

Rationale

One set of changes replaces the term "Executive Director" with the term "Managing Director" to reflect the title of the position to which Patrick Muhlen-Schulte is being hired, as discussed at the Board meeting on March 5.

The other set of changes deletes references in the by-laws, added as part of last year's by-laws amendments, to the Board of Ambassadors, Women's Committee and Jete Society. It has become apparent that having these groups specifically named and described in the by-laws is not a practicable format. While TWB has always benefited from the valuable contributions of its volunteers, the organization needs more agility in working with its volunteers than a by-laws provision allows. TWB's volunteer efforts should be coordinated under the management of our professional staff to ensure consistency of message and to avoid duplication or confusion of efforts. Also, there are issues of inclusivity raised by the membership structures of the Women's Committee and Jete Society, as well as the name of the Women's Committee, that are currently being addressed by our professional staff together with the much-valued membership of those groups. Addressing the details of these specific issues are best left for the professional staff to manage, without the necessity of repeated returns to the Board to ask for different names or descriptions in the by-laws to reflect these updates in day-to-day organization. This can most easily be accomplished by deleting the newly-added mentions of the Board of Ambassadors, Women's Committee and Jete Society from the by-laws

In the March 31, 2021 By-Laws, the following changes were made to the By-Laws of TWB adopted by the Board of Directors July 29, 2020:

- The words "Executive Director" were replaced with the words "Managing Director" in the following sections:
 - o Section 2.12(b) Nonvoting Directors
 - o Sections 3.5(a),(b) and (c) Executive Committee
 - o Section 4.13 Administrative Positions
 - o Section 4.14 Surety
- The following sections were deleted:
 - o Section 2.12 Nonvoting Directors (b)(ii),(iii),(iv) and (v)
 - o Numeration of romanette (i) is being struck as there are no sub-parts
- The following Articles were deleted:
 - o Article V – Board of Ambassadors
 - o Article VI – Women's Committee
 - o Article VII – Jete Society
 - o The subsequent Articles were renumbered to accommodate the deletions

BYLAWS

Draft for Adoption at the Board of Directors Meeting, Wednesday March 31, 2021

ARTICLE I—GENERAL

Section 1.1 Character. The Washington Ballet, hereinafter referred to as “the Ballet” or “the Corporation,” is a non-profit corporation formed under the laws of the District of Columbia, which is organized and shall be operated in accordance with the provisions of section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder.

Section 1.2 Location. The principal office of the Corporation shall be located in Washington, D.C. The Corporation may also have other offices at such places as the Board of Directors of the Corporation (the “Board”) may determine from time to time or as the affairs of the Ballet may require from time to time.

ARTICLE II—DIRECTORS

Section 2.1 General Powers. The property, business, and affairs of the Corporation shall be managed by the Board of Directors in accordance with these by-laws.

Section 2.2 Categories of Directors. The Corporation shall have two categories of Directors: (i) Regular Directors, who shall have sole voting rights; and (ii) nonvoting Directors, who may be Emeritus or Ex officio Directors.

Section 2.3 Regular Directors.

(a) Number, Tenure and Qualifications.

(i) The number of Regular Directors shall be not less than fifteen (15) nor more than fifty (50) persons. Regular Directors shall be elected by the Board to fill three-year terms, said terms to be staggered so as to establish an approximately equal distribution of terms expiring each year. A decrease in the number of Regular Directors or term of office shall not shorten the term of any incumbent Regular Director.

(ii) Regular Directors shall abide by the Board Member Responsibilities, including the requirement to contribute to the Corporation a minimum amount in annual dues, such amount to be set by resolution of the Board. In certain cases, the Executive Committee may agree to an exception to this requirement.

(b) Nominations of Regular Directors. The Governance Committee shall nominate candidates for election as Regular Directors of the Corporation, and no person shall stand for election who has not been so nominated.

(c) Election of Regular Directors. Regular Directors shall be elected by the affirmative vote of a majority of the Regular Directors.

(d) Resignation of Regular Directors. Any Regular Director may resign at any time by giving notice in writing to the Chair or Secretary. Resignation shall be effective upon the giving of notice, unless a later time is specified in such notice.

(e) Removal of Regular Directors. A Regular Director may be removed only upon the affirmative vote of two-thirds of the Regular Directors then in office.

(f) Vacancies. Vacancies, including vacancies caused by an increase in the number of Regular Directors, shall be filled by the affirmative vote of a majority of the Regular Directors then in office. Regular Directors so elected shall serve for the un-expired portion of the term so filled.

Section 2.4 Quorum. The presence in person of one-third of the Regular Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 2.5 Majority Vote. Unless otherwise expressly provided by these by-laws or the statutes of the District of Columbia, the affirmative vote of a majority of the Regular Directors present at any meeting at which a quorum is present shall be necessary and sufficient for the Board to take any action.

Section 2.6 Regular Meetings.

(a) Regular meetings of the Board shall occur at such times as the Chair may direct, at the principal office of the Corporation or at such other places as the Chair shall select within the greater Washington, D.C. area. The Chair shall endeavor to convene no fewer than four regular meetings of the Board during the Corporation's fiscal year.

(b) Written notice of each regular meeting, setting forth the time, date, and place of the meeting, shall be delivered to each director of record entitled to attend such regular meeting as of the date of notice not less than fourteen (14) days before the date of such regular meeting.

Section 2.7 Annual Meeting.

(a) The Annual Meeting of the Board shall be held at the principal office of the Corporation or at such other place as the Chair shall select within the greater Washington, D.C. area, and shall take place no later than the fourth Wednesday of June of each calendar year.

(b) Written notice of the annual meeting, setting forth the time, date, and place of the meeting, shall be delivered to each director of record entitled to attend the annual meeting as of the date of notice not less than thirty (30) days before the date of the annual meeting.

Section 2.8 Special Meetings.

(a) A special meeting of the Board for any purpose or purposes may be held at the call of the Chair or seven Regular Directors.

(b) Written notice of each special meeting, setting forth the time, date, and place of the meeting and the general nature of the business to be transacted, shall be given not less than forty-eight (48) hours in advance of such special meeting. Business transacted at a special meeting shall be limited to matters stated in the notice of the meeting.

Section 2.9 Conduct of Meetings.

(a) Meetings of the Board shall be presided over by the Chair or, in his or her absence, First Vice Chair or, in his or her absence, the Second Vice Chair or, in his or her absence, the Secretary or,

in his or her absence, the Treasurer or, in his or her absence, an individual selected by a majority of the Regular Directors in attendance.

(b) The Secretary or his or her designee shall act as secretary of all meetings of the Board, provided that in the absence of the Secretary or his or her designee any individual appointed by the presiding officer may act as secretary of the meeting.

Section 2.10 Compensation. No director shall receive any compensation for his or her services in such capacity, except that the Board or the Executive Committee may by resolution provide for the reimbursement of actual travel and lodging expenses incurred in the performance of the duties of the director, to the extent provided by such resolution.

Section 2.11 Conflict of Interest.

(a) A Regular Director shall be considered to have a conflict of interest if such Regular Director has existing or potential interests that impair or might reasonably appear to impair such Regular Director's independent, unbiased judgment in the discharge of his or her responsibilities to the Corporation. All Regular Directors shall disclose all existing or potential conflicts of interest to the Governance Committee at least annually and shall disclose to the Board or any committee, as applicable, any actual or potential conflict of interests prior to any meeting thereof at which any matter relating to such conflict or potential conflict is to be considered. Any Regular Director who is uncertain whether he or she has a conflict of interest in any matter may request the Board to determine whether a conflict of interest exists, and the Board shall resolve the question and recommend appropriate action by a majority vote.

(b) Except as permitted by Section 10.1(b)(ii), no Regular Director shall vote on any matter under consideration by the Board or any committee thereof in which such Regular Director has a conflict of interest. The minutes of any meeting at which such a matter is considered shall reflect that a disclosure was made and that the Regular Director having the conflict of interest abstained from voting.

Section 2.12 Nonvoting Directors.

(a) Emeritus Directors. The Board may from time to time elect to the post of Emeritus Directors individuals who have demonstrated significant commitment as a member of the Ballet's Board of Directors. Emeritus Directors may attend Board meetings at the invitation of the Chair, but shall not have the right to vote. Emeritus Directors may be appointed by the Chair for annual terms as nonvoting members of a Board committee dealing with matters for which their talents or experience are appropriate.

(b) Ex officio Directors. The Artistic Director and the Managing Director shall serve as Ex officio, nonvoting members of the Board and shall attend meetings of the Board and its Executive and Finance Committees meetings and such other Committee meetings as he or she deems appropriate to the fulfillment of his or her responsibilities, or as requested by a committee chair. The Artistic and Managing Directors may be recused from any executive session of any such meeting at the discretion of the Chair of the Board.

ARTICLE III— BOARD COMMITTEES

Section 3.1 Standing Committees.

(a) Unless the Board shall determine otherwise, the following shall be the standing committees of the Board: Audit, Community Engagement, Development, Executive, Facilities, Finance, Governance, Human Resources and School. The Chair shall be the chair of the Executive Committee and a voting member of all committees, and except as otherwise provided herein appoints all committee members.

(b) Members of any committee who are not Regular Directors shall not have or exercise the authority of the Board or the management of the Corporation, nor be permitted to vote on any matter submitted to a vote of the committee.

(c) Each Regular Director shall serve on at least one standing committee or other committee created pursuant to Section 3.9, and may serve on multiple committees.

Section 3.2 Audit Committee.

(a) The Audit Committee shall, subject to the general control of the Board, (i) select a qualified independent certified public accountant annually, (ii) review the annual audit, (iii) periodically review the adequacy of the Corporation's internal controls, (iv) report at least annually to the Board, and (v) perform such other duties as may be assigned to it by the Chair.

(b) At least one member of the Audit Committee shall, if possible, be a person possessing expertise in financial and accounting matters.

3.3 Community Engagement

The Community Engagement Committee provides oversight, advice and guidance on the facilitation and growth of TWB's community engagement programs and initiatives. The committee helps shape community engagement goals and long-term strategies to ensure TWB is a relevant and valuable contributor to our community.

Section 3.4 Development Committee. The Development Committee shall, subject to the general control of the Board, monitor fundraising activities and recommend strategies to the Board.

Section 3.5 Executive Committee.

(a) Unless the Board shall determine otherwise, the Executive Committee shall comprise the officers of the Corporation and such other Regular Directors as may be recommended by the Chair and designated by the Board. The Managing Director and the Artistic Director shall attend meetings of the Executive Committee, unless excused by the Chair.

(b) The Executive Committee shall have and exercise all powers and duties of the Board between meetings of the Board, except as to the approval of agreements relating to the purchase or sale of property, the execution of notes or other pecuniary obligations, the removal of directors, the employment of the Artistic Director and the Managing Director, amendment or alteration of the bylaws, or as otherwise provided by law. The majority of the Regular Directors who are members of the Executive Committee shall constitute a quorum for the transaction of

any business at meetings of the Executive Committee. The Executive Committee shall keep minutes of its deliberations and make them available to the full Board before the next regular meeting of the Board.

(c) The Executive committee shall have the responsibility to oversee the evaluation and compensation of the Artistic and Managing Directors. The Executive Committee may delegate to a sub-committee of the Chair and two or three Regular Directors the responsibility to perform an annual review of the performance of the Artistic Director and the Managing Director, after which the sub-committee shall make recommendations to the Executive Committee regarding compensation for such persons and the terms of their contracts.

(d) The Executive Committee shall meet at the call of the Chair or at least three members of the Executive Committee. Written notice of each such meeting, setting forth the time, date, and place of the meeting and the general nature of the business to be transacted, shall be given not less than three (3) days in advance of the meeting.

Section 3.6 Facilities Committee. The Facilities Committee shall oversee the overall facilities of the Corporation and shall review the annual facilities program as recommended by the management of the Corporation.

Section 3.7 Finance Committee.

(a) The Treasurer shall act as Chair of the Finance Committee.

(b) The Finance Committee shall, subject to the general control of the Board, (i) monitor the preparation of the annual budget of the Ballet and recommend the budget to the Board for adoption, (ii) review the monthly report of income and expenditures (iii) review the compensation/benefits policy, (iv) ensure that the Ballet is properly insured, (v) report and make recommendations to the Board on such matters as may be appropriate to the financial management of the Ballet, (vi) meet a minimum of quarterly, and (vii) perform such other duties as may be assigned to it by the Chair.

Section 3.8 Governance Committee. The Governance Committee shall, subject to general control of the Board, (i) develop and consider names of individuals for election as members of the Board, and submit the names of those found qualified to the Board for appropriate action (ii) identify individuals for election to the offices of Chair, Vice Chair(s), Secretary, and Treasurer and other officers as the Board may designate, and submit its recommended slate of officers to the Board for appropriate action, (iii) develop and circulate the Director guidelines, (iv) approve Committee charters, (v) ensure appropriate education of the Board, (vi) periodically revisit these by-laws and submit appropriate changes for vote by the Board, and (vii) perform such other duties as may be assigned to it by the Chair.

Section 3.9 Human Relations Committee. The role of the Human Relations Committee is to support the creation of leadership qualities in the Washington Ballet staff by advising strategies including those dealing with professional development and compensation in a way that reflects the culture/mission and values of the Washington Ballet

Section 3.10 School Committee. The School Committee shall, subject to the general control of the Board, oversee the operations of the School, and shall perform other such duties as may be assigned to it by the Chair.

Section 3.11 Other Committees. The Board may create such additional committees as it may from time to time deem appropriate, and such committees shall, consistent with applicable law, have the powers and duties set forth in these by-laws or designated by the Board. The Chair may create and appoint members to such task force as the chair deems appropriate, and such task forces shall not have any powers to act for, or in any way to bind, the Board.

Section 3.12 Powers. Each committee and ancillary group shall have such powers as the Chair may from time to time determine, consistent with these by-laws and with applicable law.

Section 3.13 Rules. Each committee and ancillary group shall draft a charter for its own governance not inconsistent with its mission and purpose, these by-laws or any rule adopted by the Board. All charters must be approved by the Governance Committee.

Section 3.14 Term of Office. Members of all committees shall be appointed for terms of one year. Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee or cease to qualify as a member thereof.

Section 3.15 Committee Chairs. Except as otherwise provided in these by-laws, the Chair shall designate one member of each committee as its chair for a term of one year. A committee chair may be reappointed for an unlimited number of terms.

Section 3.16 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 3.17 Meetings. Except as otherwise provided in these by-laws, each committee shall meet at the call of the chair of such committee.

Section 3.18 Quorum and Voting. A majority of the Regular Directors who are members of any committee shall constitute a quorum for meetings of such committee, and the act of the majority of the Regular Directors present at a meeting which a quorum is present shall be the act of the committee.

ARTICLE IV—OFFICERS

Section 4.1 Titles of Officers. The elected officers of the Corporation shall be the Chair, such Vice Chairs as the Board may from time to time establish, Secretary, and Treasurer. The Board may appoint such other officers and assistant officers as the needs of the Corporation may require or as the Board may deem proper.

Section 4.2 Election of Officers. The Board shall elect officers of the Corporation at the annual meeting of the Board at which such officers' terms of office expire, from a slate proposed by the Governance Committee.

Section 4.3 Qualifications of Officers. Except as specifically provided herein, officers at the time of election shall be Regular Directors in good standing of the Board.

Section 4.4 Terms of Officers.

(a) The Chair, Vice Chairs(s), Secretary, and Treasurer shall hold a particular office for a term of two fiscal years and, in all cases, until his or her successor duly is elected and qualified.

(b) Excepting officers elected in a special election to fill a vacancy arising out of the death, disability, resignation or removal of an officer, the term of office of each elected officer shall commence and terminate on the first day of the Corporation's fiscal year.

(c) No officer may serve more than three consecutive terms in the same office.

Section 4.5 Resignation of Officers. Any Officer may resign at any time by giving notice to the Corporation. Resignation shall be effective upon the giving of notice, unless a later time is specified in such notice.

Section 4.6 Removal of Officers. Any officer may be removed from office either with or without cause at any time by the affirmative vote of two-thirds of the Regular Directors.

Section 4.7 Vacancies. A vacancy in an office because of death, resignation, removal, disqualification, or otherwise may be filled by the affirmative vote of a majority of the Regular Directors for the unexpired portion of the term of such office.

Section 4.8 Chair. The Chair shall (i) generally supervise all of the affairs of the Corporation, (ii) except as otherwise provided herein have authority to bind the Corporation on all matters, (iii) consult with the other officers on matters of policy affecting the Corporation's business, (iv) retain, as necessary, outside counsel on behalf of the Corporation, and (v) perform such other duties as may be prescribed from time to time by the Board. The Chair shall be the primary contact between the Board and the staff.

Section 4.9 Vice Chairs. The Board may by resolution provide for one or more Vice Chairs, who shall perform such duties as the Board may from time to time prescribe. The Vice Chair, if there be only one, or the designated First Vice Chair, shall act for and as the Chair in the latter's absence or incapacity..

Section 4.10 Secretary. The Secretary or his or her designee shall:

(a) prepare and supervise, and keep as permanent records, the minutes of each meeting of the Board, a record of all actions taken by the Board without a meeting, and a record of all actions taken by a committee of the Board on behalf of the Corporation;

(b) keep at the principal office of the Corporation (i) a copy of the articles of incorporation of the Corporation, these by-laws, and all amendments thereto currently in effect, (ii) the minutes described in clause (a) for the past three (3) years, (iii) a list of the names and business addresses of the current directors and officers of the Corporation, and (iv) the most recent biennial report delivered to the mayor of the District of Columbia;

(c) serve all notices as may be necessary or proper; and

(d) perform such other duties as may from time to time be prescribed by the Board.

Section 4.11 Treasurer. The Treasurer shall be the Chair of the Finance Committee. The Treasurer or his or her designee, and the assistant Treasurer if there be one, shall:

- (a) be responsible for the funds and securities of the Corporation and any committee or ancillary group thereof;
- (b) ensure that all the books and records of the Corporation are properly maintained;
- (c) submit a regular report to the Board on the financial condition of the Corporation; and
- (d) ensure the maintenance of such other accounts and records and render such other reports as may from time to time be required by the Board or the Chair.

Section 4.12 General Counsel. The General Counsel shall render legal advice to the Corporation. The General Counsel may, but need not, be a Regular Director.

Section 4.13 Administrative Positions. The Board shall hire and fire the Artistic and Managing Directors. The Board shall engage individuals to fill such positions for such terms as it deems appropriate and shall delegate to such individuals the management of the Corporation.

Section 4.14 Surety. The Board may require the Chair, Treasurer, Artistic Director, Managing Director or any other officer or assistant officer to furnish such surety as it may from time to time determine necessary or advisable.

V — CONTRACTS, CHECKS, DEPOSITS, GIFTS

Section 5.1 Contracts. The Board may authorize any officers or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or specifically granted.

Section 5.2 Checks. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness in the name of the Corporation in excess of an amount set annually by the Board or the Executive Committee shall require two signatures. For checks over \$50,000 one of the signatories must be an officer of the Corporation.

Section 5.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the Board may select.

Section 5.4 Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or device for general purposes or for any special purpose of the Corporation.

ARTICLE VI — INFORMAL ACTION

Section 6.1 Written Consent. Action taken by a majority of the Regular Directors or the Regular Directors who are members of a committee without a meeting is nevertheless the action of the Board or such committee, as applicable, if written consent to the action in question is signed by two-thirds of the Regular Directors or Regular Directors who are members of the committee, as applicable, and filed with the minutes of the proceedings of the Board or such committee, whether done before or after the action so taken.

Section 6.2 Ratification. If a meeting of the Board or a committee thereof is otherwise valid but is held without proper call or notice, then action taken at such meeting shall be deemed ratified by a Regular Director who did not attend the Board or committee meeting, unless promptly after receiving notice of the action taken and of the impropriety in question, he or she files with the Secretary written objection to the holding of the meeting or to any specific action so taken.

Section 6.3 Remote Attendance at Meetings. Any one or more Regular Directors or members of a committee may participate in a meeting of the Board or such committee through the use of any means of communication by which all participants may simultaneously hear each other during the meeting, and such participation in a meeting shall be deemed presence in person at the meeting.

Section 6.4 Voting by Email or Facsimile. The Chair may authorize voting by email or facsimile on any matters before the Board, provided there is unanimous consent among all persons entitled to vote on the matter, or as otherwise provided by law.

ARTICLE VII — MISCELLANEOUS PROVISIONS

Section 7.1 Indemnification.

(a) Every person who is or shall be or shall have been a Regular Director or officer of the Corporation shall be indemnified by the Corporation to the fullest extent permitted by law against all costs and expenses incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceeding to which he or she may be party in connection with or resulting from any action taken by him or her in such capacity.

(b) Notwithstanding the foregoing, the Corporation may, but shall not be obligated to, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by an individual who was a party to a proceeding because he or she is or was a director or officer of the Corporation. Authorization of such advancement shall be made:

(i) If there are two or more disinterested Regular Directors, by a majority vote of all the disinterested Regular Directors, a majority of whom will constitute a quorum for that purpose, or by a majority of the members of a committee of two or more disinterested Regular Directors appointed by such a vote; or

(ii) If there are fewer than two disinterested Regular Directors, by a vote of the majority of the Regular Directors then in office, in which authorization Regular Directors who do not qualify as disinterested Regular Directors may participate.

Section 7.2 Fiscal Year. The fiscal year of the Corporation shall extend from the first day of July to and including the 30th day of June of the following year, or such other time as shall be established by resolution of the Board.

Section 7.3 Corporate Seal. The official seal of the Corporation shall have inscribed thereon the name of the Corporation and shall be in such form and contain such words and/or figures as the Board shall determine may be appropriate for the purposes of the Corporation.

ARTICLE VII— AMENDMENTS

These by-laws may be altered, amended or repealed, and new by-laws may be adopted, by the affirmative vote of a majority of the Regular Directors then in office at any regular or special meeting of the Board, or by mail ballot in such form as the Board may by resolution prescribe, provided that notice of the proposed action be provided not less than fourteen (14) days in advance of any meeting at which any such action will be considered. Any proposed alteration, amendment, repeal or new by-laws shall be submitted to the Governance Committee for its consideration and recommendation to the Board at least fourteen (14) days prior to its submission to the Board. If the Governance Committee fails to make a recommendation on the proposal within that fourteen (14) day period, and if the Governance Committee does not obtain an extension of the fourteen (14) day period by written resolution of the Executive Committee, the Board may consider the proposal without the recommendation of the Governance Committee.

ARTICLE VIII— DISSOLUTION OF THE CORPORATION

Section 8.1 Dissolution. The Corporation shall be dissolved only by the affirmative vote of two-thirds of Regular Directors then in office.

Section 8.2 Distribution of Assets. Upon dissolution of the Corporation, assets of the Corporation shall, consistent with applicable law, be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or any successor statute), or shall be distributed to the federal government or the government of the District of Columbia for a public purpose.

ARTICLE IX— EFFECT AND EFFECTIVE DATE

Section 9.1 Effect. These by-laws replace and supersede all prior by-laws of the Corporation.

Section 9.2 Effective Date. These by-laws shall be effective upon ratification by the Board of Directors as of the date first set forth above.