

BY LAWS OF
The Music Theatre of Denton, Inc.

Article 1: NAME AND ADDRESS

1. Name. The organization shall be known as Music Theatre of Denton; which name may be abbreviated “MTD” or “mtd”.

2. Address.

- a.) The principal office of the corporation in the State of Texas shall be located in the City of Denton, County of Denton. The corporation may have other such offices, either within or without the State of Texas, as the Governing Board may determine or as the affairs of the corporation may require from time to time.
- b.) The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be; identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Governing Board.

3. Prohibited Items.

- a.) MTD is, and shall be, strictly non-profit. No profits or assets shall be distributed or paid to the members of the Governing Board or contributors.
- b.) MTD is, and shall be, non-sectarian and non-political.
- c.) In the organization, management, and conduct of affairs and business of MTD, and in the productions thereof, there shall be no discrimination based on race, religion, sex, nationality or social orientation.

Article 2: PURPOSE AND ACTIVITIES

1. Purpose. The purpose of MTD is to increase the knowledge and appreciation of musical theater in the community and to provide a professional-level medium of performance for talented members of the community.

2. Activities. In pursuit of its aims MTD may:

- a.) produce performances of opera, operetta and musical theater several times a year;
- b.) hold auditions among community members in order to cast these productions;
- c.) hold concerts and other appearances for fund-raising or benefit activities;
- d.) publish a newsletter and other materials containing information of direct interest to the membership.

Article 3: MEMBERSHIP AND MEETINGS

1. Membership.

- a.) Membership in MTD shall be open to all persons who desire to contribute at rates which will be assessed from time to time by the Governing Board. A member shall be considered in good standing if their annual dues are current.
- b.) All members in good standing shall have the right:
 - 1.) to attend the annual, or more frequent, meetings of membership at large;
 - 2.) to elect Governing Board members, and vote on other matters of interest to the membership as presented at Annual Meetings;
 - 3. to be eligible for election to the Governing Board;
 - 4.) to bring before the Governing Board at any regular or special meeting of the Governing Board, new business for their consideration;
 - 5.) to receive MTD publications, advance notice of all auditions and special production dates, and other information of interest.
- c.) Membership shall not be required for participation in any MTD production.
- d.) Membership shall be required to serve as a Governing Board member or member of a committee.

2. Annual Meetings

- a.) An Annual Meeting of the members shall be held during the last two months of the fiscal year each year, or during the first month of the subsequent fiscal year, at such specific time as agreed upon by the Governing Board, for the purpose of meeting annual governance requirements and for the transaction of business as may come before the meeting. Normally, election of the Governing Board shall occur during the Annual Meeting. If, for any reason, the election of the Governing Board cannot be held at the Annual Meeting, the Governing Board shall cause the election to be held at a special meeting of the members as soon thereafter as possible.
- b.) At the meetings, the members shall also:
 - 1.) Vote on other matters of importance to the membership at large;
 - 2.) Hear annual reports of the Governing Board officers;
 - 3.) Be apprised of Governing Board developments, such as the nomination of officers for the subsequent year, tentative schedules of shows for the subsequent year(s), and any anticipated changes to the By-Laws and/or processes of the organization;
 - 4.) Propose new business to the membership at large.
- c.) Votes shall be cast according to the following:
 - 1.) Each individual member shall have one vote;
 - 2.) Each membership comprised of a business or corporation shall have one vote;
 - 3.) Any group memberships, such as Family memberships, shall be construed to consist of individual memberships, the number of which shall be set by the Governing Board from time to time.

3. Special Meetings of the members may be called by the President, the Governing Board, or not less than one-tenth of the members having voting rights.

4. Place of Meeting. The Governing Board may designate any place, either within or without the State of Texas, as the place of meeting for any Annual Meeting or for any special meeting called by the Governing Board. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas; but if all the members shall meet at any time and place, either within or without the State, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

5. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail, or by electronic transmission, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, the Secretary, or the officers or persons calling the meeting. In the case of a special meeting, or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, or electronically transmitted, the notice of a meeting shall be deemed to be delivered when deposited, in the United States mail addressed to the member at his/her address as it appears on the records of the corporation, or when recorded as sent on the electronic transmission.

6. Informal Action by Members. Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

7. Quorum. The members holding a majority of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members' present may adjourn the meeting from time to time without further notice.

8. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

9. Voting by Mail. Where the Governing Board members or officers are to be elected by members or any

class or classes of members, such election may be conducted by mail in such manner as the Governing Board shall determine.

10. Contributors. The Governing Board shall establish levels of contributors to MTD, each of which shall receive such recognition and/or privileges as may be authorized by the Governing Board.

Article 4: GOVERNING BOARD

1. General Powers.

- a.) The Governing Board shall be the governing and policy-making body of the corporation. The Governing Board shall have authority in all artistic, financial, promotional, and personnel matters of MTD, although responsibility for said matters may be specifically delegated to the Managing Director or other parties as designated by the Board. The Board shall also have authority over fund-raising and grants-writing activities, although responsibility for said activities rests with the Vice President for Development or other parties as designated by the Governing Board. The Board retains for itself the sole authority and responsibility for the employment or termination, whether for-pay or in-kind, of any individual associated with MTD.
- b.) The Governing Board shall consist of at least nine (9) members to be chosen in the following
 - 1.) At the first meeting of the membership nine persons shall be elected to the Governing Board. Three shall hold office for a one-year term, three for a two-year term, and three for a three-year term. Thereafter, members of the Governing Board shall be elected for a 3-year term. Each member of the Governing Board shall hold office until the next Annual Meeting and until their successor has been elected and qualified.
 - i.) Two additional Governing Board member positions shall be designated for full time college-enrolled students meeting the age of majority, preferably majoring in the field of theatre and/or music. The term of service shall be one year, and no person shall serve two consecutive terms. This does not preclude them from being nominated for a full 3-year term as a regular board member. Recommendations from area college administrators and or instructors will be solicited for the positions with the goal that this service will benefit their educational endeavors.
 - 2.) A member of the Governing Board may be removed by a 3/5 vote of the entire Governing Board before the end of a term whenever in the Board's judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Non-attendance at three consecutive regular meetings of the Governing Board shall be considered grounds for a vote of removal.
 - 3.) At each succeeding Annual Meeting of the membership, sufficient Governing Board members shall be elected or re-elected to fill the terms that have expired, which shall always number at least one-third of the total number of Governing Board members. Additional Governing Board members may be established in conformance with the guidelines set out in this Article 4.
 - 4.) Only members in good standing are eligible for nomination to the Governing Board.
 - 5.) Nomination for election to the Governing Board may be submitted to the nominating committee only by members in good standing and must be accepted by the member nominated.
 - 6.) The Managing Director of the Corporation is ex-officio, non-voting member of the Governing Board.
- c.) The number of Governing Board members may be changed by a 3/5 majority of the entire Governing Board in conformance with the guidelines set out in this Article 4.
- d.) Officers of the Governing Board shall be elected at the Annual Membership Meeting and shall serve a 1-year term.
- e.) A regular Annual Meeting of the Governing Board shall be held, without other notice than this bylaw, in conjunction with, and at the same place as, the Annual Meeting of members. The Governing Board may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than

such resolution. The Board shall also hold regular monthly meetings.

- f.) Special meetings of the Governing Board may be called by or at the request of the President or any two Governing Board members. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.
- g.) Notice of any special meeting of the Governing Board shall be given at least two days previously thereto by written notice delivered personally, sent by mail or sent electronically to each Governing Board member at his/her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail. If notice be given electronically, such notice shall be deemed to be delivered when electronically registered as sent. Any Governing Board member may waive notice of any meeting. The attendance of a Governing Board member at any meeting shall constitute a waiver of notice of such meeting, except where a Governing Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.
- h.) Four Governing Board members present shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than four of the Governing Board members are present at said meeting, a majority of the Governing Board members present may adjourn the meeting from time to time without further notice.
- i.) The act of a majority of the Governing Board members present at a meeting at which a quorum is present shall be the act of the Governing Board, unless the act of a greater number is required by law or by these bylaws. For such acts requiring the majority of the entire board, votes may be received from all board members via telephone or other electronic media.
- j.) Upon recommendation to vote by a member of the Governing Board, the occasion and method of voting at a meeting of the Governing Board shall be determined by a majority of the Governing Board members present, unless contrary to specific provisions of these bylaws. All votes of the Governing Board shall be counted by the President or said designee, and the consequent action recorded in the official minutes of the meeting.
- k.) Any vacancy occurring in the Governing Board, and any membership to be filled by reason of an increase in the number of Governing Board members, shall be filled by the Governing Board. A Governing Board member elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office. Governing Board members elected to increase the number of members shall be installed for a term ending at the next Annual Meeting of the membership, at which time terms of office shall be filled to conform to Paragraph 1, section b, subsection 3 of this Article 4.

- l.) Members of the Governing Board as such shall not receive any stated salaries for their services.
- m.) Any action required by law to be taken at a meeting of the Governing Board, or any action which may be taken at a meeting of the Governing Board, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members of the Governing Board.
- n.) The tenure of each board member (except as specified in this Article 4) is three years. To resign from the Governing Board a member should notify the President of his/her intent in writing and at a regularly scheduled meeting. The Nominating Committee will recommend a replacement to assume the duties and tenure of the resigning member within a reasonable time. The Governing Board shall vote to approve the nominee.
- o.) The Governing Board shall approve all expenditures of MTD in excess of \$100.00, and all checks shall be co-signed by the Managing Director, the Treasurer, or other such officers as designated by the Governing Board. Conformance to an approved budget shall be construed to be approval by the Governing Board for expenditure.
- p.) The Governing Board shall be empowered to form committees according to the following:
 1. There shall be standing committees for publicity, fund-raising and membership.
 2. There shall be other, ad hoc committees as designated from time to time by the Governing Board.
 3. Members of standing and ad hoc committees shall be chosen by members of the Governing Board from the membership at large; each chairman shall be appointed by the President, unless otherwise provided for in these bylaws.
 4. Except for the committees for publicity, fund-raising and membership, all committees shall be temporary, their date of dissolution being set by the Governing Board.

Article 5: GOVERNING BOARD AND CORPORATE OFFICERS

1. The officers of the Governing Board shall be a President, one or more Vice Presidents (the number thereof to be determined by the Governing Board), including Vice President for Public Relations and Vice President for Development, Vice President for Membership, Secretary, Treasurer, Vice President of Production, and such other officers as may be elected in accordance with the provisions of this Article. The Governing Board may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Governing Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

2. Election and Term of Office. The officers of the Governing Board shall be elected annually by the members at the regular Annual Meeting of the Governing Board and members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Governing Board. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

3. Removal. Except as stated in this Article 5, any officer elected or appointed by the Governing Board may be removed by the Governing Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

4. A Vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Governing Board for the unexpired portion of the term. To resign from a position as an officer of the Governing Board, an officer shall notify the President of the MTD of his or her intent, in writing, at any regular or special meeting of the Governing Board. A replacement shall be chosen by the Governing Board to assume the tenure, duties, and responsibilities of the office as soon as possible.

5. Governing Board Officers:

- a.) The President shall be the principal executive official of the Governing Board and shall supervise the affairs of the Board. They shall preside at all meetings of the members and of the Governing Board. In general, they shall perform all duties incident to the office of President

and such other duties as may be prescribed by the Governing Board from time to time. The President shall call all regular meetings of the Governing Board. They shall vote only in case of a tie.

- b.) The Vice President for Public Relations. In the absence of the President or in the event of their inability or refusal to act, the Vice President for Public Relations shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President for Public Relations shall establish and/or maintain a publicity program for MTD; shall develop and chair the Public Relations Committee; shall represent MTD in the Denton and surrounding communities; and shall perform such other duties as from time to time may be assigned to them by the President or the Governing Board.
- c.) The Vice President for Development shall establish and/or maintain a fund development program utilizing donations, grants or any other means available; may delegate specific grant proposal and fund-raising activities to the Managing Director; shall develop and chair the Fund Raising Committee; shall represent MTD in the Denton and surrounding communities for development of funding through other mediums expanding MTD reach; and perform all duties incident to the office of Vice President for Fund Development and such other duties as from time to time may be assigned to them by the President.
- d.) The Vice President for Membership shall be responsible for recruiting new members and shall chair the Membership Committee; and, in general, perform all duties incident to the office of Vice President for Membership and such other duties as from time to time may be assigned to them by the President.
- f.) The Secretary shall keep the minutes of the meetings of the members and of the Governing Board in one or more books provided for that purpose; record the collective votes of the Governing Board; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the President.
- g.) The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with these bylaws; be responsible for the operation of the MTD Box Office; be a signatory on all accounts of the corporation; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the President or the Governing Board. The Treasurer shall also present at every regular meeting of the Governing Board a record of the income received and the expenditures incurred since the prior regular meeting of the Board.
- h.) Assistant Treasurers and Secretaries in general shall perform all duties as from time to time may be assigned to them by the President or the Governing Board.
- i.) The Vice President of Production shall be responsible for chairing the Production Committee. Guiding the Production Committee in selection of shows for each fiscal year, development of productions and performances to ensure MTD artistic values and ideals are upheld and presenting to the Governing Board the slate of shows proposed with accompanying budgets for final approvals.

6. Corporate Officers:

- a.) The President of the Governing Board shall act as President of the Music Theatre of Denton, Incorporated.
- b.) The Secretary of the Governing Board shall act as Secretary of the Music Theatre of Denton, Incorporated.
- c.) The Managing Director.
 - 1.) MTD shall have a Managing Director at all times. The Managing Director is appointed by

a three/fifths (3/5) vote of the entire Governing Board. In the event of a vacancy in this position the Governing Board shall appoint a new Managing Director with all deliberate speed.

- 2.) The Managing Director of MTD shall be responsible for carrying out the fiscal policies of the Governing Board, shall supervise administrative personnel, shall plan coordination of facilities, shall train and coordinate volunteers, and shall assist the Vice-President for Development in identification and preparation of grants and in development of other fund-raising opportunities.
- 3.) The Managing Director shall annually present to the Governing Board a written, itemized budget for the year. Such budget is to be completed within one month prior to the beginning of the fiscal year to which it pertains, or at such other time as approved by the Governing Board. This presentation shall be made in conjunction with the production season presentation by the Vice President of Production.
- 4.) The Managing Director shall submit to the Governing Board a written fiscal report within thirty (30) days following the completion of any project.
- 5.) The Managing Director shall submit to the Governing Board at the time of the Annual Meeting a written end-of-the-year fiscal report.
- 6.) The Managing Director may be removed from office for incompatibility with the goals of the MTD by a 3/5 vote of the entire Governing Board.

7. Compensation.

- a.) The Managing Director or others as authorized by the Governing Board may be compensated for services as employees of the MTD, as provided for in these bylaws.
- b.) Any person who is compensated for services shall have a written employment contract on file with the MTD during the tenure of their employment.

Article 6: THE PRODUCTION COMMITTEE.

- 1.) MTD shall have a Production Committee at all times. The members of the Production Committee are appointed by a three/fifths (3/5) vote of the entire Governing Board. In the event of an opening on the Production Committee, the Governing Board shall appoint a new member with all deliberate speed.
- 2.) Members of the Production Committee may also be members of the Governing Board. The Chair of the Production Committee shall be the Vice President of Production serving on the Governing Board.
- 3.) The Production Committee shall be responsible to the Governing Board for all decisions of an artistic nature and shall present to the Board for its approval matters concerning performance and other factors affecting the artistic operation of the company, and shall present to the Board for its approval and prior to any agreements made, either written or verbal, recommendations for the appointment of Producer, Director, Music Director, and Choreographer for individual productions.
- 4.) The Production Committee shall present annually to the Governing Board for approval plans for the production season. This presentation shall be made in conjunction with the presentation of the annual budget by the Managing Director. Approval by the Board shall be by a three/fifths (3/5) vote of the entire Board membership.
- 5.) A member of the Production Committee may be removed from his/her position for incompatibility with the goals of the MTD by a 3/5 vote of the entire Governing Board.

Article 7: COMMITTEES

1. Committees of Governing Board Members. The Governing Board, by resolution adopted by a majority of the Board members in office, may designate and appoint one or more committees, each of which shall consist of two or more Board members, appointed by the Board President. However, no such committee shall have the authority of the Governing Board in reference to amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such committee or any Board member or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the voluntary

dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Governing Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Governing Board, or any individual Board member, from any responsibility imposed on them by law.

2. Term of Office. Each member of a committee shall continue as such until the next Annual Meeting of the members of the corporation and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

3. Chairman. One member of each committee shall be appointed chairman by the Board President with exception to the Production Committee as outlined in Article 6.

4. Vacancies in the membership of any committee may be filled by appointments made by the committee chair.

5. Quorum. Unless otherwise provided in the resolution of the Governing Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Article 8: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1. Contracts. The Governing Board authorizes only the President of the Board and the Treasurer of the Board to serve as agent of the corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, unless contrary to the provisions of these bylaws. Such authority may be general or confined to specific instances. All expenditures above \$100 must be approved by the Governing Board as outlined in Article 4, section 6, paragraph O.

2. All checks, drafts, orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, as an agent of the corporation and in such manner as shall from time to time be determined by resolution of the Governing Board. In the absence of such determination by the Governing Board, such instruments shall be signed by the Managing Director, or such other officers as designated by the Governing Board.

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 depositories as the Governing Board may select.

4. Gifts. The Governing Board may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purpose of the corporation.

Article 9: CERTIFICATE OF MEMBERSHIP

1. Certificates. The Governing Board may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice-President and by the Managing Director.

2. Issuance. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his/her name and delivered to him/her by the Managing Director, if the Governing Board shall have provided for the issuance of certificates of membership under the provisions of Paragraph 1 of this Article 9.

Article 10: BOOKS AND RECORDS. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Governing Board, and committees having the authority of the Governing Board, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his/her agent or attorney for any proper purpose at any reasonable time.

Article 11: FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day in December of each year.

Article 12: DUES

1. Annual Dues. The Governing Board may determine from time to time the amount of initiation fee, if any, and the annual dues payable to the corporation by members of each class.

2. Payment. Dues shall be payable in advance on the first day of membership for any member of any class and renewable each year on the first day of the month in which the entry date falls.

3. Default. When any member of any class shall default in the payment of dues for a period of two (2) months from the time at which such dues become payable, his/her membership may thereupon be terminated by the Governing Board.

Article 13: CORPORATE SEAL

The Governing Board shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words: A Corporate Seal of The Music Theatre of Denton.

Article 14: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article 15: AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by three/fifths (3/5) of the Governing Board present at any regular meeting or at any special meeting, if at least two days' written notice is given of an intention to alter, amend or repeal these bylaws or to adopt new bylaws at such meeting. Notwithstanding the foregoing sentence, a unanimous vote of the Governing Board shall be required to alter, amend or repeal sections 1 and 3 of Article 1, and Article 17 of these bylaws.

Article 16: ADVISORY BOARD

1. In addition to the Governing Board, there may be an Advisory Board which shall be appointed by the Governing Board. The number of advisors shall be determined by the Governing Board, and may change from time to time, as the Governing Board sees fit.
2. Purpose of such Advisory Board shall be to make recommendations to the Governing Board as it may deem appropriate. No member of such an advisory board, however, shall be permitted to vote on any issue within the authority of the Governing Board, unless such person is also a member of the Governing Board.
3. Recognition. Each member of an Advisory Board shall receive such recognition and/or privileges as may be authorized by the Governing Board.

Article 17: DISSOLUTION

1. In the event of the dissolution of MTD, no part of the net earnings of MTD shall be distributed to, or inure to the benefit of any director, patron or member of MTD.
2. Upon dissolution, all assets of MTD shall be distributed to such non-profit educational

corporation(s) or institution(s) as may be designated by the Governing Board.

8/2/94

8/23/95 revised.

6/21/97 revised

7/15/97 revised

7/5/98 revised

11/6/98 corrected

8/2/05 corrected

3/17/09 amended

5/20/09 amended

7/17/12 amended

11/08/16 amended