

BYLAWS of The Market Street Singers

ARTICLE I

NAME AND PURPOSES

Section 1.01. Name. The name of the organization is The Market Street Singers.

Section 1.02. Purpose. The Market Street Singers is a choral ensemble for Ballard that builds connections within diverse communities. Celebrating the joy of choral music among singers and listeners, we aspire to cultivate neighborhood pride with choral arts that are truly community identified. This organization is organized exclusively for nonprofit charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Individual members will not derive profit from this organization.

Notwithstanding any other provision of these articles, 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 of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by an organization's contributions to which are deductible under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

ARTICLE II

MEMBERS

Section 2.01. Classes. The Market Street Singers welcomes both singing and non-singing members. Non-singing members participate by providing services such as stage crew, publicity, organizing, fundraising, communications and wardrobe. Each member has one vote.

Section 2.02. Qualifications. Membership may be granted to any individual or corporation that supports the mission and purposes of the organization. Our membership reflects our world, including the diversity of races, ethnic and national origins, genders and gender identities, sexual orientations, religious and ethical beliefs, ages and physical abilities.

Section 2.03. Member support. The Market Street Singers requests a monthly contribution from its membership, and optional participation in occasional fundraising activities, in order to cover operational expenses. An additional non-refundable music fee is requested at the start of each season, to defray sheet music expenses. Music is returned at the end of the season.

Section 2.04. Annual Meeting. The annual membership meeting shall be held in November each year. A minimum of 10% of the members, present in person or by written or electronic mail proxy, shall constitute a quorum for transaction of business at a membership meeting. Members will be contacted not less than thirty (30) days before such meeting.

ARTICLE III

AUTHORITY AND DUTIES OF DIRECTORS

Section 3.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

Section 3.02. Number, Selection, and Tenure. The Board shall consist of not fewer than three (3) directors. Each director is requested to hold office for a minimum term of one (1) year. The Board is elected from the membership by majority vote of the membership at the annual meeting. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the President shall choose the succeeding director. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

Section 3.03. Resignation. Resignations are effective upon receipt by the Secretary of the Corporation of written or electronic mail notification.

Section 3.04. Nominations. Members shall nominate candidates for Board positions.

Section 3.05. Regular Meetings. The Board of Directors shall hold regular meetings. Meetings shall be at such dates, times and places as the Board shall determine.

Section 3.06. Special Meetings. Meetings shall be at such dates, times and places as the Board shall determine. The President, or at least five (5) members, may request a special meeting of the Board and must provide notice of at least twenty-four (24) hours prior to the meeting.

Section 3.07. Quorum. A quorum shall consist of a majority of the Board. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice. Board Members may exercise their vote when absent by presenting the President with a written or electronic mail proxy. The proxy shall specify member's intent and a record of the proxy vote shall be recorded in the minutes. Proxy use is limited to two (2) consecutive board meetings.

Section 3.08. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any Action Group may be taken without a meeting if all the members of the Board or Action Group consent in writing or electronic mail to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the Action Group as the case may be.

Section 3.09 Proceedings. Roberts Rules of Order shall govern the proceedings of all meetings.

Section 3.10. Action Groups. The Board of Directors may, by resolution adopted by a majority of the Directors, establish Action Groups of the Board composed of at least three (3) persons which, except for an Executive Action Group, may include Non-Board members. The Board may make such provisions for appointment of the chair of such Action Groups, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, activities of the Corporation.

Section 3.11. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with prior approval and documentation.

ARTICLE IV

AUTHORITY AND DUTIES OF OFFICERS

Section 4.01. Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors may designate. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary and President and Treasurer.

Section 4.02. Appointment of Officers; Terms of Office. The officers of the Corporation shall be elected by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Terms of office may be established by the Board of Directors, with a one (1) year minimum commitment and shall not exceed five (5) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for re-election.

Section 4.03. Resignation. Resignations are effective upon receipt by the Board of a written or electronic mail notification.

Section 4.04. Removal. An officer may be removed by the Board of Directors at a meeting, or by action in writing or electronic mail, whenever in the Board's judgment (by majority vote) the best interests of the Corporation will be served thereby.

Section 4.05. President. The President shall be a director of the Corporation and will preside at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

Section 4.06. Vice-President. The Vice-President shall be a director of the Corporation and will preside at meetings of the Board of Directors in the absence of or request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

Section 4.07. Secretary. The Secretary shall be a director of the Corporation and shall keep the minutes of all meetings of the Board of Directors in the books proper for that purpose.

Section 4.08 Treasurer. The Treasurer shall be a director of the Corporation and shall report to the Board of Directors at each regular meeting on the status of the organization's finances. The Treasurer shall work closely with any paid staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation, and shall perform such other duties as occasionally may be assigned by the Board of Directors.

Section 4.09. Paid Staff. The Board of Directors may hire such paid staff, as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

Section 4.10. Artistic Director. The Board recognizes that there is no role more important than that of the Artistic Director in the organization. As the board is responsible for hiring and supporting the Artistic Director, they shall exercise due diligence to ensure the best person is in place to further the mission of the organization. Should disagreements with the Artistic Director arise regarding the organization's mission or performance, the Artistic Director shall be given every opportunity to redress the concerns and/or to make a case to the entire Board. The Artistic Director may be relieved of his or her duties during his or her contract period only by an affirmative majority vote by the board. The Artistic Director may attend monthly board meetings, but shall not be considered a voting member of the board.

ARTICLE V

INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a

member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE VI

FINANCIAL ADMINISTRATION

Section 6.01. Fiscal Year. The fiscal year of the Corporation shall be January 1 – December 31 and may be changed by resolution of the Board of Directors.

Section 6.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any Action Group to which such authority has been delegated by the Board.

No organization personnel shall at any time incur debts in the name of the organization, except that the President, Vice President, Secretary, and Treasurer may make purchases of \$100 and under for the Association without prior approval by the Board or Executive Action Group. A detailed list and receipt must accompany the check request for reimbursement. All other expenditures, including reimbursements in Section 3.11, require a completed check request form signed by an officer of the board. Check requests exceeding \$500 require two signatures of officers and/or directors.

Section 6.03. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any Action Group to which such authority has been delegated by the Board may select. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer of the Corporation. All monies needed in addition to sponsorship money will be raised under the auspices of the Finance/Fundraising Action Group as approved by the Board of Directors. Sponsors must agree that only The Market Street Singers dictate the policies and conduct of the chorus.

Section 6.04. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such

investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 6.05. Audit. An Audit Action Group appointed by the Board will audit the organization's books prior to the annual election of officers and at other times at the Board of Director's discretion.

ARTICLE VII **BOOKS AND RECORDS**

Correct books of account of the activities and transactions of the Corporation shall be kept by the Secretary. These shall include a printed minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

ARTICLE VIII **AMENDMENT OF BYLAWS**

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing or electronic mail without a meeting pursuant to Section 3.08.

ARTICLE IX **DISSOLUTION**

The property of this organization is irrevocably dedicated to charitable and nonprofit purposes. No part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private persons. Upon the winding up and dissolution of this organization, after paying or adequately providing for the debts and liabilities of this organization, the remaining assets shall be distributed to a non-profit fund, foundation, or organization which is organized and operated exclusively for charitable purposes specified in section 501(c)(3) of the Internal Revenue Code.

AMENDMENTS:

April 14, 2008

(1)

ARTICLE VII

FINANCIAL ADMINISTRATION

Section 7.01. Fiscal Year. The fiscal year of the Corporation shall be May 1 – April 30 and may be changed by resolution of the Board of Directors.

Amended to:

ARTICLE VII

FINANCIAL ADMINISTRATION

Section 7.01. Fiscal Year. The fiscal year of the Corporation shall be January 1 – December 31 and may be changed by resolution of the Board of Directors.

August 8, 2010

(1)

ARTICLE II

MEMBERS

Section 2.03. Member support. The Market Street Singers requests donations from its membership to cover operational expenses.

Amended to:

ARTICLE II

MEMBERS

Section 2.03. Member support. The Market Street Singers requests from its membership donations and optional participation in occasional fundraising activities in order to cover operational expenses.

(2)

ARTICLE III

AUTHORITY AND DUTIES OF DIRECTORS

Section 3.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law. The Directors will ensure that the chorus' purpose statement is spoken aloud at the beginning of each meeting of the Board or any Action Group.

Amended to:

ARTICLE III

AUTHORITY AND DUTIES OF DIRECTORS

Section 3.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

(3)

ARTICLE III

AUTHORITY AND DUTIES OF DIRECTORS

Section 3.02. Number, Selection, and Tenure. The Board shall consist of not fewer than three (3) directors. Each director shall hold office for a term of one (1) year. Directors may serve up to three (3) consecutive years.

Amended to:

ARTICLE III

AUTHORITY AND DUTIES OF DIRECTORS

Section 3.02. Number, Selection, and Tenure. The Board shall consist of not fewer than three (3) directors. Each director is requested to hold office for a minimum term of one (1) year.

(4)

ARTICLE IV

AUTHORITY AND DUTIES OF OFFICERS

Section 4.01. Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary/Treasurer, and such other officers as the Board of Directors may designate. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary/Treasurer.

Amended to:

ARTICLE IV
AUTHORITY AND DUTIES OF OFFICERS

Section 4.01. Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors may designate. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary and President and Treasurer.

(5)

ARTICLE IV
AUTHORITY AND DUTIES OF OFFICERS

Section 4.02. Appointment of Officers; Terms of Office. The officers of the Corporation shall be elected by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Terms of office may be established by the Board of Directors, but shall not exceed two (2) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for re-election.

Amended to:

ARTICLE IV
AUTHORITY AND DUTIES OF OFFICERS

Section 4.02. Appointment of Officers; Terms of Office. The officers of the Corporation shall be elected by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Terms of office may be established by the Board of Directors, with a one (1) year minimum commitment and shall not exceed two (2) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for re-election.

(6)

ARTICLE IV
AUTHORITY AND DUTIES OF OFFICERS

Section 4.04. Removal. An officer may be removed by the Board of Directors at a meeting, or by action in writing, whenever in the Board's judgment (by majority or 2/3s vote) the best interests of the Corporation will be served thereby.

Amended to:

ARTICLE IV
AUTHORITY AND DUTIES OF OFFICERS

Section 4.04. Removal. An officer may be removed by the Board of Directors at a meeting, or by action in writing, whenever in the Board's judgment (by majority or two-thirds vote) the best interests of the Corporation will be served thereby.

(7)

ARTICLE IV
AUTHORITY AND DUTIES OF OFFICERS

Section 4.07. Secretary/Treasurer. The Secretary/Treasurer shall be a director of the Corporation and shall keep the minutes of all meetings of the Board of Directors in the books proper for that purpose. The Secretary/Treasurer shall also report to the Board of Directors at each regular meeting on the status of the organization's finances. The Secretary/Treasurer shall work closely with any paid staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation, and shall perform such other duties as occasionally may be assigned by the Board of Directors.

Section 4.08. Paid Staff. The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

Amended to:

ARTICLE IV
AUTHORITY AND DUTIES OF OFFICERS

Section 4.07. Secretary. The Secretary shall be a director of the Corporation and shall keep the minutes of all meetings of the Board of Directors in the books proper for that purpose.

Section 4.08 Treasurer. The Treasurer shall report to the Board of Directors at each regular meeting on the status of the organization's finances. The Treasurer shall work closely with any paid staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the

Corporation, and shall perform such other duties as occasionally may be assigned by the Board of Directors.

Section 4.09. Paid Staff. The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

(8)

ARTICLE VIII
BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Corporation shall be kept by the Secretary/Treasurer. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

Amended to:

ARTICLE VIII
BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Corporation shall be kept by the Secretary. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

(9)

ARTICLE VII
FINANCIAL ADMINISTRATION

Section 7.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any action group to which such authority has been delegated by the Board.

No organization personnel shall at any time incur debts in the name of the organization, except that the President, Vice President, and Secretary/Treasurer may make purchases of \$100 and under for the Association without prior approval by the Board or Executive Action Group. A detailed list and receipt must accompany the check request for reimbursement.

All other expenditures, including reimbursements in Section 3.11, require a completed check request form signed by an officer of the board. Check requests exceeding \$500 require two signatures of officers and/or directors.

Amended to:

ARTICLE VII
FINANCIAL ADMINISTRATION

Section 7.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any action group to which such authority has been delegated by the Board.

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February 6, 2011

(1)

ARTICLE III
AUTHORITY AND DUTIES OF DIRECTORS

Section 3.02. Number, Selection, and Tenure. The Board shall consist of not fewer than three (3) directors. Each director is requested to hold office for a minimum term of one (1) year.

Amended to:

ARTICLE III
AUTHORITY AND DUTIES OF DIRECTORS

Section 3.02. Number, Selection, and Tenure. The Board shall consist of not fewer than three (3) directors. Directors may serve up to three (3) consecutive years. Each director is requested to hold office for a minimum term of one (1) year.

(2)

ARTICLE IV

AUTHORITY AND DUTIES OF OFFICERS

Section 4.02. Appointment of Officers; Terms of Office. Terms of office may be established by the Board of Directors, but not exceed two (2) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for re-election.

Section 4.04. Removal. An officer may be removed by the Board of Directors at a meeting, or by action in writing, whenever in the Board's judgment (by majority or ~~2/3s~~ vote) (by majority or two-thirds vote) the best interests of the Corporation will be served thereby."

Amended to:

ARTICLE IV

AUTHORITY AND DUTIES OF OFFICERS

Section 4.02. Appointment of Officers; Terms of Office. Terms of office may be established by the Board of Directors, with a one (1) year minimum commitment and shall not exceed two (2) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for re-election.

Section 4.04. Removal. An officer may be removed by the Board of Directors at a meeting, or by action in writing, whenever in the Board's judgment (by majority vote) the best interests of the Corporation will be served thereby.

Section 4.10. Artistic Director. The Board recognizes that there is no role more important than that of the Artistic Director in the organization. As the entity is responsible for hiring and supporting the Artistic Director, the board shall exercise due diligence to ensure the best person is in place to further the mission of the organization. Should disagreements with the Artistic Director arise regarding the organization's mission or performance, the Artistic Director shall be given every opportunity to redress the concerns and/or to make a case to the entire Board. The Artistic Director may be relieved of his or her duties during his or her contract period only by an affirmative majority vote by the board. The Artistic Director shall attend monthly board meetings, but shall not be considered a voting member of the board.

August 25, 2014

(1)

ARTICLE II

MEMBERS

Section 2.03. Member support. The Market Street Singers requests from its membership donations and optional participation in occasional fundraising activities in order to cover operational expenses.

Section 2.04. Annual Meeting. The annual membership meeting shall be held in November each year. A minimum of 10% of the members, present in person or by written proxy, shall constitute a quorum for transaction of business at a membership meeting. Members will be contacted not less than thirty (30) days before such meeting.

Amended to:

ARTICLE II

MEMBERS

Section 2.03. Member support. The Market Street Singers requests a monthly contribution from its membership, and optional participation in occasional fundraising activities, in order to cover operational expenses. An additional non-refundable music fee is requested at the start of each season, to defray sheet music expenses. Music is returned at the end of the season.

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(2)

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Section 3.03. Resignation. Resignations are effective upon receipt by the Secretary of the Corporation of written notification.

Section 3.07. Quorum

Board Members may exercise their vote when absent by presenting the President with a written proxy.

Section 3.08. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any Action Group may be taken without a meeting if all the members of the Board or Action Group consent in writing to taking the action without a meeting and to approving the specific action.

Section 3.10. Action Groups. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish Action Groups...

Amended to:

ARTICLE III **AUTHORITY AND DUTIES OF DIRECTORS**

Section 3.02. Number, Selection, and Tenure. The Board shall consist of not fewer than three (3) directors. Each director is requested to hold office for a minimum term of one (1) year.

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Section 3.10. Action Groups. The Board of Directors may, by resolution adopted by a majority of the Directors, establish Action Groups...

(3)

ARTICLE IV **AUTHORITY AND DUTIES OF OFFICERS**

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commitment and shall not exceed two (2) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for re-election.

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Section 4.08 Treasurer. The Treasurer shall report to the Board of Directors at each regular meeting on the status of the organization's finances.

Section 4.10. Artistic Director. The Board recognizes that there is no role more important than that of the Artistic Director in the organization. As the entity is responsible for hiring and supporting the Artistic Director, the board shall exercise due diligence to ensure the best person is in place to further the mission of the organization. Should disagreements with the Artistic Director arise regarding the organization's mission or performance, the Artistic Director shall be given every opportunity to redress the concerns and/or to make a case to the entire Board. The Artistic Director may be relieved of his or her duties during his or her contract period only by an affirmative majority vote by the board. The Artistic Director shall attend monthly board meetings, but shall not be considered a voting member of the board.

Amended to:

ARTICLE IV

AUTHORITY AND DUTIES OF OFFICERS

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Section 4.10. Artistic Director. The Board recognizes that there is no role more important than that of the Artistic Director in the organization. As the board is responsible for hiring and supporting the Artistic Director, they shall exercise due diligence to ensure the best person is in place to further the mission of the organization. Should disagreements with the Artistic Director arise regarding the organization's mission or performance, the Artistic Director shall be given every opportunity to redress the concerns and/or to make a case to the entire Board. The Artistic Director may be relieved of his or her duties during his or her contract period only by an affirmative majority vote by the board. The Artistic Director may attend monthly board meetings, but shall not be considered a voting member of the board.

(4)

ARTICLE VI

ADVISORY BOARDS AND ACTION GROUPS

Section 6.01. Establishment. The Board of Directors may establish one or more Advisory Boards or Action Groups.

Section 6.02. Size, Duration, and Responsibilities. The size, duration, and responsibilities of such Boards and Action Groups shall be established by a majority vote of the Board of Directors.

Amended to be removed. Following sections were renumbered accordingly.

(5)

ARTICLE VII

BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Corporation shall be kept by the Secretary. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

Amended to:

ARTICLE VII

BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Corporation shall be kept by the Secretary. These shall include a printed minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

(6)

ARTICLE VIII

AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 3.08.

Amended to:

ARTICLE VIII

AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing or electronic mail without a meeting pursuant to Section 3.08.