

Rick Epting Foundation For The Arts Bylaws

November 24, 2008

Purpose:

The purpose of the Rick Epting Foundation (REF) is to help raise money that is needed for organizations, scholarships, and other non-profit groups, to promote and encourage live performance shows and to provide ongoing support for local artists in the community.

Article I. Board of Trustees

Section 1. General Powers

The Board of Trustees has the general power to control and manage the affairs, funds and property of the Rick Epting Foundation in accordance with the fundamental and basic purposes of the Foundation and bylaws. The Board may accept on behalf of the Foundation any contribution, gift, bequest, or device for the nonprofit purposes of the Foundation.

Section 2. Number, Tenure and Qualifications

2.1 The number of Trustees shall be no less than 5 and no more than 9.

2.2 The term of a Trustee is one year or until a successor is elected.

2.3 A Trustee may serve on the board indefinitely.

Section 3. Nomination and Election of Trustees

3.1 New Trustees shall be elected by a majority vote of the members of the Foundation at the Annual Meeting.

Section 4. Removal and Resignation

4.1 The Board of Trustees may remove any Trustee at any time by a majority vote of the Trustees. The Trustees must also consider removal of a Trustee upon receipt of a petition request of such action that must be signed by a majority of current members of the Foundation.

4.2 Any Trustee may resign at any time by giving written notice to the President or Secretary. Resignations will take effect at the date of receipt of notice or date specified in the notice of resignation.

4.3 Unexcused absence from three consecutive meetings of the Board of Trustees will result in removal of the Trustee unless an action of the Board reinstates the individual.

Section 5. Vacancies

1. Any vacancy occurring on the Board shall be filled by nomination and approval by a majority of the remaining members of the Board for the remaining portion of the vacant position term. A partial term filled in this manner shall count as the first full year for the Trustee.

Section 6. Officers

6.1 The officers of the Board of Trustees shall be the President, Vice President, Secretary, and Treasurer.

6.2 The term of office is two years.

6.3 Officers will be nominated and elected from among the members of the Board of Trustees, by the Board at the first meeting after the Annual Meeting. Officer positions are elected once a year for no more than two consecutive years in the same position.

6.4 Interim appointments to fill vacancies among the officers shall be made by the President with approval of the Board. Such appointees shall serve until a successor is elected.

Section 7. Duties of Officers and Board Members

7.1 The President shall supervise all activities of the Foundation, except as otherwise provided in the bylaws or adopted policy, and the President shall execute contracts, or other instruments which may be authorized by the Board. The President shall preside at all meetings of the Board, call special meetings as necessary, and perform other duties appropriate to the office or as approved by the Board by action or adopted policy. Every officer must perform the duties of a Board member.

Specific duties of the President shall include: setting meeting times and the agenda for all meetings of the Board, representing the Foundation in public settings, reviewing bylaws and mission with the Foundation on a regular basis.

7.2 In the absence of the President, or in the event of his or her inability to act, the Vice President shall perform all the duties of the President, and when so active shall have the same authority as the President. Other duties or delegations may be assigned by the President or be approved by Board

action or in adopted policies. Every officer must perform the duties of a Board member.

Specific duties of the Vice President shall include: Assisting the President in all duties and substitute for the President when needed, taking the lead in marketing and promoting REF, and organizing orientations for new Board members.

7.3 The responsibilities of the Secretary shall include keeping the minutes of all Board meetings, maintaining a current copy of the bylaws as approved by the Board, providing notices of meetings according to the bylaws, acting as custodian of all records of the Foundation (except for those of the Treasurer), preparing and filing a corporate report with the Secretary of State (as required by the State of Washington), and other duties or delegations as approved by the Board or in adopted policies. The Secretary shall keep a current mailing list of members and notify members of membership meetings and dates and times scheduled by the board. Every officer must perform the duties of a Board member.

Specific duties of the Secretary shall include: taking minutes at Board and Foundation meetings and keeping an organized accounting of them, working with the Membership Chair, if any, to keep an up-to-date register of members, keeping track of correspondence for the Foundation and the President.

7.4 The Treasurer manages the financial accounts for the Foundation via an established accounting system.

The Treasurer shall act under the supervision of the Board and shall have charge and custody of, and be responsible for, all the funds of the Foundation and shall keep or cause to be kept, and shall be responsible for the keeping of, accurate and adequate records of the assets, liabilities, and transactions of the Foundation. The Treasurer shall deposit, or cause to be deposited all monies and other valuable effects of the Foundation in the name of and to the credit of the Foundation in such banks, trust companies or other depositories as may be designated by the Board. The Treasurer shall disburse, or cause to be disbursed, the funds of the Foundation based on proper vouchers and according to adopted policies for such disbursements. The Treasurer shall provide any regular or periodic financial reports as may be required by the Board. The Treasurer works directly with the chair of all fundraising projects.

Every officer must perform the duties of a Board member.

Specific duties of the Treasurer shall include: reporting monthly on account balances and activity, managing the accounts of major fundraisers and Foundation events, working with the President to provide an annual budget based on analysis of previous year's activity.

7.5 All checks issued for Board-approved expenditures shall be signed by one of the officers. All expenditures must have approval by majority vote of the board.

7.6 Every Board Trustee should: Support the mission and vision of REF, work on sub-committees and chair events or projects, regularly attend REF events in the community, work to enhance the arts in our county, work with the Web site master to provide the latest information, have a working knowledge of the bylaws, and participate in fundraising activities.

Section 8. Committees of the Board of Trustees

8.1 The Board of Trustees shall have such committees as may from time to time be designated by resolution of the Board. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board. Except as otherwise provided by the establishing resolution, the President shall appoint and remove the chairpersons of such committees whenever the best interests of the Foundation are served thereby.

Article II. Meetings

Section 1. Regular Meetings of the Board

1.1 The Board of Trustees shall meet monthly or as determined by the Board at a time and place determined by the Board.

1.2 Notice of meetings shall be provided to all Trustees at least three days prior to the meetings by phone, mail, fax or e-mail.

Section 2. Special Meetings

2.1 Special meetings of the Board may be called by the President or any two members of the Board.

2.2 Notice of any special meetings shall be provided by the Secretary at least three days prior to such meeting and shall state the time, place and purpose of the meeting. Notice may be by mail, email, phone, or fax.

2.3 The Annual Meeting for members shall be held in December of each year at a place and time determined by the Board with notice provided as with other meetings. The purpose of the Annual Meeting is the election of Trustees and to review legal requirements with the Foundation attorney.

Section 3. Quorum

3.1 A Quorum for regular and special meetings of the Board shall consist of two thirds of those Trustees currently in place, including one officer.

3.2 A Quorum for the Annual Meeting shall consist of two thirds of all board members.

Section 4. Manner of Acting

4.1 The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, or by the bylaws.

4.2 Any action required or which may be taken at a meeting of the Board or of a committee thereof, may be taken by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.

Article III. Members

Section 1. Membership of the Foundation

1.1 The membership of the Foundation shall include Supporting Organizations, Supporting Individuals and Participating Artists.

Section 2. Term of membership

2.1 The term of membership shall be for one year.

Section 3. Categories of Membership

3.1 Participating Artists: Those performing artists who participate in REF fund raising events.

3.2 Supporting Organizations: Companies, organizations, corporations, municipalities, service groups, associations, etc., not offering performances to the public, but providing sponsorship or services to support the efforts of REF.

3.3 Supporting Individuals: Individuals and families wishing to support the efforts of REF through volunteering or by donation.

Article IV. Amendments to the Bylaws

Section 1. Amendments

1.1 The bylaws may be altered, amended, or repealed or new bylaws adopted by affirmative vote of a majority of the Board. Such action may be

taken at any regular meeting or special meeting of the Board for which notice of the proposed action shall have been given in accordance with the bylaws.

1.2 The Secretary is authorized to make non substantive changes to the bylaws.

Article V. Parliamentary Authority

The rules contained in Robert's Rules of Order, newly revised, shall govern the Foundation in all cases wherein they are not superseded by the bylaws or special rules of order.

Article VI. Indemnification of Trustees and Officers

Every person who is or shall be or shall have been a Trustee or officer of the Foundation and his or her personal representatives shall be indemnified by the Foundation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a Trustee or officer of the Foundation or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith, and to have been liable by reason of willful misconduct or willful negligence in the performance of his or her duty as Trustee or officer. Costs and expenses of actions for which this Article provides indemnification shall include among other things, attorneys' fees, damages, and reasonable amounts paid in settlement

Revised and adopted this 24th day of November, 2008 by a vote of the Trustees.

Signed,

President:

Secretary: