

SAMPLE ARTICLES OF INCORPORATION

Appendix. Sample Articles of Organization

The following are examples of Articles of Incorporation (Draft A) and a declaration of trust (Draft B) that contain the required information as to purposes and powers of an organization and disposition of its assets upon dissolution. You should bear in mind that requirements for these instruments may vary under applicable state law.

See *Private Foundations and Public Charities*, earlier for the special provisions required in a private foundation's governing instrument in order for it to qualify for exemption.

DRAFT A

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of _____, do hereby certify:

First: The name of the Corporation shall be _____.

Second: The place in this state where the principal office of the Corporation is to be located is the City of _____, _____ County.

Third: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Fourth: The names and addresses of the persons who are the initial trustees of the corporation are as follows:
Name _____, Address _____

Fifth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph: "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

Sixth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this _____ day of _____, 20____.

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

Articles of Incorporation-Nonprofit

(15 Pa.C.S.)

Domestic Nonprofit Corporation (§ 5306)

Nonprofit Cooperative Corporation (§ 7102B)

Name		

Address		

City	State	Zip Code
_____	_____	_____

Document will be returned to the name and address you enter to the left.

Fee: \$125

In compliance with the requirements of the applicable provisions (relating to articles of incorporation or cooperative corporations generally), the undersigned, desiring to incorporate a nonprofit/nonprofit cooperation corporation, hereby state(s) that:

1. The name of the corporation is:

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street	City	State	Zip	County

(b) Name of Commercial Registered Office Provider				County
c/o: _____				_____

3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes.

4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

5. Check one of the following:

The corporation is organized on a non-stock basis.

Option for Nonprofit Cooperative Corporation Only: The corporation is organized on a stock share basis.

6. For Nonprofit Corporation Only:

(Strike out if inapplicable): The corporation shall have no members.

(Strike out if inapplicable): The incorporators constitute a majority of the members of the committee authorized to incorporate: _____ by _____ the requisite vote required by the organic law of the association for the amendment of such organic law.

7. For Nonprofit Cooperative Corporation Only:

Complete and strike out the inapplicable term: The corporation is a cooperative corporation and the common bond of membership among its (members) (shareholders) is: _____.

8. The name(s) and address(es) of each incorporator(s) is (are) *(all incorporators must sign below)*:

Name(s)	Address(es)
_____	_____
_____	_____
_____	_____

9. The specified effective date, if any, is:

_____ month _____ day _____ year _____ hour, if any

10. Additional provisions of the articles, if any, attach an 8½ x 11 sheet.

IN TESTIMONY WHEREOF, the incorporator(s) has/have signed these Articles of Incorporation this _____ day of _____, _____.

Signature

Signature

Signature

Department of State
Bureau of Corporations and Charitable Organizations
P.O. Box 8722
Harrisburg, PA 17105-8722
(717) 787-1057
Web site: www.dos.state.pa.us/corps

Instructions for Completion of Form:

- A. Typewritten is preferred. If not, the form shall be completed in black or blue-black ink in order to permit reproduction. The filing fee for this form is \$125 made payable to the Commonwealth of Pennsylvania. Checks must contain a commercially pre-printed name and address.
- B. Under 15 Pa.C.S. § 135(c) (relating to addresses) an actual street or rural route box number must be used as an address, and the Department of State is required to refuse to receive or file any document that sets forth only a post office box address.
- C. The following, in addition to the filing fee, shall accompany this form:
- (1) One copy of a completed form DSCB:15-134A (Docketing Statement).
 - (2) Any necessary copies of form DSCB:17.2.3 (Consent to Appropriation of Name).
 - (3) Any necessary governmental approvals.
- D. *For Domestic Nonprofit Corporation Only:* For general instructions relating to the incorporation of nonprofit corporations see 19 Pa. Code Ch. 41 (relating to nonprofit corporations generally). These instructions relate to such matters as corporate name, stated purposes, term of existence, authorized share structure, inclusion of names of first directors in the Articles of Incorporation, provisions on incorporation of unincorporated associations, etc.
- E. *For Nonprofit Cooperative Corporation Only:* For general instructions relating to the incorporation of cooperative corporations see 19 Pa. Code Ch. 51 (relating to cooperative corporations). Under 15 Pa.C.S. § 7103 (relating to use of term "cooperative" in corporate name) the corporate name in Paragraph 1 must, unless otherwise provided by statute, contain one of the terms "cooperative" or "coop". See 19 Pa. Code § 17.7 (relating to cooperative names). See also the general instructions relating to the incorporation of nonprofit corporations, 19 Pa. Code Ch. 41 (relating to nonprofit corporations generally). These instructions relate to such matters as corporate name, stated purposes, term of existence, authorized share structure, inclusion of names of first directors in the Articles of Incorporation, provisions on incorporation of unincorporated associations, etc.
- F. One or more corporations or natural persons of full age may incorporate a nonprofit/nonprofit cooperative corporation.
- G. *For Nonprofit Cooperative Corporation Only:* Under 15 Pa.C.S. § 7102(a) the Articles of the corporation must set forth a common bond of membership among its members or shareholders by reason of occupation, residence or otherwise.
- H. 15 Pa.C.S. § 5307 (relating to advertisement) requires that the incorporators shall advertise their intention to file or the corporation shall advertise the filing of articles of incorporation. Proofs of publication of such advertising should not be submitted to, and will not be received by or filed in, the Department, but should be filed with the minutes of the corporation.
- I. *For Nonprofit Corporation Only:* If the corporation is to be organized upon a stock share basis, Paragraph 5 should be modified accordingly, stating aggregate number of shares authorized.

J. This form and all accompanying documents shall be mailed to the address stated above.

NONPROFIT CORPORATIONS ONLY

Pursuant to 15 Pa.C.S. § 5110, most nonprofit corporations are required to annually notify the Department of State's Corporation Bureau of any change of its officers. If no change of officers has occurred since the last report, the report need not be filed. These annual reports are submitted on form DSCB:15-5110 (Annual Statement-Nonprofit Corporation). No fee is required for this filing.

Please forward annual report to the Department of State, Corporation Bureau, P.O. Box 8722, Harrisburg, PA 17105-8722.

ADDITIONAL INFORMATION REGARDING NONPROFIT CORPORATIONS

Nonprofit corporations that solicit funds from citizens of the Commonwealth of Pennsylvania must register with the Bureau of Charitable Organizations of the Department of State, unless exempt from registration requirements. Please contact the Bureau of Charitable Organizations at 207 North Office Building, Harrisburg, PA 17120, (717) 783-1720 or 1-800-732-0999 within Pennsylvania, for more information on registration.

Pennsylvania sales tax exempt status may be obtained from the Department of Revenue, Registration Division, Exemption Unit, Department 280901, Harrisburg, PA 17128-0901. Any other type of exempt status may be obtained or explained by contacting your local Federal Internal Revenue Service.

Please be advised that the date and signature of the Secretary of the Commonwealth indicate the filing in the Department of State. **NO CERTIFICATE OF INCORPORATION IS ISSUED** for nonprofit corporations.

Docketing Statement DSCB:15-134A (Rev 2012)
 Departments of State and Revenue

One (1) required

BUREAU USE ONLY:
 Dept. of State Entity # _____
 Dept. of Rev. Box # _____
 Filing Period _____ Date 3 4 5 _____
 SIC/NAICS _____ Report Code _____

Check proper box:

Pennsylvania Entities

business stock
 business non-stock
 professional
 nonprofit stock
 nonprofit non-stock
 statutory close
 management
 cooperative
 insurance
 benefit
 limited liability company
 restricted professional
 limited liability company
 business trust

Foreign Entities

State/Country _____ Date _____

business
 benefit
 nonprofit
 limited liability company
 restricted professional
 limited liability company
 business trust

Other

domestication
 division
 consolidation

1. Entity Name:

2. Individual name and mailing address responsible for initial tax reports:

 Name Number and street City State Zip

3. Description of business activity:

4. Specified effective date, if any:
 month/day/year hour, if any

5. EIN (Employer Identification Number), if any:

6. Fiscal Year End:

7. Fictitious Name (only if foreign corporation is transacting business in PA under a fictitious name):

Montour Band Parents Association

Clever Road
McKees Rocks, Pennsylvania 15136



MONTOUR BAND PARENTS ASSOCIATION, Inc. BYLAWS

Article I – Name

The name of the organization shall be MONTOUR BAND PARENTS ASSOCIATION, INC.; a non-profit organization, at Montour High School, on Clever Road, McKees Rocks, Pennsylvania, 15136.

Article II – Purpose

The objectives and primary purpose of the MONTOUR BAND PARENTS ASSOCIATION, INC, shall be to provide support for the purpose of improving, educating, and developing the students' capabilities as musicians and performers in the Montour High School Marching Band program with the cooperation of the Band Director. The Montour Band Parents Association, Inc. shall be operated exclusively for exempt purposes within Section 501 (c) (3) of the Internal Revenue code of 1986, and Code of Federal Regulations and any succeeding Federal Statutes prescribing the grounds for exemptions from Federal taxation.

Article III - Policies

Section 1. The organization provides funds for the benefit of the Montour High School Marching Band.

Section 2. The members of the organization, when acting as chaperones or working at a function, shall not use alcoholic beverages, illegal drugs, or participate in illegal gambling. Chaperones are required to follow the rules and regulations of the Montour School District for trips and obtain all required clearances prior to working as a chaperone for any MBPA or Montour School District event that involves students.

Section 3. The name MONTOUR BAND PARENTS ASSOCIATION, INC. shall not be used for any activities other than those related to the purpose of this organization.

Section 4. The Montour Band Parents Association, Inc. shall not provide funds or support for any items or equipment which this organization deems the responsibility of the School District or other Booster Groups unless the MBPA Membership decides otherwise.

Article IV – Membership

Section 1. Full Membership - Any person with a child in the Montour High School Marching Band program is a member with full voting rights subject to Article V, Section I, and may hold an office in the organization (i.e., President, Vice President, Treasurer, Recording Secretary, and Corresponding Secretary.).

Section 2. Associate Member - Any person desiring to contribute to the operation of the organization is encouraged to do so, but they cannot hold office, vote in elections or procedures, or on any matter regarding the operation of the organization. These members may not serve in a capacity deemed inappropriate by the Executive Board.

Article V - Officers and their Election

Section 1. Officers

(a). The officers of this organization shall consist of a President, Vice President, Treasurer, Recording Secretary, and Corresponding Secretary.

(b). Officers shall be elected by secret ballot at the NOVEMBER meeting.

(c). Ballots listing each office shall be passed out by the Nominating Committee to all eligible voting members subject to Article IV Membership Section I-Full Membership.

(d). Ballots will be counted by the Nominating Committee members before the assembly of parents, while the Treasurer and Corresponding Secretary visibly lists the count after each nominee's name.

(e). Ballots will be recounted by the Treasurer and the Corresponding Secretary before the assembly of parents, while the Nominating Committee visibly lists the count after each nominees' name. In the event that the Treasurer and/or Corresponding Secretary are running for re-election, the Nominating Committee will appoint substitutes (for the recounting) as needed.

(f). The election shall be held for President, followed by the election of Vice President, then Treasurer, then Recording Secretary, and then Corresponding Secretary.

(g). The final election results shall be visibly counted, recounted and then announced to the general assembly, prior to the adjournment of the meeting, for President, followed by Vice President, then Treasurer, then Recording Secretary, and then Corresponding Secretary.

(h). A person can hold only one office at any given time.

(i). If there is no opposition for an office, the person accepting the nomination for that office is elected to that office.

(j). The person receiving a majority of votes for an office is elected to that office.

(k). The term of office shall be one year.

(l). Officers elected at the November meeting will assume their official duties on January 1st, allowing for a short transition period.

(m). If a vacancy occurs in the office of President, the Vice President automatically becomes President for the remainder of the term.

(n) If there is a vacancy in any other office, the Executive Board shall appoint a person to fill the unexpired term.

Section 2. Election

(a). A Nominating Committee, consisting of no less than three members, will be selected by nomination from the floor at the August meeting. The Nominating Committee will select a Chairperson of the Committee. The Nominating Committee will solicit interested individuals for officers for the upcoming year.

(b). The Nominating Committee shall provide a list of names and the offices they have consented to serve if elected. The names shall be provided to the membership at the October meeting.

(c). Following the report of the Nominating Committee, additional nominations will be accepted from the floor the night of elections. Nominations for each office must be closed prior to hearing those for the next office.

(d). Only persons consenting to serve, if elected, shall have their names placed in nomination.

Article VI - Duties of Office

Section 1. The President: shall preside over all meetings of the organization and the Executive Board; shall be a member ex-officio of all committees except the Nominating Committee; shall coordinate the work of the officers as necessary to strengthen the organization, and promote its interest.

Section 2. The Vice President: shall act as an aide to the President and assume his duties in his absence.

Section 3. The Treasurer: shall manage all monies and make payments as authorized by the organization; shall present a financial statement at every meeting and when requested by the Executive Board; shall be a member of all funded activities; shall use an accounting system that clearly details all funds received and disbursed, identifies the source of the monies, and the purpose of the disbursements; assures that the yearly tax return is filed with the IRS.

(a). The Treasurer's accounts shall be examined annually for the year of June 1 to May 31 by an Audit Committee of no less than three volunteer members. These volunteers may not include any of the Executive Board. These volunteers will be announced no later than the April meeting. The audit shall be performed promptly after the May meeting. The audit shall be completed and an audit report shall be made during the regular June meeting of the Montour Band Parents Association. The Treasurer may request an audit at any time.

(b). The out-going Treasurer shall serve as an advisor to the next elected Treasurer for a period of at least four (4) months.

(c). In the event that the Treasurer deems it necessary to appoint an Assistant, it shall be done with the approval of the Executive Board.

Section 4. The Recording Secretary: shall record the minutes of all meetings of the organization and of the Executive Board and shall perform such duties as may be delegated to the office, including keeping a role of members in attendance at each meeting.

Section 5. The Corresponding Secretary: shall assume responsibility for all correspondence directed to or for the organization, including fund raisers, band camp, band trips, meetings, and any other correspondence relating to band activities.

(a). Shall send a sympathy card in the event of a death in the immediate family of a member of the Montour High School Marching Band or a member of this organization.

(b). Shall arrange for the sending of flowers or other suitable memorial in the event of a death of a member of the Montour High School Marching Band, any member of this organization, or any person deemed necessary upon approval of this organization.

Article VII - Payment of Bills - Disbursement of Funds

(a). An itemized bill or other item of proof of payment shall be furnished to the Treasurer for each disbursement.

(b). All disbursements shall be made by check, which must be signed by two authorized persons.

(c). Authorized persons are defined as the President, Vice President, and Treasurer. The Band Director will have no authority for the disbursement of funds.

(d). Before any disbursement is made, an invoice must be presented and approved by the membership at a regular meeting; except (e) and (f) below.

(e). When a fund raising program or Band event for the Montour High School Marching Band has been established, it is not necessary to have further motions from the floor for payment of bills or deposits for that fund raising program or Band event, which include incidental expenditures under \$100.00. However any contract entered into by the MBPA must be signed in accordance with the articles of incorporation. (i.e. Band Camp and Band Banquet, Fundraising that may need large upfront money).

(f). Membership approval is not required for expenditures for the Montour High School Marching Band camp, band trip, truck maintenance, senior awards, annual events, Scrip Committee, or emergency expenses approved by a majority of the Executive Board.

(g). If a bill requiring membership approval must be paid before presentation at the next regular meeting, it must be approved by the Executive Board and the membership promptly informed at the next regular meeting.

(h). Funds in a student's account can only be used for the individual student for band expenses or band sponsored activities. Funds remaining in the band student account at the end of their graduating year, or funds remaining when a band student leaves the band program, will be disbursed as follows:

- May be transferred to a band student's sibling's account that is currently in the band program or to an upcoming sibling that intends to join the band program as designated by the parent or guardian. The maximum period of time that the association can hold these funds for an upcoming sibling is a period of three (3) years.
- Unless informed otherwise, in writing to the Treasurer by the band member's parent or guardian within 90 days of the band member's high school graduation or resignation from the band to transfer the account to a sibling, the Treasurer will transfer any remaining funds from the student's account to the Scholarship or General account, at discretion of treasurer.

Article VIII – Meeting

(a). Regular meetings of this organization shall be held at 7:00 P.M. on the last Wednesday of every month (except December when there is no scheduled monthly meeting) unless otherwise scheduled on the school calendar or re-scheduled by the organization or the Executive Board.

(b). The regular meeting place will be at the Montour High School unless otherwise changed by the organization or Executive Board.

(c). Special meetings may be called by the Executive Board.

(d). A quorum shall consist of twenty-five (25) members.

(e). Robert's Rules of Order will be used as a guide to conduct the meeting.

(f). The Executive Board can meet monthly and typically meets one week before the regular monthly meeting. This meeting is called by the President of the organization or by another member of the Executive Board in the President's absence.

(g). The outgoing and incoming Executive Boards shall hold a transitional meeting after the November election of officers. This meeting will be called by the President-elect and shall be attended by both the in-coming and out-going officers.

Article IX - Executive Board

Section 1. The Executive Board shall consist of the Officers of the organization and the Band Director.

Section 2. The duties of the Executive Board shall be to transact the business of the organization as defined within the Bylaws and instructions from the organization membership.

Section 3. Each Officer of the Executive Board shall have one vote. The Band Director does not have a vote. A majority of the Executive Board shall rule decisions. All board members must vote on each decision.

Article X - Special Committees

(a). Each fund raising activity or function sponsored by the organization shall be handled by special committee.

(b). The President shall seek volunteers to serve as a committee chairperson for each activity undertaken by the organization. The committee chairperson shall assemble the members of the committee.

(c). Each special committee shall exist until the function it is charged with is complete.

(d). The committee chairperson shall report the committee's progress to the President prior to the Executive Board meeting held during the time that special committee exists. The President shall then inform the Executive Board of that progress.

(e). The committee chairperson shall provide a report on the results of the function to the membership at a regular organization meeting.

(f). The committee chairperson is to provide a written report to the Treasurer when the function is completed. The report is to contain any information that would be useful to the chairperson of that function next year.

(g). All completed reports and pertinent notes shall be kept by the Recording Secretary and will be given to the next year's committee chairperson by the incoming Recording Secretary.

(h). A budget committee will develop a budget for the Band year of June 1 to May 31. The budget committee should consist of a minimum of 3 MBPA members and the Treasurer. The chairman cannot be an executive board member. A budget will be developed to be followed for the year, and will be approved at the July meeting. Committees will need to request any budget increases be submitted for approval in order to be implemented.

Article XI - Board of Directors

The Montour Band Parents Association Board of Directors for the purposes of these Bylaws shall be composed of the Executive Board.

Article XII - Personal Liability of the Board of Directors

Pursuant to 15 Pa. C.S. A. Section 5713, effective December 19, 1990, a director shall not be personally liable, for monetary damages for any action taken unless: (1) The director has breached or failed to perform the duties of his office under Pa.C.S.A. Section 5713; and (2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The general rule set forth in 15 Pa. C.S.A. Section 5713 shall not apply to:

- (1) The responsibility or liability of a director pursuant to any criminal statute; or
- (2) the liability of a director for the payment of taxes pursuant to Federal, State or local law. Pursuant to Pa. C.S.A. Section 5712, a director shall perform his duties as a director, including his duties as a member of any committee of the board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the corporation and with such care,

including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (1) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented,
- (2) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person,
- (3) A committee of the board upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence. A director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted. Except as otherwise provided in the bylaws, an officer shall perform his duties as an officer in good faith, in a manner he reasonably believes to be in the best interests of the corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A person who so performs his duty shall not be liable by reason of having been an officer of the corporation. Pursuant to Pa. R.C.P. Section 5716, in discharging the duties of their respective positions, the board of directors, committees of the board and individual directors, may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon suppliers and customers of the corporation and upon communities in which offices or other establishments of the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section relating to standard of care and justifiable reliance. Absent a breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director shall be presumed to be in the best interests of the corporation.

Article XIII - Indemnification of Directors, Officers and Employees

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is, or was a Director, officer or agent of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if the act or failure to act giving rise to the claim for indemnification is not determined by a court to have constituted willful misconduct or recklessness.

Section 2. – Expenses

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 claim, issue or matter therein, he shall also be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

Section 3 - 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 upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation pursuant to this Article XIII.

Section 4 - Non-exclusivity of ARTICLE XIII

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled and shall continue as to a person who has ceased to be a Director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

Article XIV – Dissolution

Upon the dissolution of the Association, the Executive Board shall, after paying or making provision for the payment of all of the liabilities, dispose of all the assets of the Association exclusively for the purpose, or purposes, stated in ARTICLE II of these Bylaws in such a manner, or to such organization, or organizations, constituted and conducted exclusively for like purposes as shall at that time qualify as exempt under Section 501(c)(3) and or Section 501(c)(7), Internal Revenue Code, or any corresponding provisions of any subsequent Federal Tax Law, as the Board of Directors may determine.

Article XV - Parliamentary Authority

Anything that is not covered by these Bylaws will be decided by a majority vote of the membership present at a regular meeting. This vote will be by secret ballot.

Article XVI – Amendments

a) These Bylaws may be amended at any regular meeting of this organization by a two-thirds vote of members present, provided the proposed Bylaws are presented to the membership at the previous regular meeting.

b) A Bylaws review committee shall be formed in January of odd-numbered years to review the Bylaws and solicit amendments from the Executive Board, the most recent Past-President and the General Membership. If amendments are in order, they shall be presented to the General Membership at the February meeting and shall be voted on at the March General Membership meeting. The ratification of any Bylaws changes shall be by vote (hand, voice or ballot).

End of Bylaws

All amended Bylaws shall be listed at the conclusion of the Bylaws.

Bylaws Amended: January 31, 2001, General Membership Meeting, Article VI – Duties of Office, Section 3. The Treasurer (b)

Current Executive Board: Karen Criscella (President), Roberta Peters (Vice-President), Nancy Baur (Treasurer), Ann Massucci (Recording Secretary), Darlena Mancuso (Corresponding Secretary)

Bylaws Ratified: by the General Assembly at the March 7, 2001 (rescheduled from February 28, 2001), Montour Band Parents Association monthly meeting.

Bylaws Amended: March 30, 2005, General Membership Meeting

Article II-Added the second paragraph that expands our non-profit status.

Article V-Noted that all ballot counting shall be done “visibly”, using any medium currently available.

Article VII-Added part (h) outlining student accounts.

Article XII changed upon legal consultation from Pegggy Jamiolkowski to be legally correct. Added “End of Bylaws” after Article XVI, so all future changes will be recorded. Changed spelling of “By-Laws” to “Bylaws”, according to Robert’s Rules, written by Doris P. Zimmerman, © 1997.

Referred to Officers of organization as “Executive Board” for the purpose of consistency. Referred to the students as “Montour High School Marching Band”. Referred to “Parents” as “Parent/Guardian”.

Current Board of Directors: Mark Coppler-President, Karen Evans Meyers-Vice- President, Lisa Ligouri-Recording Secretary, Shirley Dailey-Corresponding Secretary, Denise Moore-Treasurer, Don Dailey-Assistant Treasurer.

Bylaws Ratified: by the General Assembly at the March 30, 2005 Montour Band Parents Association monthly meeting.

Bylaws Amended: March 28, 2007, General Membership Meeting

Title – corrected the spelling of “ASSOCIATION”

Article VI section 3 – Added “; assures that the yearly tax return is filed with the IRS.”

Article IX section 3 – Added “All board members must vote on each decision.”

Current Board of Directors: Don Dailey – President, Tom Barclay – Vice President,

Collette Dukewich-Recording Secretary, Cheryl Simchak-Corresponding Secretary,

Maria Henry-Treasurer, Carol Cersosimo-Assistant Treasurer.

Bylaws Ratified: by the General Assembly at the March 28, 2007 Montour Band Parents Association monthly meeting.

Bylaws Amended: May 27, 2009, General Membership Meeting
Changes are highlighted with in **bold**.

Article VII - Payment of Bills - Disbursement of Funds

(h). Funds in a student's account can only be used for the individual student for band expenses or band sponsored activities. Funds remaining in the band student

account at the end of their graduating year, or funds remaining when a band student leaves the band program, will be disbursed as follows:

- May be transferred to a band student's sibling's account that is currently in the band program or to an upcoming sibling that **intends to join the band program as designated by the parent or guardian. The maximum period of time that the association can hold these funds for an upcoming sibling is a period of three (3) years.**

Unless informed otherwise, in writing to the Treasurer by the band member's parent or guardian within 90 days of the band member's high school graduation or resignation from the band, the Treasurer will transfer any remaining funds from the student's account to the Scholarship account.

Article V - Officers and their Election

Section 1. Officers

(b). Officers shall be elected by secret ballot at the **November** meeting.

(m). Officers elected at the **November** meeting will assume their official duties on **January 1st**, allowing for a short transition period.

Section 2. Election

(a). A **Nominating** Committee, consisting of no less than three members, will be selected by nomination from the floor at the **August** meeting. The Nominating Committee will select a Chairperson of the Committee. The Nominating Committee

will solicit interested individuals for officers for the upcoming year.

(b). The Nominating Committee shall provide a list of names and the offices they have consented to serve if elected. The names shall be provided to the membership at the **October** meeting.

Article VIII – Meetings

(f). The Executive Board can meet monthly and typically meets one week before the regular monthly meeting. This meeting is called by the President of

the organization or by another member of the Executive Board in the President's absence.

(g). The outgoing and incoming Executive Boards shall hold a transitional meeting after the November election of officers. This meeting will be called by the President-elect and shall be attended by both the in-coming and outgoing officers.

Article III - Policies

Section 4. The outgoing Executive Board shall make a conscientious effort to leave

at least a four thousand-dollar (\$4,000.00) balance in the general fund as of **December 31st** of every year.

Article III - Policies

Section 2. The members of the organization, when acting as chaperones or working

at a function, shall not use alcoholic beverages, illegal drugs, or participate in illegal

gambling. **Chaperones are required to obtain the following clearances prior to**

working as a chaperone for any MBPA or Montour School District event that

involves students: Pennsylvania State Police Record Check-ACT 34 and Pennsylvania Child Abuse History Clearance –ACT 151.

Article XVI - Amendments

a) These Bylaws may be amended at any regular meeting of this organization by a

two-thirds vote of members present, provided the proposed Bylaws are presented

to the membership at the previous regular meeting.

b) A Bylaws review committee shall be formed in January of odd-numbered years to review the Bylaws and solicit amendments from the Executive Board,

the most recent Past-President and the General Membership. If amendments

are in order, they shall be presented to the General Membership at the February meeting and shall be voted on at the March General Membership meeting. The ratification of any Bylaws changes shall be by vote (hand, voice

or ballot).

Current Board of Directors: Hank Majewski – President, Maureen Luzik – Vice President, Collette Dukewich - Recording Secretary, Chris Weismann – Corresponding Secretary, Richard Mason – Treasurer.

Bylaws Ratified: by the General Assembly at the May 27, 2009 Montour Band Parents Association monthly meeting.

Bylaws Amended: May 25 2011, General Membership Meeting

Changes as follows additions are in **blue**, deletions are **yellow**

• Article II – Purpose-

- Section 501 (c) (3) of the Internal Revenue code of **1954 1986**, and **Code of Federal Regulations**

• Article III - Policies

- Chaperones are required **to follow the rules and regulations of the Montour School District required** for trips and obtain **to obtain the following all required clearances** prior to working as a chaperone for

any MBPA or Montour School District event that involves students. :
Pennsylvania State Police Record Check ACT 34 and Pennsylvania
Child Abuse History Clearance –ACT 151.

- Section 4. The outgoing Executive Board shall make a conscientious effort to leave at least a four thousand dollar (\$4,000.00) balance in the general fund as of December 31st of every year. (This should be more due to major fundraisers in fall. The \$4,000 was amount when board changed in June)
- Article V - Officers and their Election
 - (c). Ballots listing each office shall be passed out by the Nominating Committee to all eligible voting members subject to Article IV Membership Section I-Full Membership ARTICLE V, Section I.
 - (f). To vote in an election, full membership also includes the definition as having participated in two regular Band Parent meetings and worked at two fund raisers and/or band functions during the year elections are held.
- Article VI - Duties of Office
 - (a). The Treasurer's accounts shall be examined semi-annually for the year of June 1 to May 31 by an Audit Committee of no less than three volunteer members. These volunteers may not include any of the Executive Board. These volunteers will be announced no later than the April meeting. for the June audit. and no later than the November meeting for the January audit. These audits shall be performed promptly after the November and May meetings. These audits shall be completed and an audit report shall be made during the regular January and June meetings of the Montour Band Parents Association. The Treasurer may request an audit at any time.
- Article VII - Payment of Bills - Disbursement of Funds
 - (e). However any contract entered into by the MBPA must be signed in accordance with the articles of incorporation. (i.e. Band Camp and Band Banquet, Fundraising that may need large upfront money).
 - (h). Treasurer will transfer any remaining funds from the student's account to the Scholarship or General account, at discretion of treasurer.
- Article X - Special Committees
 - (h) . A budget committee will develop a budget for the Band year of June 1 to May 31. The budget committee should consist of a minimum of 3 MBPA members and the Treasurer. The chairman cannot be an executive board member. A budget will be developed to be followed for the year, and will be approved at the July meeting. Committees will need to request any budget increases be submitted for approval in order to be implemented .

Current Board of Directors: Kathy Cain – President, Karen Marko – Vice President, Linda Barth - Recording Secretary, Tammy Cybator – Corresponding Secretary, Roy Cross – Treasurer. **Bylaws Ratified:** by the General Assembly at the May 25,2011 Montour Band Parents Association monthly meeting.

BYLAWS

NON-MEMBER

OF

ARTICLE I. Name and Address

The name of this corporation shall be _____, a Pennsylvania non-profit, non-stock corporation. The board of directors may designate other names for specific activities and programs as it deems appropriate. The principal office shall be located at _____.

ARTICLE II. Objectives

A. Purpose. The corporation's objectives include _____. The corporation's purpose shall be charitable, educational and scientific, consistent with the Articles of Incorporation for this corporation filed _____ with the Pennsylvania Department of State, incorporated herein by reference, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. Non-Profit. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

C. Distributions Upon Dissolution. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III. - Management

The affairs of the Corporation shall be managed by its board of directors. The board of directors shall have control of the property of the Corporation and shall determine its policies. The board of directors shall have all power and authority to carry out the business and purposes of the corporation. The Corporation will have no shareholders or voting members. The Corporation is organized on a non-stock basis.

ARTICLE IV. Board of Directors

A. Composition of the Board of Directors. The number of board members shall be at least _____ (_____) and no more than _____ (____). Directors shall be of adult age.

B. Election. Candidates for membership shall be selected from among those nominated by the Nominating Committee, which shall consist of three persons appointed by the Chairperson and/or President of the corporation. A majority of Directors present may also nominate candidates for positions on the board of directors. Directors shall be elected by a majority vote of those Directors present.

C. Terms. Each director shall serve for a term of three years, or until a successor is selected.

D. Removal. A director who has missed three or more consecutive meetings may be removed by a majority vote of the board members then sitting. A director may be removed for any reason by a vote of two-thirds of the members then sitting.

E. Vacancies. Vacancies may be filled at any time by a majority vote of members then sitting.

F. General Powers. The board of directors shall constitute the governing body of the corporation. The board shall manage the business and affairs of the corporation. It shall have all powers necessary to carry out the objectives of the corporation as set forth in Article 2. The board may accept, on behalf of the corporation, any contribution, bequest, or devise, and has

the power to sell, encumber, mortgage, lease or otherwise hold, acquire, or transfer all or any interest in property. The board shall have the authority to hire and dismiss employees, officers, agents and representatives as necessary in order to carry out the objectives of the corporation.

G. Meetings. Meetings of the board of directors shall be held at least once each year, at a reasonable time and place designated by the president. The president may designate additional meeting dates. One-third of the board members then sitting may, by written request, schedule additional meetings.

H. Annual Meeting. A meeting held no later than the fourth quarter of the year shall be designated as the "Annual Meeting," at which new members are elected and other formal annual business conducted.

I. Notice of Meetings. Board members shall receive ten days notice of regularly scheduled meetings. This notice may be given in writing, in person, by telephone, or by any other reasonable method.

J. Waiver of Notice of Meeting. A director may, in writing, waive notice of any meeting of the board of directors either before or after the meeting, and such waiver shall be deemed the equivalent of giving notice. Attendance of a director at a meeting shall constitute waiver of notice of that meeting, unless attendance is for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

K. Adjournment. A meeting of the board of directors may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

L. Informal Action. If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, the action shall be as valid as though it had been authorized at a meeting of the board.

M. Attendance by Telephone. If a member is not reasonably able to attend a meeting, a majority of the members present may authorize participation by telephone, so long as the absent member can hear, or be advised of the discussion of business, and other members can hear, or be advised of the absent member's votes or comments. A member participating by telephone may count toward a quorum.

N. Resignations. Any director may resign at any time by giving notice of resignation to any officer of the board.

O. Quorum. A quorum shall be Fifty (50%) percent of the directors then sitting.

P. Proxy Voting. There shall be no proxy voting. Upon a vote of two-third members then sitting, the board may allow proxy voting on a specific resolution, provided that a copy of the resolution shall be distributed to members at least 30 days prior to the meeting at which proxy voting on the resolution is proposed.

Q. Committees and Advisory Boards. The board of directors may appoint any committee or advisory board it deems necessary to help fulfill its functions.

R. Compensation of Board Members. No member of the board of directors shall receive any salary or compensation for their services as director. No member of the board of directors shall receive any service or benefit not provided to the general public. Members of the board of directors may receive reimbursement for out-of-pocket expenses incurred while conducting authorized business on behalf of the corporation. Members shall be entitled to receive reasonable fees for goods or services rendered to the corporation in capacities other than as members of the board.

ARTICLE V. Officers

A. Officers. The board of directors shall have a chairperson/president ('president'), a vice-president, a secretary, and a treasurer. Any person may hold two or more offices except that the president shall not also be vice-president, secretary or treasurer.

B. Duties of Officers.

1. The president shall preside at all meetings of the board and executive committee. The president shall appoint members to standing and ad hoc committees. The president shall perform whatever duties the board of directors may from time to time assign.

2. The vice-president shall carry out the duties of the president when the president is absent or incapacitated; shall have the same power and duties as the president when acting in that capacity; and shall perform whatever duties the board may from time to time assign.

3. The secretary shall have charge of such books, documents and papers as the board of directors may determine; shall keep, or cause to be kept, a true and complete record of the meetings of the board of directors; shall give, or cause to be given, notice of all meetings of the directors; shall keep, or cause to be kept, a record containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence, the names of persons entitled to participate in corporate affairs. Such books shall be open for inspection as provided by law. The secretary shall, in general, perform all the duties incident to the office of secretary subject to the control of the board of directors and shall perform other duties as may be prescribed by the board of directors.

4. The treasurer shall have custody of all corporate funds, property and securities subject to such regulations as may be imposed by the board of directors. The treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements and shall deposit, or cause to be deposited all corporate funds and other valuable effects in the name of and to the credit of the corporation in a depository or depositories designated by the board of directors. Corporate funds may be deposited only in banks or institutions which are insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation. The treasurer shall give to the president or board, whenever they require it, an account of transactions as treasurer and of the financial condition of the corporation and shall, in general, perform all duties incident to the office of treasurer, subject to the control of the board of directors.

C. Executive Committee. The Executive Committee shall be composed of the officers of the board of directors and other board members as a majority of the board shall designate. They shall meet as needed to plan for the board's work and to fulfill tasks assigned to them by the board.

D. Election and Terms. The officers shall be elected by the board of directors. The term of office shall be for three years, or until the officer's term as director expires.

ARTICLE VI. Staff

A. Executive Director. The executive director is responsible for administering the program of the corporation. The executive director is accountable to the board of directors and shall work closely with the board to fulfill its objectives. The executive director, as authorized by the board's fiscal policy, shall sign or delegate authority to sign checks and enter into agreements with the approval of the board of directors, which are necessary to carry out the objectives of the corporation. The executive director may hire other staff members as the board of directors authorizes. The executive director shall be a member or an ex officio member of the board. Unless a director, the executive director shall not be entitled to vote but shall be entitled to notice of and attendance at meetings, except those portions of a meeting at which matters directly relating to the director are discussed.

B. Other Staff. All other staff shall be supervised by and accountable to the director.

C. Hiring policies. Hiring shall be conducted in full compliance with the corporation's anti-discrimination and conflict of interest policies. The corporation shall hire no employees who are members of the immediate family (spouse, grandparent, parent, brother or sister, son or daughter) of any board member, or of any person who will supervise the employee.

ARTICLE VII. Finances

A Fiscal Year. The board shall establish the corporation's fiscal year.

B Budget. The board of directors shall prepare and adopt a budget at its first meeting each year.

C Annual Financial Statement. The corporation shall prepare an annual financial statement for distribution to board members.

D Fiscal Policy. The board shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls, the signing of checks; the obligation of funds; approval of contracts, leases, deeds and mortgages; and other significant aspects of the organization's fiscal operation. The fiscal policy shall assure that the corporation shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.

E Seal. The corporation will not use a common seal. The signature of the name of the corporation by an authorized person shall be legal and binding.

ARTICLE VIII. Limitation of Personal Liability of Directors.

A. Limitation on Liability. A director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(i) the director has breached or failed to perform the duties of his or her office as defined below; and

(ii) the breach or failure to perform constitutes self dealing, willful misconduct or recklessness.

The provisions of this section shall not apply to (a) the responsibility or liability of a director pursuant to any criminal statute; or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

B. Standard of Care and Justifiable Reliance. A director of the corporation shall stand in a fiduciary relationship to the corporation, and shall perform his or her duties as a director, including his or her duties as a member of any committee of the board upon which he or she may serve in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(i) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in matters presented;

(ii) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person;

(iii) A committee of the board upon which he or she does not serve duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted. In discharging the duties of their respective positions, the board, committees of the board, and individual directors may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon persons with whom the corporation has business and other relations and upon communities which the offices or other establishments of or related to the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this Article. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the corporation.

C. Indemnification in Third Party Proceedings. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suitor 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 representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner 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 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.

D. Indemnification in Derivative Actions. The corporation shall 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 representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably

incurred 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 of 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 his or her duty to the corporation unless and only to the extent that the Court of Common Pleas of Indiana County or 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 the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

E. Mandatory Indemnification. Notwithstanding any contrary provision of the Articles or these Bylaws to the contrary, in the event that a representative of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either section C or D above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

F. Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification under Section C or D above shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

- (i) by the board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or
- (ii) if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

G. Advancing 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 by the board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized above.

H. Indemnification of Former Representatives. Each such indemnity may continue as to a person who has ceased to be a representative of the corporation and may inure to the benefit of the heirs, executors and administrators of such person.

I. 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 such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability.

J. Reliance on Provisions. Each person who shall act as an authorized representative of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article VIII.

ARTICLE IX. Parliamentary Procedures

Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

ARTICLE X. Amendments of the Charter and Bylaws

The charter and these bylaws may be amended, supplemented, or repealed by a two-thirds vote of the directors present at any meeting at which a quorum is present. Before directors may vote on an amendment to the charter or bylaws, notice must be given to directors of the proposed amendment at a prior meeting of the board, and in no case less than 30 days before the amendment is to be considered. These bylaws shall become effective upon approval by the board of directors.

ARTICLE XI. Statement of Nondiscrimination

The corporation shall not discriminate against any person in the hiring of personnel, election of board members, provision of service to the public, the contracting for or purchasing of services or in any other way, on the basis of race, color, sex, national origin, disabling condition, age, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

The undersigned certifies that these above Bylaws were
Approved and Adopted by the Board of Directors of the Corporation effective
As of _____, 2013, and
Have been entered into the Minute Books of the Corporation

By: _____
 , Secretary

SAMPLE CONFLICT OF INTEREST POLICY

Appendix A: Sample Conflict of Interest Policy – IRS Instructions for Form 1023

Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion,

including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Article VII Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and

services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.