

BYLAWS
OF
SPOKANE ALL-CITY JAZZ ENSEMBLE

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ARTICLE 1.

PRINCIPAL OFFICE

Section 1. Principal Office. The principal office for the transaction of the business of the Corporation shall be located in the City of Spokane, Washington.

ARTICLE II.

MEMBERS

Section 1. Number. The Corporation shall have no members.

ARTICLE III.

DIRECTORS

Section 1. Number and Term of Office. The number of directors who shall manage the affairs of this corporation shall be not less than three (3) nor more than nine (9), as determined annually by the directors. The directors shall be elected annually, and each director shall continue in office until the director's successor shall have been elected and qualified, or until the director's death, or until the director shall resign or shall have been removed.

Section 2. Organization of Directors. The directors named in the Articles of Incorporation shall meet immediately after the effective date of the Articles of Incorporation to adopt these Bylaws, to elect persons as the officers for the positions named in these Bylaws, and take such further organizational steps as may be appropriate and necessary.

Section 3. Place of Meeting. Meetings of the Board of Directors may be held either within or without the State of Washington.

Section 4. Stated Meetings. The Board of Directors may, by resolution adopted by the affirmative vote of a majority of the whole Board, from time to time, appoint the time and place for holding stated meetings of the Board if it be deemed advisable and such stated meetings shall thereupon be held at the time and place so appointed, without the giving of any special notice with regard thereto. In case the day appointed for a stated meeting shall fall upon a legal holiday, such meeting shall be held on the next following day not a legal holiday, at the regularly appointed hour. Any votable action must be on the agenda, sent out 48 hours in advance, and requires a vote of a majority of the Board members participating, either present or via email. Except as otherwise provided in the Bylaws, any type of business may be transacted at any stated meeting.

Section 5. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President, or by a majority of the directors. Notice of any such meeting or any adjournment thereof shall be mailed to each director, addressed to director at director's residence or usual place of business, not later than five (5) days before the day on which the meeting is to be held, or shall be sent to director at such place by telegraph, or be delivered personally or by telephone, not later than the day before such day of meeting. Notice of any meeting of the Board need not, however, be given to any director if waived by director in writing or if director shall be present at the meeting; and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all the members shall be present thereat except as otherwise provided in the Bylaws or as may be indicated in the notice thereof, and any and all business may be transacted at any special meeting.

Section 6. Quorum and Manner of Acting. A majority of the number of directors fixed by resolution of the directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act

of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn any meeting, from time to time, until a quorum is present.

Section 7. Resignations. Any director of the corporation may resign at any time either by oral tender of resignation at any meeting of the Board or by giving written notice thereof to the Secretary. Such resignation shall take effect at the time specified therefor; and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

Section 8. Filling of Vacancies. In the case of any vacancy or vacancies in the Board of Directors, such vacancy or vacancies shall be filled by the remaining directors.

Section 9. Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all the Directors shall consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

ARTICLE IV.

OFFICERS, EMPLOYEES, AND AGENTS

POWERS AND DUTIES

Section 1. Officers. The elected officers of the corporation shall be a President, who shall be a Director, a Vice President, Secretary and Treasurer. The Board of Directors may appoint such other officers and agents as from time to time may appear to be necessary or advisable in the conduct of the affairs of the corporation.

Section 2. Term of Office. All officers shall hold office at the pleasure of the Board.

Section 3. Removal of Elected Officers. Any elected officer may be removed at any time, either for or without cause, by affirmative vote of a majority of the whole Board of Directors, at any meeting called for the purpose.

Section 4. Vacancies. If any vacancy occurs in any office, the Board of Directors may elect or appoint a successor to fill such vacancies.

Section 5. The President. The President shall be the chief executive officer of the corporation and shall have general and active control of its business and affairs. The President shall preside at all meetings of the Board of Directors. The President shall have all powers usually appertaining to the office of President of a corporation. The President may designate the Vice President or any other officer to preside at the meeting if he or she is unable to be present.

Section 6. Vice President. The Vice President shall perform all such duties and services as shall be assigned to or be required of the Vice President, from time to time, by the Board of Directors, and unless the Vice President's authority be expressly limited, shall act in the place of the President, exercising all the President's powers and performing the President's duties during the President's absence or disability. There may be one or more Vice Presidents.

Section 7. Secretary. The Secretary shall attend to the giving of notice required for a meeting of the Board of Directors and shall keep and attest true records of all proceedings thereat. The Secretary shall have authority to attest any and all instruments or writings to which the same may be affixed. The Secretary shall keep and account for all books, documents, papers and records of the corporation, except those which are hereinafter directed to be in charge of the Treasurer. The Secretary shall generally perform all the duties usually appertaining to the office of Secretary of a corporation.

Section 8. Treasurer. The Treasurer shall have the care and custody of all monies, funds, and securities of the corporation and shall deposit or cause to be deposited all funds of the corporation in and with such depositories as the Board of Directors shall from time to time direct. The Treasurer shall have the power to endorse for deposit or collection all checks, drafts, notes, bills of exchange or other commercial paper payable to the corporation and to give

proper receipts of discharges therefor. The Treasurer shall keep all books of account relating to the business of the corporation and shall render a statement of the corporation's financial condition whenever required so to do by the Board of Directors.

Section 9. Agents. The agents appointed by the Board of Directors shall have such powers as are given to them by the said Board of Directors.

ARTICLE V.

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the corporation shall be a calendar year unless a different fiscal year is determined by resolution of the Board of Directors.

Section 2. Amendment. Except as otherwise provided by the Articles of Incorporation or these Bylaws, all or any portion of these Bylaws may be amended or repealed by a resolution of the Board of Directors of the corporation.

I hereby certify that the foregoing Bylaws of the SPOKANE ALL-CITY JAZZ ENSEMBLES, INC. were adopted by the Board of Directors on _____, 2004.

Dated this _____ day of _____, 2004.

LARRY PEARSON

**DIRECTORS' CONSENT
SPOKANE ALL-CITY JAZZ ENSEMBLES**

Pursuant to the authority contained in RCW 24.03.465, John Covert, Larry Pearson, and Therese Covert, being all the Directors of the Spokane All-City Jazz Ensembles (the "Foundation") hereby state that the following action may be taken as though a meeting had been held and further consent to the acts and resolutions set forth herein. The following resolutions are hereby adopted:

1. **RESOLVED**, that the officers of this Foundation shall be the following persons, to serve in the capacity so designated until the next annual meeting or until their respective successors are elected and qualified.

NAME	TITLE
John Covert	President
Larry Pearson	Secretary
Therese Covert	Treasurer

2. **RESOLVED**, that, the Foundation shall open appropriate banking accounts with the Global Credit Union, Spokane, Washington, and the President is authorized to execute such documents as may be required to open said banking accounts, including a form of corporate resolution as requested by the Bank, and with those authorized signatories that may be set forth in said resolution.
3. **RESOLVED**, that the Bylaws for the Foundation in the form presented to the Directors are adopted to be effective as of February 4, 2004.
4. **RESOLVED**, that the appropriate officers of the Foundation, with the assistance of counsel, are authorized and directed to prepare the application to the Internal Revenue Service for a determination that (1) the Foundation is a private foundation within the meaning of §509(a) of the Internal Revenue Code and (2) that the income received by the Foundation shall be exempt from federal income tax pursuant to §501(a) of the Internal Revenue Code as the Foundation is an organization described in §501(c)(3) of the Internal Revenue Code and to submit the request for a federal identification number.

DATED: February 4, 2004.

JOHN COVERT

LARRY PEARSON

THERESE COVERT