

BYLAWS  
OF  
POTOMAC FALLS BAND BOOSTERS, INC.  
ADOPTED MARCH 10, 2020

ARTICLE 1. OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located in Loudoun County, Commonwealth of Virginia.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Executive Board may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

46400 Algonkian Parkway, Potomac Falls, VA 20165: Dated: July 14, 2004

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the Commonwealth of Virginia, where it is qualified to do business, as its business and activities may require, and as the Executive Board may, from time to time, designate.

ARTICLE 2. NONPROFIT PURPOSES

SECTION 1. IRS SECTION 501(c)(3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in section 501(c)(3) of the Internal Revenue Code, 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.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be:

- (a) To establish a band program booster organization open to the general public;
- (b) To foster and sustain band programs by providing educational and support materials and resources for students of Potomac Falls High School participating in band and color guard programs;
- (c) To provide support such as uniforms; instruments; music; equipment; repair, replacement, and maintenance thereof as appropriate; transportation, special instruction, financial aid; and assistance and encouragement of the parents or guardians of such students;
- (d) To benefit the community served by Potomac Falls High School through recognition achieved by the band program and by lessening of the burden placed on publicly funded high school programs;
- (e) To sponsor public fund raising activities;
- (f) To sponsor special events in support of the band program; and,
- (g) To engage in other activities related to educating the public about the band program at Potomac Falls High School.

### ARTICLE 3. SPONSORS

#### SECTION 1: TERM

All sponsors are for a period of one year, commencing on July 1 and terminating on June 30 of the following year.

#### SECTION 2: CONTRIBUTIONS

Annual contributions for sponsors shall be determined by the Executive Board.

#### SECTION 3: CLASSIFICATION

PFHS Band Boosters, Inc. has no members. The corporation will be open to sponsors from the parents and legal guardians of participants in the Potomac Falls High School (PFHS) Band Program, other friends of the PFHS band program, and individuals in the community working for the betterment of the Band Program. Sponsorship will commence upon receipt of annual donation established by the Executive Board. Officers must be active sponsors.

### ARTICLE 4. EXECUTIVE BOARD MEETINGS

#### SECTION 1. PLACE OF EXECUTIVE BOARD MEETINGS

Meetings of the Executive Board shall be held at the principal office of the corporation unless otherwise provided by the Executive Board or at such other place as may be designated from time to time by resolution of the Executive Board.

#### SECTION 2. OPEN EXECUTIVE BOARD MEETINGS

The Executive Board will meet at least four (4) times within a year including the annual meeting. At least four (4) Executive Board meetings will be open to sponsors to attend with the dates of these meetings established one month in advance by the Executive Board. Sponsors shall be informed of the regular meetings and invited to attend for the purpose of dispersing information, receiving reports, giving insight to discussions and participating in non-binding votes. The Executive Board may choose to vote on business within these meetings or hold a separate meeting to vote on business matters.

#### SECTION 3. ANNUAL MEETINGS

The annual meeting of the Executive Board shall be held in May when a proposed slate of new officer candidates shall be considered and voted upon by the present Executive Board. The proposed budget for the ensuing year will be presented at this meeting and approved by the present Executive Board.

#### SECTION 4. SPECIAL MEETINGS

Special meetings of the Executive Board may be called by the Band Director, the President, the Treasurer, or by any two officers. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

#### SECTION 5. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Executive Board:

- (a) OPEN EXECUTIVE BOARD MEETINGS Notice of Executive Board meetings with sponsors will be given, as per Section 2 above, at least one month in advance to all sponsors through electronic email or public calendar;
- (b) EXECUTIVE BOARD BUSINESS MEETINGS If the Executive Board meets separate from the open meeting with sponsors, notice of these meetings will be given, as per section 2 above, at least one month in advance to all Executive Board members;

- (c) **SPECIAL MEETINGS** Except in the case of emergency, at least two weeks prior notice shall be given by the Secretary of Communications to each Executive Board member of a special meeting of the Executive Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by electronic mail, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile or electronic mail notification, the officer to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty-four hours of the first facsimile or electronic transmission.

#### **SECTION 6. QUORUM FOR MEETINGS**

A quorum shall consist of at least four (4) members of the Executive Board. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Executive Board at any meeting at which the required quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

#### **SECTION 7. MAJORITY ACTION AS EXECUTIVE BOARD ACTION**

Every act or decision done or made by a simple majority of the Executive Board members present at a meeting duly held is the act of the Executive Board, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Executive Board. All actions of the Executive Board shall be in philosophical accord and acknowledged support of the Director of Bands. The Director of Bands holds veto power over all decisions made by the Executive Board or via other means.

#### **SECTION 8. CONDUCT OF MEETINGS**

Meetings of the Executive Board shall be presided over by the President of the Corporation, or, in his or her absence, the Vice President of the Corporation or, in his or her absence, by the Treasurer of the Corporation. The Secretary of Communications of the Corporation shall act as secretary of all meetings of the Executive Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by such procedures as may be approved from time to time by the Executive Board, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

### **ARTICLE 5. EXECUTIVE BOARD**

#### **SECTION 1. NUMBER AND DESIGNATION**

The Executive Board of the corporation shall consist of at least six officers and the Director of Bands. The officers of the corporation shall be a President, Vice-President, Treasurer, Secretary for Communications, Secretary for Organization, and Secretary for Human Resources. The Treasurer duties for Receivables and Disbursements can be assigned to a Board appointed designee to support the position of Treasurer, as required.

#### **SECTION 2. QUALIFICATIONS**

Officers shall be of the age of majority in this state. Any PFHS Band Booster sponsor may serve as an officer of this corporation except the position of Director of Bands. This position is held by the employee of the Loudoun County Public Schools hired to direct the band program at Potomac Falls High School. The same person may not hold more than one office. The President shall not be related by blood or marriage to any other member of the Executive Board.

### SECTION 3: NOMINATION

Nominations for officers are to be given to the Secretary of Communications during the month of April. Any sponsor of the corporation may nominate himself or herself as well as another sponsor for an office. By May 1<sup>st</sup>, this slate is to be presented by the Secretary of Communications to the present Executive Board for action.

### SECTION 4. ELECTION AND TERM OF OFFICE

Officers, other than the Director of Bands, shall be elected by the Executive Board, at any time and at least once a year at the annual meeting in May. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

In the election, each officer shall cast one vote per candidate per office. The candidates receiving a majority and the highest number votes of shall be elected to serve on the new Executive Board. All candidates must be voted upon and receive majority votes even if only one candidate is nominated per office.

### SECTION 5. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Executive Board.

### SECTION 6. TERM OF OFFICE

Each officer shall hold office for a period of one year and until his or her successor is elected and qualifies.

### SECTION 7. COMPENSATION

Officers shall serve without compensation.

### SECTION 8. VACANCIES

Vacancies on the Executive Board, other than that of Director of Bands, shall exist (1) on the death, resignation, disqualification, or removal of any officer, and (2) whenever the number of authorized officers is increased.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Executive Board may be filled by approval of the Executive Board. If the number of officers then in office is less than a quorum, a vacancy on the Executive Board may be filled by approval of a majority of the officers then in office or by a sole remaining officer. A person elected to fill a vacancy on the Executive Board shall hold office until the next election of the Executive Board or until his or her death, resignation or removal from office.

### SECTION 9. REMOVAL or RESIGNATION

The Executive Board may remove any officer, other than the Director of Bands, either with or without cause, at any time. Any officer may resign at any time by giving written notice to the Executive Board or to the President of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No officer may resign if the corporation would then be left without a duly elected officer or officers in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Officers may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

#### SECTION 10. NONLIABILITY OF OFFICERS

The officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### SECTION 11. INDEMNIFICATION BY CORPORATION OF OFFICERS

The corporation to the fullest extent permissible shall indemnify the officers of the corporation under the laws of this state.

#### SECTION 12. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Executive Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including an officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

### ARTICLE 6. DUTIES OF OFFICERS

#### SECTION 1. DUTIES OF DIRECTOR OF BANDS

The Director of Bands shall serve as the artistic and educational leader of the band program. This person will also serve in an advisory capacity to represent the interests of the students, the band program as a whole and as a liaison between the school system and the band boosters. The Director of Bands shall submit a list of fiscal priorities and provide other information reflecting the needs of the program.

#### SECTION 2. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Executive Board, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Executive Board.

- (a) The President shall preside at all meetings of the Executive Board and at all open meetings with sponsors.
- (b) The President will serve as the liaison with the PFHS Band Director and will coordinate all Band Booster activities and correspondence.
- (c) The President shall appoint, with approval of the Executive Board, chairperson and co-chairperson to standing and special committees authorized under these By-laws, except where committees are otherwise designated as responsibilities of elected officers.
- (d) The President shall serve as ex-officio member of all standing and ad-hoc committees.
- (e) Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Executive Board.

#### SECTION 3. DUTIES OF VICE PRESIDENT

The Vice President shall:

- (a) In the absence of the President, accept and discharge the duties of the President's office.
- (b) Act as liaison to the representatives of the Loudoun County Public Schools, if the President is unable to serve in this capacity due to conflict of interest.
- (c) Oversee Ways and Means committee

#### SECTION 4. DUTIES OF TREASURER

The Treasurer shall:

Primary Duties:

- (a) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (b) Exhibit at all reasonable times the books of account and financial records to any officer of the corporation, or to his or her agent or attorney, on request there from.
- (c) Render to the President and officers as requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- (d) Prepare, or cause to be prepared, and submitted to all Board members for review the monthly financial statements, bank statements, and bank reconciliation.
- (e) Prepare, or cause to be prepared, and file the required tax documentation as required by the laws of Loudoun County, the Commonwealth of Virginia and the United States of America.
- (f) Prepare, or cause to be prepared, and file the required documentation as required by any insurance policies held by the corporation.
- (g) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Executive Board.

Receivables and Disbursement Duties:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Executive Board.
- (b) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- (c) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Executive Board, taking proper vouchers, for such disbursements.

#### SECTION 5. DUTIES OF SECRETARY FOR COMMUNICATIONS

The Secretary for Communications shall:

- (a) Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- (b) Keep at the principal office of the corporation or at such other place as the Executive Board may determine, a record of minutes of all meetings of the officers, and, if applicable, meetings of committees of officers and of open meetings with sponsors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (c) Assure that all notices are, in accordance with the provisions of these Bylaws or as required by law, duly given.
- (d) In April, gather all nominations for officers. By May 1<sup>st</sup>, this slate is to be presented to the present Executive Board for action.
- (e) Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.
- (f) Exhibit, at all reasonable times to any officer of the corporation, or to his or her agent or attorney, on request there from, the Bylaws, and the minutes of the proceedings of the officers of the corporation.
- (g) Oversee Communications Committee for the corporation or Band Program such that said publicity is compliant with Loudoun County Public School guidelines and distributed in a timely manner.

## SECTION 6. DUTIES OF SECRETARY FOR ORGANIZATION

The Secretary for Organization shall:

- (a) Maintain a current roster with the name and address, both postal and, if available, electronic of each and any sponsor, and, in the case where any affiliation has been terminated, he or she shall record such fact in the sponsor database together with the date on which such affiliation ceased.
- (b) Exhibit, at all reasonable times, to any officer of the corporation, or to his or her agent or attorney, on request there from, the current sponsor roster.
- (c) No sponsor shall have their address, electronic or postal, shared with third parties unless that sponsor provides written permission for the release of that information. This does not preclude the sharing of total roster information within this organization for the purpose of advancing the goals of this corporation.
- (d) Oversee Booster promotional items available to sponsors of the corporation.
- (e) Oversee Hospitality Committee.

## SECTION 7. DUTIES OF SECRETARY FOR HUMAN RESOURCES

The Secretary for Human Resources shall create, maintain and administer on behalf of the corporation a database of those persons who have volunteered to serve in support of the corporation or Band Program.

## ARTICLE 7. COMMITTEES

### SECTION 1. EXECUTIVE COMMITTEE

The Executive Board may, by a majority vote of its members, designate an Executive Committee consisting of two members of the Executive Board and may delegate to such committee the powers and authority of the Executive Board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Executive Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Executive Board.

The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Executive Board from time to time as the Executive Board may require.

### SECTION 2. STANDING COMMITTEES

The Executive Board may by majority vote establishing any of the following standing committees. The chairpersons for standing committees will be appointed by the Executive Board. No Executive Board member may serve as chairperson of a committee which he or she oversees unless the President deems no alternate candidate can be identified. Chairpersons will serve without compensation.

- (a) Ways and Means
  1. Establish a calendar of events designed to meet the annual goal of the Executive Board proposed budget.
  2. Present information regarding planned events at Executive Board and open meetings with sponsors showing the goals and estimated revenues of the projects.
  3. Coordinate with the Secretary of Human Resources those responsibilities necessary to complete sub-tasks.
  4. Collect monies and submit carefully prepared accounting statements and monies to the Treasurer.

(b) Communications

1. Provide maximum exposure for all Band and Guard activities through all media available (i.e., webpage, newsletter, newspaper, etc.).
2. Responsible for preparing articles for publication in the school newsletter.
3. Coordinate with the Band Director for accuracy and compliance with Loudoun County policies.

(c) Hospitality

1. Shall be responsible for the social functions which include families of the Band and Guard program. This includes, but not limited to banquets, dinners, and reception after concerts.
2. Coordinate with Secretary of Human Resources to allocate volunteers to help at the function as well as to provide refreshments when necessary.

### SECTION 3. SPECIAL COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Executive Board. These committees may consist of persons who are not also members of the Executive Board and shall act in an advisory capacity to the Executive Board. The President shall designate an Executive Board member to oversee the special committee.

### SECTION 4. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and executed in accordance with the provisions of these Bylaws concerning meetings of the Executive Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Executive Board and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Executive Board or by the committee. The Executive Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## ARTICLE 8. FINANCIAL POLICIES

### SECTION 1. EXECUTION OF INSTRUMENTS

The Executive Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### SECTION 2. BUDGET

A budget shall be formulated by the Treasurer or President of the Corporation and the Director of Bands and presented for approval by the Executive Board prior to the annual meeting in May. A minimum operation balance of \$5,000 shall be carried forward by the Corporation treasury at the end of the school year.

### SECTION 3. AUDIT

A review of the Treasurer's records will be completed yearly between June 30<sup>th</sup> and Sept. 30<sup>th</sup>. The review will be conducted by a certified public accountant who is not a sponsor of the corporation and who is not related to a student in the Band Program.



#### SECTION 4. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Executive Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation up to two-hundred and forty-nine dollars and ninety-nine cents, (\$249.99) shall be signed by the Treasurer.

For checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation in of or in excess of two hundred and fifty dollars (\$250.00) shall be signed by the Treasurer and one other approved Board Member.

#### SECTION 5. DEBIT CARDS / CREDIT CARDS

Debit Cards / Credit Cards are maintained by the President and the Director of Bands. Use of the debit card / credit card is authorized by the President or the Director of Bands. Transactions are captured monthly via the Bank Statements and reviewed and approved during the Executive Meetings. All receipts are maintained by the Treasurer as part of the books of the organization.

#### SECTION 6. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Executive Board may select.

#### SECTION 7. GIFTS

The Executive Board may accept on behalf of the corporation any contribution, gift, bequest, or device for the nonprofit purposes of this corporation.

### ARTICLE 9. CORPORATE RECORDS, REPORTS, SEAL, & FISCAL YEAR

#### SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

- (a) Minutes of all meetings of officers and committees of the Executive Board and open meetings with sponsors indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A database of its sponsors;
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by sponsors of the corporation at all reasonable times during office hours.

#### SECTION 2. OFFICERS' INSPECTION RIGHTS

Every officer shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

#### SECTION 3. SPONSORS' INSPECTION RIGHTS

Each and every sponsor shall have the following inspection rights, for a purpose reasonably related to such person's interest as a sponsor:

- (a) To inspect and copy the record of all sponsors' names, at reasonable times, upon written request of the Secretary of Communications of the corporation stating the purpose for which the inspection rights are requested.
- (b) To obtain from the Secretary of Communications of the corporation, upon written request, a list of the names, addresses of those officers entitled to vote for the election of directors as of the most

recent record date for which the list has been compiled or as of the date specified by the sponsor subsequent to the date of request. The demand shall state the purpose for which the list is requested. The sponsor list shall be made within a reasonable time after the request is received by the Secretary of Communications of the corporation or after the date specified therein as of which the list is to be compiled.

- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the meetings with sponsors or of the Executive Board or committees of the Executive Board, upon written request of the Secretary of Communications of the corporation by the sponsor, for a purpose reasonably related to such person's interests as a sponsor. Sponsors shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

#### SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

#### SECTION 5. PERIODIC REPORT

The Executive Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the sponsors, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

#### SECTION 6. CORPORATE SEAL

The Executive Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

#### SECTION 7. FISCAL YEAR

The fiscal year of the corporation shall be July 1 to June 30.

### ARTICLE 10 IRC 501(c)(3) TAX EXEMPTION PROVISIONS

#### SECTION 1. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its 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 of this corporation.

#### SECTION 2. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate 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 provisions of these Bylaws, this 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 (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

#### SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the

meaning of section 501(c)(3) of the Internal Revenue 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.

#### SECTION 4. PRIVATE FOUNDATION REQUIREMENTS & RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

#### ARTICLE 11. AMENDMENT OF BYLAWS

##### SECTION 1. AMENDMENT

Subject to the power of the officers of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Executive Board. Amendments and Bylaw adoptions shall become effective upon approval as can be implemented by the Executive Board or within one year, whichever is less.

#### ARTICLE 12. CONSTRUCTION AND TERMS

##### SECTION 1. CONSTRUCTION

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

##### SECTION 2. TERMS

All references in these Bylaws to the Articles of Incorporation shall be to the founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to the corresponding sections of any future federal tax code.