

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

The principal address of the organization shall be located at 305 Harrison Street, Seattle, WA 98109. 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 Eligibility for membership

Application for voting membership shall be open to any person within or without Washington State that supports the purpose and mission of The Vera Project. Membership is granted after completion and receipt of a membership application and annual volunteer pledge form or annual dues. All memberships shall be granted upon a majority vote of the board of directors.

2.2 Annual volunteer hours or dues

Each member shall be required either to perform at least twelve (12) hours of volunteer service with the organization, or to submit annual dues of \$200 each year. Volunteer hours may be pledged at the time of application and performed at any time during the year. Upon annual renewal, continued membership is contingent upon being up-to-date on volunteer hours and/or membership dues.

2.3 Voting rights

Each member is entitled to one vote on each issue submitted to the Members for vote, including but not limited to elections of nominees to the Board of Directors.

2.4 Resignation and termination

Any member may resign by filing a written resignation with the secretary. Membership may be terminated by an action of the membership.

2.5 Quarterly meeting of the Membership

A meeting of the Membership shall be held at least once per quarter on the second Thursday in the months of January, April, July and October, at 6:00 pm, or as otherwise scheduled by resolution of the Membership or Board of Directors for the purpose of transacting such business as may properly come before the meeting. The agenda and location of the meeting will be announced at least seven (7) days in advance by email.

2.6 Special meetings of the Membership

Special meetings of the membership for any purpose shall be called upon the request of the Board of Directors, or one-third of the membership. Notice of special meeting shall be sent to each member at least fourteen (14) days in advance.

2.7 Quorum

The quorum for the transaction of business is one-third of the membership.

2.8 Voting in a meeting

All issues to be voted on shall be decided by a two-thirds majority of votes cast, not including abstentions, at a meeting where quorum is present. A member may vote in absentia on any issue at a member meeting by submitting their vote at least three (3) days prior to the meeting, indicating the proposed action; noting the date of the meeting at which members are scheduled to vote or act; and providing their vote for or against, or to abstain from voting on, the matter. Votes in absentia do not count towards quorum.

2.10 Voting in lieu of a meeting

Membership may take action in the form of a vote outside of a meeting. A member, committee, staff or the board of directors may submit a proposal to the membership. Approval requires at least 50% participation of the voting membership and a two-thirds approval among votes cast, not including abstentions.

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 Number

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 Initial Directors

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 Appointment

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 Term and Tenure

Directors shall serve two-year terms, renewable for a total of six years.

3.2.e State of Residence

Directors need not be residents of the State of Washington.

3.2.f Age

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

$\frac{2}{3}$ 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 Meeting Request and Location

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 Special Meeting Notice

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 Replacement

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 Increasing the Number of Directors

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.
COMMITTEES**

5.1 Standing or temporary committees

The Board of Directors or Membership, by resolution, may designate one or more standing or temporary committees, each of which shall consist of three or more Members. Such committees shall have and exercise the authority of governance of the corporation, subject to such limitations as may be prescribed by the Board or membership; except that no committee shall have the authority to: a) amend, alter or repeal these Bylaws, other than their own relative sub-section; 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 voluntary dissolution of the corporation or revoke proceedings therefore; g) adopt a plan for the distribution of the assets of the corporation; or h) amend, alter or repeal any resolution of the Board or Membership 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, any individual Director or any Member of any responsibility imposed upon it, him or her by law. Committees may be removed by a vote of the Membership.

5.2 Committee Chairperson

Each committee shall have a chairperson, and shall endeavor to maintain two (2) co-chairpersons. A committee chairperson shall have been elected by the committee from among the committee membership. The chair(s) shall preside at all meetings and be responsible for ensuring proper notes and records are maintained of official proceedings and that those records are reported to the Secretary.

5.2.1 Default Committee Chairperson Policies

In absence of articulated committee policies, a committee chairperson will serve for a term of one-year, with a limit of three years. Any vacancy shall be filled by a member of the board, appointed by the Board President until such time as a new committee chair can be elected. Any chair may be removed from office or suspended from office by a vote of two-thirds of the committee membership.

5.3 Committee quorum and voting

Committees self-determine their voting membership requirements, voting guidelines and quorum rules.

5.3.1 Default committee voting membership requirements

In absence of articulated voting membership requirements, a member will be considered a voting member of a committee after attending at least two meetings of that committee, maintaining at least twenty-four (24) hours of average annual volunteer hours with the organization and being approved in a vote of the committee membership. Salaried staff may

not be voting members of a committee, although they and other members are welcome and encouraged to participate in committee meetings as non-voting guests.

5.3.2 Default committee quorum

In absence of articulated committee quorum, a simple majority of eligible voting committee members shall constitute a quorum.

5.3.3 Default committee voting

In absence of articulated committee voting guidelines, two-thirds majority of non-abstaining votes will be required for an act of the committee within a meeting in which quorum is present. Committees may also vote in lieu of a meeting, with an act of the committee requiring at least 50% participation of eligible committee members and two-thirds approval by non-abstaining votes.

5.4 Resignation or Removal

Any member of any committee may resign or temporarily suspend their status as a voting committee member at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. The committee, by resolution, may remove from office any member of any committee elected or appointed to it. Any such resignation or removal shall take effect at the time specified, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation or removal shall not be necessary to make it effective.

5.5 Current Standing Committees

5.5.1 Executive Committee

Between meetings of the Board of Directors, on-going oversight of the affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall include the officers of the Board and other at large Directors as designated by the Board. The Chair of the Executive Committee will be the President of the Board of Directors. All officers are members of the Executive Committee, along with any other Directors or Members appointed to the committee by the President.

5.5.2 Finance Committee

The Finance Committee is responsible for ensuring that the Corporation's financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the Corporation is in good financial health. The Treasurer of the Board shall always be the chairperson of the Finance Committee, and appoints all additional members. There is no minimum volunteer requirement to participate on the Finance Committee, though voting membership is reserved for those participants who fulfill the general membership requirements in Article Two.

5.5.3 Governance and Diversity Committee

The Governance Committee is responsible for reviewing and guiding the development and adjustment of governance policy and practice, including the by-laws, board development plans and activities, membership development plans and activities. The Secretary of the Board shall always be the chairperson of the Governance Committee. Otherwise, all default committee rules from sections 5.2 and 5.3 apply.

5.5.4 Fundraising and Communications Committee

The Fundraising and Communications Committee is responsible for guiding strategic direction for, establishing policy for and advising the development of fundraising and communications practices for the organization. All committee default rules from sections 5.2 and 5.3 apply.

5.5.5 Audio & Technology Committee

The Audio and Technology Committee is responsible for setting policy and advising practices and protocol for audio and technology programs, operations and resources, especially in regards to the recording studio, audio and lighting production equipment and audio engineering and audio program instructor positions. All committee default rules from sections 5.2 and 5.3 apply.

5.5.6 Screenprinting Committee

The Screenprinting Committee is responsible for setting policy and advising practices and protocol for screenprinting programs, operations and resources, especially in regards to the screenprint studio, equipment and program instructor positions. A member will be considered a voting member of the screenprinting committee after attending at least three committee meetings; fulfilling at least twenty-four (24) cumulative volunteer hours in the screenprint studio or committee; fulfilling committee requirements for leading open studio sessions and moderating at least one session; and being approved in a vote of the committee membership. Otherwise, committee default rules from sections 5.2 and 5.3 apply.

5.5.7 Gallery Committee

The Gallery Committee is responsible for setting policy and advising practices and protocol for gallery exhibitions, operations and resources, especially in regards to the selection of murals and visual arts curators and displays for the gallery areas of the facility. All committee default rules from sections 5.2 and 5.3 apply.

5.5.8 Show Steering Committee

The Show Steering Committee is responsible for setting policy and advising practices and protocol for live concert and event operations and resources, especially in regards to the venue staff and volunteer positions during events. Voting membership requires at least twenty-four (24) hours of cumulative volunteering at Vera shows and events, including at least one shift in the lead volunteer position of "Show Steering." Committee chairs will be limited to two (2) terms of one (1) year each. In lieu of a meeting, voting requires the standard majority participation for quorum but requires consensus among votes cast. Otherwise, committee default rules from sections 5.2 and 5.3 apply.

ARTICLE SIX.

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 SEVEN.

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 Procedure

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 EIGHT.

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 NINE.

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 TEN.
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.

ARTICLE ELEVEN.
CONFLICTS OF INTEREST

Whenever a member, committee member, director or officer has a financial or personal interest in any matter coming before a committee, the membership or the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested members or directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

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.