

Bylaws Of Bellingham Scottish Country Dancers

A Washington nonprofit corporation

Article I. Members.

Section 1.1. Classes of Members. This corporation shall have three classes of members. One class shall be regular members and one class shall be teacher members, and one class shall be life members. Additional classes of members and the respective rights and duties of the classes of members may be modified or established by amendment to these Bylaws.

Section 1.2. Qualification of Members. Any individual of good moral character supporting the purposes of this corporation may become a member of this corporation by making written application for membership, paying the current annual dues, if any, and meeting standards or qualifications established by the Board of Directors from time to time. Membership shall be effective from acceptance of the application by the corporation.

Section 1.3. Rights of Members. There shall be no difference in the rights and obligations between the regular members and teacher and life members, except that teacher members and life members shall not be assessed any dues. Each member shall have one vote on any matter submitted to the members. No member shall have any right to any of the property of the corporation. Each member shall be entitled to such other rights and privileges in addition to those set forth in these bylaws as may be determined by the Board of Directors from time to time. Memberships shall not be transferable for any reason.

Section 1.4. Obligations of Members. The members of this corporation, other than teacher members and life members, shall be liable for dues assessed against the members. No member shall otherwise be liable for the acts of obligations of the corporation. Regular attendance at scheduled events and functions of the

Regular attendance at scheduled events and functions of the corporation is expected of members. If the dues assessed against a member are not paid within 30 days after the due date established by the Directors, the membership shall terminate without further action, provided that a membership which is terminated for nonpayment of dues may be reinstated upon payment of delinquent and current dues. A membership may be terminated without right of reinstatement by action of the Directors upon determination that such termination is in the best interests of the corporation.

Section 1.5. Annual and Regular Meetings of Members.

There shall be an annual meeting of members of this corporation during the month of December of each year on a date and at a time and place established by the Board of Directors. The purpose of the meeting shall be to elect officers and directors and to consider such other matters as may properly come before the meeting. The Board of Directors may call additional regular meeting of the members.

Section 1.6. Special Meetings of Members. The President, any two directors, or ten percent of the members may call a special meeting of the members for any purpose.

Section 1.7. Place of Meeting. Meetings of the members shall be held at such place within Bellingham, Washington, as designated by the person or persons entitled to call the meeting.

Section 1.8. Notice of Meetings. Written or printed notice of each meeting of members stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called shall be given to each member entitled to vote not less than ten nor more than thirty days before the date of the meeting, by personal delivery or by mail. Notice shall be given by the Secretary or by the person or persons entitled to call a meeting of members. Mailed notice shall be deemed given to a member when a copy is deposited in the mail postage prepaid addressed to the member at the member's address as shown on the records of the corporation.

Section 1.9. Quorum. The presence in person or by proxy of fourteen of, or one half of, the members entitled to vote, whichever number is less, shall constitute a quorum at a meeting.

whenever a majority of the members present shall constitute a quorum at a meeting of membership. If a quorum is present, a majority affirmative vote of the members present and entitled to vote shall be the act of the membership, unless the act of a greater number is required by the Articles of Incorporation, these Bylaws or by law.

Section 1.10. Proxies. The members shall be entitled to exercise the member's vote in person or by mail or by proxy. Proxies shall be filed with the Secretary before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy given for a specific meeting may be exercised at any reconvened meeting following an adjournment of the meeting but shall not be valid after the final adjournment of the meeting.

Article II. Officers and Directors.

Section 2.1. Positions. The Board of Directors shall consist of seven persons each of whom shall be elected to and hold the following positions as officers of the corporation as follow: Director and office of President, Director and office of Vice President, Director and office of Secretary, Director and office of Treasurer, Director and office of Coordinator, Director and office of Supply Manager, and Director and office of Historian.

Section 2.2. Election. Directors and officers shall be elected from the members by vote of the members. Each Director and officer shall be elected at the annual meeting of members for a term of one year and until the election and qualification of his or her successor. However, no person may be elected as officer and director for more than three consecutive terms of office, except for the director elected as Historian may be elected for more than three consecutive terms. The nominations for and election of each person to fill each position of a Director and officer shall be held separately from the nomination for and election to fill each other position of Director and officer. Nominations for position of Director and officer may be received from the floor. A majority vote shall be required to elect each Director and officer. If on the first ballot no person to be elected receives a majority vote, a runoff election of the two nominees receiving the largest number of votes shall be held.

Section 2.3. Removal and Resignation. A Director and officer may resign as Director and officer at any time by delivering a written resignation to the Secretary of the corporation. The resignation shall be effective when received by the Secretary of the corporation. Any Director and officer may be removed with or without cause by the affirmative vote of a majority of the members present at any meeting of the members which is called for that purpose and notice of which meeting was given to members stating that the purpose of the meeting included a proposal to remove the Director and officer. A Director and officer may be appointed by the Board of Directors to fill the vacancy created by the resignation, incapacity or death of a Director and officer. A Director and officer shall be elected by the members to fill a vacancy created by removal of a Director. The Director so elected or appointed shall serve for the remainder of the term of the Director who resigned or was removed.

Article III. Board of Directors

Section 3.1. The Board. The business and affairs of this corporation shall be managed by a Board of Directors.

Sections 3.2. Meetings. Immediately following adjournment of the annual meeting of members, the first meeting of the newly elected members of the Board of Directors shall be held and a schedule of the time and place of regular meetings of the Board of Directors shall then be adopted for the next calendar year. Regular meetings of the Board of Directors shall be held at the time and place according to that schedule without further notice, provided that the President or the Board of Directors may change the time and place, or either, for holding any one or more of the regular meetings of the Board of Directors by giving each Director reasonable notice of the change.

Section 3.3. Special Meetings of the Directors. The President or any two Directors may call a special meeting of the Board of Directors by giving written notice to each Director. The notice of a special meeting shall state the time and place thereof and shall be given at least three business days prior to the date set for such meeting by the person authorized to call such meeting or by the Secretary of the corporation and shall be given by personal

Secretary of the corporation and shall be given by personal delivery or by mail addressed to the business address of the Director. If mailed, the notice shall be deemed to be given when deposited in the United States mail, postage prepaid, so addressed to the Director. Neither the business to be transacted at any regular or special meeting of Directors nor of the purpose of any regular meeting need be specified in the notice of such, unless these Bylaws require that a statement of purpose of the meeting be given.

Section 3.4. Quorum. The presence of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 3.5. Manner of Acting. The act of the majority of the Directors present at a meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 3.6. Committees. The Board of Directors may establish by resolution such other committees consisting of two or more Directors as the Board of Directors deems advisable. By resolution, the Board of Directors may delegate to a committee such duties and authority as the Board of Directors deems appropriate. However, no committee shall be delegated or have any authority which the Board of Directors has to amend, alter or repeal any of the Articles of Incorporation or any Bylaw; to elect, appoint or remove any member of any committee of any Director or officer of the corporation; to adopt a plan of merger or to adopt a plan of consolidation with another corporation; to authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; to authorize the voluntary dissolution of the corporation or to revoke proceedings therefore; to adopt a plan for the distribution of assets of the corporation; or to amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by committee.

Section 3.7. Duties of a Director. A Director shall perform the duties of a director, including the duties as a member of any

duties of a director, including the duties as a member of any committee of the Board of Directors upon which the Director may serve, in good faith, in a manner in which such Director believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. In performing the duties of a director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by (a) one or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matter presented, (b) counsel, public accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence, or (c) a committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with a provision in the bylaws, as to any matter within its designated authority, which committee the Director believes to merit confidence, so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Article IV. Officers.

Section 4.1. Duties. The officers of the corporation shall perform the following duties as described herein and such other duties as may be assigned by the Board of Directors:

Section 4.1.1. President. The President shall be the principal executive officer of the corporation and shall preside as chair at all meetings of the members and Board of Directors, and shall execute with the Secretary on behalf of the corporation all contracts and other documents as may be authorized from time to time by the Directors. The President shall perform all duties incident to the office of a president.

Section 4.1.2. Vice President. In the event of the inability of the President to act, the Vice President shall perform the duties of the President. The Vice President shall have the same power as the President to execute contracts and other documents on behalf of the corporation.

of the corporation.

Section 4.1.3. Secretary. The Secretary shall be the custodian of the records of the corporation, shall cause minutes of the meetings of the members and Board of Directors to be prepared, shall give notices of meetings in accordance with the requirements of these Bylaws, shall execute authorized contracts and other documents with the President, shall keep records of the members and their post office addresses and shall arrange publication of a Newsletter three times a year in April, September and December. The Secretary shall perform all duties incident to the office of a secretary.

Section 4.1.4. Treasurer. The Treasurer shall be responsible for, manage, and have the custody of the funds and securities of this corporation as directed by the Board of Directors, shall place all funds of the corporation in depositories as directed by the Board of Directors, and shall supervise keeping of the books or account of such funds. The Treasurer shall perform all duties incident to the office of a treasurer.

Section 4.1.5. Coordinator. The Coordinator shall be responsible to confirm arrangements for dance presentations and for securing appropriate locations for performances, member meetings and other activities of the corporation and shall supervise promotion of the corporation's activities.

Section 4.1.6. Supply Manager. The Supply Manager shall be responsible to procure and protect supplies required for the corporation's activities, supervise and arrange for set up and clean up of locations where performances, membership meetings and other activities of the corporation are held and shall maintain current and historical records and information relating to supply requirements.

Section. 4.1.7. Historian. The Historian shall be the chairperson of any nominating committee for elections, shall collect, preserve and coordinate production of records of the corporation's activities, and shall assist the Board of Directors with historical information to assure consistent continuity in the corporate activities.

Section 4.2 Other Officers Other officers and assistant

Section 4.2. Other Officers. Other officers and assistant officers who shall not be members of the Board of Directors and who may be deemed necessary or appropriate by the Board of Directors may be elected by the Board of Directors to hold office for such period and to have such authority and perform such duties as may be provided by resolution of the Board or Directors.

Article V. Financial Matters.

Section 5.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of this corporation, and that authority may be general or confined to specific instances. A Director or officer of this corporation shall not be disqualified by the office of the Director or officers from dealing or contracting with this corporation either as a vendor, purchaser, creditor, debtor or otherwise. The fact that any Director or officer, or any firm, of which any Director of this corporation is also a member, officer or direct, is in any way interested in any transaction or contract shall not make the transaction or contract void or voidable, or require the Director or officer of this corporation to account to this corporation for any profits therefrom if the transaction or contract is or shall be authorized, ratified or approved by vote of a majority of the Directors present at a meeting of the Board of Directors at which meeting a quorum is present, excluding the interested Director or officer in determining the quorum or the majority vote.

Section 5.2. Loans. No loans shall be contracted on behalf of this corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. That authority may be general or confined to specific instances. No loans shall be made by the corporation to its members, officers or Directors.

Section 5.3. Checks, Drafts, Deposits, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of this corporation may be signed by one person designated by resolution of the Board of Directors. All funds of this corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in the banks, trust companies, brokerage accounts or

corporation in the banks, trust companies, brokerage accounts or other depositories as the Board of Directors may select.

Section 5.4. Officer and Director Compensation. No officer and no Director shall receive any compensation for acting or serving as a Director or officer of this corporation, provided that nothing herein shall prevent the corporation from reimbursing an officer or Director for reasonable and necessary expenses incurred in the business and affairs of the corporation.

Article VI. Waiver of Notice.

Whenever any notice is required to be given to any member or Director of the corporation under the provisions of these Bylaws, the Articles of Incorporation or law, a waiver thereof in writing, signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of notice. The attendance of a Director at a meeting of the Board of Directors shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article VII. Records.

The corporation shall keep at its principal office in the State of Washington (a) current articles and bylaws, (b) a record of members, including addresses and classes of membership, if any, (c) correct and adequate records of accounts and finances, (d) a record of officers' and Directors' names and addresses, and (e) minutes of the proceedings of the members, the Board of Directors, and any minutes which may be maintained by committees of the board. Records may be written or, if capable of being converted to writing, electronic. The records shall be open at any reasonable time to inspection by any member of more than three months' standing or a representative of more than five percent of the membership. Cost of inspecting or copying records shall be borne by such member except for cost for copies of the articles or bylaws. A member must have a purpose for inspection reasonably related to membership interests. Other use or sale of

members' lists by such member if obtained by inspection is prohibited.

Article VIII. Amendments.

These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by the affirmative vote of a majority of members present at any meeting or the members called for that purpose.

Regularly adopted at a duly convened meeting of the members on
14 October, 2009.

Signed by: J. Rosemary Read, Secretary
Attested by: Debra A. Larsen, President

As amended and adopted by a Special Meeting of the Members on
May 11, 2011.

Signed by: Marion Health, President
Attested by: Helen Packer, Secretary

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