

BY-LAWS OF WILLAMETTE GIRLCHOIR

Article I

Structure

1. **MEMBERS** There shall be no members or shareholders of the Corporation.
2. **BOARD OF DIRECTORS** The business of the Corporation shall be conducted by the Board of Directors.

Article II

Board of Directors

1. **POWERS** The powers, property and affairs of the Corporation shall be exercised, conducted and controlled by a Board of Directors.
2. **MEMBERSHIP** The Board of Directors shall consist of not more than fifteen directors.
3. **VACANCIES** A director may resign at any time by instrument in writing to that effect filed with the Secretary or any officer of the Corporation other than him or herself. Whenever by reason of expiration of the Director's term or the death or resignation of a director there shall be a vacancy on the Board, the Board shall fill the vacancy by appointment.
4. **TERMS** The terms of the directors shall be staggered so that one-half of the members' terms shall expire each year.

Article III

Meetings of the Board of Directors

1. **ANNUAL MEETING** There shall be semi-annual meetings of the Board of Directors in January and July of each year.

2. **SPECIAL MEETINGS** Special meetings may be called by the Chairperson of the Board of Directors, any three of the directors, or the Choir Director.
3. **NOTICE** Notice of meetings of the Board of Directors shall be given by telephone or by mail to each director at his or her address as shown by the records of the Corporation at least ten days prior to the date of the meeting.
4. **QUORUM** Each member of the Board of Directors shall be counted for purposes of determining a quorum and shall have one vote. One third plus one of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If, due to personal emergency or unforeseen circumstances, a board member is unable to attend a meeting, that member will be able to vote by written proxy which must be read at such meeting.
5. **COMPENSATION** Members of the Board of Directors shall not receive any fee for their services as members of the Board of Directors. The Board of Directors may in its discretion reimburse individual directors for costs and expenses incurred in fulfilling their obligations as directors.

Article IV

Officers

1. **OFFICERS** The Board of Directors at its July annual meeting shall elect a President, a Vice-President, a Secretary and a Treasurer, as the Executive Board and such officers as the Board of Directors may see fit. Any Executive Board person who has served for four consecutive terms of one year in a single office shall not be eligible for reelection to that office until a lapse of one year or hold more than one Executive Board position at a time.
2. **RESIGNATIONS** Any officer may resign at any time by instrument in writing to that effect filed with any officer of the Corporation other than him or herself.
3. **TERMS AND VACANCIES** Except in the case of death, resignation, incapacity or removal, officers shall serve until the close of the next annual meeting of the Board and until their respective successors are elected. A vacancy in any office may be filled for the unexpired term by the Board.

Article V

Choir Director

1. **CHOIR DIRECTOR** The Board of Directors shall appoint a Choir Director. The Choir Director shall serve as a voting member of the Board of Directors.
2. **DUTIES** Subject to the guidance of the Board of Directors, the Choir Director shall have supervision and direction of the day-to-day affairs of the Corporation.

Article VI

Duties of Officers

1. **PRESIDENT** The President shall have general supervision and direction of the affairs of the Corporation and shall preside at all meetings of the Board as Chairperson thereof, and shall perform such other duties as the Board may require.
2. **VICE-PRESIDENT** The Vice-President shall perform the duties of the President in the absence or incapacity of the President and shall perform such other duties as the Board may require.
3. **SECRETARY** The Secretary shall keep records of the proceedings of all meetings of the Board at which he or she may be present. He or she shall perform all the usual duties of the office, and such other duties as the Board may require.
4. **TREASURER** The Treasurer shall submit to the Board at the July meeting a report reviewing the fiscal operations of the Corporation for the previous year, and also shall submit at other meetings of the Board such other reports as the Board may require. He or she shall perform all the usual duties of the office, and such other duties as the Board may require.
5. **OTHER OFFICERS** The other officers shall perform such duties as the Board of Directors may require.

Article VII

Committees

The Board may appoint committee chairpersons and assign to them such duties and powers as the Board may deem necessary. The committee chairpersons shall report to the Board of Directors at each meeting as to business conducted by the committee they serve on since the last meeting of the Board.

Article VIII

Amendments

These By-Laws may be amended at any regular or special meeting of the Board of Directors by a vote of a majority of the Directors in office at the time of such meeting, provided, that at least two weeks prior to a meeting at which a vote is taken such proposed amendment has been reduced to writing and sent to all Board members with a notice that it will be considered at the next Board meeting.

Article IX

Indemnification

1. **POWER TO INDEMNIFY - THIRD-PARTY ACTIONS** Willamette Girlchoir shall have power to indemnify any person who was or is a party or is threatened pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a director, officer or employee or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the

person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

2. **POWER TO INDEMNIFY - ACTIONS BROUGHT IN THE RIGHT OF THE CORPORATION** Willamette Girlchoir shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of this duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

3. **RIGHT TO INDEMNIFICATION** To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs 1 and 2 above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith.

4. **DETERMINATION OF ENTITLEMENT TO INDEMNIFICATION** Any indemnification under paragraphs 1 and 2 above (unless ordered by the court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in said paragraphs 1 and 2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors

who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

5. **ADVANCEMENT OF EXPENSES** Expenses 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 as authorized in the manner provided in paragraph 4 above upon receipt of an undertaking by a director, officer, employee or agent to repay such amount unless it shall be ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this section.

6. **SAVINGS CLAUSE** The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

7. **INSURANCE** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this section.

ADOPTED: July 24, 1993

Karen Kaplan, Secretary

Attest:

Caren Jensen, President

316000-87

ATTACHED TO AND MADE A PART OF THE ARTICLES OF AMENDMENT OF THE
WILLAMETTE GIRLCHOIR, A NON-PROFIT CORPORATION

I, Caren Jensen, President of Willamette Girlchoir, certify that the original Articles of
Incorporation have been amended as follows:

To Article 6 add the following language:

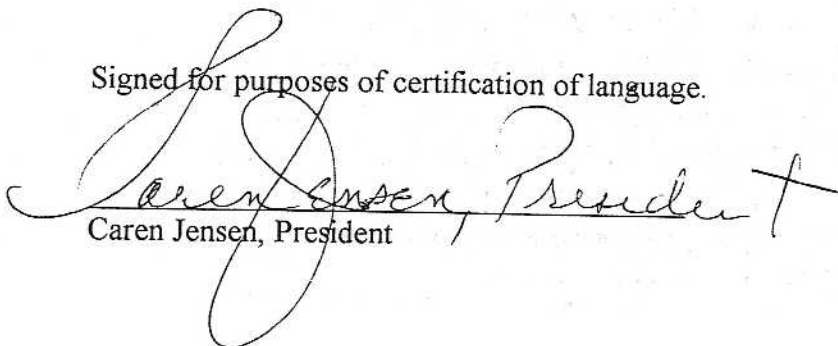
However, if the named recipient is not then in existence or no longer a qualified distributee, or
unwilling or unable to accept distribution, then the assets of this organization shall be distributed
to a fund, foundation or organization which is organized and operated exclusively for the
purposes specified in section 502(c) (3) of the Internal Revenue Code.

To Article 9 add the following language:

This organization is organized exclusively for educational purposes within the meaning of section
501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other
activities not permitted to be carried on (a) by a corporation exempt from Federal income tax
under section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of
any future United States Internal Revenue law) or (b) by a corporation, contributions to which are
deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding
provision of any future United States Internal Revenue law).

Signed for purposes of certification of language.


Caren Jensen, President