

**BYLAWS  
OF  
MAGNOLIA CHORALE**

**ARTICLE I  
OFFICES**

The principal office of Magnolia Chorale, a Washington nonprofit corporation (the “Corporation”), shall be located at its principal place of business or such other place as the Board of Directors may designate. The Corporation may have such other offices, either within or without the State of Washington, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

**ARTICLE II  
MEMBERSHIP**

**2.1 Classes of Members**

The Corporation shall initially have three classes of members: Singers, Non-Singers and Volunteers. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

**2.2 Qualifications**

**2.2.1 Singers.** Singers shall be selected to membership by the Music Director following a musical audition conducted by the Music Director. Singers shall be responsible for paying annual dues, paying concert music fees, attending choral practices and participating in concerts.

**2.2.2 Non-singers.** Persons desiring to support the mission and purposes of the Corporation shall be eligible for election to membership by formally submitting a membership application. The President, or other designated officer of the Corporation, shall determine election to membership for Non-singers. Non-singer members shall be responsible for paying dues and supporting the mission of the Corporation through any activities authorized by the Board of Directors or officers of the Corporation.

**2.2.3 Volunteers.** Other persons desiring to support the mission and purposes of the Corporation shall be eligible for membership as non-voting members by volunteering to support the Corporation, or any Director, officer or member of the Corporation, in furtherance of the Corporation’s mission and purposes, and by agreeing to have their names added to the Corporation’s list of Volunteers.

Members shall satisfy such other qualifications as the Board of Directors may from time to time adopt by Resolution in accordance with these Bylaws, provided that no new qualification(s) shall have the effect of disqualifying any incumbent member.

### **2.3 Voting Rights**

Voting members shall consist only of Singers and Non-singers. Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue. Each member entitled to vote at an election of Directors may cast one vote for as many persons as there are Directors to be elected and for whose election such member has a right to vote.

### **2.4 Annual Membership Meeting**

The annual meeting of the members shall be held in April in each year for the purpose of electing Directors and transacting such other business as may properly come before the meeting. If the annual meeting is not held in the month designated, the Board of Directors shall cause the meeting to be held as soon thereafter as may be convenient.

### **2.5 Special Meeting**

Special meetings of the members for any purpose may be called by the President, the Board of Directors or not less than one third of the members entitled to vote at such meeting.

### **2.6 Place of Meetings**

All meetings of members shall be held at the principal office of the Corporation or at such other place within or without the State of Washington designated by the Board of Directors.

### **2.7 Notice of Meetings.**

Notice of meetings shall be given by the President, the Secretary or the Board of Directors, either personally in writing, or by written notice deposited in the U.S. mail, or by email, to all members not less than ten (10) days nor more than fifty (50) days in advance of the meeting. The notice shall state the time, date, and place of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. If delivered by U.S. mail, the notice will be deemed effective when deposited in an official government mail drop box properly addressed with postage thereon prepaid. If delivered by email, the notice will be deemed effective when sent to the member email address of record.

### **2.8 Waiver of Notice.**

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington 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.

## **2.9 Minutes**

Minutes of all member meetings shall be recorded by the Secretary of the Corporation or by another person designated by the Board of Directors.

## **2.10 Quorum**

One-third of the members of the Corporation entitled to vote, represented in person, shall constitute a quorum at any meeting of the members. If less than a quorum of members is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

## **2.11 Manner of Acting**

The vote of a majority of the votes entitled to be cast by the members represented in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

## **2.12 Presumption of Assent**

A member of the Corporation present at a meeting of the members at 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 member 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 to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a member who voted in favor of such action.

## **2.13 Proxies**

The members shall have no right to vote by proxy.

## **2.14 Action by Members Without a Meeting**

Any action which could be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book of the Corporation as if it were the minutes of a meeting of the members.

## **2.15 Meetings by Telephone**

Members of the Corporation may participate in a meeting of members by means of a

conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **2.16 Annual Report**

All members shall receive an annual report at the close of the fiscal year which includes, but is not limited to, the following information: (a) Concerts and other events (venue, program, attendance, donations, list of sponsors); (b) Annual Financial Report (cost of music, soloists, accompanists, etc); (c) Report from the President; and (d) Report from the Music Director.

## **ARTICLE III BOARD OF DIRECTORS**

### **3.1 General Powers**

The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall carry out the purposes of the Corporation, implement the decisions of the members, and be responsible for the general management of the affairs of the Corporation in accordance with these Bylaws. Without limiting the foregoing, the Board of Directors shall: (a) adopt an annual budget at the beginning of each fiscal year; (b) supervise the activities of all officers, agents, and committees of the Corporation in the performance of their assigned duties and investigate any possible conflicts of interest; (c) produce an annual report for the members; and (d) assure the sound management of the Corporation's finances.

### **3.2 Number**

The Board of Directors shall consist of not less than three (3) and not more than nine (9) Directors, the specific number to be set by resolution of the Board of Directors. 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.

### **3.3 Qualifications and Board Composition**

Directors shall be members of the Corporation and shall have such additional qualifications as the Board of Directors may prescribe by resolution from time to time, provided that no new qualification shall have the effect of disqualifying any incumbent Director.

### **3.4 Election of Directors**

**3.4.1 Initial Directors.** The initial Directors are those persons named in the Articles of Incorporation and shall serve until the successor Directors are elected or appointed.

**3.4.2 Successor Directors.** Successor Directors shall be elected each year at the annual meeting of the members. Those nominees receiving the largest number of votes shall be elected successor Directors, though such number of votes may constitute less than a majority of the total

votes cast.

### **3.5 Term of Office**

Unless a Director dies, resigns or is removed, he or she shall hold office until the next annual meeting of the members or until his or her successor is elected, whichever is later.

### **3.6 Annual Board of Directors Meeting**

The annual meeting of the Board of Directors shall be held after the annual meeting of members but no later than June 30 for the purpose of electing officers and transacting such business as may properly come before the meeting.

### **3.7 Regular Meetings**

By resolution, the Board of Directors may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

### **3.8 Special Meetings**

Special meetings of the Board of Directors or any committee designated and appointed by the Board of Directors may be called by or at the request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board of Directors or committee meeting called by them or may hold such meeting via telephone conference or similar communication.

### **3.9 Notice of Special Meetings**

Notice of special Board of Directors or committee meetings shall be given to a Director in writing, in person or by e-mail or telephonic communication not less than three (3) days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the Corporation. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If delivered by e-mail, the notice shall be deemed effective when transmitted. If delivered by U.S. mail, the notice shall be deemed effective when deposited in an official government mail drop box properly addressed with postage thereon prepaid.

### **3.10 Meetings by Telephone**

Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of such Board of Directors or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### **3.11 Place of Meetings**

All meetings shall be held at the principal office of the Corporation or at such other place within or without the State of Washington designated by the Board of Directors, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

### **3.12 Waiver of Notice**

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington 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. 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 waiver of notice of such 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.

### **3.13 Quorum**

A majority of the Directors in office shall constitute a quorum for the transaction of business at any Board of Directors meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### **3.14 Manner of Acting**

The act of a majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board of Directors, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

### **3.15 Presumption of Assent**

A Director of the Corporation present at a Board of Directors meeting at 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 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 Action Without a Meeting**

Any action which could be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document.

Any such written consent shall be inserted in the minute book of the Corporation as if it were the minutes of a meeting of the Board of Directors.

### **3.17 Leave of Absence**

The Board of Directors has the discretion through majority vote to grant a leave of absence to any Director upon written request. Granted leaves of absence shall not change the Director's term of office. During a leave of absence the Director shall have no voting rights, and the Director shall not count in determination of a quorum.

### **3.18 Vacancies**

A vacancy in the position of any Director may be filled by the affirmative vote of the remaining Directors (though less than a quorum of the Board of Directors) or the remaining Directors may instead decide, by a majority vote, to leave the position vacant until the next annual meeting of the members. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor.

### **3.19 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, 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.

### **3.20 Removal**

One or more Directors (including the entire Board of Directors) may be removed from office, with or without cause, by: (a) an affirmative vote of a majority of the Directors at a special meeting of the Board of Directors called expressly for that purpose at which a quorum is present; or (b) an affirmative vote of a majority of the members then entitled to vote on the election of Directors represented in person at a meeting of members at which a quorum is present.

### **3.21 Board Committees**

**3.21.1 Standing or Temporary Committees.** The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors who shall serve as members of such committees. 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 of Directors, 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 such 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 of Directors 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 of Directors or any individual Director of any responsibility imposed upon it, him or her by law.

**3.21.2 Consulting Committees** The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint Consulting Committees, each of which shall consist of two or more Directors, other members of the Corporation, and outside experts as needed. Consulting Committees will recommend action to the Board of Directors, and will not have or exercise the authority of the Directors of the management of the Corporation

**3.21.3 Quorum; Manner of Acting.** A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

**3.21.4 Resignation.** Any member of any committee may resign 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. 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.

**3.21.5 Removal of Committee Member.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

## **ARTICLE IV OFFICERS**

### **4.1 Number and Qualifications**

The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and a Music Director, each of whom shall be elected by the Board of Directors. Other officers and assistant officers may be elected or appointed by the Board of Directors, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board of Directors. Any officer may be assigned by the Board of Directors any additional title that the Board of Directors deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

### **4.2 Election and Term of Office**

The officers of the Corporation shall be elected each year by the Board of Directors at the annual meeting of the Board of Directors. Unless an officer dies, resigns, or is removed from



office, he or she shall hold office until the next annual meeting of the Board of Directors or until his or her successor is elected.

#### **4.3 Resignation**

Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or the Board of Directors, or by giving oral or written notice at any meeting of the Board of Directors. 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.

#### **4.4 Removal**

Any officer may be removed from office by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

#### **4.5 Vacancies**

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board of Directors for the unexpired portion of the term or for a new term established by the Board of Directors.

#### **4.6 President**

The President shall be the chief executive officer of the Corporation, and, subject to the Board of Directors' control, shall supervise and control all of the assets, business and affairs of the Corporation. The President shall preside over meetings of the Board of Directors. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board of Directors from time to time. The Board of Directors may elect Co-Presidents to fill this office. In case of any dispute pertaining to the duties or actions taken by one of the Co-Presidents, the matter shall be resolved by decision of the Board of Directors.

#### **4.7 Vice President(s)**

In the event of the death of the President or his or her inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board of Directors as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board of Directors resolution electing officers) shall perform the duties of the President, except as may be limited by resolution of the Board of Directors, with all the powers of and subject to all the restrictions upon the President. The Vice President(s) shall have, to the extent authorized by the President or the Board of Directors, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice President(s) shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

#### **4.8 Secretary**

The Secretary shall: (a) keep the minutes of the meetings of the members and the Board of Directors, and minutes which may be maintained by committees of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; (d) keep records of the post office address and class, if applicable, of each member and Director and of the name and post office address of each officer; (e) sign with the President, or other officer authorized by the President or the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

#### **4.9 Treasurer**

If requested by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board of Directors may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; 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 banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

#### **4.10 Music Director**

The Music Director shall be responsible for selecting all members of the Chorale who are Singers and for the manner of such election, including conducting musical auditions to determine the skill levels of the proposed members. The Music Director in his or her discretion may remove a Singer from membership for lack of skill or willingness to attend musical rehearsals. Music for each musical performance shall be selected by the Music Director and submitted to the Board of Directors for final approval prior to the commencement of musical rehearsals for each such performance. The Music Director shall select the accompanist(s) and soloist(s), if any, for each

musical performance; provided that no payments shall be made to any accompanist(s) or soloist(s) without the prior approval of the Board of Directors. The Music Director shall be responsible for conducting all musical rehearsals and concerts. The Music Director shall submit a budget for the following twelve (12) month period for the cost of music, accompanist(s) and soloist(s) by the August Board of Directors' meeting each year for review and approval by the Board of Directors.

## **ARTICLE V CONFLICTS DISCLOSURE**

### **5.1 Conflicts**

No transaction between the Corporation and any other corporation and no act of the Corporation shall in any way be affected or invalidated merely by the fact that any Director or officer of the Corporation is interested in, or is a Director or officer of such other corporation.

### **5.2 Disclosure**

The Corporation may pay compensation in a reasonable amount to its officers and Directors for services rendered; provided, however, any transaction with an officer or Director or with a corporation, firm entity or association wherein they may be or become interested must be approved by a majority of the disinterested members of the Board of Directors. With regard to any transaction with a Director or officer or with a corporation, firm, entity or association wherein they may be or become interested, the nature of the interest of the officer or Director must be disclosed or known to the Board of Directors at or prior to the meeting at which such transaction is authorized or confirmed.

## **ARTICLE VI INDEMNIFICATION**

### **6.1 Right to Indemnification**

Each individual (hereinafter an "indemnitee") who was or is made a party or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (hereinafter a "proceeding"), by reason of the fact that he or she is or was a Director or officer of the Corporation or that, while serving as a Director or officer of the Corporation, he or she is or was also serving at the request of the Corporation as a Director, officer, partner, trustee, employee or agent of another foreign or domestic corporation or of a foreign or domestic partnership, joint venture, trust, employee benefit plan or other enterprise, whether the basis of the proceeding is alleged action in an official capacity as such a Director, officer, employee, partner, trustee, or agent or in any other capacity while serving as such Director, officer, employee, partner, trustee, or agent, shall be indemnified and held harmless by the Corporation to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) incurred or suffered by such indemnitee in

connection therewith, and such indemnification shall continue as to an indemnitee who has ceased to be a Director, officer, employee, partner, trustee, or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that no indemnification shall be provided to any such indemnitee if the Corporation is prohibited by the Washington Nonprofit Corporation Act or other applicable law as then in effect from paying such indemnification; and provided, further, that except as provided in Section 6.2 of this article with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized or ratified by the Board of Directors. The right to indemnification conferred in this Section 6.1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any proceeding in advance of its final disposition (hereinafter an "advancement of expenses"). Any advancement of expenses shall be made only upon delivery to the Corporation of a written undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this Section 6.1 and upon delivery to the Corporation of a written affirmation (hereinafter an "affirmation") by the indemnitee of his or her good faith belief that such indemnitee has met the standard of conduct necessary for indemnification by the Corporation pursuant to this article.

## **6.2 Right of Indemnitee to Bring Suit**

If a written claim for indemnification under Section 6.1 of this article is not paid in full by the Corporation within sixty (60) days after the Corporation's receipt thereof, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful, in whole or in part, in any such suit or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expenses of prosecuting or defending such suit. The indemnitee shall be presumed to be entitled to indemnification under this article upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expenses, where the required undertaking and affirmation have been tendered to the Corporation) and thereafter the Corporation shall have the burden of proof to overcome the presumption that the indemnitee is so entitled. Neither the failure of the Corporation (including the Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances nor an actual determination by the Corporation (including the Board of Directors or independent legal counsel) that the indemnitee is not entitled to indemnification shall be a defense to the suit or create a presumption that the indemnitee is not so entitled.

## **6.3 Nonexclusivity of Rights**

The right to indemnification and the advancement of expenses conferred in this article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of the Corporation, general or specific action of the Board of Directors, contract or otherwise.

#### **6.4 Insurance, Contracts and Funding**

The Corporation may maintain insurance, at its expense, to protect itself and any individual who is or was a Director, officer, employee or agent of the Corporation or who, while a Director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss asserted against or incurred by the individual in that capacity or arising from the individual's status as a Director, officer, employee or agent, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Nonprofit Corporation Act. The Corporation may enter into contracts with any Director, officer, employee or agent of the Corporation in furtherance of the provisions of this article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this article.

#### **6.5 Indemnification of Employees and Agents of the Corporation**

The Corporation may, by action of the Board of Directors, grant rights to indemnification and advancement of expenses to employees and agents of the Corporation with the same scope and effect as the provisions of this article with respect to the indemnification and advancement of expenses of Directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Nonprofit Corporation Act or otherwise.

#### **6.6 Persons Serving Other Entities**

Any individual who is or was a Director, officer or employee of the Corporation who, while a Director, officer or employee of the Corporation, is or was serving (a) as a Director or officer of another foreign or domestic corporation of which a majority of the shares entitled to vote in the election of its Directors is held by the Corporation, (b) as a trustee of an employee benefit plan and the duties of the Director or officer to the Corporation also impose duties on, or otherwise involve services by, the Director or officer to the plan or to participants in or beneficiaries of the plan, or (c) in an executive or management capacity in a foreign or domestic partnership, joint venture, trust or other enterprise of which the Corporation is an equity interest holder or in which a wholly owned subsidiary of the Corporation is a general partner or has a majority ownership or interest shall be deemed to be so serving at the request of the Corporation and entitled to indemnification and advancement of expenses under this article.

### **ARTICLE VII ADMINISTRATIVE PROVISIONS**

#### **7.1 Books and Records**

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 members and Board of Directors, and any minutes which may be maintained by

committees of the Board of Directors; records of the name and address and class, if applicable, of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable.

**7.2 Fiscal Year**

The fiscal year of the Corporation shall commence on June 1 and end on May 31 of each year.

**7.3 Rules of Procedure**

The rules of procedure at meetings of the members, the Board of Directors and committees of the Board of Directors shall be rules contained in Roberts' Rules of Order in 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 VIII  
AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors fixed by or in the manner provided by these Bylaws.

These bylaws were read, adopted, and duly approved by the Board of Directors of Magnolia Chorale in 2002, and amended on October 9, 2014, August 30, 2016, and July 7, 2018



July 14, 2018

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Ann G. Macfarlane, President

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Date