

January 2023 Amendments to the Bylaws of The Will McLean Foundation, Inc.

The Amended Bylaws of The Will McLean Foundation, Inc. adopted on or about March 13, 2022, are hereby amended in relevant part as follows:

1. Article VI – Board of Directors, Section 1 is amended as follows:

Section 1: The Board of Directors shall consist of the four elected officers, three elected Members-At-Large, and the Chairpersons of the Standing Committees (or their designated representative). The officers and directors of the Foundation shall hold office until their successors are chosen and have qualified or until their earlier resignation or removal. In order to qualify for an elected position on the Board of Directors a person must have been a voting member in good standing of the Foundation for at least two full calendar years prior to his / her election. This qualification does not apply to Board Members already holding office and serving at the time this amendment was adopted or to Committee Chair Board positions appointed by the President and approved by the Executive Committee under the Bylaws. Persons having recurring or frequent substantial business transactions with the Foundation, its subsidiaries or affiliated entities, are disqualified and may not serve on the Board of Directors in any voting capacity. Without limiting the scope of this restriction, it shall apply specifically to for-profit festival or event promoters, retained professionals, employees or compensated agents providing services. Furthermore, this disqualification shall apply to the disqualified person's spouse or domestic partner, brothers and sisters, children, parents, grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and great-grandchildren, employees, business partners or affiliates or other persons reasonably seen to be unduly influenced by or controlled by them. This restriction does not apply to artists who may perform at the annual festival or in music programs sponsored by the Foundation.

2. Article VII – Officers, Section 1 is amended as follows:

Section 1: The officers of the Foundation shall consist of a President, Vice-President, Secretary, and Treasurer. The officers shall be elected for a term of one year. The officers shall assume their duties thirty days following the Annual Festival. The qualifications for office are as follows:

- a. Any person standing for election as an officer of the Foundation must meet the qualifications to be an elected member of the Board of Directors as set forth elsewhere above.
- b. In addition, no person may stand for election or hold the office of President or Vice-President unless that person has served as a voting member of the Board of Directors for at least one year.
- c. In addition, no person may stand for election or hold the office of Treasurer unless that person has either served as a voting member of the Board of Directors for one year or is determined by either the Board of Directors or the Nominating Committee to possess special qualifications (such as financial or accounting expertise, etc.) of particular benefit to the best interests of the Foundation.

3. Article IX – Nominating Committee, Section 2 is amended as follows:

Section 2: This committee shall nominate a slate of officers for President, Vice President, Secretary, Treasurer, and three Members-At-Large for the Board of Directors from the membership. The nominees must meet the qualifications for the respective offices and Board seats set forth in the Bylaws and shall have confirmed that they are willing and able to serve in the capacity for which they are being nominated. This committee shall determine that each person nominated is not disqualified from holding the office for which they are nominated by the restrictions imposed by the Bylaws. Any question regarding a person's qualifications or eligibility to stand for election

shall be resolved by the Board of Directors. All persons included on the slate of officers and directors submitted by the committee shall have been provided and shall have executed the Conflict of Interest and Compensation Policy of the Foundation in effect at the time the slate is submitted.

4. Article IX – Nominating Committee, Section 5 is amended as follows:

Article IX – Nominating Committee, Section 5 is deleted and of no further force or effect.

In all other respects, the Bylaws of The Will McLean Foundation, Inc. (dated March 13, 2022) remain unchanged and in full force and effect.

By the signature below, the foregoing is hereby certified to be a complete and correct copy of the Amendments to the Bylaws of The Will McLean Foundation, Inc. (dated March 13, 2022), duly adopted by the members of the Foundation on January 1, 2023

By: Kathy Wallace
Secretary