

**BYLAWS
Of
NORTHWEST DANCE NETWORK**

Amended November 21, 2011

Amended February 15, 2016

ARTICLE I.

Offices

The principal place of business of this Corporation shall be in King County, Washington; provided, however, that the principal office may be changed at any time by act of the Board of Directors, and the Corporation may also have other offices in such place or places as the Board may from time to time appoint, or the business of the Corporation may require.

ARTICLE II.

Purposes

The purposes of this Corporation shall be:

- *To promote and support the integrity of dance forms in the Northwest and encourage their growth by providing year-round classes, dances, special events and other educational and performance opportunities;*
- *To promote the art of dance by encouraging collaboration among dance groups and organizations to provide educational and performance opportunities in the community*
- *To aid, support, and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, scientific, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation;*
- *To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.*

ARTICLE III.

Board of Directors

Section 1. Management of Corporation. The property and business of the Corporation shall be managed and controlled by its Board of Directors.

Section 2. Number, Term. The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) members who shall serve for a term of three years from the date of their election. Directors shall be nominated and elected by the Board of Directors. Election of Directors shall be staggered so that no more than 1/3 of the Directors are elected each year. An affirmative vote of a majority of the directors then in office shall be required for election to the Board. All terms shall commence as of the date of election, and each Director shall serve for the term for which elected and until his or her successor shall have been duly elected and has qualified.

Section 3. Vacancies. Whenever any vacancy shall occur in the Board of Directors, by reason of death, resignation, or increase in the number of directors or otherwise, it may be filled by an affirmative vote of a majority of the remaining Directors, though less than a quorum, for the balance of the term of the Director who was replaced; except that, in the case of an increase in the number of Directors not made at the Annual Meeting, such vacancy may be filled only for a term expiring at the next Annual Meeting.

Section 4. Removal of Directors. Any Director may be removed from his or her position, with or without cause, by an affirmative vote of 2/3 of the Directors in office at any regular or special meeting called for that purpose. Any such Director proposed to be removed shall be entitled to at least fourteen days written notice of the meeting at which such removal is to be voted upon, and shall be entitled to appear before, and be heard at such a meeting.

Section 5. Compensation of Directors. Directors shall receive no compensation for their service as directors but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation pursuant to policies which may be established from time to time by the Board.

Section 6. Place of Meetings. The Board shall hold its meetings at the principal offices of the Corporation or at such other places as it may from time to time determine.

Section 7. Annual Meeting. The annual meeting of the Board shall be held

during the month of October in each calendar year on a date chosen by the Board for purposes of electing directors and officers and transacting such business as may properly come before the meeting. If the annual meeting is not held on the date that has been designated, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

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Section 8. Regular Meetings. By resolution, the Board may specify the date, time and place for the holding of regular meetings without notice other than such resolution.

Section 9. Special Meetings. Special meetings of the Board may be called by the President, or any three of the Directors. The Secretary shall give notice of the time, place, and purpose or purposes of each special meeting at least two days before the meeting by written or personal notice, or by electronic notice to those Directors who have consented to receive electronic notice.

Section 10. Meetings by Telephone. Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee via 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 via such equipment shall constitute presence in person at a meeting.

Section 11. Quorum. A majority of the number of directors in office shall constitute a quorum for the conduct of business at meetings of the Board.

Section 12. Manner of Acting. The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles or applicable Washington law.

Section 13. Conduct of Meetings. At meetings of the Board of Directors, the President, or a designated Vice President shall preside. Less than a quorum may adjourn any meeting from time to time until a quorum shall be present, whereupon the meeting may be held, as adjourned, without further notice. Roberts Rules of Order shall guide all proceedings of the Board.

Section 14. Action by Consent. The Board of Directors, or a committee thereof, may act without a meeting upon unanimous written consent of all directors or committee members in the manner provided by the Washington Nonprofit Corporation Act.

Section 15. Manifestation of Dissent. A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the

meeting or unless the Director files a written dissent to such action with the Secretary before the adjournment thereof or shall forward such dissent by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

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Section 16. Waiver of Notice

(a) In Writing. Whenever any notice is required to be given to any director under the provisions of these Bylaws, the Articles 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 need be specified in the waiver of notice of such meeting.

(b) By Attendance. 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.

Section 17. Action by Board Without a Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if a consent in the form of a record, setting forth the action so taken, shall be executed by all of the members entitled to vote on such action. The record shall be inserted in the minute book as if it were the minutes of a Board meeting.

Section 18. Resignation. Any Director may resign at any time by delivering written notice to the President, the Secretary or the Board at the registered office of the corporation, 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.

ARTICLE IV.

Committees

Section 1. Establishment of Committees. The Board of Directors, by resolution, may create or abolish one or more special or standing committees. With the exception of the Executive Committee, each committee shall be comprised of at least two Directors, and other members of committees need not be Directors.

Section 2. Committee Appointments. The President shall make all committee appointments, except for the Executive Committee, which shall be composed of all officers, the Executive Director and any other members appointed by the Board.

Section 3. Limitation of Authority of Committees. The Board of Directors shall determine the purpose and scope of a committee's duties, 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 other committee or any Director or officer of the corporation;

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(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 which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

Section 4. Executive Committee. The Executive Committee may meet in between Board meetings for any such lawful purpose, consistent with the Articles of Incorporation and these Bylaws, as the President may deem necessary.

Section 5. Quorum; Manner of Acting. A majority of the number of committee members 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.

Section 6. Resignation. Any member of any committee may resign at any time by delivering written notice thereof to the Board, the President, the Secretary or the chairman 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.

Section 7. Removal of Committee Member. The Board, 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 V.

Officers

Section 1. Appointment; Term. The officers of the Corporation shall be appointed by the Board of Directors and shall be: President, one or more Vice-Presidents,

a Secretary and Treasurer. Each officer shall be elected at the Annual Meeting of the Board of Directors to serve for a term of one year.

Section 2. Assistant Secretary, Treasurer. The Board of Directors shall have the power to elect or appoint one or more Assistant Secretaries and one or more Assistant Treasurers who shall perform the duties and functions of Secretary and Treasurer respectively, in their absence, as provided by resolution of the Board of Directors.

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Section 3. Removal. Any officer shall be subject to removal at any time by the affirmative vote of a majority of the Directors then in office. Any officer, agent, or employee, other than officers elected by the Board of Directors, shall hold office at the discretion of the officer appointing him or her.

Section 4. Duties of President. The President shall be the chief executive officer of the Corporation, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors. He or she shall exercise such duties as customarily pertain to the office of President and shall have general and active supervision over the operations of the Board of Directors. He or she may sign, execute, and deliver in the name of the Corporation powers of attorney, contracts, bonds, and other obligations and shall perform such other duties as may be prescribed from time to time by the Board of Directors, or by these bylaws.

Section 5. Duties of Vice Presidents. The Vice Presidents shall have such powers and perform such duties as may be assigned to them by the Board of Directors or the President. In the absence or disability of the President, the Vice President designated by the Board shall perform the duties and exercise the powers of the President. A Vice President may sign and execute contracts and other obligations pertaining to the regular course of his or her duties.

Section 6. Duties of Treasurer. If requested by the Board, 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 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 Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

Section 12. Duties of Secretary. The Secretary shall, subject to the direction of the Board of Directors and/or the President, keep the minutes of all meetings of the

Board of Directors, and to the extent ordered by the Board of Directors or the President, the minutes of meetings of all committees. He or she shall cause notice to be given of meetings of the Board of Directors, and of any committee appointed by the Board, if such notice is required by these bylaws or by the resolution establishing such committee. He or she shall have custody of the corporate seal and general charge of the records, documents, and papers of the Corporation not pertaining to the performance of the duties vested in other officers, which shall at all reasonable times be open to the examination of any Director. He or she may sign or execute contracts with the President, or a Vice President so authorized in the name of the Corporation. He or she shall perform such other duties as may be prescribed from time to time by the Board of Directors or by these bylaws.

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Section 13. Vacancies. In case any office shall become vacant, the Board of Directors shall have power to fill such vacancies for a term expiring at the next Annual Meeting of the Board of Directors. In case of the absence or disability of any officer, the Board of Directors may delegate the powers or duties of any officer to another officer or a Director until the vacancy is filled.

ARTICLE VI.

Executive Director; Artistic Director

Section 1. Executive Director. The Board may appoint an Executive Director who shall manage the affairs of the corporation according to the policies, principles, practices and budget authorized by the Board, and shall be responsible for management of personnel, finances and programs. If appointed, the Executive Director shall be responsible for employee management including hiring, training, disciplinary action, and discharge.

Section 2. Artistic Director. The Board may appoint an Artistic Director who shall oversee the artistic direction of the Corporation and shall have such other duties as prescribed by the Board.

Section 3. Ex Officio Members of Board. If appointed, the Executive Director and Artistic Director shall each serve as an ex-officio, non-voting members of the Board. For the purpose of determining the number of Directors serving the Corporation, neither the Executive Director nor the Artistic Director shall not be considered a member of the Board.

ARTICLE VII.**Fiscal Year**

The Board of Directors shall have power to fix, and from time to time change, the fiscal year of the Corporation. The fiscal year of the Corporation shall be January 1 through December 31.

ARTICLE VIII.**Notices**

Section 1. How Given. Whenever under the provisions of these bylaws notice is required to be given to any Director, officer, or member, it shall not be construed to mean personal notice, but such notice as may be given in writing, or by mail, or by facsimile transmission, as hereinbefore provided, addressed to such officer or Director, at such address as appears on the books of the Corporation or, in default of other address, to such Director or officer, at the general post office in the city in which such person is located, and such notice shall be deemed to be given at the time when the same be thus mailed or transmitted.

Section 1.2 Electronic Notice. Electronic notice may be given to Directors who have consented by written notice or by electronic transmission.

ARTICLE IX.

Funds and Checks; Loans

Section 1. Deposit, Withdrawal. All funds received by this Corporation in the course of its business and for its own account, shall be deposited in one or more banking accounts of the Corporation and disbursed for the purposes and requirements of the Corporation only by check or interbank fund transfer. Funds in any other account in which the Corporation may have an interest by contract or otherwise may be disbursed only by check in a manner determined by the Board of Directors.

Section 2. Execution. Drafts, checks, bills of exchange, acceptances and other instruments for the payment of money shall be signed by the Treasurer or Assistant Treasurer and countersigned by another officer as the Board of Directors shall direct, provided, that the Board of Directors shall at any time have the right to select any officer or employee of the Corporation and empower him or her to sign checks and other instruments for the payment of money.

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Section 3. Loans or Extensions of Credit to Officers and Directors. No loans shall be made by and no credit shall be extended by the Corporation to its officers or directors.

Section 4. Books and Records. The corporation shall keep at its principal or registered office copies of its current Articles and these Bylaws; correct and adequate records of accounts and finances and minutes of the proceedings of its Board and committees thereof; records of the name, address and class, if applicable, of each director and of the name and address of each officer; and such other records as may be necessary or advisable.

ARTICLE X.

Policies

Section 1. Code of Ethics. The Board shall adopt and maintain a code of ethics.

Section 2. Conflict of Interest Policy. The Board shall adopt and maintain a Conflict of Interest policy, and each Director shall sign the Corporation's Conflict of Interest statement annually.

Section 3. Whistleblowers Protection Policy. The Board shall adopt and

maintain a policy safeguarding employees, volunteers, clients and others who raise concerns about the Corporation's financial and accounting practices or report violations of the Corporation's Code of Ethics.

Section 4. Document Retention and Destruction. The Board shall adopt and maintain a policy specifying procedures for the retention and destruction of certain corporate documents.

Section 5. Fiscal Policies. The Board shall adopt and maintain Fiscal Policies addressing financial processes and fiscal controls.

ARTICLE XI.

Amendments

The Board of Directors shall have power to add any provision to or to alter or repeal any provision of these bylaws by the vote of a majority of the Directors then in office at any regular or special meeting of the Board, provided that a statement of the proposed action shall have been included in the notice or waiver of notice of such meeting of the Board.

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The foregoing Bylaws were adopted by the Board of Directors on October 21, 2003.

Don Morgan
Secretary

The foregoing Revised Bylaws were adopted by the Board of Directors on February 15, 2016.

Beverly Sanders
President

