

Revised and Adopted May 6, 2023

**BY-LAWS  
OF  
CHAUTAUQUA INSTITUTION**

Article I      Board of Trustees

1.1      Role of the Board.

The Board of Trustees is the governing body of the Chautauqua Institution (the “Corporation”).

1.2      Powers and Duties.

The Board of Trustees shall exercise the government and control of the Chautauqua Institution, as provided in section 5 of the Charter of the Corporation, being Chapter 196 of the Laws of 1902, as amended (“Charter”).

1.3      Membership.

The membership of the Board of Trustees shall consist of twenty-four (24) trustees, twenty (20) of which shall be elected by the trustees and four (4) of which shall be elected by the Corporation as provided in sections 5 and 7 of the Charter.

1.4      Election and Succession; Vacancies.

Trustees shall be elected as provided for in the Charter. Unless a trustee shall be elected to fill a partial term created by a vacancy, the term to which a trustee shall be elected shall be four (4) years, or until his or her successor has been elected, with the term commencing October 1st next following the election. The person elected as a trustee shall be eligible for re-election; provided, however, that no person elected to a full four-year term shall be eligible to be subsequently re-elected to more than a second full four-year term, without the lapse of at least one (1) year from the date of termination of any prior service as a trustee. If such person is serving as the Board Chair, he or she shall be eligible to be re-elected and to serve as a trustee until his or her term as the Board Chair expires, or until he or she ceases to be the Board Chair, at which time his or her term as a trustee shall also cease. In the event a trustee is elected to fill a vacancy, that trustee will be eligible for re-election to as many as two (2) successive four-year terms. Vacancies among Class B Trustees (as defined in the Charter) shall be filled as provided in section 7 of the Charter. Vacancies among Class A Trustees (as defined in the Charter) may be filled by the Board of Trustees at any meeting during the year.

1.5 Advance Notice of Nominations to Secretary; Record Date.

All nominees for the position of Class A Trustees shall be identified in writing to the Secretary of the Chautauqua Institution not more than thirty (30) and not less than fifteen (15) days in advance of the scheduled date for their election to provide the Secretary with sufficient time to ensure the compliance by the nominee(s), prior to election, with the requirements of the Corporation's Conflict of Interest Policy as required by New York State Not-for-Profit Corporation Law. All nominees for the position of Class B Trustee shall be identified in writing to the Secretary of the Chautauqua Institution not more than thirty (30) and not less than fifteen (15) days in advance of the scheduled date (i.e., the annual meeting of the Members of the Corporation) for their election to provide the Secretary with sufficient time to ensure that each such nominee is eligible for election as a Class B Trustee under Section 5 of the Charter, to ensure the compliance by the nominee(s), prior to election, with the requirements of the Corporation's Conflict of Interest Policy as required by New York State Not-for Profit Corporation Law, and to make adequate arrangements for the time-consuming logistics associated with presentation of multiple nominees for the position of Class B Trustee at the annual meeting of the Members of the Corporation. In order to be placed on the ballot for election, each nominee for the position of Class B Trustee must submit to the Corporate Secretary by 5:00 p.m. Eastern Standard Time on the third (3rd) business day after a request by the Corporate Secretary, any and all documents and related information reasonably requested by the Corporate Secretary to verify the nominee's eligibility as a Class B Trustee. For purposes of the election of any Class B Trustee, the Members of the Corporation entitled to vote at any annual meeting (and their voting designees or holders of proxies) shall be as reflected on the books and records of the Chautauqua Institution on and as of a record date that is fifteen (15) days prior to the date of the annual meeting of the Members of the Corporation.

1.6 Regular Meetings.

There shall be a November meeting of the Board of Trustees that shall be its annual meeting, and there shall be regular meetings of the Board in February and in August of each year. Additionally, there shall be at least one (1) other regular meeting of the Board of Trustees, which typically is held in May of each year, but which shall be held at such time and place as the Board of Trustees or the Board Chair may designate. Any business may be conducted at any regular meeting of the Board of Trustees without advance notice, unless such notice is required by law, the Charter, or these by-laws.

1.7 Special Meetings.

Special meetings of the Board of Trustees may be held at any time and place upon the call of the Board Chair, or the written request of five (5) trustees filed with the Secretary of the Corporation. No business may be transacted at any special meeting unless such business is specified in the notice of such meeting.

1.8 Notice of Meetings; Waiver of Notice.

Written notice stating the place, day and hour of all regular and special meetings of the Board of Trustees and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each trustee not less than 72 hours before the meeting, personally, by e-mail or by first-class mail, by or at the direction of the Board Chair, the President, or the

Secretary. Notice of a meeting may be waived before, at or after any meeting, and the presence of any trustee at any meeting shall constitute waiver of notice as to such trustee.

#### 1.9 Quorum and Voting.

Except as otherwise provided by law, the Charter, or these by-laws, a majority of the total number of trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, but a majority of the trustees present at any meeting (even though less than a quorum) may adjourn the meeting from time to time without further notice. If a quorum is present, the affirmative vote of a majority of the trustees present at the meeting shall be the act of the Board of Trustees, except where a larger number may be required by law, the Charter, or these by-laws. After a quorum has been established, the subsequent departure of trustees so as to reduce the number of trustees entitled to vote at the meeting below the number required for a quorum shall not affect the validity of any action taken at the meeting or any adjournment thereof.

#### 1.10 Conduct of Meetings.

The Board Chair shall preside at all meetings of the Board of Trustees. In the absence of the Board Chair, the Vice-Chair senior in time of service then present, or if no Vice-Chair is present, then any trustee chosen by the trustees present, shall preside as the Board Chair of the meeting. The Secretary of the Corporation shall act as secretary of all meetings and shall record the minutes of the meeting. Upon the affirmative vote of the Board of Trustees, the Board of Trustees may consider any matter in executive session, the minutes of which shall be limited to those matters directed by the Board of Trustees.

#### 1.11 Compensation.

No member of the Board of Trustees shall receive compensation for service as a trustee; provided, however, that a trustee may be reimbursed for expenses incurred in attending meetings of the Board of Trustees or committees or otherwise in the discharge of official responsibilities in accordance with policies from time to time adopted by the Board of Trustees.

### Article II Officers of the Corporation and Board of Trustees.

#### 2.1 Officers.

The officers of the Corporation shall be elected by the Board of Trustees and shall consist of the Board Chair, one (1) or more Vice-Chairs (each of whom shall be a member of the Board of Trustees then in office), the President, one (1) or more Vice Presidents, a Secretary and a Treasurer. From time to time the Board of Trustees may elect such other officers and assistant officers as may be deemed appropriate. Any vacancy, however created, shall be filled by the Board of Trustees for the unexpired portion of the term.

#### 2.2 Time of Election; Term of Office.

The Board Chair and one (1) or more Vice-Chair(s) shall be elected in odd-numbered years at the Board of Trustees' meeting held in the month of August, for terms of two (2) years. The Board

Chair and Vice-Chair(s) shall not be eligible for election to more than three (3) successive terms without the lapse of at least one (1) year after the end of prior service. The Board of Trustees may receive and consider the recommendation of the Human Resources & Compensation Committee and/or the Board Chair submitted during or prior to a regular or special meeting of the full Board in electing the President. All other officers of the Corporation shall be elected at the Board of Trustees' Annual Meeting (or at such other time as may be specified by the Board) for terms of one (1) year. Prior to such election of officers, the Board may receive and consider the recommendation of the Human Resources & Compensation Committee. Unless otherwise provided, each officer shall take office immediately upon election and shall hold office until his or her successor has been duly elected, or until his or her prior death, resignation, or removal. Vacancies in any office may be filled by the Board of Trustees at any meeting during the year.

### 2.3 Removal.

Any officer or agent may be removed by the Board of Trustees with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment to office shall not of itself create contract rights.

### 2.4 Duties of Officers.

The Corporation's officers shall perform such duties as from time to time may be assigned by the Board of Trustees, including the following:

#### A. Board Chair.

The Board Chair shall preside at all meetings of the Corporation and the Board of Trustees. The Board Chair shall appoint the Chair and members of all committees, shall fill vacancies in all committees, and shall have the power to remove any committee member. The Board Chair shall be an ex officio member of all committees of the Board of Trustees and shall additionally perform such other duties as the Board of Trustees may direct.

#### B. Vice-Chair(s).

The Vice-Chair(s) shall assist the Board Chair and shall perform such duties as the Board Chair or the Board of Trustees may direct. The Vice-Chair senior in time of board service shall preside in the absence of the Board Chair at any meeting of the Corporation or Board of Trustees.

#### C. President.

The President shall be the chief executive officer of the Corporation and, subject to the direction of the Board of Trustees, shall execute the policies adopted by the Board of Trustees and in general supervise and direct all of the business and affairs of the Corporation. The President shall have the authority, subject to such controls as may be prescribed by the Board of Trustees, to appoint such agents and employees of the Corporation as he or she shall deem necessary, to prescribe their powers, duties and (except as provided in Section 2.5 hereof) compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. The President shall have authority to sign, execute and acknowledge on behalf of the

Corporation all deeds, contracts, leases, reports and other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board of Trustees and, except as otherwise provided by law, the Charter, these by-laws or the Board of Trustees, the President may authorize any Vice President or other officer or agent of the Corporation to sign, execute and acknowledge such documents or instruments in his or her place and stead. In general the President shall perform all duties incident to the office as chief executive officer, and such other duties as may be directed by the Board of Trustees from time to time.

D. Vice President.

The Vice President (or in the event there be more than one (1), the Vice President(s)) shall perform such duties and have such authority as from time to time may be delegated or assigned by the President or by the Board of Trustees. In the absence of the President or in the event of the President's death, disability or refusal to act, a Vice President or other individual designated by the Board of Trustees as an interim or acting president shall perform the duties of the President, and when so acting, shall have all of the powers of the President as herein provided. The execution of any instrument of the Corporation by any Vice President or interim or acting president shall be conclusive evidence, as to third parties, of his or her authority to act in the place of the President.

E. Secretary.

The Secretary shall: (a) act as secretary of all meetings of the Corporation, Board of Trustees, and the Executive Committee, shall take or cause accurate minutes of all such meetings to be taken, and shall keep the minutes of all such meetings in one (1) or more books provided for that purpose; (b) see that all notices are duly given in accordance with these by-laws or as required by the Charter or law; (c) be custodian of the corporate records and of the corporate seal and insure that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep or arrange for the keeping of a register of the post office or other mailing addresses of each trustee and Member of the Corporation; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned or delegated by the President or Board of Trustees.

F. Treasurer.

The Treasurer shall: (a) have custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Trustees; and (c) in general perform the duties incident to the office of Treasurer as well as such other duties as from time to time may be assigned or delegated by the President or Board of Trustees. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his

or her duties in such sum and with such surety or sureties as the Board of Trustees shall determine, the premium therefore to be paid by the Corporation.

G. Other Officers.

The Board of Trustees shall have the power to appoint any person to act as an assistant to any officer, or as an agent for the Corporation, or to perform the duties of any officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Board of Trustees shall have the power to perform all duties of the office to which he or she is so appointed to be assistant, or as to which he or she is so appointed to act, except as such power may be otherwise defined or restricted by resolution of the Board of Trustees.

2.5 Compensation.

The compensation of the President shall be established periodically by the Board of Trustees. The Board of Trustees may receive and consider the recommendation of the Human Resources & Compensation Committee, Executive Committee, and/or Board Chair with regard to the President's compensation, including any incentive-based compensation. The President may make recommendations for the compensation of Vice Presidents, officers, and other key employees who report directly to the President, but the compensation (including any incentive-based compensation) of all such persons shall annually be established (through ratification or otherwise) by the Executive Committee and be reviewed by the Human Resources & Compensation Committee. No officer of the Corporation who also is serving as a member of the Board of Trustees shall be precluded from receiving his or her salary, benefits and other compensation as an officer because he or she also is serving as a member of the Board of Trustees.

Article III Executive Committee of the Board of Trustees.

3.1 Establishment.

There shall be a committee of the Board of Trustees known as the Executive Committee, which shall consist of the Board Chair, the Vice-Chair(s) of the Board, the Chairs of the Standing Committees, and other member(s) of the Board of Trustees designated by the Board Chair and confirmed by the Board of Trustees. The Executive Committee shall not exceed eleven members serving renewable one-year terms. The Executive Committee is designated as a Committee of the Board.

3.2 Authority of Executive Committee.

Between meetings of the Board of Trustees, the Executive Committee shall have all of the authority of the Board of Trustees, except as limited by law, the Charter or these by-laws, and may enact any rule consistent with law and these by-laws for the management of the business or property of the Corporation and such rule shall have the same force and effect as a rule adopted by the full Board of Trustees and shall continue in force until altered or repealed by the

Executive Committee or the full Board of Trustees. The Executive Committee shall also have the authority to sell and lease land on such terms as it deems proper and to transact any other business in the name of the Corporation. The Executive Committee shall act as the Appeals Board for the Architectural Review Board, subject to the rules and regulations in force as adopted by the Board of Trustees relating to architectural design and land use, including the current Architectural and Land Use Regulations. The Executive Committee shall not have the authority to remove the President from office, such authority being expressly reserved to the full Board of Trustees.

### 3.3 Meetings.

Meetings of the Executive Committee may be held at any time and place upon the call of the Board Chair, the President, or the written request of three (3) members of the Executive Committee filed with the Secretary of the Corporation. The Executive Committee typically shall meet at a time attendant to the Board of Trustees' February, May (if any), and November meetings, although the failure of the Executive Committee to meet attendant to such a meeting shall not prevent the full Board from timely meeting and acting upon matters properly brought before it for action.

### 3.4 Notice of Meetings; Waiver of Notice.

Written notice stating the place, day and hour of any meeting of the Executive Committee shall be given to each member not less than 72 hours before the meeting, personally, by e-mail or by first class mail, by or at the direction of the Board Chair, the President, or the Secretary. Notice of a meeting may be waived before, at or after any meeting, and the presence of a member at any meeting shall constitute waiver of notice as to such member.

### 3.5 Quorum and Voting.

Except as otherwise provided by law, the Charter, or these by-laws, a majority of the total number of trustees then serving as members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee, but a majority of the Executive Committee members present at any meeting (even though less than a quorum) may adjourn the meeting from time to time without further notice. If a quorum is present, the affirmative vote of a majority of the Executive Committee members present at the meeting shall be the action of the Board of Trustees, except where a larger number may be required by law, the Charter, or these by-laws. After a quorum has been established, the subsequent departure of Executive Committee members so as to reduce the number of Executive Committee members entitled to vote at the meeting below the number required for a quorum shall not affect the validity of any action taken at the meeting or any adjournment thereof.

### 3.6 Conduct of Meetings.

The Board Chair or, at his or her direction, a Vice-Chair, shall preside at all meetings of the Executive Committee. In the absence of the Board Chair, the Vice-Chair senior in time of board service then present, or any trustee chosen by the trustees present, shall preside as Chair of the meeting. The Secretary of the Corporation shall act as secretary of all meetings.

Article IV Additional Committees of the Board of Trustees and Committees of the Corporation.

4.1 Committees of the Corporation.

To assist the Board of Trustees in its general supervision of the Corporation's activities, the following committees of the Corporation are established:

- Budget & Finance Committee
- Development Council
- Nominating and Governance Committee
- Human Resources & Compensation Committee
- Marketing & Brand Strategy Committee

Said committees are advisory to the Board of Trustees and shall not assume to act in the place of the Board of Trustees nor undertake any obligation on behalf of the Corporation. The term and appointment of Board of Trustee members to the Development Council is governed by Section 4.1 B of these by-laws and by the joint protocol with the Chautauqua Foundation. The Chair and members of each of these committees shall be appointed each year prior to October 1 by the Board Chair. Each committee member's term shall commence on October 1. Except as may be provided for herein, each of these committees shall include not fewer than five (5) and not more than nine (9) trustees to be determined annually by the Board Chair at the time of committee assignments, plus such other persons (if any) as may be appointed to serve as members thereof. Each committee Chair shall be a member of the Board of Trustees. Except as provided for herein, all committees shall meet as needed to accomplish the work of the committee upon the call of the committee Chair or upon the request of not fewer than three (3) members of the committee.

A. Budget & Finance Committee.

The Budget & Finance Committee shall provide policy recommendations, oversight and assessment with respect to the financial, operational and capital needs of Chautauqua Institution, including the general maintenance and the purchase and sale of real and personal property assets; ensure the liquidity and financial sustainability of the Institution through, among other things, the preparation, review, and approval of the Institution's operating and capital budgets; maintain an active interaction with the Development Council and the Chautauqua Foundation to ensure the most efficient use of endowment income and other philanthropic funds; and address any other policy issues that might arise from the activities of the Campus Planning and Operations Office other than those assigned to the Architectural Review Board. The Budget & Finance Committee is designated as a Committee of the Corporation.

B. Development Council.

The Development Council is a standing committee of both the Chautauqua Foundation Board of Directors and the Chautauqua Institution Board of Trustees. It serves as the primary



interface between the two relative to the development interests of the Institution and the Foundation and serves as the primary resource to the President of the Institution for the delivery of philanthropic resources to advance the interests of the Institution. The Development Council shall discuss, evaluate, and recommend policies and actions to the Chautauqua Foundation and Institution Boards on all matters affecting the philanthropic development of Chautauqua. The Board Chair shall appoint two to three additional members of the Development Council from among the Board of Trustees. The Board Chair shall appoint the Chair of the Development Council. Each member appointed pursuant to this section shall sit until he or she resigns, is no longer a member of the Board of Trustees, or is replaced by the Board Chair. The Development Council is designated as a Committee of the Corporation.

C. Nominating & Governance Committee.

The Nominating & Governance Committee shall make nominations of persons: (a) for election of those trustees to be elected by the Board of Trustees pursuant to the Charter, whether for a full term or to fill an unexpired term, and (b) for election of all officers except the President. So long as the eligibility requirements of Section 1.5 of these by-laws are met, nothing shall preclude the Nominating and Governance Committee from presenting more than one nominee for any position. The President shall provide the Nominating & Governance Committee with his or her recommendations for all officers except the Board Chair, any Vice-Chair, and President. The Committee shall oversee the orientation, education, training, and evaluation of trustees and shall periodically review the by-laws. The Committee may provide the Board Chair with its recommendations for committee assignments. The Nominating and Governance Committee is designated as a Committee of the Corporation.

D. Human Resources & Compensation Committee.

The Human Resources & Compensation Committee shall provide policy recommendations, oversight and assessment with respect to all human resources and personnel-related needs of the Chautauqua Institution; shall annually review the performance of the President together with his or her base salary and benefits; shall periodically make recommendation to the Board regarding whether to retain the Institution's President for an additional term and, if so, the proposed terms of such retention; shall review and make recommendations to the Executive Committee regarding payments to be made and metric-based annual goals to be set under incentive compensation plans (if any) for the Institution's President and Executive Staff; shall annually review a Human Resources Report from the President that will include an updated succession plan, assessment of key employees' performance and other Human Resources metrics; shall provide oversight and review of the Institution's personnel and human resources policies; and shall annually review and make recommendations to the President and the Executive Committee regarding possible parameters to consider with regard to changes in the annual compensation of

the Vice Presidents, officers, and other key employees of the Institution who report directly to the President. The Human Resources & Compensation Committee is designated as a Committee of the Corporation.

E. Marketing & Brand Strategy Committee

The Marketing & Brand Strategy Committee shall provide policy recommendations, strategic oversight and assessment of Chautauqua Institution's marketing and branding plans, including an annual review, evaluation and assessment of the guest experience, new market opportunities, product enhancements and product/programmatic priorities for investment; pricing policy and strategy; an annual communications plan/ strategy; and sales, distribution and promotional activities. The Marketing & Brand Strategy Committee shall consist of not less than five total members, two of whom, to the extent reasonably practical, shall also be members of the Board of Directors of the Chautauqua Hotel Company, Inc. The Marketing & Brand Strategy Committee is designated as a Committee of the Corporation.

4.2 Committees of the Board.

To further assist the Board of Trustees in its general supervision of the Corporation's activities, the following additional committees of the Board are established:

Architectural Review Board  
Audit Committee

The Chair and members of each of these committees shall be appointed each year prior to October 1 by the Board Chair. Each committee member's term shall commence on October 1. Except as may be provided for herein, each of these committees shall include not fewer than five (5) and not more than nine (9) trustees to be determined annually by the Board Chair at the time of committee assignments. Each committee member, including the Chair, shall be a member of the Board of Trustees. Except as provided for herein, all committees shall meet as needed to accomplish the work of the committee upon the call of the committee Chair or upon the request of not fewer than three (3) members of the committee.

A. Architectural Review Board.

The Architectural Review Board shall determine appeals from administrative decisions regarding the Architectural and Land Use Regulations and other building and design-related matters and consider applications made pursuant to the Architectural and Land Use Regulations. The Architectural Review Board shall exercise all of the power and authority delegated to it under the terms and provisions of the rules and regulations from time to time adopted by the Board of Trustees relating to architectural design and land use. The membership of the Architectural Review Board shall consist of a Chair and four other persons appointed by the Board Chair and approved by the Board of Trustees. All members of the Architectural Review Board, including the Chair, shall at all times be members of the Board of Trustees; provided, however, to the extent reasonably practical the Chair and not less than two other members of the Architectural Review Board should be either (1) Class B Trustees or (2) Class A Trustees who own residential property on the grounds of Chautauqua Institution. A quorum of the Architectural Review Board shall consist of not less than three members, with all matters being decided by the

affirmative vote of not less than three members. The Architectural Review Board is hereby designated as a Committee of the Board. The Architectural Review Board's authority to act for the Board is limited to the powers granted to it in these by-laws.

B. Audit Committee.

The Audit Committee shall annually retain or renew the retention of the independent auditor, shall review and evaluate the performance of the independent auditor, and shall report the results of that review to the Board of Trustees. The Audit Committee also shall (1) review with the independent auditor the scope and planning of the independent audit prior to the commencement of the audit and (2) upon completion of the independent audit, review and discuss with the independent auditor (A) any material risks or weaknesses in internal controls identified by the auditor, (B) any restrictions on the scope of the auditor's activities or access to requested information, (C) any significant disagreements between the auditor and management, and (D) the adequacy of the corporation's internal controls and accounting and financial reporting processes. The Audit Committee shall have full access to the auditors independent of management. It shall inquire of management and the auditors concerning any significant risks or exposures facing the Institution, and it shall assess the steps management has taken to minimize such risks and exposures and periodically review compliance with such steps. The Audit Committee also shall oversee the annual review and implementation of a risk review plan, which includes various policies, including compliance with the Institution's Conflict of Interest Policy and the Whistleblower Policy. Each member of the Audit Committee shall be an independent trustee within the meaning of New York State Not-for-Profit Law. The Audit Committee shall also perform each of these duties for the Chautauqua Hotel Company, Inc. The Audit Committee is designated as a Committee of the Board. The Audit Committee's authority to act for the Board is limited to the powers granted to it in these by-laws.

4.3 Other Committees.

The Board of Trustees may from time to time establish other committees to assist in its work, for such duration and consisting of such number of persons as the Board of Trustees in its judgment may determine.

4.4 Advisory Council.

To retain and make available to the Board of Trustees the experience, knowledge, skills and special interests developed by persons who formerly have served as trustees, an Advisory Council is established. The membership of the Advisory Council shall include all persons who formerly have served as members of the Board of Trustees and who consent to serve as members of the Council.

Article V. Other Provisions.

5.1 Removal of Trustees.

A. Any trustee elected by the trustees may be removed for or without cause at any meeting of trustees by affirmative vote of two thirds of the of trustees cast at such meeting provided there is a quorum present and provided that the Nominating & Governance Committee first determines that the question of removal should be presented to the Board of Trustees.

B. Any trustee elected by Members may be removed for or without cause at any meeting of Members by the affirmative vote of a majority of votes cast at such meeting provided there is a quorum present. The Nominating & Governance Committee shall provide a recommendation to the Members regarding the removal of a Member-elected trustee.

#### 5.2 Telephone meetings or attendance.

Any trustee or other member of any Committee of the Board (including the Architectural Review Board) or Committee of the Corporation may participate in any meeting of any such committee by telephone or other electronic media provided that all persons participating in the meeting are able to hear each other at the same time. Participation by such means shall constitute the presence of such person or persons at the meeting.

#### 5.3 Fiscal Year.

The fiscal year of the corporation shall be the calendar year.

#### 5.4 Seal.

The Board of Trustees shall provide a corporate seal that shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words, "Corporate Seal".

#### 5.5 Rules of Parliamentary Procedure.

Except to the extent to which the Charter, these by-laws, or applicable law provide to the contrary, all meetings of the Board of Trustees, the Committees of the Board, and the Committees of the Corporation shall be governed by the parliamentary procedures established by Roberts Rules of Order.

#### 5.6 Indemnification.

Any officer of the Corporation, any member of the Board of Trustees, and any member of a committee of the Board or Committee of the Corporation established under Articles 4 of these by-laws shall, to the extent permitted by law, be indemnified by the Corporation from any judgment or expense incurred as a result of such office or membership or as a result of any action conducted in good faith on behalf of the Corporation and not opposed to its best interests, and in criminal actions or proceedings, when such member had no reasonable cause to believe that his or her conduct was unlawful.

### Article VI Amendments.

#### 6.1 By Board of Trustees.

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the

Board of Trustees at any meeting of the Board of Trustees at which a quorum is in attendance by affirmative vote of two-thirds of the number of trustees in office, provided that written notice of such proposed alteration, amendment, repeal or new by-laws shall have been given to each trustee as provided for in Article 1.7 or Article 1.8 hereof, as applicable.

#### 6.2 Implied Amendments.

Any action taken or authorized by the Board of Trustees that would be inconsistent with the by-laws then in effect but that is taken or authorized by affirmative vote of not less than the number of trustees required to amend the by-laws shall be given the same effect as though the by-laws had been temporarily amended or suspended, but only so far as is necessary to permit the specific action so taken or authorized.

### Article VII Meetings of Members of Corporation.

#### 7.1 Annual Meeting.

The annual meeting of the Members of the Corporation shall be held between the hours of 8:00 a.m. and 8:00 p.m. Eastern Standard Time on the second Saturday of August in each year on the Chautauqua Institution grounds at Chautauqua, New York. The specific time of the annual meeting of the Members of the Corporation will be fixed by the Board of Trustees.

[Note: For a definition of Members of the Corporation, see the Charter]

#### 7.2 Special Meetings.

Special meetings may be called by the President or the Board Chair, or when directed by the Board of Trustees. Special meetings also shall be held upon the demand of the Members entitled to cast ten per cent of the total number of votes entitled to be cast at such a meeting. Notice of special meetings of Members shall be upon notice by mail as provided by law or by notice published in the Chautauquan Daily (or, if not then in publication, then in any other daily newspaper of general circulation in Chautauqua County) once a week for three successive weeks next preceding the date of such meeting, in which the time, date, place and purpose for which such special meeting is called shall be stated.

#### 7.3 Notice of Adjourned Meetings.

If any meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. Any business may be transacted at the adjourned meeting that might have been transacted on the original date of the meeting.

#### 7.4 Quorum.

The Members present at an annual meeting of the Members of the Corporation shall constitute a quorum. A plurality of the votes cast at the annual meeting at which a quorum is present shall be the act of the Members. At special meetings, a quorum shall consist of not less than the Members entitled to cast one hundred votes or one-tenth of the total number of votes entitled to

be cast, whichever is less.

7.5 Conduct of Meetings.

The Board Chair or, in the absence of the Board Chair, the Vice-Chair senior in board service, or, in the absence of both, the President, shall preside at all meetings of the Members. The Secretary of the Corporation or, in the absence of the Secretary, a person designated by the presiding officer shall act as the secretary of the meeting.