

**THE AMENDED AND RESTATED BYLAWS
OF
THE VERA PROJECT**

ARTICLE ONE.

NAME, LOCATION AND PURPOSE

1.1 Name

The name of the organization shall be The Vera Project.

1.2 Location

1.2a The principal address of the organization shall be located at:

305 Harrison Street

Seattle, WA 98109

1.2.b The Board of Directors shall have the power and authority to establish and maintain branch or subordinate offices, either within or without the State of Washington as may be required from time to time.

1.3 Purpose

The Vera Project is organized and operated exclusively for purposes that are beneficial to the public interest, more specifically to provide innovative, community-directed and youth-oriented music and arts programming and designated venue.

ARTICLE TWO.

MEMBERSHIP

2.1 Classes of Members

The organization shall initially have one class of Members. Additional classes of Members and the qualifications and rights of each class of Members may be established in an amendment to these Bylaws.

2.2 Membership Tenure and Qualifications

In order to qualify for Membership, a volunteer shall have volunteered 24 cumulative hours, attend one regularly scheduled Members orientation within one month prior to applying for Membership, attend one regularly scheduled Members' meeting within one month prior to applying for Membership, fill out the required paperwork, pay an optional dues fee of \$15, and join any eligible committee as defined by Steering Committee. The term of each Member shall last from the date these qualifications are met until the initial meeting of the Members in the following year, and Members may renew their terms indefinitely.

2.2a Maintaining Membership Status

In order to maintain status as a current Member in good standing, Members shall attend all regularly scheduled Members' meetings, and regularly participate on an eligible committee as defined by Steering Committee, maintaining 12 hours of volunteer service towards the work of said committee over any six month time period. Members may be granted absence from one Members' meeting per annum by written request to the Steering Committee within 48 hours of date of meeting.

2.2b Temporarily Freezing Membership Status

A Member that knows they may not be able to meet these qualifications for an extended period may apply to temporarily freeze their Membership status by approval of the Steering Committee, thereby revoking both their privileges and responsibilities for a period of time as the case may be. Requests for freezes on Membership must be submitted to the Steering Committee within 14 days of date of freeze. Freezes on Membership will be released by Steering Committee after the Member in question has been given a reorientation by any current Steering Committee member.

2.2c Reapplying for Revoked Membership

In order to qualify to reapply for revoked Membership, a *Member not in good standing* shall fill out the required paperwork, attend a regularly scheduled Members' orientation within one month of reapplying for Membership, attend one regularly scheduled Members' meeting within one month of reapplying for Membership, and join any eligible committee as defined by Steering Committee.

2.2d Renewing Membership

In order to qualify to renew Membership, a *Member in good standing* shall meet the qualifications for new Members as described in 2.2 above, excluding attending a regularly scheduled Members' orientation. In order to qualify to renew Membership a *Member not in good standing* shall meet the qualifications for new Members as described in 2.2 above.

2.3 Voting Rights

2.3.a Each Member is entitled to vote with respect to the subject matter of an issue submitted to the Members to vote, and shall be entitled to one vote upon each such issue.

2.3.b Each Member is entitled to vote at an election for nominated Directors and may cast an approval/disapproval for each person as there are Directors to be elected, as nominated by a Board of Directors appointed committee.

2.4 Quarterly Meetings

The quarterly meetings of the Members shall be held on the *second Thursday* in the months of *January, April, July and October* in each year, beginning with the year 2001, at *7:00 pm*, for the purpose of approving/disapproving nominated Board of Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the quarterly meeting shall be a legal holiday in the State of Washington, such meeting shall be held on the next succeeding business day. If the election of Directors is not held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors or an agent of the board shall cause the election to be held at a special meeting of the Members as soon thereafter as is convenient.

2.5 Place of Meeting

The Members may designate any place within or without the State of Washington, as the place of meeting for any quarterly. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the principal office of the organization in the City of Seattle, Washington.

2.6 Notice of Meeting

Written, printed, electronic notice stating the place, day, hour, and purpose or purposes of the meeting for which the meeting is called, shall be delivered not less than *7 days* before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered, when deposited in the United States mail, addressed to the member at his address as it appears on the membership application, with postage thereon prepaid.

2.7 Quorum

No less than 50% of the current outstanding members of the organization entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Members. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present or represented, no business may be decided upon that might have been transacted at the meeting as originally notified. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

2.8 Special Meetings

2.8a Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by no less than *five* of all the outstanding Members of the organization entitled to vote at the meeting and must be signed and delivered to the Steering Committee at least 48 hours prior to that meeting.

2.8b A special meeting as called by the members may be located within or without the State of Washington as chosen by the members

2.9 Member Decisions

To constitute a decision among the members, a 2/3 vote must be accomplished in which a Quorum is present.

2.10 Proxies

At all meetings of Members, a Member may vote by proxy executed in writing by the Member or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the organization before or at the time of the meeting. No proxy shall be valid after *30 days* from the date of its execution unless otherwise provided in the proxy.

2.11 Steering Committee

2.11a. The membership shall have a leadership team that shall act as a steering committee (hereafter referred to as the Committee) consisting of qualified Members and a staff liaison.

2.11b. The responsibility of the Committee will be to facilitate the growth and development of Vera's volunteers and membership. This may include, but is not limited to: facilitating member meetings, running volunteer orientations; organizing volunteer appreciation events; filling steering position at concerts; representing Members as liaisons between public, volunteers, staff, and board of directors; and any other issues or tasks as delegated by the Members, Staff, or Board of Directors of the Vera Project.

2.12 Tenure and Qualifications

2.12a. Each Committee member will serve a term of six months, with the option to renew the term for an additional six months indefinitely. Terms begin on the first date of January, April, July, and October of each year.

2.12b. In order to qualify for the Committee, an applicant must have met all the requirements for being a current member, fill out the required paperwork, complete a Steering Committee Members' Orientation, receive approval of Steering Committee Members in good standing, and be able to fulfill responsibilities of the Committee.

2.13 Meetings

2.13a. Regular Meetings. The Committee shall meet once monthly, before the Monthly Orientation meeting.

2.13b. Special Meetings. Additional meetings may be called as required.

2.14 Notice of Meetings

Written, printed or electronic notice stating the place, day, hour and purpose of the meeting for which the meeting is called, shall be delivered not less than 7 days before the date of the meeting, either personally or by mail, by the direction of the current facilitator, or note taker of the meeting to all members, as well as specifically to the individuals on Steering Committee. If mailed, such notices shall be deemed to be delivered, when deposited in the United States mail, addressed to the member at his address as it appears on the membership application, with postage thereon prepaid.

2.15 Voting

The Committee shall vote as individual Members with the general Membership.

2.16 Steering Committee Quorum

No less than 2/3 of the Committee Members in good standing, represented in person or by proxy, shall constitute a quorum at a meeting of the Committee. If less than a quorum of the Committee entitled to vote is represented at a meeting, a majority of the Committee members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present or represented, no business may be decided upon that might have been transacted at the meeting as originally notified. The Committee members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Committee members to leave less than a quorum.

2.17 *Steering Decisions*

The act of the entirety (*consensus*) of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee. Please see "Attachment 1: Consensus" for definitions of consensus.

ARTICLE THREE.

BOARD OF DIRECTORS

3.1 General Powers

A Board of Directors shall direct the governance, policies, and fiscal affairs of the organization that fulfills its mission.

3.2 Number, Tenure, and Qualifications

3.2.a The number of Directors of the organization shall be *not less than four, nor more than thirty*. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

3.2.b The *initial* Directors named in the Articles of Incorporation or those decided upon at the *initial quarterly* meeting of Members, shall serve until the end of their terms prescribed.

3.2.c Directors shall be elected from Board of Director appointed committee nominations at the *quarterly* meeting of Members, and the term of office of each Director shall end *one year* following the meeting of Members succeeding the appointment of each director.

3.2.d Director's shall serve two-year terms, renewable for a total of six years.

3.2.e Directors need not be residents of the State of Washington.

3.2.f Directors may be under the age of eighteen (18), provided they have written permission from a parent or legal guardian.

3.3 Regular Meetings

A regular meeting of the Board of Directors shall be held *the fourth Monday* in the months of *January, April, July and October*. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the organization in the absence of any designation in the resolution.

3.4 Notice of Meetings

Written, printed, or electronic notice stating the place, day, hour, and purpose or purposes of the meeting for which the meeting is called, shall be delivered not less than *7 days* before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered, when deposited in the United States mail, addressed to the member at his address as it appears on the membership application, with postage thereon prepaid.

3.5 Quorum

2/3 of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.6 Board Decisions

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors *except that vote of not less than all (consensus) the Members of the Board shall be required for the amendment of or addition to these Bylaws or as the case may be.* Please see "Attachment I: Consensus" for definitions of consensus.

3.7 Special Meetings

3.7a Special meetings of the Board of Directors may be called by or at the request of the president or any *two* Directors, and shall be held at the principal office of the organization or at such other place as the Directors may determine.

3.7b Notice of any special meeting shall be given at least *48 hours* before the time fixed for the meeting, by written notice delivered personally or mailed to each Director at his or her business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid, not less than *seven* days prior to the commencement of the above-stated notice period. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

3.8 Proxies

At all meetings of the Board of Directors, a Director may vote by proxy executed in writing by the Director or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the organization before or at the time of the meeting. No proxy shall be valid after *30 days* from the date of its execution unless otherwise provided in the proxy.

3.9 Vacancies

3.9a Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a consensus of the remaining Directors though not less than a quorum of the Board of Directors and must be approved by the Members as stated in Article 2.3b. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

3.9b Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at a quarterly meeting or at a special meeting of Members called for that purpose.

3.10 Compensation

By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as Director. No such payment shall preclude any Director from serving the organization in any other capacity and receiving compensation therefore.

3.11 Presumption of Assent

A Director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action

with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the organization immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE FOUR.

OFFICERS

4.1 Number

The officers of the organization shall be a president, one or more vice-presidents (the number thereof to be determined by the Board of Directors), a secretary, and a treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of *president and secretary or as the case may be*.

4.2 Election and Term of Office

The officers of the organization to be elected by the Board of Directors shall be elected annually at the first regular meeting of the Board of Directors held after the quarterly meeting of the Members. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until his or her successor has been duly elected and qualifies or until his or her death or until he or she resigns or is removed in the manner hereinafter provided.

4.3 Removal

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the organization would be served thereby, but such removal shall be initiated under the guidelines set by Articles 3.6 and 3.7 of this document and shall be without prejudice to the contract rights, if any, of the person so removed.

4.4 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

4.5 Resignation

Any officer may resign at any time by delivering written notice to the President, Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.6 Powers and duties

The powers and duties of the several officers shall be as provided from time to time by resolution or other directive of the Board of Directors. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of organizations similar in organization and business purposes to this organization.

4.7 Salaries

The salaries of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the organization.

4.8 Age Requirement

Because Washington law currently allows only persons over 18 to possess the fiduciary obligations imposed on officers, no one under the age of 18 may be permitted to serve as an officer. This limitation will be altered or eliminated in the event a change is made in Washington law.

ARTICLE FIVE.

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

5.1 Contracts

The Board of Directors may authorize any officers, agents, and/or staff member to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances.

5.2 Loans

No loans shall be contracted on behalf of the organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

5.3 Checks, Drafts, or Orders

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the organization shall be signed by such officers, agents, and/or staff members of the organization and in such manner as shall from time to time be determined by resolution of the Board of Directors.

5.4 Deposits

All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE SIX.

ADMINISTRATIVE PROVISIONS

6.1 Books and Records

The organization 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 Members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each Member and Director, and of the name and address of each officer; and such other records as may be deemed necessary. All books and records of the organization shall be open at any reasonable time to inspection by any Member of good standing or to a representative of an agency or department acting in an official capacity, with the exception of sensitive matter regarding Member information.

6.2 Rules of Procedures

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

ARTICLE SEVEN.

FISCAL YEAR

The fiscal year of the organization shall *begin on the 1st day January of each year and end at midnight on the 31st day of December of the same year or as the case may be.*

ARTICLE EIGHT.

WAIVER OF NOTICE

Whenever any notice is required to be given to any Member or Director of the organization under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE NINE.

AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board; provided, however, that the number of Directors shall not be increased or decreased nor shall the provisions of Article Two, concerning the Members, be substantially altered, without the prior approval of the Members at a regular or special meeting of the Members, or by written consent. Changes in and additions to the Bylaws by the Board of Directors shall be reported to the Members at their next regular meeting and shall be subject to the approval or disapproval of the Members at such meeting. If no action is then taken by the Members, on a change in or addition to the Bylaws, such change or addition shall be deemed to be fully approved and ratified by the Members.

Attachment I: Consensus

Consensus ensures minority opinion will not be ignored, by requiring the group to craft decisions everyone can support. Juries often use consensus, as do friends picking a movie. It becomes a problem when decisions take too much time, or when members abuse the blocking power. Problems are lessened by initial agreement on goals and principles, by delegating some decisions to individuals or committees, or by resorting to less-than-consensus majorities in certain situations.

Proposals For a decision to be made it has to be put in the form of a proposal. Any Director can sponsor, write, or voice a proposal. All proposals go through a consensus process to ensure everyone has an opportunity for participation and representation.

Clarifying Questions When a proposal comes before the group for its final reading, it goes through a set series of stages. First are clarifying questions: individuals may ask any questions they have about what the proposal actually is. A proposal cannot move ahead until everyone understands it.

Concerns Once everyone understands a proposal, members raise any concerns they have about it. Concerns may be that a proposal won't work, that it doesn't address the issue, that it will have unintended consequences, etc. The most serious concerns are that a proposal is unethical, damages the group, or violates group goals or principles. A proposal cannot move ahead until all concerns are addressed.

Friendly Amendments Concerns can be dealt with in several ways. A concern may be mistaken, and an explanation will show it is not valid. A concern may be valid but not worth blocking a proposal. Or a friendly amendment may change a proposal to resolve a concern. Anyone can offer a friendly amendment. If people sponsoring the proposal and people sharing the concern are satisfied with the amendment, the proposal can be changed. Once amended, the proposal must be checked again for clarifying questions and concerns.

Test for Consensus When concerns are addressed to a point that it seems the proposal might be agreeable to all, test for consensus. First, read the proposal again and make sure there are no more clarifying questions or concerns. Then ask the group to consent to the proposal. Three things can happen: consent, consent with stand-asides, or block.

1. *Consent* means the group supports the proposal without any unresolved concerns.

2. *Stand-aside* is used when members have unresolved concerns that do not justify a block. Members who stand aside nonetheless agree to support the decision. It is good practice to write unresolved concerns and stand-asides into the record, so the group can later evaluate the proposal. If there is weak consensus with many stand-asides, it may be better to table the proposal.

3. *Block* prevents adoption of a proposal due to unresolved concerns. A block usually grows from concerns that a proposal is unethical, violates group purpose or core values, or is damaging. A block is not to be taken lightly so if a strong concern remains unresolved, the proposal is blocked. It is not an individual, but instead an unresolved concern, that blocks. Once blocked, the proposal can die, be rewritten, or be reconsidered if new information changes anyone's mind

If a proposal follows all the guidelines of consensus, a decision has been made regarding that proposal.