

THE MINNESOTA ORCHESTRAL ASSOCIATION

By-Laws

(As last amended October 22, 2009)

ARTICLE I.

BOARD OF DIRECTORS

Section 1. General Powers. The business of the corporation shall be managed by or under the direction of the Board of Directors.

Section 2. Classes of Directors. The Board of Directors shall consist of five (5) classes of Directors which together shall constitute the Board of Directors: Regular Directors, Ex-Officio Directors, Directors Emeriti, Life Directors, and Honorary Directors. All Directors shall have the same voting and other privileges, except that Directors Emeriti and Honorary Directors shall not possess the right to vote and Life Directors shall possess the right to vote only if determined to have such right by the Board of Directors upon election as a Life Director. A Life Director's right to vote, if any, shall expire five (5) years after election or renewal unless renewed by the Board of Directors for another five (5) year period at an Annual Meeting or a Special Meeting called for such purpose. Directors Emeriti, Honorary Directors and Life Directors who do not possess the right to vote shall not be counted for quorum purposes.

Section 3. General Qualifications. No person receiving a salary, wages or other remuneration in lieu thereof from the Minnesota Orchestral Association or the Minnesota Orchestra (other than the President of the Minnesota Orchestral Association) shall be eligible for selection as a Director.

Section 4. Regular Directors. There shall be a maximum of 75 and a minimum of 15 Regular Directors, divided into three (3) groups as determined by the Board of Directors. The election of the groups of Regular Directors shall be staggered so that the terms of approximately one-third (1/3) of the Regular Directors expire each year.

Regular Directors shall be elected by the Board of Directors at an Annual Meeting or at a Special Meeting called for such purpose. Except for the specified term of a Regular Director elected to complete an unexpired term, Regular Directors shall be elected for term of three (3) years. Regular Directors shall take office immediately upon election and shall serve until the expiration of the term for which such Regular Director was elected or until the Regular Director's earlier death, resignation, removal or disqualification. No successor need be elected or qualified.

Except as set forth below, a Regular Director may be elected for not more than three (3) consecutive, full, three (3) year terms. Before a former Regular Director, having completed three (3) consecutive, full, three (3) year terms, may be reelected to serve additional terms as a Regular Director, one (1) full year shall have elapsed during which such person was not a Regular Director.

Notwithstanding the forgoing limitations set forth in this Article I, Section 4:

(A) a Regular Director elected to serve as Chair-Elect shall be eligible to serve as a Regular Director during a consecutive period consisting of (i) a term of office as Chair-Elect of not more than three (3) years, (ii) a term of office of not more than three (3) years as Chair if elected to begin service as Chair immediately following completion of service as Chair-Elect, and (iii) for an additional consecutive three (3) year period after the completion of service as the Chair; and

(B) a Regular Director elected to serve as Chair shall be eligible to serve as a Regular Director during a consecutive period consisting of (i) a term of office as Chair of not more than three (3) years and (ii) for an additional consecutive period of no more than three (3) years after the completion of service as the Chair;

provided, however, that notwithstanding clauses (A) and (B) above no person shall serve as a Regular Director for more than fifteen (15) consecutive years.

Section 5. Ex-Officio Directors. The President of the Minnesota Orchestral Association, the President of WAMSO-Minnesota Orchestra Volunteer Association, the President-Elect of WAMSO, the Chairperson of the Crescendo Project Board of Directors and the President of the Young People's Symphony Concert Association shall be Ex-Officio Directors during the terms of their offices. The Board of Directors may from time to time designate others holding positions of responsibility with the Minnesota Orchestral Association or the Minnesota Orchestra as Ex-Officio Directors.

Section 6. Directors Emeriti. The Board of Directors may at an Annual Meeting or at a Special Meeting called for such purpose, upon the recommendation of the Board Development and Governance Committee, elect one (1) or more Directors Emeriti. The number of Directors Emeriti serving at any one time shall be without limitation. Directors Emeriti shall be individuals who are elected to this status in recognition of their demonstrated long-term exemplary commitment and service to the corporation and who have completed two (2) or more consecutive three (3) year terms as a member of the Board of Directors. Directors Emeriti shall be elected for life.

Section 7. Life Directors. The Board of Directors may at an Annual Meeting or at a Special Meeting called for such purpose, upon the recommendation of the Board Development and Governance Committee, elect one (1) or more Life Directors. The number of Life Directors serving at any one time shall not exceed twelve (12). Life Directors shall be individuals who are elected to this status in recognition of their

enduring and distinguished leadership and service and outstanding other contributions to the objectives and purposes of the corporation. Life Directors shall be elected for life.

Section 8. Honorary Directors. The Board of Directors may at an Annual Meeting or a Special Meeting called for such purpose elect as Honorary Directors, without limit as to number, prominent members of the community such as governmental officials and educational leaders. Honorary Directors shall serve for a term of one (1) year.

Section 9. Director Conflicts of Interest. This corporation shall not enter into any contract or transaction with (a) one or more of its Directors, (b) a Director of a related organization (within the meaning of Minnesota Statutes, section 317A.011, subd. 18), or (c) an organization in or of which a Director is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the director's interest are known or fully disclosed to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (without counting the interested director), at a meeting at which there is a quorum without counting the interested director. Failure to comply with the provisions of this section shall not invalidate any contract or transaction to which this corporation is a party.

Section 10. Annual Meeting. An annual meeting of the Board of Directors shall be held each year in the City of Minneapolis on the first Friday in December, or at such other time and place as the Board of Directors may determine, for the purpose of electing the officers, committee chairs, the Executive Committee, the Board Development and Nominating Committee and members of the Board of Directors, and for the transaction of any other business.

Section 11. Other Meetings; Special Meetings and Notices. Meetings of the Board of Directors shall be held at least four times each year on dates to be fixed by the Chair of the Board, and special meetings may be called for any purpose or purposes at any time at the request of the Chair of the Board, or any two (2) or more members of the Board. Upon request of the Chair of the Board, or any two (2) or more members of the Board, it shall be the duty of the Secretary forthwith to cause notice to be given to the Directors of the meeting to be held at such time and place as the Secretary may fix, not less than two (2) days after receipt of such request.

Section 12. Waiver of Notice. At least two (2) days' notice shall be given to each Director of the time and place of each meeting of the Board other than the Annual Meeting, but any Director may in writing, either before or after the meeting, waive notice thereof; and, without notice, any Director by his/her attendance at and participation in the action taken at any meeting shall be deemed to have waived notice.

Section 13. Quorum and Voting. At any and all meetings of the Board of Directors of the corporation, one-third of the voting Directors shall constitute a quorum. A Director who is present at a meeting when an action is approved is presumed to have assented to the action unless such Director objects to the legality of the meeting, expressly votes against the action, or is prohibited from voting because of a conflict of interest.

ARTICLE II.

COMMITTEES

Section 1. Authority. The Board of Directors may act by and through such Committees as are approved by the affirmative vote of a majority of the Board of Directors, which Committees shall have the authority of the Board of Directors in the management of the business of the corporation to the extent provided for in the resolutions establishing such Committees. Committees are subject at all times to the direction and control of the Board. Committee members, other than members of the Executive Committee and the Board Development and Governance Committee who shall be Regular Members or Life Directors, need not be Directors.

Section 2. Executive Committee. The Executive Committee shall consist of the Chair, the Chair-Elect, the immediate past Chair, the President, the Secretary and the Treasurer and the President of WAMSO-Minnesota Orchestra Volunteer Association and, in addition to such persons, no less than ten (10) and no more than fifteen (15) Regular Directors and such number of Life Directors as shall from time to time be elected to such Committee in the manner set forth in the following paragraph. No person shall be elected to the Executive Committee unless such person has served a minimum of one year as a Director.

The Chair, after consultation with the Chair-Elect, the President and the Chair of the Board Development and Governance Committee, will submit to the Board Development and Governance Committee a proposed slate of Regular Directors and Life Directors as members of the Executive Committee for the next year. Upon the concurrence of the Board Development and Governance Committee, the Chair of the Board Development and Governance Committee will recommend a proposed slate of Regular Directors and Life Directors to the Board of Directors for election to the Executive Committee at the next Annual Meeting of the Board.

The Executive Committee, subject at all times to the control and direction of the Board of Directors, shall have and exercise the authority of the Board in the management of the business of the corporation in the intervals between meetings of the Board. One-third of the members of this Committee shall constitute a quorum, and they shall meet at such times as the Chair may appoint.

Section 3. Board Development and Governance Committee. The Board Development and Governance Committee shall consist of no less than seven (7) and no more than twelve (12) Regular Directors and such number of Life Directors as shall from time to time be elected to such Committee in the manner set forth in the following paragraph.

The Chair, after consultation with the Chair-Elect, the President and the Chair of the Board Development and Governance Committee, will submit to the Board Development and Governance Committee a proposed slate of Regular Directors and Life Directors to serve as members of the Board Development and Governance Committee for the next year. Upon the concurrence of the Board Development and Governance Committee, the Chair of the Board Development and Governance Committee will recommend a proposed slate of Regular Directors and Life Directors to the Board of Directors for election to the Board Development and Governance Committee at the next Annual Meeting of the Board.

At least three (3) of the members shall be new to the Board Development and Governance Committee in any given year, and the Chair, in recommending Directors for election to the Board Development and Governance Committee, shall balance considerations of continuity of service and committee rotation. The Chair may fill any vacancies which occur on the Board Development and Governance Committee during the year.

Section 4. Other Committees. From time to time, the Board of Directors may create such standing or special Committees as they see fit, and may designate the duties and powers of such committees.

Section 5. Subcommittees. The Chair of any Committee of the Board of Directors may appoint Subcommittees on an annual basis, subject to ratification by a majority vote of the Board of Directors, to be concerned with specific matters under the purview of the Committee.

Section 6. Ex-Officio Members. The Chair of the Board shall be an ex-officio member of all committees. The President shall be an ex-officio member of all committees except the Audit Committee. An ex-officio committee member shall be entitled to vote on any matter before the meeting of such committee.

Section 7. Committee Chairs. The Chair, after consultation with the Chair-Elect, the President and the Chair of the Board Development and Governance Committee, will submit to the Board Development and Governance Committee a proposed slate of Committee Chairs for all standing and special committees then in existence for the next year. Upon the concurrence of the Board Development and Governance Committee, the Chair of the Board Development and Governance Committee will recommend a proposed slate of Committee Chairs to the Board of Directors for election at the next Annual Meeting of the Board.

ARTICLE III.

INDEMNIFICATION

Section 1. Indemnification. To the fullest extent permitted by any applicable law, the corporation shall indemnify any former or present Director, officer, or employee of the corporation or any member of the Investment Committee of the corporation or any member of the Advisory Committee for the Minnesota Orchestral Association Pension Plan 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 brought, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a fiduciary for said Pension Plan or is or was serving in any capacity whatsoever in connection with said Pension Plan, against expenses, including attorneys' fees, judgements, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith.

Indemnification provided by this By-Law shall be in addition to and independent of and shall not be deemed exclusive of any other rights to indemnification to which any person may be entitled by contract or otherwise under law. Indemnification provided by this By-Law 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 By-law. However, any indemnification realized other than under this By-Law shall apply as a credit against any indemnification provided by this By-Law.

The corporation may, to the fullest extent permitted by applicable law from time to time, purchase and maintain insurance on behalf of any person who is or was a Director, officer or employee of the corporation or any member of the Investment Committee of the corporation or any member of the Advisory Committee for said Pension Plan against any liability asserted against such person and incurred by such person by reason of the fact that such person is or was a fiduciary for said Pension Plan or is or was serving in any capacity whatsoever in connection with said Pension Plan.

ARTICLE IV.

OFFICERS

Section 1. Election and Qualification; Vacancies. The officers of the corporation shall be a Chair of the Board, a Chair-Elect, a President, a Secretary, a Treasurer, and such other officers as the Board of Directors may designate. The

officers shall be chosen from the Board of Directors. They shall hold office for the term of one (1) year and until their successors are elected and qualify. Vacancies in one or more of the offices may be filled by the Board of Directors at any meeting called for that purpose. Any two of the offices, except those of Chair of the Board and President, may be held by the same person.

The Chair, after consultation with the Chair-Elect, the President and the Chair of the Board Development and Governance Committee, will submit to the Board Development and Governance Committee a proposed slate of Officers for the next year. Upon the concurrence of the Board Development and Governance Committee, the Chair of the Board Development and Governance Committee will recommend a proposed slate of Officers of the Board of Directors for election at the next Annual Meeting of the Board.

Section 2. Authority. All Officers shall respectively have such authority and perform such duties in the management of the business of the corporation as may be determined by the Board of Directors.

Section 3. Chair, Chair-Elect and President. The Chair of the Board shall preside at all meetings of the members of the Board of Directors and of the Executive Committee. In the absence of the Chair, a Chair-Elect, if there be one, or the President shall preside at all such meetings. The President shall have general control over the business of the corporation, subject to the direction of the Board of Directors and of the Executive Committee and of the Chair of the Board, and shall sign all contracts and conveyances which may be required for the proper and necessary transaction of the business of the corporation. In case of the absence or disability of the President, the powers of the President may be exercised by any other officer or officers designated by the Chair of the Board.

Section 4. Secretary. The Secretary shall keep a record of all proceedings at meetings of the Directors or of the Executive Committee and shall sign all such instruments of contract and conveyance as are required to be signed by the President and attested by the corporate seal. The Secretary shall be the custodian of all books, records, correspondence and papers relating to the business of the corporation.

The Secretary shall present at each Annual Meeting of the Board of Directors a full report of the transactions of the corporation for the past year and shall also prepare and present to the Board of Directors or the Executive Committee at any time such general or special reports as they may request.

Section 5. Treasurer. The Treasurer shall be the custodian of all moneys belonging to the corporation or under its control and shall deposit the same in the name of the corporation in a bank or banks to be designated by the Board of Directors.

The Treasurer shall present at each Annual Meeting of the Board of Directors an

account of the transactions and financial condition of the corporation and shall also prepare and present to the Board of Directors or the Executive Committee at any time such general or special financial reports as they may request.

ARTICLE V.

MISCELLANEOUS

Section 1. Corporate Seal. The seal of the corporation shall be a circular embossed seal, having inscribed thereon the following words:

"The Minnesota Orchestral Association, Corporate Seal"

Section 2. Amendments. These By-Laws may be amended by the affirmative vote of a majority of the directors present at a meeting at which there is a quorum.