

BYLAWS OF THE VASHON ISLAND CHORALE

ARTICLE I

1. Name

The name of this association shall be Vashon Island Chorale.

2. Purpose

The purposes of this organization are:

- 1. To promote interest in Choral singing.*
- 2. To provide education in Choral singing.*
- 3. To provide opportunities for performance of Choral singing for the community.*

3. Board of Directors

3.1 Powers and Qualifications. The affairs of the corporation shall be managed by a Board of Directors

3.2 The number of directors of the corporation shall not be *fewer* than three. The Board of Directors may from time to time increase or decrease the number of directors, provided that no decrease in numbers shall have the effect of shortening the term of any incumbent or reducing the number of directors to *fewer* than three.

3.3 Election and Term. After the first annual meeting the member or members of one class of directors shall be elected at each annual meeting, by a simple majority of the voting membership or their proxy, to hold office until the expiration of the term of office of the class of directors into which *they are* elected and qualified. The term of office for all directors shall commence on September 1.

3.4 Vacancies. The Board of Directors shall have power to fill any vacancy occurring in the Board and any directorship to be filled by reason of an increase in the number of directors by amendment to these Bylaws. The director appointed or elected, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office. Any director appointed by the Board by reason of an increase in the size of the Board shall stand for election at the next annual meeting for the remainder of the specified term for such position.

ARTICLE II

Meetings

2.1 The annual meeting of the corporation shall be held in September. Directors of any class standing for election shall be elected at this time, a financial report will be given and other affairs of the corporation shall be addressed.

2.2 Special meetings of the Board of Directors may be held at any place and time, whenever called by the president or any two or more directors, or when a petition carrying the signatures of at least five percent (5%) of the membership is presented to the president or his or her delegate.

2.3 Notice of Meetings: Notice of the annual meeting of the Board shall be presented by the president or his or her delegate to the directors and members no less than three weeks prior to the meeting date. Notice of the time, date, and place of any special meeting shall be given by the president, or by the person or persons calling the meeting. Neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in the notice or any waiver of notice of such meeting.

2.4 Quorum: Two-thirds (2/3) of the members of the Board of Directors shall constitute a quorum for the transaction of business. The act of the majority present at a meeting at which a quorum is present shall be the act of the Board of Directors. At any meeting of the Board at which a quorum is present, any business may be transacted and the Board may exercise all its powers.

ARTICLE III

Articles By Written Consent

Any corporate action required or permitted by the Articles of Incorporation, Bylaws, or laws of the State of Washington to be taken at a meeting of the directors of the corporation may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be described as such.

ARTICLE IV

Waiver of Notice

Whenever any notice is required to be given to any director or member of the corporation by the Articles of Incorporation, Bylaws or laws of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE V

Right of Initiative

The general membership may use the right of the initiative to set, change, alter or amend any policy of the corporation, its Articles of Incorporation, or Bylaws provided an initiative petition is presented to the Board of Directors bearing the signatures of at least thirty percent (30%) of the registered members. A two-thirds (2/3) majority of the membership must approve the initiative for the measure to become official policy.

ARTICLE VI

Indemnification of Directors and Officers

Each director or officer now or hereafter serving this corporation and each person who, at the request or on behalf of the corporation, is now serving or hereafter serves as a director or officer of any other corporation, whether for profit or not for profit, and his or her respective heirs, executors and personal representatives shall be indemnified by the corporation against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of the Board of Directors or otherwise.

ARTICLE VII

Members

The Board may create a single class of members, or may designate different classes of members. The membership shall elect the Board of Directors either directly or through their proxy and shall be entitled to all privileges and rights as specified in these Bylaws.

ARTICLE VIII

Officers

8.1 Officers Enumerated: The officers of the corporation shall consist of, at a minimum, a President of the Board, a Vice President, a Secretary and a Treasurer and such at large members as may be deemed necessary or desirable by the Board of Directors.

8.2 Election of Officers: All officers of the Board shall be elected from among the Board of Directors, by the Board of Directors and shall be members of the Corporation and shall serve without remuneration.

8.3 Vacancies: Vacancies in any office arising from any cause shall be filled by the Board of Directors at any regular or special meeting.

8.4 Removal: Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, and appointment of an officer or agent shall not of itself create contract rights.

ARTICLE IX

Administration and Financial Provisions

9.1 Fiscal Year: The fiscal year of the corporation shall be determined by the Board.

9.2 Loans Prohibited: No loans shall be made by the corporation to any officer or to any director.

9.3 *No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.*

9.4 Books and Records: The corporation shall keep current and complete books and records of accounts and minutes of the proceedings of its Board of Directors. Such records shall be available for inspection by the membership upon request and during the annual meeting.

9.5 Amendments of Bylaws: These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Board of Directors or the initiative procedure outlined in these Bylaws at any annual meeting or special meeting of the Board.

9.6 Rules of Procedure: The rules of procedure at meetings of the Board of Directors of the corporation shall be the rules contained in "Robert's Rules of Order on Parliamentary Procedure", as amended, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or any resolution of the Board of Directors.

ARTICLE X. NONDISCRIMINATION

The corporation does not discriminate because of race, color, gender, religion, national origin, ancestry, age, marital status, disability, or sexual orientation.

ARTICLE XI

Dissolution of the Corporation

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Originally approved by the Board of Directors in 1997. Amended and approved in January, 2004, October, 2004 and February, 2013.