



2022 - 2023 Kennedy Center Board of Trustees Handbook





DAVID M. RUBENSTEIN CHAIRMAN

David M. Rubenstein is a Co-Founder and Co-Chairman of The Carlyle Group, one of the world's largest and most successful private investment firms. Mr. Rubenstein co-founded the firm in 1987. Since then, Carlyle has grown into a firm managing \$260 billion from 29 offices around the world.

Mr. Rubenstein is Chairman of the Boards of Trustees of the John F. Kennedy Center for the Performing Arts and the Council on Foreign Relations; a Fellow of the Harvard Corporation; a Trustee of the National Gallery of Art, the University of Chicago, Memorial Sloan-Kettering Cancer Center, Johns Hopkins Medicine, the Institute for Advanced Study, the National Constitution Center, the Brookings Institution, and the World Economic Forum; a Director of the Lincoln Center for the Performing Arts and the American Academy of Arts and Sciences; and President of the Economic Club of Washington.

Mr. Rubenstein is a member of the American Philosophical Society, Business Council, Harvard Global Advisory Council (Chairman), Madison Council of the Library of Congress (Chairman), Board of Dean's Advisors of the Business School at Harvard, Advisory Board of the School of Economics and Management at Tsinghua University (former Chairman), and Board of the World Economic Forum Global Shapers Community.

Mr. Rubenstein has served as Chairman of the Board of Trustees of Duke University and the Smithsonian Institution, and Co-Chairman of the Board of the Brookings Institution.

Mr. Rubenstein is an original signer of The Giving Pledge, a significant donor to all of the above-mentioned non-profit organizations, and a recipient of the Carnegie Medal of Philanthropy, and the MoMA's David Rockefeller Award, among other philanthropic awards.

Mr. Rubenstein has been a leader in the area of Patriotic Philanthropy, having made transformative gifts for the restoration or repair of the Washington Monument, Monticello, Montpelier, Mount Vernon, Arlington House, Iwo Jima Memorial, the Kennedy Center, the Smithsonian, the National Archives, the National Zoo, the Library of Congress, and the National Museum of African American History and Culture. Mr. Rubenstein has also provided to the U.S. government long-term loans of his rare copies of the Magna Carta, the Declaration of Independence, the U.S. Constitution, the Bill of Rights, the Emancipation Proclamation, the 13th Amendment, the first map of the U.S. (Abel Buell map), and the first book printed in the U.S. (*Bay Psalm Book*).

Mr. Rubenstein is the host of *The David Rubenstein Show: Peer-to-Peer Conversations* on Bloomberg TV and PBS; and the author of *The American Story: Conversations with Master Historians*, a book published by Simon & Schuster in October 2019, and *How to Lead: Wisdom from the World's Greatest CEOs, Founders, and Game Changers*, a book published by Simon & Schuster in September 2020.

Mr. Rubenstein, a native of Baltimore, is a 1970 magna cum laude graduate of Duke University, where he was elected Phi Beta Kappa. Following Duke, Mr. Rubenstein graduated in 1973 from the University of Chicago Law School, where he was an editor of the *Law Review*.

From 1973-1975, Mr. Rubenstein practiced law in New York with Paul, Weiss, Rifkind, Wharton & Garrison. From 1975-1976, he served as Chief Counsel to the U.S. Senate Judiciary Committee's Subcommittee on Constitutional Amendments. From 1977-1981, during the Carter Administration, Mr. Rubenstein was Deputy Assistant to the President for Domestic Policy. After his White House service and before co-founding Carlyle, Mr. Rubenstein practiced law in Washington with Shaw, Pittman, Potts & Trowbridge (now Pillsbury Winthrop Shaw Pittman).



DEBORAH F. RUTTER

PRESIDENT

In an age marked by social and technological change, Deborah Rutter has emerged as one of the nation's most adroit leaders in the arts, combining artistic daring with fiscal sustainability, inclusivity, and responsiveness to the needs of the community.

Ms. Rutter began as President of the John F. Kennedy Center for the Performing Arts on September 1, 2014, and serves as curator of the Kennedy presidential memorial, and artistic and administrative director to the world's busiest performing arts center.

In an ever-expanding celebration of JFK's legacy, the Center presents theater, contemporary dance, ballet, vocal music, chamber music, Hip Hop, comedy, international arts, and jazz, alongside dynamic seasons with the Kennedy Center's world-class affiliates: the National Symphony Orchestra and Washington National Opera.

As the work of a living memorial is never finished, Rutter is advancing the Center's commitment to 21st-century programming. After breaking ground in her first year at the Kennedy Center, Ms. Rutter launched a transformative arts facility in 2019, the REACH, designed by renowned architect Steven Holl provides flexible indoor and outdoor performance space to nurture new art, community, innovation, arts education, and informal encounters between the artist and the public.

Today, Ms. Rutter is reshaping Kennedy Center offerings to include more artist-led programming while challenging people across the industry to reimagine creative expression through the lens of cross-disciplinary collaborations. Prior to her position as the Center's President, Ms. Rutter served as president of the Chicago Symphony Orchestra Association.

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HISTORY AND OVERVIEW

“I see little of more importance to the future of our country and our civilization than the full recognition of the place of the artist”

John F. Kennedy

History

The Kennedy Center opened to the public in September 1971. However, its roots date back to 1958 when President Dwight D. Eisenhower signed bipartisan legislation creating a National Cultural Center and an independently administered bureau of the Smithsonian (P.L.85-874). The National Cultural Center Act included four basic components: it authorized the Center's construction, spelled out an artistic mandate to present a wide variety of both classical and contemporary performances, specified an educational mission for the Center, and stated that the Center was to be an independent facility, self-sustaining, and privately funded. These same principles still guide the Center's work today.

President Kennedy took the lead in raising funds for the new National Cultural Center and kicked off a \$30 million fundraising campaign in November of 1962. He appointed the First Lady, Jacqueline Kennedy, and Mrs. Eisenhower as honorary co-chairwomen. Two months after President Kennedy's assassination in November 1963, Congress passed and President Lyndon Johnson signed into law bipartisan legislation renaming the National Cultural Center the John F. Kennedy Center for the Performing Arts and designating it as a living memorial to President Kennedy.

In December 1964, President Johnson turned the first shovelful of earth at the Center's construction site. He used the same gold-plated spade used in the groundbreaking ceremonies for the Lincoln Memorial in 1914 and the Jefferson Memorial in 1938. Construction began in 1964 and the facility opened to the public on September 8, 1971, with a gala opening performance featuring the world premiere of Leonard Bernstein's theatrical requiem *MASS* honoring President Kennedy.

The original act of 1958 charged the presidentially appointed Board of Trustees with responsibility for constructing and administering the nation's center for the performing arts. The Kennedy Center was constructed with a combination of private contributions (\$34.5 million), federal funds (\$23.0 Million), and long-term revenue bonds held by the U.S. Department of Treasury (\$20.4 million).

In 1972, the Board of Trustees requested assistance from Congress to meet the growing needs and interests of the millions of memorial visitors to the Kennedy Center. In 1972, Congress authorized funds through the National Park Service to provide the Board assistance with maintenance, security, and other services necessary to operate and maintain the building. From fiscal year 1972 until fiscal year 1995, the National Park Service received direct appropriations for the operation and maintenance of the living memorial to President John F. Kennedy.

In 1994, with bipartisan support in Congress and support from the Office of Management and Budget and the Secretary of the Interior, President Clinton signed into law the transfer of all appropriated fund responsibilities to the Board of Trustees (P.L. 103-279). Since the start of fiscal year 1995, the Board has been responsible for all operations of the Kennedy Center, including the management and expenditure of appropriated federal funds for operation, maintenance, and capital repair of the presidential memorial, as well as its trust-funded artistic programming.

Overview

The John F. Kennedy Center for the Performing Arts is America's living memorial to President John F. Kennedy and the nation's cultural center. Under the guidance of Chairman [David M. Rubenstein](#) and President [Deborah F. Rutter](#), the nine theaters and spaces of the Edward Durell Stone building and ten flexible spaces of the REACH, make the Kennedy Center one of the nation's busiest performing arts campuses attracting more than three million audience members and visitors each year to more than 2,000 performances, events, and exhibits. Guiding the Center's mission are three pillars—World-Class Art, Powerful Education, and Memorial Destination—and the aspirational ideals of President Kennedy, who believed that art is foundational to a thriving civil society.

The Kennedy Center produces and presents music, dance, and theater, balancing classical art forms with contemporary genres such as comedy, jazz, and Hip Hop. With its artistic affiliates, the [National Symphony Orchestra](#) and [Washington National Opera](#), the Center's achievements as a commissioner, producer, and nurturer of developing artists have resulted in more than 300 theatrical productions and dozens of new ballets, operas, and musical works, including Bernstein's *Mass*, *Annie*, the American premiere of *Les Misérables*, and the world premiere production of the Flaherty/Ahrens musical, *Little Dancer*. The Center is well known for its large-scale festivals, which bring together artists and communities from around the world to celebrate the many-faceted aspects of world culture. Festivals have included maximum *INDIA*, *ARABESQUE: Arts of the Arab World*, *Finding a Line: Skateboarding, Music, and Media*, *JFKC: A Centennial Celebration of John F. Kennedy*, *Artes de Cuba*, *SHIFT: A Festival of American Orchestras*, and *DIRECT CURRENT*, a two-week celebration of contemporary culture, among many others. Nationally and internationally, more than 260 million people each year experience the Kennedy Center through digital streaming initiatives and broadcasts, including the Center's Emmy® and Peabody Award-winning [The Kennedy Center Honors](#), broadcast annually on CBS, and Emmy-nominated [The Kennedy Center Mark Twain Prize](#), which airs annually on PBS. The Kennedy Center is the only arts organization in the world to stream free performances as part of its Millennium Stage, and has thousands of archived performances available online via the Center's [Digital Stage](#).

A national leader in learning and the arts, the Kennedy Center's education programs harness the power of the arts to address education challenges, accelerate best practices, and uplift citizen artists in classrooms and communities nationwide. The breadth of the Kennedy Center's education initiatives is unparalleled, with customized experiences and numerous access points for people of all ages and backgrounds. With learning opportunities offered in all 50 states, 29 countries, and globally through its online resource [ArtsEdge](#), the Center offers more than 40 differentiated programs that directly impact more than 1.4 million students and indirectly impact millions more. These include Performances for Young Audiences, pre-professional programs, research- and outcomes-based thought leadership, and capacity-building consultancy to promote systemic school improvement. Among its flagship national initiatives are [VSA](#), the international organization on arts and disability; [Ensuring the Arts for Any Given Child](#); [Turnaround Arts](#); and the [Citizen Artist Fellows](#), a cohort of professional artists who use their work to instigate social change.

In July 2020 the Center unveiled long-term [Social Impact Initiatives](#) to support anti-racism within the Nation's Cultural Center and across the performing arts. Expanding on long-standing work across artistic, educational, and community programs for many years, an eight-channel framework with activity will be prioritized, pursued, and woven throughout the institution. Intended to be iterative strategies that will take three to five years to implement, the Center will work systemically to foster anti-racism with a focus on the following areas: Local Creative Economy, REACH Activations, The Cartography Project, Arts Across America, Cultural Leadership, #BlackCultureMatters, Qualitative Metrics: Evaluative Field Leadership, and Sub-Communication Strategy.

The Kennedy Center is committed to increasing access and inclusive opportunities for all people to participate in, learn about, and learn through the arts. The Center stages more than 400 free performances each year, including community events such as NSO's *In Your Neighborhood* and WNO's *Opera in the Outfield*, and every day at 6 p.m. on its Millennium Stage. The Center offers reduced and complimentary tickets to young people, active members of the military, and the underserved through its *MyTix* program, as well as *Specially Priced Tickets* for students, seniors, persons with disabilities, and others with fixed low incomes.

The Kennedy Center Campus

The Kennedy Center's main building consists of approximately 1.5 million square feet of usable floor space on 17 acres of land. The building contains six theaters and three public stages, two public restaurant facilities, nine function/special events rooms, five public galleries/halls/foyers, and approximately 78,000 square feet of administrative offices. In addition, the Kennedy Center Facilities Management staff maintains complex HVAC systems, 27 elevators, six sets of escalators, 133 restrooms, more than 2,000 doors, 13 mechanical rooms, 108 crystal chandeliers, and 200 valuable paintings, sculptures, tapestries and textiles. Support systems in the building often operate at capacity in excess of 18 hours a day, 365 days a year.

The Kennedy Center's REACH opened to the public on September 7, 2019, the Center's first-ever major expansion. Located on the south side of the Kennedy Center campus and designed by Steven Holl Associates as a complement to the original, iconic Edward Durell Stone building, the REACH provides visitors with new opportunities to interact and engage with the Center as the nation's premier nexus of arts, learning, and culture. The REACH was built entirely with private funds through the Center's Building the Future capital campaign.

The REACH consists of three aboveground pavilions containing three classrooms, three studios, three flexible event spaces, and one lecture hall. With approximately 130,200 square feet of landscaping, there is urban greenspace for families to visit and audiences to watch performances. The REACH includes a pedestrian access bridge, which links the Kennedy Center campus to Rock Creek Trail enabling patrons and visitors to connect with Georgetown and the National Mall.

Kennedy Center Governance

By law, the Kennedy Center is a trust instrumentality of the United States and considered a unique federal establishment. However, the Kennedy Center is also recognized by the Internal Revenue Service as a 501(c)(3) tax-exempt organization. The Center's enabling federal statute, which is reviewed and updated as needed by Congress, provides direct authority for the Center. It affirms the Center's important mission and role as the national performing arts center. Additionally, the statute establishes a Board of Trustees and the federal responsibility for supporting the Center's maintenance upkeep and capital repairs through federal funds.

As a nonprofit organization, the Kennedy Center is governed by its own bylaws, written and approved by its Board of Trustees. These bylaws establish the role and responsibilities of the trustees and provide a governance structure for the prudent management of the Center. The Center's artistic programming and performances are supported with ticket revenues and private donations. Supporting the private fundraising goals of the Center is an essential role of the Board of Trustees.

Taken together, the Center's statute and bylaws integrate the federal and private functions of the Center. They create a governance structure that effectively manages the Center as a living memorial to President Kennedy and a robust and internationally acclaimed performing arts center.

The Center is a unique cultural organization that celebrates and presents all of the disciplines within the performing arts. The Center's artistic umbrella includes two affiliate organizations – the National Symphony Orchestra and Washington National Opera. Both the NSO and WNO maintain independent Boards, which provide management of their artistic and financial planning. However, the Kennedy Center Board sustains an integrated and collaborative oversight of both programs and retains ultimate financial responsibility.

Summary

Since it opened in 1971, the Center has come to symbolize our nation's heritage and appreciation for the performing arts, and it serves as a dynamic national resource contributing to the cultural enrichment of the United States. Each season the Center presents performances, festivals, new productions, and world-class artists befitting stages in the nation's performing arts center and living memorial to President John F. Kennedy.



**The John F. Kennedy
Center for the
Performing Arts**

Mission

As the nation's performing arts center, and a living memorial to President John F. Kennedy, we are a leader for the arts across America and around the world, reaching and connecting with artists, inspiring and educating communities. We welcome all to create, experience, learn about, and engage with the arts.

Vision

We are the nation's beacon for the performing arts, engaging artists and audiences around the world to share, inspire, and celebrate the cultural heritage by which a great society is defined and remembered.

Values

Collaboration | Respect | Inclusion | Openness
Empowerment | Service | Exploration

Our Brand

We believe that the collective, live experience of exceptional artistry can inspire & transform us all. The Kennedy Center commits to the American people. Within our walls, and well beyond them, we engage the performing arts as a tool to advance the potential of our country.



The
Kennedy
Center

Institutional Priorities

Fiscal Year 2023

Institutional Priorities

OCTOBER 2022

1

Artistic Identity

How will we nurture and sustain a culture that values, celebrates, and uplifts the artist?

2

Campus Experience

How will we reinforce that the Kennedy Center is a cultural hub and gathering space?

3

Education & Learning

How will we expound our fundamental belief that every child deserves the opportunity to have the arts in their lives?

4

Financial Stability & Transparency

How will we develop a sustainable financial structure?

5

Organizational Systems & Support

How will we attract and maintain a vibrant, dynamic, and diverse workforce



The Kennedy Center

BOARD OF TRUSTEES
20 U.S.C. 76h

(a) Establishment

(1) In general

There is established in the Smithsonian Institution a bureau, which shall be directed by a board to be known as the Trustees of the John F. Kennedy Center for the Performing Arts (hereafter in this subchapter referred to as the "Board"), whose duty it shall be to maintain and administer the John F. Kennedy Center for the Performing Arts and site thereof as the National Center for the Performing Arts, a living memorial to John Fitzgerald Kennedy, and to execute such other functions as are vested in the Board by this subchapter.

(2) Membership

The Board shall be composed of—

- (A) the Secretary of Health and Human Services;
- (B) the Librarian of Congress;
- (C) the Secretary of State;
- (D) the Chairman of the Commission of Fine Arts;
- (E) the Mayor of the District of Columbia;
- (F) the Superintendent of Schools of the District of Columbia;
- (G) the Director of the National Park Service;
- (H) the Secretary of Education;
- (I) the Secretary of the Smithsonian Institution;
- (J)
 - (i) the Speaker and the Minority Leader of the House of Representatives;
 - (ii) the chairman and ranking minority member of the Committee on Transportation and Infrastructure of the House of Representatives; and
 - (iii) three additional Members of the House of Representatives appointed by the Speaker of the House of Representatives;
- (K)
 - (i) the Majority Leader and the Minority Leader of the Senate;
 - (ii) the chairman and ranking minority member of the Committee on Environment and Public Works of the Senate; and
 - (iii) three additional Members of the Senate appointed by the President of the Senate; and
- (L) thirty-six general trustees, who shall be citizens of the United States, to be appointed in accordance with subsection (b).

(b) General trustees

The general trustees shall be appointed by the President of the United States. Each trustee shall hold office as a member of the Board for a term of 6 years, except that—

- (1) any member appointed to fill a vacancy occurring before the expiration of the term for which the predecessor of the member was appointed shall be appointed for the remainder of the term;
- (2) a member shall continue to serve until the successor of the member has been appointed; and
- (3) the term of office of a member appointed before July 21, 1994, shall expire as designated at the time of appointment.

BOARD OF TRUSTEES - TERMS OF OFFICE

As of January 6, 2023

General Trustees

Under the terms of the Kennedy Center's authorizing legislation, 36 trustees are appointed by the President of the United States for terms of six years. Individuals can be reappointed.

Terms Expiring September 1, 2024

	<u>Six Year Term</u>
Adrienne Arsht, Washington, District of Columbia*	-2012
Governor Mike Huckabee, Hope, Arkansas	-2019
Karen LeFrak, New York, New York	-2019
Carl Lindner, III, Cincinnati, Ohio	-2019
Kelly Roberts, Newport Beach, California	-2019
Daryl Roth, New York, New York	-2019
Marc I. Stern, Los Angeles, California	-2019
Jon Voight, New York, New York	-2019
Kelcy Warren, Dallas, Texas	-2019
Heather Washburne, Dallas, Texas	-2019
Phyllis J. Washington, Missoula, Montana	-2019

Terms Expiring September 1, 2025

	<u>Six Year Term</u>
Jennifer Fischer, Bloomfield Hills, Michigan	-2019
Lee Greenwood, Franklin, Tennessee	-2019
Kate Adamson Haselwood, Winston Salem, North Carolina	-2021
Michele Kessler, Boston, Massachusetts	-2019
Denise Saul, New York, New York	-2019
Andrea Wynn, Las Vegas, Nevada	-2019
Steven Witkoff, New York, New York	-2019

Terms Expiring September 1, 2026

	<u>Six Year Term</u>
Brian D. Ballard, Tallahassee, Florida	-2020
Pamela Bondi, Tampa, Florida	-2020
Mary Helen Bowers, Fort Mill, South Carolina	-2020
Hannah F. Buchan, Palm Beach, Florida	-2020
Robert Castellani, Simpsonville, South Carolina	-2020
Honorable Elaine Chao, Louisville, Kentucky	-2020
Pamella Roland DeVos, Ada, Michigan	-2020
Lynnette Friess, Jackson, Wyoming	-2020
Douglas Manchester, San Diego, California	-2020
Catherine B. Reynolds, McLean, Virginia	-2020
David M. Rubenstein, Bethesda, Maryland*	-2004
Paolo Zampolli, New York, New York	-2020

Terms Expiring September 1, 2028

	<u>Six Year Term</u>
David C. Bohnett, Los Angeles, California*	-2022
Tatiana Copeland, Wilmington, Delaware	-2022
Robert Drury Lenhard, Washington, District of Columbia	-2022
Cari B. Sacks, Chicago, Illinois	-2022
Phefelia Nez, Window Rock, Arizona	-2022
Supervisor Hilda Solis, Los Angeles, California*	-2022

*Reappointed

Officers

David M. Rubenstein, Chairman
Anthony Welters, Vice Chair
Deborah F. Rutter, President
Jacqueline B. Mars, Secretary
Open, Assistant Secretary
Michael F. Neidorff, Treasurer †

Honorary Trustees

Buffy Cafritz †
Kenneth Duberstein †
Alma Gildenhorn
Alma Powell

Ex-Officio Members Designated by Act of Congress

Xavier Becerra (2021)	Secretary of Health and Human Services
Dr. Carla Hayden (2016)	Librarian of Congress
Antony Blinken (2021)	Secretary of State
Billie Tsien (2021)	Chairwoman of the Commission of Fine Arts
Muriel Bowser (2015)	Mayor of the District of Columbia
Lewis D. Ferebee (2019)	Chancellor, D.C. Public Schools
Shawn Benge (2021)**	Director, National Park Service
Miguel Cardona (2021)	Secretary of Education
Lonnie G. Bunch, III (2019)	Secretary of the Smithsonian Institution
Nancy Pelosi (2007)	Speaker of the House of Representatives
Kevin McCarthy (2019)	Republican Leader of the House of Representatives
Chuck Schumer (2007)	Senate Majority Leader
Mitch McConnell (2017)	Senate Republican Leader
Peter A. DeFazio (D-OR)	Chairman, House Transportation & Infrastructure Committee
Sam Graves (R-MO)	Ranking Member, House Transportation & Infrastructure Committee
Tom Carper (D-DE)	Chairman, Senate Environment and Public Works Committee
Shelley Moore Capito (R-WV)	Ranking Member, Senate Environment and Public Works Committee

Ex-Officio Members Appointed by the U.S. Senate

Senator Roy Blunt (R-MO)	-2015
Senator Chris Van Hollen (D- MD)	-2021
Senator Mark Warner (D-VA)	-2013

Ex-Officio Members Appointed by the House of Representatives

Representative Joyce Beatty (D-OH)	-2019
Representative Anna G. Eshoo (D-CA)	-2020
Representative Jason Smith (R-MO)	-2019

***Acting*

BOARD OF TRUSTEES

RESPONSIBILITIES AND STEWARDSHIP

The Board of Trustees, led by the Chairman, serves as the governing body of the Kennedy Center and has the primary leadership responsibility for enabling the organization to realize its mission, goals, opportunities, and obligations.

Trustees carry out their governance and leadership responsibilities by contributing their time, their personal skills, and their financial resources to the Kennedy Center in furtherance of its mission. Legal authority and accountability rest with the Board, and Trustees are expected to execute their responsibilities with due care and in a manner that encourages prudent and independent decision-making, at all times placing the interests of the Kennedy Center above any personal interests.

The Board establishes broad policies to guide the Kennedy Center's operations and communicates these policies to the President through the Chairman, who is the Kennedy Center's Chief Executive Officer.

Board of Trustees Standards of Trusteeship

The Kennedy Center's Board of Trustees is responsible, by Act of Congress and Presidential appointment, for the governance of this country's national center for the performing arts. The expectations of Trustees in carrying out their duties are as follows:

- Trustees should participate in the Board meetings, the meetings of their assigned Board Committees, engage actively in Board and Board Committee discussions, deliberations, and decisions, and participate in the activities of the Center to the greatest degree possible. Trustees are responsible for reviewing materials provided to them in advance of Board and Board Committee meetings to enable an informed and engaged discussion.
- Trustees are responsible for learning about the programs and activities of the Kennedy Center, reviewing and approving the Kennedy Center's ongoing and future strategic plans, monitoring its budgets and finances, and establishing major policies for the organization.
- Trustees work in partnership with the President, who is responsible for carrying out the strategic plans and implementing the policies approved by the Board.
- Trustees serve as informed advocates and ambassadors for the Kennedy Center.
- Trustees maintain the confidentiality of Board and Board Committee discussions and deliberations to encourage full and frank discussion among Trustees.
- Trustees use information received from the Kennedy Center, including mailing lists and contact information of Trustees and others affiliated with the organization, only for Kennedy Center purposes.
- Trustees should conduct themselves in a manner consistent with the Kennedy Center's values and that reflects positively on the Kennedy Center.
- Trustees may reach out to the Kennedy Center's Chairman to discuss matters of Board affairs, and to the President, General Counsel and/or Chief Financial Officer, for matters regarding the organization's operations, legal affairs, and financial affairs.
- Each Trustee shall demonstrate his/her personal stewardship of the Kennedy Center by making a significant financial contribution and helping the Center raise additional financial resources to the best of his or her ability.

Board of Trustees Financial Support for the Kennedy Center

The Kennedy Center relies on financial support from its Trustees as an important source of funding for its annual operations as well as special projects and events. These include the following giving opportunities:

- The Kennedy Center maintains a Trustees' Fund to which all Trustees are obligated to contribute on an annual basis. Each Trustee should recognize that meeting this annual obligation will not satisfy his or her personal commitment to the financial and artistic success of the Kennedy Center.
- The Kennedy Center encourages Trustees to make gifts to special projects of particular interest to the Trustee. This may include specific educational programs, international festivals, as well as dance, jazz, opera, symphony, hip-hop, and theater programs.
- The Kennedy Center relies on Trustees to support special events that occur throughout the year and serve as major sources of funding for the Kennedy Center, including the National Symphony Season Opening Gala, the Mark Twain Prize for American Humor, the Kennedy Center Honors Gala, and the Washington National Opera Gala. These events also provide the opportunity for guests to learn more about the Kennedy Center and its mission.
- The Kennedy Center invites all Trustees to make a leadership gift during their tenure in support of special campaigns and to support the Center's future.

JOHN F. KENNEDY CENTER FOR THE PERFORMING ARTS
Washington, D.C.

BYLAWS
OF
THE BOARD OF TRUSTEES
OF THE
JOHN F. KENNEDY CENTER FOR THE PERFORMING ARTS

(As approved by the Board of Trustees, April 27, 1959, revised and re-issued following action by the Board on January 19, 1962 and revised and re-issued following approval by the Board on March 9, 1964; and amended further on May 17, 1965, January 29, 1968, August 15, 1975, December 4, 1982, November 30, 1987, April 15, 2002, May 8, 2017, January 29, 2020, and January 13, 2021)

BYLAWS
OF THE BOARD OF TRUSTEES
OF THE
JOHN F. KENNEDY CENTER FOR THE PERFORMING ARTS

ARTICLE I
Establishment

Section 1. Pursuant to the National Cultural Center Act (Public Law 85-874, 72 Stat. 1698) as amended, presently known as the "John F. Kennedy Center Act" (Public Law 88-260, 78 Stat. 4) signed by President Johnson on January 23, 1964, there was established, on September 2, 1958, in the Smithsonian Institution a bureau which is directed by a Board known as the Trustees of the John F. Kennedy Center for the Performing Arts (hereinafter sometimes referred to as the "Board") whose duty it is to maintain and administer the John F. Kennedy Center for the Performing Arts (hereinafter sometimes referred to as the "Center" or the "Kennedy Center" and site thereof and execute such other functions that are vested in the Board by the John F. Kennedy Act (hereinafter sometimes referred to as the "Act").

Section 2. These Bylaws are promulgated pursuant to the authority of Section 6(a) of the Act, which provides in pertinent part as follows:

"The Board is authorized...to make such Bylaws, rules, and regulations, as it deems necessary for the administration of its functions under this Act, including, among other matters, Bylaws, rules, and regulations relating to the administration of its trust funds and the organization and procedure of the Board."

Section 3. The principal office shall be located within the limits of the District of Columbia at such address as the Board may select. Other offices may be located at such other places within and without the District of Columbia as the Board may from time to time determine.

ARTICLE II
General Concept and Specific Purposes

Section 1. The Center had its genesis under the Eisenhower Administration and was originally conceived by a bi-partisan Congress to stand as a monument to America's cultural maturity and to her realization that the conquest of material things cannot stand the test of time until they find fruition in the realm of the mind and soul. The peoples of fifty sovereign states, sharing a love for the political freedoms of self-government, seek in the creation of a cultural center a concrete expression of their common attachment to the arts. A desire to express this common attachment to the arts was felt most strongly by our late President, John Fitzgerald Kennedy. Accordingly, it was most fitting to rename the National Cultural Center, as the John F. Kennedy Center for the Performing Arts, in honor of the late President. No memorial could serve as a better tribute to his spacious view of the role of the arts in the development of the American civilization. The establishment of a climate in which the arts could flourish and every person could find

opportunity for expression of his or her noblest thoughts and deepest passions, was a central objective of his Administration. This was, to him, one of the challenges of the free American society. The John F. Kennedy Center for the Performing Arts is an effort to contribute to such a climate.

Section 2. The specific purposes of the Board are:

1. To construct for the Smithsonian Institution a building to be designated as the John F. Kennedy Center for the Performing Arts on a site in the District of Columbia bounded by the Inner-loop Freeway on the east, the Theodore Roosevelt Bridge approaches on the south, Rock Creek Parkway on the west, New Hampshire Avenue and F Street on the north, which shall be selected for such purposes by the National Capital Planning Commission. Such building shall be in accordance with plans and specifications approved by the Commission of Fine Arts.
2. To maintain and administer the Center for the Performing Arts and site thereof.
3. To execute such other functions as are vested in the Board by the Act.

ARTICLE III **Duties**

Section 1. Programs, Activities, and Goals -

(a) In general ----The Board shall----

(1) present classical and contemporary music, opera, drama, dance, and other performing arts from the United States and other countries;

(2) promote and maintain the John F. Kennedy Center for the Performing Arts as the National Center for the Performing Arts----

(A) by developing and maintaining a leadership role in national performing arts education policy and programs, including developing and presenting original and innovative performing arts and educational programs for children, youth, families, adults and educators designed specifically to foster an appreciation and understanding of the performing arts;

(B) by developing and maintaining[~~r~~] a comprehensive and broad program for national and community outreach, including establishing model programs for adaptation by other presenting and educational institutions; and

(C) by conducting joint initiatives with the national education and outreach programs of the VSA arts, an entity affiliated with the John F. Kennedy Center for the Performing Arts, which has an established program for the identification, development and implementation of model programs and projects in the arts for disabled individuals;

(3) strive to ensure that the education and outreach programs and policies of the John F. Kennedy Center for the Performing Arts meet the highest level of excellence and reflect the cultural diversity of the Nation;

(4) provide facilities for other civic activities at the John F. Kennedy Center for the Performing Arts;

(5) provide within the John F. Kennedy Center for the Performing Arts a suitable memorial in honor of the late President.

(6) develop, and update annually, a comprehensive building needs plan for the features of the John F. Kennedy Center for the Performing Arts in existence on the date of enactment of the John F. Kennedy Center Act Amendments of 1994;

(7) with respect to the building and site of the John F. Kennedy Center for the Performing Arts, plan, design, and construct each capital repair, replacement, improvement, rehabilitation, alteration, or modification necessary to maintain the functionality of the building and the site at current standards of life, safety, security, and accessibility;

(8) provide----

(A) information and interpretation; and

(B) with respect to each feature of the building and site of the John F. Kennedy Center for the Performing Arts, all necessary maintenance, repair, and alteration of, and all janitorial, security, and other services and equipment necessary for the operations of, the building and site, in a manner consistent with requirements for high quality operations; and

(9) ensure that safe and convenient access to the site of the John F. Kennedy Center for the Performing Arts is provided for pedestrians and vehicles.

ARTICLE IV **Powers**

Section 1. The Board is authorized to solicit and accept and to hold and administer gifts, bequests, or devises of money, securities, or other property of whatsoever character for the benefit of the Center.

Section 2. The Board is authorized to receive any appropriations pursuant to Section 8 of the Act and any payment, including any which may be made under Section 10 of the Act, for use in accordance with the Act.

Section 3. Unless otherwise restricted by the terms of the gifts, bequest, or devise, the Board is authorized to sell or exchange and to invest and reinvest in such investments as it may determine from time to time the monies, securities, or other property composing trust funds given, bequeathed, or devised to or for the benefit of the Center.

Section 4. The income as and when collected shall be placed in such depositories as the Board shall determine and shall be subject to expenditure by the Board.

Section 5. The Board has all the usual powers and obligations of a trustee in respect of all trust funds administered by it.

Section 6. (a) The Board has the power to borrow where such borrowing is necessary to accomplish the purposes of the Act.

(b) The Board has the power to issue revenue bonds to the Secretary of the Treasury payable from revenues accruing to the Board pursuant to the terms and limitations of Section 9 of the Act.

Section 7. The actions of the Board, relating to performing arts and to payments made or directed to be made by the Board from any trust funds, shall not be subject to review by any officer or agency other than a court of law.

Section 8. The Board is authorized to fix the compensation and duties of all the officers and employees of the Center and to contract for professional and other services as may be necessary for the efficient administration of the functions of the Board.

ARTICLE V
Membership of the Board

Section 1. Membership-The Board shall be composed of—

- (a) the Secretary of Health and Human Services;
- (b) the Librarian of Congress;
- (c) the Secretary of State;
- (d) the Chairperson of the Commission of Fine Arts;
- (e) the Mayor of the District of Columbia;
- (f) the Superintendent of Schools of the District of Columbia;
- (g) the Director of the National Park Service;
- (h) the Secretary of Education;
- (i) the Secretary of the Smithsonian Institution;
- (j) (1) the Speaker and the Minority Leader of the House of Representatives;
(2) the Chairperson and ranking minority member of the Committee on Transportation and Infrastructure of the House of Representatives; and
(3) 3 additional Members of the House of Representatives appointed by the Speaker of the House of Representatives;
- (k) (1) the Majority Leader and the Minority Leader of the Senate;
(2) the Chairperson and ranking minority member of the Committee on Environment and Public Works of the Senate; and
(3) 3 additional Members of the Senate appointed by the President of the Senate; and
- (l) 36 general trustees, who shall be citizens of the United States, to be appointed in accordance with Section 2.

Section 2. General Trustees---The general trustees shall be appointed by the President of the United States. Each such trustee shall hold office as a member of the Board for a term of 6 years, except that----

- (a) any member appointed to fill a vacancy occurring prior to the expiration of the term for which the predecessor of the member was appointed shall be appointed for the remainder of the term; and
- (b) a member shall continue to serve until the successor of the member has been appointed.

ARTICLE VI
Management and Officers

Section 1. Management - The management of the Board and the control of its property and affairs shall be vested in the Board.

Section 2. (a) Chair and Secretary. The Board shall appoint a Chair of the John F. Kennedy Center for the Performing Arts, who shall serve as the Chief Executive Officer of the Center, and a Secretary of the John F. Kennedy Center for the Performing Arts. The Chair and Secretary shall be well qualified by experience and training to perform the duties of their respective offices.

(b) Other Officers - A Vice Chair or Vice Chairs, Treasurer, General Counsel and Kennedy Center President shall be elected by the Board at the annual meeting of the Board, subject to the authority of the Chair to appoint officers. The Chair shall be a member of the Board. The Vice Chair or Vice Chairs, Treasurer, General Counsel, Secretary and President need not be members of the Board.

(c) Senior Level Executive and Other Employees. The Chair of the John F. Kennedy Center for the Performing Arts may appoint----

(1) a senior level executive who, by virtue of the background of the individual, shall be well suited to be responsible for facilities management and services and who may, without regard to the provisions of title 5, United States Code, be appointed and compensated with appropriated funds, except that the compensation may not exceed the maximum rate of pay prescribed for level IV of the Executive Schedule under section 5315 of title 5, United States Code; and

(2) such other officers and employees of the John F. Kennedy Center for the Performing Arts as may be necessary for the efficient administration of the functions of the Board.

ARTICLE VII
Meetings of the Board

Section 1. Annual Meeting - The annual meeting of the Board shall be held on the third Wednesday of January in Washington, D.C., or at such other place and time as may be designated by the Chair of the Board, at which time the election of officers shall be held. In the event such meeting is not so held, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for meetings of the Board.

Section 2. Special Meetings - Special meetings may be called any time by the Chair. Special meetings may also be called by the Board upon filing with the Secretary of the Board a written request of at least three members. Such written request shall specify the purposes for which the meeting is requested, and no business other than that specified in such purposes may be transacted at such special meetings. Special meetings may be held by telephone conference call or other electronic means.

Section 3. Notices of Meetings - Notice of any annual or special meeting shall be mailed, emailed, faxed, or telephoned to all members of the Board at least three days before the date of such meeting. Such notice shall set forth the place, date and time of such meeting and if the meeting is to be held by telephone conference or other electronic means, how to access the meeting.

Section 4. Waiver of Notice - Whenever any notice is required to be given under the provisions of these Bylaws a waiver thereof in writing or by email or fax, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 5. Quorum - As provided in Section 6(a) of the Act, the Board may function notwithstanding vacancies, twelve members of the Board shall constitute a quorum for the transaction of business, and the act of a majority of the Board members present at any meeting at which there is a quorum shall be the act of the Board. If a quorum shall not be present at any meeting of the Board, the members present thereat may adjourn the meeting from time to time without notice other than an announcement at the meeting until a quorum shall be present.

Section 6. Voting - At all meetings of the Board, votes shall be by voice vote unless the Chair or one-half of the members present request voting by written ballot or polling of each participating member if the meeting is by telephone conference or other electronic means.

Section 7. Written Consent - Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if prior to such action notice of the proposed action is mailed, emailed, faxed, or telephoned to all members of the Board and a written consent thereof is signed by a majority of the members of the Board and such written consent is filed with the minutes of the proceedings of the Board.

ARTICLE VIII **Committees**

Section 1. Committees of the Board: The Committees of the Board shall be:

- (a)** The Executive Committee
- (b)** The Nominating and Governance Committee
- (c)** Standing Committees
- (d)** Special and Ad Hoc Committees

Section 2. The establishment and powers of the Executive and Nominating and Governance Committees are hereinafter set forth in Articles IX and X, respectively.

Section 3. Standing Committees and Special and Ad Hoc Committees may be established by the Chair who will define their functions, powers and tenure. Members thereof shall be appointed by the Chair. The membership of these committees may be drawn from the Board of Trustees, the Advisory Committee on the Arts, and from the general public. Members of any committee who are not Trustees shall not be counted for quorum purposes and shall not have the right to vote on matters before such committee.

Section 4. Participation by Conference Call – Members of Board committees may participate in and act at any meeting of the committee through the use of a conference telephone or other similar communications equipment by means of which all persons participating in the meeting can communicate with each other, and such participation shall constitute attendance and presence in person.

ARTICLE IX **Executive Committee**

Section 1. Composition of the Executive Committee - The Executive Committee shall consist of the following: Chair, Vice Chair, Secretary, Treasurer, General Counsel, Kennedy Center President, Chair of the Nominating and Governance Committee, Chairs of Standing Committees, and such additional Trustees as may be appointed to the Executive Committee by the Chair. Appointments of such additional Trustees as members of the committee shall be subject to the ratification of the Board of Trustees at its Annual Meeting or at any special meeting, or by mail ballot as provided by Article VII, Section 7, of these Bylaws. The terms of appointed members of the Executive Committee shall end as of the annual meeting of the Board next following these appointments, but the number of reappointments or terms shall in no way be limited by this provision.

The Chairman may also appoint up to three non-trustees to serve as Advisors to the Executive Committee. Non-trustee individuals that are appointed by the Chair to serve in this capacity may serve for up to three consecutive terms and may be considered for re-appointment to this position after at least one year of absence. Additionally, these appointments shall be subject to the ratification of the Board of Trustees at its annual meeting or at any special meeting, or by mail ballot as provided by Article VII, Section 7, of these Bylaws. Advisors to the Executive Committee are not members of the Committee and shall not be counted for quorum purposes and shall not have the right to vote on matters before the Executive Committee.

Section 2. Officers and Minutes - The Executive Committee shall have a Chair, a Vice Chair and a Secretary. The Chair of the Executive Committee shall be the Chair of the Board, and the Vice Chair shall be the Vice Chair of the Board or one of the Vice Chairs of the Board designated by the Chair, and the Secretary shall be the Secretary of the Center. The Committee shall keep regular minutes of its proceedings, which shall be sent to all members of the Board after the meeting is adjourned.

Section 3. Quorum and Voting - A majority of the Members of the Board who are on the Executive Committee shall constitute a quorum at any meeting and the Executive Committee may act by majority vote of those Members of the Board present or participating if the meeting is by telephone conference or other electronic means.

Section 4. Meetings - Meetings of the Executive Committee shall be fixed by the Chair and held at such times and places as may be fixed by him or her. Notice of such meeting shall be communicated by mail, email, fax or telephone by the Secretary of the Executive Committee to all members thereof at least three days in advance of the meeting. A waiver of notice of meeting, signed or confirmed by the person entitled thereto, whether before or after the time stated therein shall be deemed equivalent thereto. Meetings may be held by telephone conference call or other electronic means.

Section 5. Functions and Powers - During the intervals between the meetings of the Board, the Executive Committee, to the extent lawfully delegated by the Board, may exercise the powers of the Board in the management of the business of the Board and shall prepare such recommendations for the consideration of the Board as it may deem appropriate.

Section 6. Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting upon a mail ballot of that Committee, provided that prior to such actions notice of the proposed action is mailed, telephoned, emailed or faxed to all members of the Committee, and a written consent to said action and waiver of notice is signed by a majority of members of the Committee and such written consent is filed with the minutes of the proceedings of the Committee.

ARTICLE X **Nominating and Governance Committee**

Section 1. Composition of Nominating and Governance Committee - The Nominating and Governance Committee shall consist of five members of the Board appointed by the Chair of the Board following an annual meeting of the Board but at least 30 days prior to the next scheduled annual meeting of the Board. No officer of the Board may serve on the Nominating and Governance Committee while holding office.

Section 2. Officers and Minutes - The Nominating and Governance Committee shall choose its own Chair and its own Secretary. It shall keep regular minutes of its proceedings and a copy of such minutes shall be filed with the Secretary of the Board. Meetings may be held by telephone conference or other electronic means.

Section 3. Quorum and Voting - A majority of the Nominating and Governance Committee shall constitute a quorum at any meeting and may act by a majority of those present or participating if the meeting is by telephone conference or other electronic means.

Section 4. Meetings - Meetings of the Nominating and Governance Committee shall be fixed by the Chair of the Nominating and Governance Committee and held at such times and places as may be fixed by him or her. Notice of such meeting shall be communicated by mail, email, fax or telephone by the Secretary of the Nominating and

Governance Committee to all members thereof at least three days in advance of the meeting. A waiver of notice of a meeting, signed or confirmed by the person entitled thereto, whether before or after the time stated therein shall be deemed equivalent thereto.

Section 5. Function - The function of the Nominating and Governance Committee shall be to nominate a slate of persons recommended for election as officers of the Board. This slate shall be considered by the members of the Board, but they are in no way required to vote for the names appearing on the slate. Nominations may also be made by Board members. The Nominating and Governance Committee shall also provide guidance to the Chairman and the President regarding Board governance and Trustee policies and practices.

ARTICLE XI **Advisory Committee on the Arts**

Section 1. Appointment - The Advisory Committee on the Arts, as established by Section 2(c) of the Act, shall be designated by the President of the United States to serve at his or her pleasure. The President of the United States shall designate the Chair thereof.

Section 2. Duties - As set forth in Section 2(c) of the Act, the Advisory Committee on the Arts shall advise and consult with the Board and make recommendations to the Board regarding existing and prospective cultural activities to be carried on in the Center, and shall also assist the Board in soliciting gifts, bequests or devises of money, securities, or other property for the benefit of the Center pursuant to Section 5(a) of the Act and Article IV, Section 1, of these Bylaws. When invited by the Chair of the Board, the Chair of the Advisory Committee on the Arts and such members thereof as may be designated by the Chair of the Board^[5] shall attend the meetings of the Board or Executive Committee in a consultative capacity, but such persons shall have no vote.

ARTICLE XII **Duties of Officers**

Section 1. Chair of the Board - The Chair of the Board shall preside at all meetings of the Board and the Executive Committee. He or she shall be an ex officio member of all committees except the Nominating and Governance Committee. Except as otherwise provided by these Bylaws, he or she shall appoint the members of all committees. The Chair shall have general authority to conduct and oversee the operations of the Kennedy Center, subject to the direction of the Board.

Section 2. President – Subject to the general authority of the Chair and subject to the direction of the Board, the President shall have the managerial authority to conduct the operations of the Kennedy Center.

Section 3. Vice Chair - The Vice Chair or Vice Chairs shall perform such duties and have such powers as may be delegated to them. In the absence of the Chair, the Vice Chair who is designated by the Chair to serve as Acting Chair during his or her absence or inability to perform his or her duties, may appoint Special Committees and shall have the power to perform the duties of the Chair.

Section 4. Treasurer - The Treasurer shall keep the accounts of the Board and shall have the care and custody of all monies belonging to the Board. He or she shall keep proper books and records showing all receipts and expenditures. He or she shall render an annual report in writing as to the financial condition of the Board and as from time to time he or she may be requested by the Board or by the Executive Committee. He or she shall furnish such surety bond, at the expense of the Board, as the Board or the Executive Committee may from time to time require. He or she shall exercise all duties incident to the office of Treasurer. In the absence of the Treasurer, the Assistant Treasurer shall have the power and perform the duties of the Treasurer. The Treasurer shall determine the duties of the Assistant Treasurers, if more than one is elected and serving in office. The Assistant Treasurers shall also furnish such surety bonds, at the expense of the Board, as the Board may from time to time require.

Section 5. Secretary - (a) The Secretary shall keep the record of all proceedings of all meetings of the Board. He or she shall have the custody of all records and papers relating to the business of the Board. He or she shall prepare and issue all notices required to be given to the members of the Board. He or she shall be permitted to attend the meetings of all Committees except the Nominating and Governance Committee.

(b) The Secretary shall also be Secretary of the Kennedy Center and shall be well qualified by experience and training to perform the duties of this office.

(c) In the absence of the Secretary, the Assistant Secretary shall have the power to perform the duties of the Secretary.

Section 6. General Counsel - The General Counsel shall perform the duties customarily rendered by counsel for any agency, corporation or other organized body and any other appropriate duties requested by the Board or the Executive Committee. Without limiting the foregoing, more particularly, the General Counsel shall advise the Board, its officers, agents and employees in all relevant legal matters, rendering written legal opinions where appropriate; prepare or review all useful or necessary contracts, deeds or other instruments; prosecute and defend any and all relevant legal actions or proceedings; and represent the Board in its relationships of a legal nature, with any governmental or quasi-governmental authorities.

ARTICLE XIII **Removals**

Any officer of the Board or members of any committees may be recommended for removal only by the affirmative vote of two-thirds of the members of the Board present at a special meeting of the Board called for the purpose of considering such a removal, or by the Chair if appointed by the Chair.

ARTICLE XIV **Voting for Officers**

Section 1. Persons receiving a majority of the votes for each office shall be declared elected. Election or appointment shall be for a term of one year and until a successor is elected or appointed and qualified. In the event a vacancy in the positions of the Chair or Secretary occurs during such year, the Board shall elect a replacing officer to serve until a successor is elected and qualified.

Section 2. Method of Voting - Voting for officers shall be by voice vote unless ballots or other appropriate method of vote tabulation are requested by not less than three members of the Board. Where it becomes necessary to elect a replacement due to a vacancy, election may be made by the Board at a special meeting called for that purpose. At such meeting, the voting shall be by voice vote unless ballots or other appropriate method of vote tabulation are called for by at least three members of the Board.

Section 3. Voting by Mail - Voting shall be allowed by mail if authorized by the Executive Committee.

ARTICLE XV **Minutes**

Minutes of the Meetings of the Board, of the Executive Committee, and of all other Committees, shall be prepared by the Secretaries of the respective committees and filed with the Secretary of the Board. Copies of the minutes of the meetings of the Board and the Executive Committee shall be sent to all members of the Board after the meeting is adjourned. The Chair may, from time to time, direct the Secretary of the Board to send to all members of the Board copies of minutes of other committees which the Chair feels should be brought to their attention.

ARTICLE XVI
Annual Report

The Board shall submit to the Smithsonian Institution and to Congress as required by Section 6(c) of the Act an annual report of its operations under the Act, including a detailed statement of all public and private monies received and disbursed by it.

ARTICLE XVII
Seal

The Board is authorized to adopt an official seal which may be altered by the Board at its discretion.

ARTICLE XVIII
Execution of Instruments, etc.

Section 1. Contracts, etc. ; How Executed - The Chair or Board may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name of or on behalf of the Kennedy Center, and such authority may be general or confined to specific instances. No instrument required to be signed by more than one officer shall be signed by the same individual in more than one capacity.

Section 2. Checks, Drafts, etc. - All checks, drafts, or other orders for the payment of money, notes, acceptances, or other evidence of indebtedness issued in the name of the Kennedy Center, shall be signed by such an officer or officers, agent or agents of the Kennedy Center, and in such a manner as shall be determined from time to time by the Chair or by resolution of the Board.

Section 3. Authority of the President -- The President shall have general authority to enter into any contract or to execute and deliver any instrument in the name of or on behalf of the Kennedy Center that arises in the ordinary course of business and to sign checks, drafts, or other orders for the payment of money, notes, acceptances, or other evidence of indebtedness issued in the name of the Kennedy Center and arising in the ordinary course of business. The President may delegate such authority to subordinates as the President deems appropriate.

ARTICLE XIX
Indemnification of Trustees and Others

Each Trustee and the executor, administrator or other legal representative of any Trustee shall be indemnified by the Board against reasonable costs, liabilities, expenses and counsel fees paid or incurred in connection with any action, suit or proceeding to which such Trustee or his or her executor, administrator or other legal representative may hereafter be made a party by reason of his or her being or having been such Trustee; provided, (1) said action, suit or proceeding shall be prosecuted against such Trustee or against his or her executor, administrator or other legal representative to final determination, and it shall be finally adjudged in said action, suit or proceeding that he or she had acted in good faith and without any willful default or gross negligence in the performance of his or her duty to the Board, or (2) said action, suit or proceeding shall be settled or otherwise terminated as against such Trustee or his or her executor, administrator or other legal representative without a final determination on the merits, and it shall be determined that such Trustee had acted in good faith and without any willful default or gross negligence in the performance of his or her duty to the Board, such determination to be made by a majority of the members of the Board who were not parties to such action, suit or proceeding, though less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the Board. For purposes of the preceding sentence: (a) 'action, suit or proceeding' shall include every civil action, suit or proceeding, or legislative inquiry; (b) the right of indemnification conferred thereby shall extend to any threatened action, suit or proceeding and the failure to institute it shall be deemed its final determination; and (c) advances may be made by the Board against costs, expenses and fees as, and upon the terms, determined by the Board, provided that such terms shall include a requirement to repay all amounts

advanced if it is ultimately determined that the person receiving indemnification is not entitled to be indemnified under this Article or otherwise. The Board shall indemnify each executive officer, representative or employee (including Trustees, officers and other persons who serve ex officio or at the request of the Board as directors or officers of another organization) to the same extent that it does a Trustee, but only to the extent that such organization shall fail to provide such indemnification. The foregoing right of indemnification shall not be exclusive of any other rights to which any Trustee, officer, employee or representative may be entitled as a matter of law or which may be lawfully granted to him or her and the indemnification hereby granted by the Board shall be in addition to and not in restriction or limitation of any other privilege or power which by the Board may lawfully exercise with respect to the indemnification or reimbursement of Trustees, officers, employees or representatives. Such indemnification shall apply although the person to be indemnified is no longer a Trustee, officer, employee or representative of the Board.

In no case, however, shall the Kennedy Center indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as hereafter may be amended.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE XX **Amendments**

Section 1. In Person - These Bylaws may be amended at any meeting of the Board by an affirmative vote of at least two-thirds of the members of the Board present, provided notice of the intention to amend shall have been contained in the notice of the meeting.

Section 2. By Mail - A proposal for the amendment of these Bylaws may be made by the Chair of the Board or by concurrence of at least three members of the Board, in writing, and shall be filed with the Secretary of the Board. A copy of such proposed amendment shall then be mailed to each member of the Board by the Secretary of the Board. The proposed amendment shall be adopted upon the filing with the Secretary of the Board consents signed by two-thirds of all members of the Board, approving the adoption of the proposed amendment.

S: Board of Trustees/Manual Docs/Bylaws
Revised [January 29, 2020]

BOARD OF TRUSTEES STANDING COMMITTEES

ARTISTIC ADVISORY COMMITTEE

The Artistic Advisory Committee works with the Kennedy Center President and Senior Vice President for Artistic Planning to review the long-term artistic vision and strategy for the Kennedy Center.

- The Committee will review the annual season program to consider overarching themes and narratives for artistic programming.
- The Committee will provide guidance to the Senior Vice President for Artistic Planning regarding the effectiveness of the season programming in meeting the Center's mission and artistic vision.
- The Committee will discuss artistic goals that maximize the Center's role as a local, national, and international center for the performing arts.

Two to three meetings per year.

Contact: Monica Holt, ***Interim*** Senior Vice President, Artistic Planning
Phone: 202-416-8042
Email: mholt@kennedy-center.org

AUDIT COMMITTEE

The Audit Committee assists the Board of Trustees in overseeing:

- The accounting, timely reporting, and financial practices of the Center, including the integrity of the Center's financial statements and regulatory filings.
- The Center's system of internal controls regarding finance, accounting, legal, and regulatory compliance.
- The qualifications, independence, compensation, activities, and performance of the Center's independent auditors with respect to both audit and non-audit services performed for the Center.
- The Center's Enterprise Risk Management (ERM) program.
- The administrative process for reviewing potential conflicts of interest and addressing concerns or complaints about questionable internal control, accounting, or audit related matters.

Members of the Audit Committee should preferably have experience in banking, law, public and private financing, or investment management. The Audit Committee operates independently from the staff and the Finance Committee.

Primary Ongoing Responsibilities:

- On an annual basis, engage an external and independent firm to conduct the annual financial audit.
- Meet with the auditors at least twice annually. One meeting is to review the scope and general extent of the plans for the annual financial audit. The second meeting is to review the Center's annual audited financial statement and consider any recommendations made.
- Report to the full Board on Committee activity.

Three meetings per year + additional as needed.

Contact: Stacey Johnson, Chief Financial Officer, Finance
Phone: 202-416-8403
Email: sbjohnson@kennedy-center.org

BUILDING AND GROUNDS COMMITTEE

The Building and Grounds Committee assists the Board of Trustees by ensuring the proper use of appropriated funds and reviewing the operations and maintenance of the Kennedy Center facilities to ensure that the facilities meet the high standards befitting a national memorial. The Committee also provides oversight and guidance on the planning and execution of major capital projects of the Kennedy Center. This includes review and oversight of:

- Major building and grounds projects across the Center to evaluate against priorities, timing, funding, and impact.
- The phasing and implementation of the Comprehensive Building Master Plan.
- Staffing levels dedicated for the operation, maintenance and capital repair of the facility to ensure adequate manpower is allocated to execute the proper maintenance of the facility.

Three to four meetings per year

Contact: Tom Whitaker, *Interim* Senior Vice President, Operations
Phone: 202-416-8008
Email: tgwhitaker@kennedy-center.org

DEVELOPMENT COMMITTEE

All Trustees are encouraged to assist with fundraising. The specific role of the Development Committee is to review and advise on fundraising strategies for the Kennedy Center, the National Symphony Orchestra, and Washington National Opera. Committee members review the annual development operating plan and monitor fundraising progress against the Trustee-approved budget. The development operating plan prioritizes development activities, establishes specific financial goals, and identifies potential resources needed to achieve these objectives.

Within the Development Committee, all fundraising-related activity for the Kennedy Center, including the NSO and WNO budget lines is analyzed, accounted for, and monitored. Fundraising activities include: designated and undesignated support; major gifts; Corporate Fund; foundation gifts; support from local, state, federal, and international governments; Circles and Membership Campaigns; constituent groups - National Committee for the Performing Arts, Presidential Advisory Committee on the Arts, KC International Committee on the Arts; all special events fundraising; endowment support; and testamentary giving.

Membership on the Development Committee does not preclude participation in other committees.

Three to four meetings per year.

Contact: Leslie Miller, Senior Vice President, Development
Phone: 202-416-8389
Email: ljmiller@kennedy-center.org

EDUCATION COMMITTEE

The Education Committee reviews and advises on all education activities of the Kennedy Center, which includes:

- Educational performances and programs geared towards students and families
- Resources and professional development for educators
- Classes, workshops, competitions, and opportunities for young artists
- Gatherings, national collaborations, and conferences to foster the sharing of promising practices in arts education
- Development and maintenance of local, regional, and national educational networks of the Kennedy Center, including the creation, collection, and dissemination of arts education information and research

- Commitment to supporting people of all abilities as they visit the Center and across the country

The Education Committee assists staff in evaluating the effectiveness of Kennedy Center education initiatives within the District of Columbia, regionally, and nationally. Committee members provide advice in identification of resources necessary to meet the Center's educational mission and connections to other programs and initiatives which may support or inform the Center's work.

Committee members should be knowledgeable about the role of the arts in education and the importance in individual lives. Membership should reflect the geographic and cultural diversity of the local, regional, and national communities served by the Kennedy Center.

Primary Responsibilities:

- Annually review program strategies and provide guidance on the plan for educational programs.
- Review and provide guidance on the impact/effectiveness of education initiatives and programs.
- Recommend local and national community outreach activities and approaches to expand educational services to new populations.
- Advise the President and the Senior Vice President for Development about funding opportunities to support the Center's educational objectives.

Three meetings per year.

Contact: Jordan LaSalle, Vice President, Education
 Phone: 202-416-8850
 Email: jclasalle@kennedy-center.org

FINANCE COMMITTEE

The Finance Committee provides oversight of the financial affairs and policies of the Center and affiliates with specific emphasis on trust funded operations and activities. The Committee specifically provides oversight on the Center's debt facilities, banking operations, and the Center's endowment, strategy, and investment guidelines. The Committee also provides guidance on long term financial planning.

Members of the Finance Committee should include individuals experienced in banking, law, public and private financing, or investment management.

Primary Responsibilities:

Review and present the annual operating budget for adoption.

Monitor interim and annual financial performance against the budget and report to the Board.

Establish policies and guidelines governing the management and investment of the endowment fund, and monitor financial performance.

Select and designate all portfolio managers.

Four to six meetings per year.

Contact: Stacey Johnson, Chief Financial Officer, Finance
 Phone: 202-416-8403
 Email: sbjohnson@kennedy-center.org

HUMAN RESOURCES COMMITTEE

The Human Resources Committee reviews the Center's compensation (e.g. salaries, bonuses, and incentives) philosophy and policies, and provides advice and counsel to the Center's human resources function. The Committee also advises the Chairperson of the Board with respect to reasonable compensation for the President, reviews compensation for certain other senior trust positions based on recommendations by the President, and reviews Executive (President's and other designated Senior Management) Travel Expenses for reasonableness and compliance to Center policy.

Primary Responsibilities:

- Review and oversee the Center's compliance with the requirements of the IRS Code relating to the reasonableness of compensation and benefits for the President and other senior trust employees in a position to exercise substantial influence over the affairs of the Center. Such positions will exclude senior artistic positions.

Two to three meetings per year.

Contact: Barbara Polk, Chief Human Resources Officer

Phone: 202-416-8606

Email: bpolk@kennedy-center.org

NOMINATING & GOVERNANCE COMMITTEE

The Nominating & Governance Committee is responsible for recommending the Kennedy Center's annual slate of officers and regularly reviewing the bylaws and charters and Board actions to ensure compliance.

Primary Responsibilities:

- Analyze the current and anticipated leadership needs of the Board.
- Assist in the orientation of new Trustees and orientation materials.
- Consult with the Chairman and submit nominations for Board of Trustee slate of officers at the annual meeting.
- Recommend members for the Executive Committee, Standing Committees, and other boards and committees as appropriate.
- Ensure compliance with the Center's bylaws and charters.

One to two meetings per year.

Contact: Deborah Rutter, President

Phone: 202-774-0246

Email: dfrutter@kennedy-center.org

Contact: Ash Zachariah, General Counsel

Phone: 202-389-2109

Email: klmckay@kennedy-center.org

STRATEGIC PLANNING COMMITTEE

The Strategic Planning Committee works with the President and Kennedy Center staff to develop and oversee implementation of a long term strategic plan for the Kennedy Center. The Committee will review, assess, and provide input on vision, goals, and key priorities of the organization, monitor progress and provide guidance on implementation.

Primary Responsibilities:

- Provide guidance on the Strategic Planning process to ensure appropriate involvement of stakeholders.
- Provide expertise and input into the formulation of the Kennedy center vision, goals, and key priorities.
- Review findings and recommendations of outside consultants.
- Provide oversight on ongoing implementation of the plan.

Three meetings per year.

Contact: Kevin Giglinto, Senior Vice President of Marketing and Chief Strategy Officer
Phone: 202-416-8530
Email: kgiglinto@kennedy-center.org

BOARD OF TRUSTEES ADVISORY COMMITTEES

CONGRESSIONAL ADVISORY COMMITTEE

The purpose of the Kennedy Center Congressional Advisory Committee (Committee) is to provide a forum for discussions and networking, and to provide advice, feedback, and recommendations to the Board of Trustees (Board) and Kennedy Center leadership and staff on plans, programs, and activities of the Center.

Primary Responsibilities:

- Committee members will engage in strategic dialogue and participate in discussions that will help the organization in capitalizing and responding to needs and trends and contribute to the future direction of the Center.
- Provide support and insight into proposed federal legislation that could impact the Center and its activities.
- Assist the Center in increasing awareness of the Center's federal mission related to programming, arts education, and as the living memorial to President John F. Kennedy.

Two meetings per year in person in Washington, D.C.

Contact: Laurie McKay, VP of Government Relations & Protocol
Phone: 202-389-2109
Email: klmckay@kennedy-center.org

HONORS COMMITTEE

The Honors Committee provides guidance and input on the administration of the Kennedy Center Honors, including the Gala program, television broadcast, weekend events, and Development initiatives. The Committee's goal is to ensure that the Honors program encompasses best practices and fulfills the Center's mission to acknowledge excellence in the performing arts.

Primary Responsibilities:

- Consult with Kennedy Center staff and Honors Producer(s) regarding budget, programmatic, and other issues tied to the Honors program and weekend events.
- Provide the Executive Committee updates on issues related to the administration of the Honors program and weekend events.
- Provide guidance and counsel to Kennedy Center staff regarding Honors contractual agreements

Two meetings per year.

Contact: Leslie Miller, Senior Vice President, Development
Phone: 202-416-8389
Email: ljmiller@kennedy-center.org

Contact: Matthew Winer, Director of Special Programming
Phone: 202-416-8836
Email: mwiner@kennedy-center.org