

BYLAWS OF SPOKANE YOUTH SYMPHONY

ARTICLE I

NAME AND OFFICES

- A. Name. The name of this nonprofit Corporation is SPOKANE YOUTH SYMPHONY
- B. Offices. The principal office of the Corporation shall be at the site of the music library, currently located at Amend's Music, 1305 W. 14th Ave. Spokane WA. The Corporation's mailing address is PO Box 9547 Spokane WA 99209. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint for any purpose the Corporation may require.

ARTICLE II

ORGANIZATION

- A. MEMBERS. Membership in the Corporation shall consist of the following categories and shall hereafter be referred to as the membership:
1. All parents and/or legal guardians who have a child/children currently enrolled in one or more of the orchestras.
 2. All current members of the Board of Directors.
 3. Private music teachers of all currently enrolled SYS students.

B. ORCHESTRAS.

1. The age range of orchestra students shall be nine (9) to twenty-one (21) years. Exceptions shall be approved by the conductor and the Board of Directors.
2. Orchestra membership shall be granted after formal auditions which are to be held at times determined by the Conductors and Artistic Director.
3. Students will be placed on one of four (4) levels of orchestras depending upon their musical ability. These orchestras shall be designated as follows:
 - a. Spokane Youth Strings (Strings) for beginning level students.
 - b. Spokane Youth Sinfonietta (Sinfonietta) for intermediate string students.
 - c. Spokane Youth Philharmonic (Philharmonic) full orchestra for intermediate and advanced students.
 - d. Spokane Youth Symphony Orchestra (Symphony) full orchestra for advanced students

In addition to these orchestras, there maybe one or more ensembles which may be created from within the four orchestras as the need arises.

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4. Total number of students for each orchestra shall be determined by the conductor, with the approval of the Board of Directors. The number of new students admitted yearly to each orchestra will depend on the number of vacancies.

5. Students admitted in any Spokane Youth Symphony orchestra are recommended and strongly encouraged to take private, individual instruction on their primary orchestral instrument.

6. Rules and codes of conduct shall be established by the Board of Directors in cooperation with orchestra conductors.

7. Tuition fees and schedules of payment shall be set by the Board of Directors.

C. STAFF. Personnel of the paid staff shall be: 1) Executive Director; 2) Artistic Director/Symphony Conductor; 3) A Conductor for each of the other three orchestras; 4) Business Manager; 5) Other positions as the Board of Directors deems necessary for the organization (i.e. Executive Director, Marketing Director, Administrative Assistant, etc.)

1. Staff shall be responsible to the Board of Directors in all matters pertaining to the Spokane Youth Symphony.

2. Search activities and recommendations regarding the appointment of above employees may be delegated to a Selection Committee.

3. The Selection Committee Chair shall be appointed by the President, with the approval of the Board of Directors. Upon completion of their activities, the Committee shall present their recommendations to the Board for deliberation and disposition.

4. Criminal background checks, as outlined the Washington State Child/Adult Abuse Information Act (RCW 43.43.830- RCW 43.43.845) will be required of all prospective employees and volunteers who fall within the definitions set forth in RCW 43:43.830 (1) (a) and. 43.43.830 (1) (b).

D. CONTRACTED PERSONNEL. The following categories of personnel can be contracted as needed with approval from the Board: 1) Sectional Coaches; 2) Bookkeeper; 3) Stage Crew; 4) Substitute Musicians; 5) Other categories as deemed appropriate by the Board.

ARTICLE III

MEETINGS OF THE MEMBERSHIP

A. Annual Meeting. The Annual Meeting shall be in May (The Monday after the last concert if possible) of each year for the purpose of:

1. Voting for new Board members. (See Article V, G.)

2. Other voting as necessary (See Article III, A. 5., 6., 7.)

3. Presentation of Treasurers Report

4. Opportunity for discussion about the direction of the organization

5. Changes of organizational purpose or mission must be approved by the Membership of the SYS.

6. Activities such as tours, acquisitions and purchases outside of the normal operations of a yearly concert schedule, rehearsals and meetings, that incur expenses greater than or equal to 20% of the total annual operating budget will require a vote by the membership with majority

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approval. Activities, acquisitions and purchases less than 20% of the yearly operating budget are at the discretion of the Board of Directors.

7. New performance groups within the SYS other than the four existing orchestras or ensembles created from within those four orchestras need majority approval from the membership. These performance groups shall follow all rules and guidelines of the SYS. Furthermore, new performance groups shall report directly to the Artistic Director and the Head of Operations.

B. Orientation Meeting. The orientation meeting shall be in the Fall of each year for the primary purpose of familiarizing students and parents to SYS.

C. Notice of Meetings. Regular or Special

1. Notice of any Regular or Special Member Meeting shall be prominently listed on the SYS website and emailed to all consenting SYS members and Directors. If consent is not obtained for email notice, notice shall be by US mail. Notice shall state the place, date, hour and purpose of the meeting.
2. Notice of the Annual Meeting shall be given to members at any time during the year, at least 14 days prior to the next annual meeting.
3. Notice of Special Meetings shall be delivered not less than 10 days nor more than 50 days before the date of the meeting by the President, Secretary, Treasurer, Officer or member(s) of the SYS who are calling the meeting.
4. Notice may be delivered by mail, personal delivery, telegraph, telephone or by email. If mailed, delivery is deemed delivered when deposited in the US Mail addressed to the member at his/her address as it appears in the SYS records. Other forms of notice are effective when received. If notice is by email, the SYS shall transmit the notice with a notice that the email has been read by the recipient.
5. Notice by Electronic Transmission (RCW 24.03.009)
 - a. Attempt will be made to have all SYS members and Directors consent to notice by email in accordance with RCW 24.03.009 unless the member chooses otherwise.
 - b. Members may revoke their consent to voting by email. Members revoking their consent to voting by email must do so by US Mail in the form of a registered letter. See above.
 - c. If the SYS is unable to electronically transmit two consecutive notices in accordance with the member's consent and this becomes known to the secretary of the SYS, then the member's consent to notice by email is revoked.

If such meeting requires a vote, notice shall include the name and qualifications of each candidate for Board of Directors and/or the text of each proposal to be voted on and must be set forth in a record accompanying or contained in the notice of the meeting in which the vote will be held. (RCW 24.03.085(3)) (See also Article IV – Voting by Membership)

D. Special Meetings. Procedure for calling a special meeting of the general membership shall be as follows:

1. The President may call a meeting.
2. A majority of the Board members may call a meeting.

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3. A written request by at least fifteen (15) members at large may call a meeting. The members desiring such meeting shall initiate a petition which shall contain at least fifteen (15) signatures of current, active members. This petition shall be delivered to the Board President, with a copy to the Secretary. The person or group calling the meeting shall determine the date, time and place of the meeting. The meeting shall be scheduled between ten (10) to fifty (50) days after notice given for the requested meeting. The location is to be within 15 miles of the principle office of the corporation.
- E. Quorum. A quorum for the meetings (Regular and Special) shall be fifteen (15) members. Proxy voting shall not be allowed. (see also Article IV, C. 6)

ARTICLE IV

VOTING BY MEMBERSHIP

- A. Each member, regardless of class, shall be entitled to one vote on each matter submitted to a vote of members. RCW 24.03.085
- B. A member may vote in person, by mail, or by electronic transmission. (RCW 24.03.085) Proxy voting is not allowed.
- C. Electronic voting
 1. Members must first consent to voting by email. (RCW 24.03.009)
 2. Members may revoke their consent to voting by email. Members revoking their consent to voting by email must do so by US Mail in the form of a registered letter.
 3. If the SYS is unable to electronically transmit two consecutive notices in accordance with the member's consent and this becomes known to the secretary of the SYS, then that member's consent to voting by email is revoked. The SYS must inform the member that voting by email is no longer possible and require the member to vote by mail or in person.
 4. The designated address (or location or system) for voting by email shall be an email address listed on the Notice. This Notice may be on the website.
 5. The name and qualifications of each candidate for Board of Directors and the text of each proposal to be voted on must be set forth in a record accompanying or contained in the notice of the meeting in which the election will be held. (RCW 24.03.085(3))
 6. Members voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present. (RCW 24.03.085(3))
 7. The SYS shall transmit the ballot by email to each member receiving voting by email. Each member shall then reply to the ballot. Results shall be tabulated by the Head of Operations and his/her assistant.
 8. Voting results for the email ballots shall be stored and reprinted as a hard copy.

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ARTICLE V

BOARD OF DIRECTORS

- A. Duties and Powers. The business and affairs of the Corporation shall be managed by a Board of Directors. All actions taken by the Board shall be subject to the Bylaws, Articles of Incorporation, approved policies of the Spokane Youth Symphony, Inc., and applicable Laws of the State of Washington.
1. It shall be the duty of the Board to hire/dismiss the paid staff.
 2. It is the responsibility of the Board to help the organization by cultivating new board members from the organization and community.
 3. It is the duty of the Board to set the annual budget in a fiscally responsible manner.
- B. Procedures. The Board may adopt its own procedural rules provided they are consistent with the Articles of Incorporation, Bylaws and the applicable Laws of the State of Washington.
- C. Number. There shall be not less than nine (9) nor more than eighteen (18) Directors of this Corporation.
- D. Diversity of Membership. Board membership shall consist of representation from various professions, occupations, religious, racial groups, economic levels and geographic regions. Nomination for Board of Directors shall not discriminate based on sex, race, color, marital status, national origin, religious affiliation, disability, sexual orientation, gender identity or expression, or age.
- E. Composition. The Board shall be comprised of a minimum of 40% from the parents/guardians of current SYS orchestra members. A parent member is considered a “current” parent for purposes of composition for one (1) year after their child has graduated.
- F. Term. The election of the Board shall provide for a reasonable rotation of Directors. An elected term shall be three (3) years. A Director may be re-elected for a second term. No Director shall serve more than two (2) consecutive terms. A Director may only be considered for a third term if a full term (three year) absence from the Board has occurred.
- G. Election of Directors.
1. Nominations- Nominations for Director may come from the nominating committee or from the membership at large. A call for nominees shall go to the membership by March 1st and be posted on the website. Application and qualifications will be due to the Head of Operations by April 15th.
 2. A Ballot with the candidates’ names and qualifications will go out to the membership no less than 14 days prior to the annual meeting.
 3. Elections- Vote shall be at the annual Meeting or electronically (See Article IV.C.) Counting of the ballots are to take place the night of the Annual Meeting.

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- H. Removal of Directors. A Director may be removed at any time upon the affirmative vote of two-thirds (2/3) of the Board of Directors then in office at any regular or special meeting of the Board. A Director may also be removed from office at any regular or specially called meeting of the membership by a simple majority of voting members.
- Notice of the proposed removal of any Director must be given to such Director ten (10) days prior to the date of the meeting at which such removal is to be voted upon. The Director has the opportunity to be heard and to respond. Such notice to the Director must state the cause for the proposed removal.
- I. Meetings. The Board of Directors shall hold regularly scheduled, open meetings as follows:
1. Monthly Meetings. The Board of Directors shall meet once a month at a location designated by the board. Waiver of meetings shall be decided by a majority vote. A meeting may be called by the President or at the request of any three (3) Board members.
 2. Special Meetings. The Board of Directors may hold special meetings at their discretion, at the registered office of the Corporation or at such other place or places as they may designate from time to time. Special meetings of the Directors may be called at any time by the President or Vice President or by two (2) Directors
- J. Notice of Monthly Meetings. Regularly scheduled Board of Directors meetings shall be placed on the SYS calendar and on the website. The notice shall note day, time and place of the meeting.
- K. Notices of Special Meetings. Notices of special meetings of the Board of Directors shall be given not less than three (3) days prior to the date of such special meetings. Such notices may be given by email if prior consent has been properly obtained (RCW 24.03.009) or if consent has not been obtained, by posting the same in the United States mail, by first class mail, with postage prepaid, to each Director at his her address as it appears on the books and records of this Corporation, or such other address as shall have been specified by the Director in a written request filed with the Secretary of this Corporation.
- L. Quorum. At all meetings of the Directors; a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. A majority is defined as greater than or equal to 51% of the current Board of Directors. The act of a majority shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws. If, at any meeting, there is less than a quorum present, no meeting shall take place.
- M. Voting. Each member of the Board of Directors shall possess one vote in matters coming before the board. All voting at meetings of the Board of Directors shall be by each member, in person and voting by proxy shall not be allowed.
1. The Board of Directors may not vote in board meetings by email or any other form of electronic transmission. (RCW 24.03.120)
 2. Members of the board of directors or any committee designated by the board of directors may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting. (RCW 24.03.120)

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3. The Board of Directors may take action without a meeting via teleconferencing or by email. If action is done by email, a unanimous decision by all directors must be made. (RCW 24.03.465) The discussion will then be summarized at the next board meeting, further discussion held if warranted, and the unanimous vote by email ratified in accordance with Article V., M. of these bylaws.
- N. Vacancies. Any vacancy occurring on the Board of Directors by reason of death, resignation, failure to attend, or removal of a Director may be filled by an affirmative vote of a majority of the remaining Board of Directors. Such appointee shall serve until the next general membership meeting when board elections occur.
- O. Failure to Attend. Any board member who does not attend three (3) consecutive monthly meetings, shall be deemed to have withdrawn from the Board. The Board may thereafter appoint a member to fill the vacancy.

ARTICLE VI

OFFICERS AND DUTIES

- A. Number. The officers of the corporation shall be the President, Vice President, Secretary, Treasurer, and when applicable, Member-at-Large (ex-officio).
- B. Election, Term of Office, and Qualifications. The officers shall be elected annually by the Board of Directors at the first scheduled Board Meeting following the Membership Annual Meeting. The officers shall be elected from persons in good standing currently on the Board. Election is by simple majority. Term of office is one year. Persons elected to office, whether at the annual election meeting or at any other time to fill any vacancies, shall hold office until the date of the following annual election meeting and until their respective successors are elected and qualified. Qualification is not to exceed sixty (60) days. No officer shall serve more than two (2) consecutive terms in the same office.
- C. Vacancies. In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the date of the following annual election meeting of the Board.
- D. President. The President of the Board of Directors shall supervise all activities of the Corporation, execute, with the Treasurer, all deeds, bonds, contracts, and other obligations, on behalf of the corporation and in the name of the corporation pursuant to the limitations set forth in Paragraph VI.D.5. ; preside at all meetings of the Board of Directors unless absent; and perform such other duties usually inherent in such office, except that such duties may be delegated as the President of the Corporation sees fit to so delegate. In addition, the President shall:
1. Not serve as a member of the Nominating Committee.
 2. Appoint all standing committee Chairpersons, with approval of the Board.

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3. Appoint the Chair of all ad hoc Committees with approval from the Board.
 4. Not appoint the Members of committees. Members shall be appointed by the Chair of such Committee with approval from the Board.
 5. Sign, with the Treasurer all contracts, notes or other financial obligations of the Spokane Youth Symphony under the following limitations: no such contract or note shall bind the corporation to financial obligations greater than \$1,000.00 or for a period longer than one (1) years without express authority of the full Board of Directors.
 6. Review annually, with the Board, all policies of the corporation stated in the Handbook.
- E. Vice-President. The Vice-President of the Board of Directors shall act for the President in his/her absence and perform such other acts and duties as the President may from time to time direct. In addition, the Vice-President shall be the designated chairperson of the Bylaws Committee, when needed. In the event of a vacancy in the Presidency, the Vice-President shall act as President until the next election.
- F. Secretary. The Secretary of the Board of Directors shall have the duty to keep all records of the Board of Directors and of the Corporation; shall attend and keep the minutes of all the meetings of the Board of Directors and Executive Committee; perform other acts as the President may direct; and shall keep a record containing the names of all persons who are Directors of the corporation; showing their places of residence, and such books shall be opened for inspection as prescribed by law.
- G. Treasurer. The Treasurer shall account for all funds belonging to the Corporation in accordance with sound financial practices; pay all obligations incurred by the Corporation, when designated by the Board of Directors; render periodic financial reports; file all appropriate governmental documents; and report to the Board any applicable governmental regulations affecting the Corporation's financial status and procedures. These may be done in conjunction with a bookkeeper or accountant contracted by the Board. In addition, the Treasurer shall, with the President, sign all authorized contracts, notes or other financial obligations of the Spokane Youth Symphony.
- The Treasurer shall call for the Corporation's financial records to be examined by a competent accounting firm at the direction of the Board of Directors, or every five years. The nature of the examination to be performed may be determined upon the advice of the firm retained to perform the work, and may include an audit, review or other agreed-upon procedure.
- The Treasurer shall be bonded to the extent required by law and/or deemed necessary by the Board of Directors.
- H. Member-at-Large (ex-officio). The Executive Committee may recommend appointment of an ex-officio Member-at-Large. This person should be an immediate past member of the Executive Committee. This position should only be filled when three or more of the officers are new to the Executive Committee, in order that continuity through counsel may be maintained. This appointment must be confirmed by a majority vote of the Board of Directors.
- I. Removal. Any officer may be removed from office by the affirmative vote of a majority of all Directors at any regular meeting or special meeting called for that purpose.

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ARTICLE VII

STANDING COMMITTEES

- A. Designation of Committees: The Standing Committees for the Spokane Youth Symphony shall be: 1) Executive Committee; 2) Fundraising Committee; 3) Publicity Committee; and 4) Nominating Committee. Other committees shall be appointed by the President, as needed.
- B. Appointment of Committee Chairs and Members: The President shall appoint all Committee Chairs (with exception of Executive Committee, where the President shall serve as Chair), with the approval of the Board of Directors. The Committee Chair shall appoint all committee members with the approval of the Board.
- C. Committee Membership: Each Committee shall contain at least three (3) members. Committee members shall be SYS members, but need not be board members. The Chair of the committee shall be a member of the Board.
- D. Executive Committee: The Executive Committee shall be comprised of the current Officers of the Corporation as set forth in Article VI. During the intervals between the meetings of the Board of Directors, the Executive committee shall meet, as needed, for the purpose of preparing recommendations to the full Board of Directors concerning the management and direction of the affairs of the Corporation and for preparing the annual budget to present to the Board. The Executive Committee shall meet at the call of any member of that Committee for good cause shown.
- E. Publicity Committee: The Publicity Committee shall meet for the purposes of providing the media with the requisite information concerning concerts, auditions or other Spokane Youth Symphony activities; and generating community awareness and interest in the Spokane Youth Symphony programs.
- F. Fundraising Committee: The Fundraising Committee shall meet for the purposes of overseeing grant applications, fund raising activities, and other activities directed towards securing supplemental income.
- G. Nominating Committee. The Nominating Committee shall meet for the purposes of finding and recruiting new Board members from among the membership as well as the community at large. And to put together the application and ballot of nominees for the purpose of voting on by the membership.
- H. Report to the Board of Directors: All actions by Committees shall be reported to the Board of Directors at its next succeeding meeting and shall be subject to revision and alteration by the Board, provided that no rights of third parties shall be affected by any such revision or alteration. Regular minutes of the proceedings of each Committee shall be added to the minutes of the Board meeting when they are presented, and kept with those minutes.

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ARTICLE VIII

HONORARY BOARD MEMBERS

The purpose of appointing Honorary Board Members is to Honor those persons in the community who have significantly contributed to the advancement and well-being of the Spokane Youth Symphony Organization. Appointment and removal is by simple majority vote of the Board of Directors. Honorary Board Members are non-voting board members, and may choose to attend board meetings.

ARTICLE IX

ADVISORY BOARD MEMBERS

The purpose of an Advisory Board is to utilize the expertise of community members who are willing to consult with the Board on issues pertaining to the Spokane Youth Symphony. Appointment and removal of an Advisory Board Member is by simple majority vote of the Board of Directors, with acceptance by the nominated Advisory Board Member. Advisory Board Members are non-voting board members, and may choose to attend board meetings.

ARTICLE X

AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

ARTICLE XI

CONTRACTS

The Board of Directors, except as in the Articles of Incorporation and these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the corporation, and such authority may be general or confined to the specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

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ARTICLE XII

FISCAL YEAR

The fiscal year of the corporation shall be a calendar year, or such other year as is selected for Federal Income Tax purposes.

ARTICLE XIII

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Director, officer, or employee of, or member of a Committee of, or person connected with this Corporation, or any other private individual, shall receive at any time any of *the* net earnings or pecuniary profit from the operation of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effect in any of its purposes as shall be fixed by *the* Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All Directors of the Corporation shall be deemed to have expressly consented and agreed that, upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the corporation then remaining, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered, and paid over in such amounts as the Board of Directors may determine, or as may be determined by a court of competent jurisdiction upon allocation of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations and in accordance with the Articles of Incorporation.

ARTICLE XIV

INVESTMENTS

Except as is otherwise provided in the Articles of Incorporation; the Corporation shall have the right to retain all or any part of any securities or property acquired by it-in whatever manner, to invest and reinvest in any insured investment vehicle that assures preservation of principal, any funds held by it, according to the judgment of the Board of Directors.

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ARTICLE XV

INDEMNIFICATION

- A. Grant of Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any threatened, pending; or completed action, suit or proceeding, whether formal or informal, civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a Director of the Corporation or who, while a Director of the corporation, is or was serving at the request of the Corporation as a Director, officer, employee or agent of this or another corporation or of a partnership, joint venture, trust, other enterprise, or employee benefit plan, whether the basis of such proceeding is alleged action in an official capacity as a Director or in any other capacity while serving as a Director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by applicable law, as then in effect, against all expense, liability and loss (including attorneys' fees, costs, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a Director and shall inure to the benefit of his or her heirs, executors and administrators.
- B. Limitations on Indemnification. Notwithstanding Article XV. A no indemnification shall be provided hereunder to any such person to the extent that such indemnification would be prohibited by the Washington Business Corporation Act or other applicable law as then in effect, nor, except as provided in section 11.4 with respect to proceedings seeking to enforce rights to indemnification shall the Corporation indemnify any such person seeking indemnification in connection with a proceeding. (or part thereof) initiated by such person except where such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.
- C. Advancement of Expenses. The right to indemnification conferred in this section shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition, except where the Board of Directors shall have adopted a resolution expressly disapproving such advancement of expenses.
- D. Right to Enforce Indemnification. If a claim under Article XV.A is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, or if a claim for expenses incurred in defending a proceeding in advance of its final disposition authorized under Article XV.C is not paid within twenty (20) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification hereunder upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is so entitled. It shall be a defense to any such action (other than an action with respect to expenses authorized under Article. XV. C) that the claimant has not met the standards of conduct which make

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it permissible hereunder or under the Washington Business Corporation Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its shareholders) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth herein provided the Article XV.C) an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

- E. Nonexclusivity. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its [mal disposition conferred in this section shall be valid to the extent consistent with Washington law].
- F. Indemnification of Officers, Employees and Agents. The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to officers, employees and agents of the Corporation on the same terms and with the same scope and effect as the provisions of this section with respect to the indemnification and advancement of expenses of Directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act or on such other terms as the Board may deem proper.
- G. Insurance and Other Security. The Corporation shall maintain insurance, at its expense, to protect itself and any individual who is or was a Director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by the individual in that capacity or arising from his or her status as an, Director, officer, agent, or employee, whether or not the Corporation would have the power to indemnify such person against the same liability under the Washington Business Corporation Act. The Corporation may enter into contracts with any Director or officer of the Corporation in furtherance of the provisions of this section and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this section.
- H. Amendment or Modification. This section may be altered or amended at any time as provided in these Bylaws, but no such amendment shall have the effect of diminishing the rights of any person who is or was a Director or an officer as to any acts or omissions taken or omitted to be taken prior to the effective date of such amendment.
- I. Effect of Section. The rights conferred by this section shall be deemed to be contract rights between the Corporation and each person who is or was a Director or officer. The Corporation expressly intends each such person to rely on the rights conferred hereby in performing his or her respective duties on behalf of the Corporation.

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ARTICLE XVI

AMENDMENTS

These Bylaws may be amended by any regular or special meeting of the Spokane Youth Symphony membership by a majority of the voting members. Amendments so adopted shall take effect immediately.

ARTICLE XVII

EXEMPT ACTIVITIES

Notwithstanding any other provision of these bylaws, no Director, officer, employee or representative of this Corporation shall take any action or carry on any activity, by or on behalf of the corporation, not permitted to be taken or carried on, without penalty, by an organization exempt from taxation or by an organization whose contributions are deductible under Federal Income Tax laws as they now exist, or as they should hereafter be amended.

ARTICLE XVIII

RULES AT MEETINGS

Roberts Revised rules of Order shall govern all meetings of the Corporation and any of its Committees, unless in conflict with the laws of the State of Washington, or the Articles of Incorporation or bylaws of this Corporation.

BYLAWS OF SPOKANE YOUTH SYMPHONY

The foregoing Bylaws were adopted by the action of a duly called meeting held at Spokane, Washington; on the 10th day of October 1995.

Amendments to the foregoing Bylaws were adopted by the action of a duly called meeting of the membership held at Spokane, Washington; on the nth day of February, 2001.

Amendments to the foregoing Bylaws were adopted by the action of a duly called annual meeting of the membership held at Spokane, Washington; on the 12th day of September, 2009.

Amendments to the foregoing Bylaws were adopted by the action of a duly called annual meeting of the membership held at Spokane, Washington; on the 15th day of September, 2014.

Amendments to the foregoing Bylaws were adopted by the action of a duly called annual meeting of the membership held at Spokane, Washington; on the 14th day of September, 2015.

Amendments to the foregoing Bylaws were adopted by the action of a duly called annual meeting of the membership held at Spokane, Washington; on the 12th day of September, 2016.