

**Bylaws are
under review for possible
revision in 2006**

SEATTLE WORLD PERCUSSION SOCIETY BYLAWS

ARTICLE I: PURPOSE

1.1. Purpose. The Seattle World Percussion Society, "SWPS," is a non-profit, volunteer corporation organized to promote awareness and understanding of a wide variety of percussive traditions from around the world.

1.2. Activities. To implement these purposes, SWPS may engage in activities which include but are not limited to holding public gatherings monthly which feature percussion ensembles from around the world and community drum circles; distributing information about ethnic rhythm and movement in its newsletter and sponsoring the "Seattle World Rhythm Festival," a three day festival uniting the community in celebration of the percussive arts, and undertaking any other project deemed by the Board of Directors to advance the status or knowledge of the ancient art of drumming and percussion as expressed through many cultures.

ARTICLE II: MEMBERSHIP

2.1. Qualifications and Term. Membership may be acquired on an annual basis through dues determined by vote of the Board of Directors.

2.2. Benefits. Members may acquire benefits, such as the newsletter or discounts to events.

2.3. Limitations. There are no shareholders in the Seattle World Percussion Society, membership does not constitute any interest in the assets of the corporation and members have no vote in the business of the corporation.

ARTICLE III: BOARD OF DIRECTORS

3.1. General Powers. The business and property of the corporation shall be managed by a Board of Directors.

3.2. Qualifications. Directors shall be dues-paying members of the corporation.

3.3. Number of Directors. There shall be a minimum of three (3) board members and a maximum of eleven (11), as may be determined by the board.

3.4. Duties. Board members shall:

a. maintain the continuity and identity of the corporation and represent the corporation in the community;

b. determine, and periodically review the board policies to guide the work of the organization;

- c. raise funds, determine and authorize a financial plan or budget and authorize and receive outside financial review;
- d. review the organization program of services in the light of changing needs;
- e. employ staff as necessary
- f. carry out any other duties it deems necessary and proper.

3.5. Term of Office. Board members shall serve a term of one year or two years and may run for re-election. Up to eleven board members shall be elected at the annual meeting, six for one-year terms and five for two-year terms. Board members may be elected at any time during the year to bring the board to its full capacity of eleven (11). A board member can only serve three consecutive terms.

3.6. Vacancies. Any vacancy in the board may be filled for the remainder of the board member's term then serving, by majority vote of the remaining board members.

3.7. Resignation. Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.8. Removal. A board member may be removed from the board for cause by an affirmative vote of two-thirds (2/3) of the other board members. A vote on removal may be taken at any regular or special meeting of the board if notice has been given that the removal of a board member is on the agenda. Cause for removing a member shall include but is not limited to the failure of the board member to regularly attend meetings of the board. Two consecutive absences or three tardys of 1/2 hour or more shall be considered irregular attendance.

3.9. Annual Meeting. An annual meeting shall be held at a date, time and place determined by the board. This meeting shall be open and accessible to the public.

3.10. Notice of Meetings. Written notice of each board meeting shall be delivered personally or mailed to each board member at least five (5) days before the meeting. The attendance of a board member at a meeting shall constitute a waiver of notice of such meeting, except where a board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened

3.11. Waiver of Notice. Whenever any notice is required to be given to any board member of the corporation by the Articles of Incorporation or Bylaws, or by the 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 there in, shall be equivalent to the giving of such notice.

3.12 Quorum. A quorum shall consist of 50% of the board members.

3.13. Manner of Acting. The act of the majority of the board members at a meeting at which a quorum is present shall be an act of the board, except for the purposes of amending these bylaws or the Articles of Incorporation or where State law shall conflict.

3.14. Board Committees. The Board shall be empowered to form committees as necessary, including an Executive Committee, a Nominating Committee and Event Committee. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) 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; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

3.15. Presumption of Assent. A Director of the corporation present at a Board meeting in which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.16. Compensation. The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

ARTICLE IV: OFFICERS

4.1. Officers. The officers of the corporation shall include but not be limited to a President, one or more Vice Presidents, a Secretary and a Treasurer.

4.2. Term of Office. The officers of the corporation shall be elected by the board at the annual meeting. Terms shall be one year. No officer shall serve more than three consecutive terms. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as a board meeting conveniently may be held. Each officer shall hold office until the next annual meeting and until their successor shall have been elected and qualified unless he or she resigns or is removed. Each officer shall first be a member of the Board of Directors to qualify for an office.

4.3. Removal. Any officer may be removed from office for cause by an affirmative vote of two-thirds (2/3) of the board whenever in its judgment the best interests of the corporation would be served thereby.

4.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the majority vote of the board for the unexpired promotion of the term.

4.5. President. The President shall be the principal executive officer of the corporation, shall preside over meeting, and, subject to the board's control, shall supervise and control all of the business and affairs of the corporation. She or he, along with such other officers as the board may designate, shall sign deeds, leases, mortgages, contracts, or any other instrument that the board authorizes to be signed unless the board designates some other office or agent of the corporation to so execute.

4.6. Vice President. The Vice President, in the event of a death, disability or absence of the President, shall perform all the necessary duties which would otherwise be performed by the President, as such duties as may be prescribed by the Board of Directors. When designated by the President, the Vice President shall act in place of the President.

4.7. Secretary. The Secretary shall a) keep minutes of the board meetings and maintain them in one or more books provided for that purpose; b) see that all notices are duly given accordance with the provisions of these bylaws or as required by law; c) keep a register of the post office address of each board member; d) sign such documents as may be required by the board or State law; and e) keep track of and record bylaw changes.

4.8. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; submit quarterly financial reports to the board; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provision of these bylaws.

4.9. Salaries and Reimbursement. Officers shall not receive salaries for their activities as officers of the corporation but may receive reimbursement for expenditures incurred on behalf of the corporation.

4.10. Compensation for Services. Board members and officers may be hired by the board to receive payment from the corporation for services rendered. However, no board member may participate in a vote that so hires her or him.

ARTICLE V: STAFF

The board shall be empowered to hire staff as necessary.

ARTICLE VI: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each board member or officer now or hereafter serving the corporation and each person who at the request of or on behalf of the corporation is now serving or hereafter serves as trustee, director officer of any other corporation, whether for profit or not for profit, and his representative heirs, executors and personal representatives, shall be indemnified by the corporation connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been such trustee, director or officer, except in relation to matters as to which he 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 by law agreement, vote of the Board of Directors or otherwise.

ARTICLE VII: DISBURSEMENT OF FUNDS

There shall be three board members empowered to disburse funds -- the Resident agent, President and Treasurer. They are empowered to disburse funds as necessary, in accordance with the budgets for approved projects and non-project expenses not to exceed two hundred fifty dollars (\$250.00). Any other disbursements over two hundred fifty dollars (\$250.00) require board approval.

ARTICLE VIII: DISTRIBUTION AND LIMITATIONS

8.1. Distribution. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or any private persons, except that the corporation 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 Article I hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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 these Articles, the corporation shall not carry on any activities not permitted to be carried on a) by a corporation exempt from Federal Income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or b) by a corporation, contributions to which are deductible under Section 107 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).

8.2. Dissolution. In the event of the dissolution of the corporation, upon paying or making provision of payment of all liabilities of the organization, shall dispose of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or cultural purposes as shall at the time qualify as exempt organization or organizations, under Section 501 (c) (3) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the corporation is then located exclusively

to such organization or organizations under Section 501 (c) (3) of the Internal Revenue Code, and as non-profit corporation under the laws of the State of Washington.

ARTICLE IX: ADMINISTRATIVE PROVISIONS

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its Board, and any minutes which may be maintained by committees of the Board; records of the names and addresses of Directors and members and of the name and post office address of each officer; and such other records as may be necessary or advisable.

ARTICLE X: AMENDMENTS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by two-thirds (2/3) affirmative vote at any meeting of the Board of Directors where notice of the proposed action has been given as an item of business for such meeting in the notice for the meeting.

The foregoing Bylaws were adopted by the Board of Directors on

Date: May 3, 1994

SIGNED: Enola Forster
Secretary