

**RESOLUTION OF THE BOARD OF DIRECTORS OF CAIN CENTER FOR THE ARTS
Amended and Restate BYLAWS of Cain Center for the Arts**

ARTICLE XII - AMENDMENTS TO BYLAWS. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of two-thirds of the Directors present at any annual, regular or special meeting at which a quorum is present, provided that at least five days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

ARTICLE VII - Section 2. CHECKS, DRAFTS, ETC. All checks, drafts or other 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, agent or agents of the Corporation, including the Executive Director, and in such manner, as shall from time to time be determined by resolution of the Board of Directors. Initially the Executive Director shall have authority to sign a check on behalf of the corporation which is in the amount of **Five Hundred Dollars (\$500.00)** or less. Checks above said amount shall require the additional signature of the President.

CHANGES - ARTICLE VII - Section 2. CHECKS, DRAFTS, ETC. All checks, drafts or other 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, agent or agents of the Corporation, including the Executive Director, and in such manner, as shall from time to time be determined by resolution of the Board of Directors. Initially the Executive Director shall have authority to sign a check on behalf of the corporation which is in the amount of **One Thousand Dollars (\$1,000.00)** or less. Checks above said amount shall require the additional signature of the President **or Treasurer.**

RESOLUTION

WHEREAS these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of two-thirds of the Directors present at any annual, regular or special meeting, **WHEREAS** the Finance Committee recommends the Executive Director to have authority to sign a check on behalf of the corporation which is in the amount of One Thousand Dollars (\$1,000.00) or less **WHEREAS** checks above said amount shall require the additional signature of the President or Treasurer. **WHEREAS** the Board of Directors, by resolution adopted by the Directors, may designate the Executive Director to have authority to sign a check on behalf of the corporation which is in the amount of One Thousand Dollars (\$1,000.00) or less **WHEREAS** checks above said amount shall require the additional signature of the President or Treasurer. **WHEREAS** the text of the amendments was included prior to the meeting of the Board of Directors on August 12, 2019, **NOW THEREFORE, IT IS RESOLVED** that the Executive

Director will have authority to sign a check on behalf of the corporation which is in the amount of One Thousand Dollars (\$1,000.00) or less. Checks above said amount shall require the additional signature of the President or Treasurer. The Board of Directors approves the updated texts previously distributed and reviewed, **FURTHER RESOLVED** that such changes shall be effective immediately upon adoption of this Resolution by the Board of Directors.