

**AMENDED AND RESTATED
BYLAWS
OF
¡ARTS SAN ANTONIO!**

**ARTICLE I.
NAME**

The name of the corporation (hereinafter referred to as the "Corporation") is ¡Arts San Antonio!

**ARTICLE II.
OFFICE**

The principal business office of the Corporation shall be located at 222 East Houston Street, Suite 400, San Antonio, Texas 78205. The location of such principal office may be changed from time to time by the Directors of the Corporation.

**ARTICLE III.
ACTIVITIES**

The Corporation's operations shall be confined to the purposes set forth in the Articles of Incorporation of the Corporation.

**ARTICLE IV.
MEMBERS**

The Corporation shall not have members.

**ARTICLE V.
BOARD OF DIRECTORS**

5.1 Governing Body. The Board of Directors of the Corporation shall constitute its governing body and shall have such powers and authority as shall be conferred upon the Directors by the Certificate of Incorporation, the Bylaws and the general law of the State of Texas.

5.2 Numbers. The Board of Directors of the Corporation shall consist of not more than fifty (50) Directors, as determined from time to time by the Directors then serving. All Directors shall serve three (3)-year terms, so that approximately one-third (1/3) of the Directors will be replaced or re-elected each year.

5.3 Selection of Directors. Directors shall be elected by the Board of Directors. Vacancies on the Board of Directors shall be filled by the majority vote of Directors at any meeting at which a quorum is present.

5.4 Resignation and Removal. The Board of Directors may accept the resignation of any Director which is submitted in writing at any meeting of the Board. The Board of Directors may remove any appointed Director from membership on the Board for failure of such Director to attend three (3) consecutive regular or special meetings of the Board, or for such other reasons as the Board determines sufficient.

5.5 Advisory Board. An Advisory Board or other support groups may be created by the Board of Directors with such members and duties as determined by the Board of Directors.

ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS

6.1 Number, Date and Place. The Corporation shall hold at least two (2) regular meetings of the Board of Directors in each calendar year. The Board of Directors shall designate one (1) meeting per year as the annual meeting. Special meetings of the Board of Directors may be called by the Chairman or President or at least one-third (1/3) of the Directors then holding office. All meetings of the Board shall be held in San Antonio, Texas, at a place and time designated by the Chairman or President unless otherwise directed by the Board of Directors and stated in the notice of meeting, in which case the meeting may be held at any place within or without the State of Texas.

6.2 Notice. Notice of all meetings of the Board of Directors of the Corporation, stating the time and place of such meeting, shall be given by any officer of the Corporation by mail or email to each Director at the address as it appears on the records of the Corporation. Notice of regular or special meetings shall be given at least five (5) days prior to the date of the meeting. Notice of a special meeting to be held as a telephone meeting shall be given at least three (3) business days prior to the meeting. No notice need be given to any Director from whom a written waiver of notice has been received.

6.3 Quorum. A quorum of the Board of Directors shall be thirty percent (30%) of the Board of Directors.

ARTICLE VII. EXECUTIVE COMMITTEE

7.1 Designation. The Board of Directors shall, by resolution, designate an Executive Committee.

7.2 Number; Qualification; Term. The Executive Committee shall consist of not more than fifteen (15) members of the Board of Directors, including the officers and members at large elected annually, one of whom shall be the President. The Executive Committee shall serve at the pleasure of the Board of Directors.

7.3 Powers and Duties. The Executive-Committee shall have general supervision of the affairs of the Corporation, shall have the power to amend any budget previously adopted by the Board of Directors, shall act for the Board of Directors during the intervals between meetings of the Board and shall report all of its actions to the Board in the form of written minutes which

shall be promptly forwarded to all Directors. The Executive Committee shall also summarize its actions for the Board at each regular or special meeting. In addition, the Executive Committee shall have such additional duties, responsibilities and powers as the Board of Directors shall from time to time delegate to it. The Executive Committee shall be subject to the policy decisions of the board of Directors, and none of its acts shall conflict with policies previously adopted by the Board of Directors. All actions of the Executive Committee shall be the official and final actions of the Board of Directors unless, within ninety (90) days after such action is reported to the Board of Directors, two-thirds (2/3rds) of the Board of Directors vote to alter or repeal such action by the Executive Committee, provided, however, that no rights of any third party shall be affected by any such revision, alteration or repeal, nor shall any officer or any other agent of the Corporation, when acting at the direction or instance of the Executive Committee, be liable personally for so acting even though such acts of the Executive Committee shall later be revised, altered or repealed by the Board of Directors.

7.4 Change in Number. The number of Executive Committee members may be increased or decreased from time to time by resolution adopted by the Board of Directors.

7.5 Removal. Any member of the Executive Committee may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

7.6 Vacancies. A vacancy occurring in the Executive Committee (by death, resignation, removal or otherwise) may be filled by the Board of Directors in the manner provided for original designation by Section 7.1 of these Bylaws.

7.7 Meetings. The Executive Committee shall meet regularly at the call of the Chairman or President, except during periods when no meeting is needed. Time, place and notice (if any) of the Executive Committee meetings shall be determined by the Executive Committee.

7.8 Quorum; Majority Vote. At meetings of the Executive Committee, a majority of the number of members designated by the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the members present at any meeting at which a quorum is present shall be the act of the Executive Committee, except as otherwise specifically provided by statute, the Articles of Incorporation or these Bylaws. If a quorum is not present at a meeting of the Executive Committee, the members present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present.

7.9 Procedure. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required. The minutes of the proceedings of the Executive Committee shall be kept at the principal place of business of the Corporation.

7.10 Responsibility. The designation of an Executive Committee and the delegation of authority to it shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by law.

**ARTICLE VIII.
OTHER COMMITTEES**

The Board of Directors may create such other committees as it desires, which shall include at least committees for finance, development, programming, nominating, personnel and marketing.

**ARTICLE IX.
OFFICERS**

9.1 Officers. The officers of the Corporation shall be a President, Secretary, Treasurer and any number of Vice-Presidents as may be determined by the Board as necessary for other functional areas. The Board of Directors may also elect a Chairman and may appoint one or more Assistant Secretaries and one or more Assistant Treasurers. Any person may hold more than one office provided that the duties thereof can be consistently performed by the same person, provided, however, that no one person shall at the same time hold the two offices of President and Vice President or the two offices of President and Secretary. Officers are not required to be members of the Board of Directors.

9.2 Election. The officers shall be elected by the Directors of the Corporation and shall hold office for one year and until their successors have been elected and have been qualified.

9.3 Removal. Any officer may be removed at any time, with or without cause, by resolution of the Directors at any meeting of the Board.

9.4 Chairman. The Chairman, if any, shall preside at all meetings of the Board of Directors of the Corporation and shall perform all of the duties commonly incident to his or her office and such other duties as the Board of Directors shall designate from time to time.

9.5 Vice-Chairman. The Vice-Chairman, if any, shall perform all of the duties commonly incident to his or her office and such other duties as the Board of Directors shall designate from time to time. In the absence of the Chairman, the Vice-Chairman shall preside at meeting of the Board of Directors of the Corporation.

9.6 President. The President shall be the chief executive officer of the Corporation and shall perform all of the duties commonly incident to his or her office and such other duties as the Board of Directors shall designate from time to time. The President shall hire, fire and manage such staff with such duties determined by him necessary and reasonable for the Corporation and included in the annual Budget approved by the Board of Directors. In the absence of the Chairman or Vice-Chairman, the President shall preside at meetings of the Board of Directors of the Corporation.

9.7 Secretary. The Secretary shall keep accurate minutes of all meetings of the Board of Directors, shall perform all the duties commonly incident to his or her office, and shall perform such other duties and have such other powers as the Board of Directors shall designate from time to time.

9.8 Treasurer. The Treasurer shall keep or cause to be kept full and accurate records of all receipts and disbursements in the financial books of the Corporation and shall perform such other duties concerning the collection, custody and disbursement of the funds and other property of the Corporation as the Board of Directors may assign. The Treasurer shall render a full, written report of the financial condition of the Corporation to the Board of Directors at each meeting thereof. If required by the Directors, the Treasurer shall give to the Corporation a bond in a sum determined by the Directors, conditioned upon the faithful performance of his or her duties and for the restoration to the Corporation in case of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, or other property of any kind whatsoever in his or her possession or control belonging to the Corporation.

9.9 Vacancy. If any office shall become vacant by reason of death, resignation, removal or otherwise, the Board of Directors shall appoint a successor or successors for the unexpired term or terms.

9.10 Compensation. The officers of the Corporation who are also salaried staff of the Corporation shall perform the normal duties associated with their respective offices without compensation. Other officers and Directors may be compensated for services rendered to the Corporation if, and only if, two-thirds (2/3) of all the Directors determine before such services are performed that the services are extraordinary in scope and also establish, before the services are performed, the amount to be paid to the officer for the full and proper performance of such services. All officers and Directors shall be reimbursed for reasonable expenses incurred in connection with the performance of their duties for the Corporation.

9.11 Delegation of Powers. In the event of the absence or disability of any officer of the Corporation, the Board of Directors may delegate his or her powers and duties for the time being to any other officer or officers.

ARTICLE X. MEETINGS

10.1 Action Without a Meeting. Any action which may be taken at a meeting of the Directors or which may be taken by any Committee of the Corporation may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by the number of Directors or members of the Committee necessary to take that action at a meeting at which all of the Directors or Committee members are present and voting. The Consent must state the date of each Director's or Committee member's signature. Prompt notice of any such action shall be given to each Director or Committee member who did not consent in writing to the action.

10.2 Meeting by Remote Communication Technology. Subject to the provisions of these Bylaws for notice of meetings, a meeting of the Board of Directors and any Committee of the Corporation may be held by means of a remote electronic communications system, including videoconferencing technology or the Internet, so long as each person entitled to participate in the meeting consents to the meeting being held by that system and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant .

**ARTICLE XI.
INDEMNIFICATION**

11.1 Extent of Indemnification. The Corporation shall indemnify any person who is serving or has served as a Director, officer or committee member of the Corporation to the greatest extent then permitted by the Texas Non-Profit Corporation Act and other applicable law, provided however, that no such indemnification shall be made if the indemnification would constitute an act of self-dealing that is prohibited by Section 4941 of the Internal Revenue Code of 1986 ("Code"), as amended. Indemnification as provided in this Article XI shall inure to the benefit of the heirs, executors, and administrators of any person who held a position named in this section.

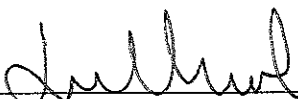
11.2 Other Remedies. Indemnification provided in this Article shall not be exclusive of any other rights to which a person who held a position identified in Section 11.1 may be entitled by law, agreement, vote of disinterested Directors, or otherwise.

11.1 Insurance. The Corporation may purchase and maintain insurance on behalf of any person (or may reimburse any such person for the reasonable and necessary cost of obtaining and maintaining personal insurance) against any liability which may be incurred by him or by her arising out of his or her status as a Director, officer, committee member or employee of the Corporation, whether or not the Corporation would have the power to indemnify him or her against any such liability in Section 11.1, provided, however, that no such insurance shall be purchased on behalf of any person if such purchase of insurance constitutes, an act of self-dealing that is prohibited by Section 4941 of the Code.

**ARTICLE XII.
AMENDMENTS**

These Bylaws may be amended at any meeting of the Board of Directors at which a quorum of the Board is present, by a majority vote of the Directors present, provided that notice of the proposed amendment or amendments shall have been given in the notice of such meeting. Notice of proposed amendments shall be given to the Directors at least ten (10) days prior to the meeting.

ADOPTED by the Board of Directors on November 19, 2010.



Jon C. Wood, Secretary