

**BYLAWS  
OF  
THE BRIDGE MUSIC PROJECT, INC.**

**ARTICLE I. NAME OF ORGANIZATION**

The name of the corporation is THE BRIDGE MUSIC PROJECT, INC. (“the Bridge”).

**ARTICLE II. CORPORATE PURPOSE**

The Bridge Music Project teaches youth who are considered at-risk how music and writing can be used as tools to deal with life’s challenges. This work is done through song writing workshops and community events. The Bridge Music Project promotes values such as team work, communication, leadership, commitment, and community.

The specific objectives and purpose of this organization shall be:

- a) Using music, writing, and performance as tools to empower youth.
  
- b) in furtherance of the aforesaid purposes, to transact any and all lawful business for which corporations may be incorporated under the Act, provided such business is not inconsistent with the Corporation being organized and operated exclusively for nonprofit purposes.

**ARTICLE III. MEMBERSHIP**

The membership of the corporation shall consist of the members of the Board of Directors.

**ARTICLE IV. BOARD OF DIRECTORS**

**Section 1. General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

**Section 2. Number, Tenure, Requirements, and Qualifications**

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: the President, the Vice-President, the Secretary, and the Financial Director.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

No two members of the Board of Directors related by blood or marriage/domestic partnership may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall be a member of the Corporation shall hold office for a two-year term as submitted by the nominations committee.

Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board of Directors may serve additional two-year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-half (1/2) of all members of the Board of Directors shall expire. Positions will be designated numbers, for example Vice President (1), President (2), Secretary (3), etc. On even years even number positions are up for election. On odd numbered years odd numbered positions will be up for election.

Each member of the Board of Directors shall attend at least four (4) quarterly meetings of the Board per year. If a board member is unable to attend a meeting they are able to have their attendance excused by a majority vote by the board.

### **Section 3. Regular and Annual Meetings**

An annual meeting of the Board of Directors shall be held at a time and day in the month of January of each calendar year and at a location designated by the Executive Committee of the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

### **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any five members of the Board of Directors. The President or requesting members of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

### **Section 5. Notice**

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any 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 meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

### **Section 6. Quorum**

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

### **Section 7. Forfeiture**

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by January 1<sup>st</sup> shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 13 of this Article in these by-laws.

### **Section 8. Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

### **Section 9. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

### **Section 10. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

### **Section 11. Confidentiality**

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or

entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

### **Section 12. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

### **Section 13. Removal.**

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Any member of the Board of Directors may be removed by voluntary resignation. Notice of resignation must be provided to each member of the Board of Directors. The resignation shall be effective upon the President's receipt of the notice of resignation, or, if the President is resigning, effective upon the Vice-President's receipt of the notice of resignation.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 13 of this Article.

## **ARTICLE V. OFFICERS**

The officers of this Board shall be the President, Vice-President, Secretary and Financial Director. All officers must have the status of active members of the Board.

### **Section 1. President**

The President shall have the following duties and responsibilities including, but not limited to:

- i. Preside over all meetings of the Board of Directors.
- ii. Sign as President, with the Secretary, all instruments and agreements of The Bridge, provided such instruments and agreements have been validly authorized and approved.
- iii. Appoint members and chairs of all standing committees with confirmation by the Board of Directors.

- iv. Attend at least twenty-five percent (25%) of the meetings of the standing committees.
- v. Prepare and distribute an agenda prior to each meeting of the Members and the Board of Directors, subject to approval by the group which is meeting.
- vi. Submit to the annual meeting of the Members a report on the “State of The Bridge”.

## **Section 2. Vice-President**

The duties of the Vice-President are:

- a. In the absence or disability of the President, preside and perform the duties of the President.
- b. Attend at least twenty-five percent (25%) of the meetings of the standing committees.
- c. Keep the Board of Directors appraised of issues affecting the Bridge.
- d. Such other duties as may, from time to time, be determined by the Board of Directors.

## **Section 3. Secretary**

The Secretary shall have the following duties and responsibilities including, but not limited to:

- i. Keep a complete record of all of the proceedings of the meetings of the Members and the Board of Directors.
- ii. Keep a current file of the Bylaws, policies, and rules and regulations, and minutes of all meetings of the Members and Board of Directors meetings, and committee meetings in an officially designated place.
- iii. Sign as Secretary, with the President, all instruments and agreements of The Bridge, provided such instruments and agreements have been validly authorized and approved.
- iv. Send out a notice of each meeting of the Members and the Board of Directors.
- v. In the absence of the President and Vice-President, call the meeting to order and preside until the election of a chair pro tempore.

**Section 4. Financial Director:** The Financial Director shall have the following duties and responsibilities including, but not limited to:

- i. Keep a complete record of all financial transactions of The Bridge unless such duties are delegated by the Board of Directors.
- ii. Receive and disburse all funds of The Bridge.
- iii. Review proposed expenditures to determine that they are properly authorized, for authorized purposes, and do not exceed budgeted amounts or available resources.
- iv. Present a monthly financial report to the Board of Directors.
- v. Submit to the annual meeting of the Members a full financial report on the current year’s business, including a statement of assets and liabilities, a

statement of income and expenses, and such other statements as the Board of Directors may deem to be necessary.

### **Section 5. Election of Officers**

The Nominating Committee shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Board. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the annual meeting of the Board. Those officers elected shall serve a term of one (1) year, commencing at the next meeting following the annual meeting.

Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for two (2) terms only.

### **Section 6. Removal of Officer**

The Board with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

### **Section 7. Vacancies**

The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Board at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

## **ARTICLE VI. COMMITTEES**

### **Section 1. Committee Formation**

The board may create committees as needed, such as fundraising, public relations or program committees. The board president appoints all committee chairs.

### **Section 2. Executive Committee**

The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the

powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

### **Section 3. Finance Committee**

The Financial Director is the chair of the Finance Committee, which includes two other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

## **ARTICLE VII. CORPORATE STAFF**

### **Section 1: Executive Director**

The Board of Directors shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, if any, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

## **ARTICLE VIII. IDEMNIFICATION**

### **Section 1. General**

To the full extent authorized under the laws of the State of Washington, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors,

officers, employees, agents, and persons is referred to in this Article individually as an “indemnitee”), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

### **Section 2. Expenses**

Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **Section 3. Insurance**

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE IX. BOOKS AND RECORDS**

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

## **ARTICLE X. AMENDMENTS**

### **Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

### **Section 2. Bylaws**



The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the eight (8) preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 9<sup>th</sup> day of August, 2018.

  
\_\_\_\_\_  
President

ATTEST:

  
\_\_\_\_\_  
Secretary

  
\_\_\_\_\_  
Vice-President

  
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Financial Director