTEES**

Section 3.1 Executive Committee. The Executive Committee shall consist of the Chair of the Board, the Vice-Chairs, the immediate past Chair of the Board, and the chair of each standing committee. The Executive Committee shall:

3.1.1 Take action for the Board on emergency matters that cannot or should not be deferred to the Board's next scheduled meeting, except that the Executive Committee shall not have the authority to: (a) elect or remove the President/CEO; (b) elect or remove a Trustee or an officer; (c) change the mission or purposes of MCAD; (d) change or amend the Articles of Incorporation or the Bylaws; (e) incur any indebtedness on behalf of MCAD; (f) sell or otherwise transfer any assets of MCAD; (g) adopt or amend the annual budget of MCAD; or (h) confer any degrees.

3.1.2 Assist the President/CEO to address nonessential business between regular meetings of the Board.

3.1.3 Recommend matters for action by the Board;

3.1.4 Review and assess the work of other committees;

3.1.5 Review and assess MCAD's planning process and planning goals; and

3.1.6 Annually assess the President/CEO's performance, and recommend to the Board the President/CEO's compensation and terms of employment.

Section 3.2 Audit Committee. The Audit Committee shall consist of three (3) or more Trustees, none of whom may be an employee of MCAD. The Audit Committee shall:

3.2.1 Monitor the overall system of internal financial control and risk management maintained by MCAD;

3.2.2 Supervise the preparation of and review of the results of periodic audits of MCAD, including MCAD's pension and retirement plans;

3.2.3 Recommend to the Board the appointment or termination of MCAD's independent auditors;

3.2.4 Confer with MCAD's independent auditors with respect to the finances of MCAD; and

3.2.5 Recommend to the Board special audits of MCAD as deemed necessary or appropriate.

Section 3.3 Other Committees. The Board of Trustees may establish one or more other standing and ad hoc committees having such role and responsibilities as determined by the Board.

Section 3.4 Composition of Committees. Except as provided in these Bylaws or by the Board:

3.4.1 The chair and the members of all committees shall be appointed by the Chair of the Board.

3.4.2 Members of a committee (other than the chair of the committee) need not be Trustees, provided that a majority of the persons serving on a committee must be Trustees.

Section 3.5 Meetings of Committees. Meetings of a committee may be called, from time to time, upon request of the Chair of the Board, the chair of the committee, the President/CEO, or any two (2) committee members. Notice requirements shall be the same as for special meetings of the Board of Trustees. Unless otherwise determined by the Board, all meetings of a committee shall be held at the principal offices of MCAD.

Section 3.6 Charter. The Board shall establish for each committee (other than the Executive Committee and the Audit Committee which are covered by Sections 4.1 and 4.2 of these Bylaws), a written Charter or Statement of Purpose that sets forth the primary functions and responsibilities of such committee. The Board shall regularly review such Charters or Statements of Purpose for their appropriateness and adequacy.

ARTICLE IV **OFFICERS OF MCAD**

Section 4.1 Required Officers. The officers of MCAD shall be a Chair of the Board, one or more Vice-Chairs (which may include a Chair-Elect), a President/CEO, a Chief Financial Officer, and such other officers as the Board of Trustees may, from time to time, appoint. The Chair of the Board and Vice-Chairs shall be members of the Board of Trustees and shall be appointed by the Board. The President/CEO shall be an employee of MCAD and shall be elected by two-thirds (2/3) of the Trustees then in office. The Chief Financial Officer shall be an employee of MCAD and shall be appointed by the Board with the recommendation of the President/CEO.

Section 4.2 Duties of Officers.

4.2.1 Chair of the Board. The Chair of the Board shall preside at all meetings of the Board of Trustees and shall oversee the long term goals and purposes of MCAD.

4.2.2 Vice-Chairs. The Vice-Chairs shall perform such duties as may be determined from time to time by the Board of Trustees. The Chair-Elect (or a Vice-Chair designated by the Board if there is not a Chair-Elect) shall be vested with all powers of

and perform all the duties of the Chair of the Board in the Chair's absence or inability to act, but only so long as such absence or inability continues.

4.2.3 President/CEO. The President/CEO shall be the Chief Executive Officer of MCAD and shall be responsible for the day-to-day operations of MCAD. The President/CEO shall have all of the powers and duties normally belonging to the President, Chief Executive Officer, or Executive Director of a Minnesota nonprofit corporation. The President/CEO shall perform such other duties as may be determined from time to time by the Board.

4.2.4 Chief Financial Officer. The Chief Financial Officer shall report to the President/CEO and shall have charge of the corporate treasury, receiving and keeping the monies of MCAD, and disbursing corporate funds as authorized by the President/CEO. The Chief Financial Officer shall have all of the powers and duties normally belonging to the Treasurer or Chief Financial Officer of a Minnesota nonprofit corporation. The Chief Financial Officer shall provide financial reports to the Audit Committee and the Board as provided in Section 7.7 of these Bylaws, and shall perform such additional duties as may be determined from time to time by the President/CEO or the Board.

Section 4.3 Compensation of Officers. The compensation of the President/CEO shall be determined by the Board. The compensation of the Chief Financial Officer shall be determined by the President/CEO.

Section 4.4 Resignation of Officers. An officer may resign at any time by giving written notice of the resignation to the President/CEO or the Chair of the Board.

Section 4.5 Removal of Officers. The Chair of the Board, the Vice-Chairs and the President/CEO may be removed, with or without cause, by the Board at a duly held meeting of the Board for which notice stating such purpose has been given. The Chief Financial Officer may be removed, with or without cause, by the President/CEO. The removal of the President/CEO or the Chief Financial Officer shall not affect any contractual rights of such person.

Section 4.6 Vacancies. Any Vacancy in the office of Chair of the Board or President/CEO shall be filled by the Board. The Board may, but shall not be required to, fill any vacancy in the office of Vice-Chair. Any vacancy in the office of Chief Financial Officer shall be filled by the Board of Trustees with the recommendation of the President/CEO.

ARTICLE V
ADMINISTRATION OF THE COLLEGE

Section 5.1 Vice-Presidents of the College. The President/CEO shall have the authority to designate one (1) or more employees of MCAD as Vice-Presidents of the College.

5.1.1 The President/CEO shall have the authority to determine the compensation to be paid to Vice-Presidents of the College.

5.1.2 Each Vice-President of the College shall have such powers and shall perform such duties as may be assigned by the President/CEO.

5.1.3 The President/CEO shall have the power and authority to remove any Vice-President of the College at any time, with or without cause. Such removal shall not affect any contractual rights of the Vice-President.

5.1.4 Vice-Presidents of the College shall not be deemed to be “officers” of MCAD within the meaning of Minnesota Statutes §317A.011, Subd. 15.

Section 5.2 Secretary. The President/CEO shall have the authority to designate an employee of MCAD as the Secretary.

5.2.1 The President/CEO shall have the authority to determine the compensation to be paid to the Secretary.

5.2.2 The Secretary shall attend all meetings of the Board of Trustees and any committee thereof, and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the President/CEO.

5.2.3 The President/CEO shall have the power and authority to remove the Secretary at any time, with or without cause. Such removal shall not affect any contractual rights of the Secretary.

5.2.4 The Secretary shall not be deemed to be an “officer” of MCAD within the meaning of Minnesota Statutes §317A.011, Subd. 15.

ARTICLE VI
STANDARD OF CARE AND CONFLICTS OF INTEREST

Section 6.1 Standard of Care. It is the responsibility of each Trustee to perform his or her duties as a Trustee in good faith, in a manner the Trustee reasonably believes to be in the best

interests of MCAD, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 6.2 Identification of Conflicts of Interest. A conflict of interest exists if MCAD contracts with, or enters into a financial transaction with:

6.2.1 One or more Trustees.

6.2.2 A Member of the Family of a Trustee. For purposes of this Article, a “Member of the Family” of a Trustee includes the Trustee’s spouse, domestic partner, parent, child, and brothers and sisters, and the spouse or domestic partner of the Trustee’s children, brothers and sisters, or any combination of them.

6.2.3 An organization in or of which one or more Trustees or a Member of the Family of a Trustee are directors, officers or legal representatives or have a material financial interest.

Section 6.3 Permissible Conflicts of Interest. A conflict of interest will not cause a contract or transaction with MCAD to be void or voidable because the interested Trustee or other individual/organization are parties, or because the interested Trustee is present at the meeting of the Board of Trustees or a committee at which the contract or transaction is authorized, approved or ratified, if:

6.3.1 The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to MCAD at the time it was authorized, approved or ratified; or

6.3.2 The material facts as to the contract or transaction and as to the Trustee’s or Trustees’ interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested Trustee shall not be counted in determining the presence of a quorum and shall not vote.

Section 6.4 Required Procedures.

6.4.1 All Trustees shall disclose to the Board any possible conflict of interest at the earliest practical time.

6.4.2 A Trustee with a conflict of interest shall absent himself or herself from discussions of, and abstain from voting on, such matters under consideration by the Board of Trustees or its committees.

6.4.3 The minutes of each meeting of the Board or a committee at which a disclosure was made shall reflect that a disclosure was made and that the Trustee with a conflict or possible conflict abstained from voting.

6.4.4 Any Trustee who is uncertain as to whether a conflict of interest may exist in any matter may request that the Board or a committee resolve the question in his or her absence by majority vote.

6.4.5 Each Trustee shall complete and sign a Conflict of Interest Disclosure form provided annually by the Board.

ARTICLE VII **FINANCE**

Section 7.1 Receipts. Any dues, contributions, grants, bequests or gifts made to MCAD shall be accepted or collected only as authorized by the Board.

Section 7.2 Deposits. All funds of MCAD shall be deposited to the credit of MCAD under such conditions and in such banks as shall be designated by the Board.

Section 7.3 Contracts. All contracts to which MCAD is a party shall be executed and delivered as provided by the Board.

Section 7.4 Monies and Investments. All monies and investments of MCAD shall be transferable as provided by the Board.

Section 7.5 Title to Property. Title to all property shall be held in the name of MCAD.

Section 7.6 Annual Budget. The annual budget of estimated income, operating expenses and capital expenditures shall be approved by the Board.

Section 7.7 Financial Report. A report of the financial operation of MCAD, prepared in accordance with generally accepted accounting principles, shall be made by the Chief Financial Officer at each meeting of the Audit Committee and the Board, and at such other times as the Audit Committee or the Board may require. The Audit Committee and the Board may, from time to time, establish the required contents of the financial reports and the deadlines by which the financial reports are to be provided to the Audit Committee and the Board.

ARTICLE VIII
INDEMNIFICATION

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other applicable provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of MCAD), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Trustee or officer of MCAD, or he or she is or was serving at the specific request of the Board of Trustees of MCAD as a Trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by MCAD by the affirmative vote of a majority of the Trustees present at a duly held meeting of the Board of Trustees for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article 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 provision of the Bylaws. No person shall have a right to indemnification or indemnification advances by MCAD with respect to any threatened, pending or civil, administrative, arbitration, investigative or other proceeding brought by or in the right of MCAD against such person.

ARTICLE IX
AMENDMENT OF BYLAWS

These Bylaws may be amended at any time and from time to time by the affirmative vote of two-thirds (2/3) of the Trustees then in office; provided that written notice of the meeting and of the proposed amendment shall be given to each Trustee not less than five (5) nor more than thirty (30) days before any meeting of the Board of Trustees at which an amendment of the Bylaws is to be adopted.

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