

BYLAWS OF
ORCHARD VIEW SCHOOLS BAND PARENTS, INC.
(A Michigan Non-Profit Corporation)

ARTICLE I – Name and Registered Office

- A. Name – The name of this corporation is the Orchard View Schools Band Parents, Inc.
- B. Registered Office – The registered office of the corporation is 16 N. Quarterline Rd., Muskegon, Mi 49442. The resident agent shall be the person who from time to time is designated by the Board of Directors.
- C. Principal Office – The corporation shall have its principal office at 16 N. Quarterline Rd., Muskegon Mi 49442 , and it may also maintain offices at such other place or places as the Board of Directors may from time to time designate.

ARTICLE II – Purpose

- A. Objectives – The corporation is organized and shall be operated to complement and supplement the 6th - 12th grade band programs of the Orchard View Public Schools, particularly by meeting the needs of the band department of Orchard View Public Schools through organizing and operating programs to benefit the band department, distributing funds to support programs and projects for its benefit, and holding, administering and distributing assets owned by the corporation to address and meet the charitable needs of the band department. The corporation shall possess all powers granted by the laws of Michigan to carry out these purposes.
- B. Earnings, Payments and Distribution – No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation or any other private person, but the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable purposes. Except as permitted by the Internal Revenue Code of 1986, no substantial part of the activities of the corporations 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- C. Corporate Activities – Notwithstanding any other provisions of the Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on:
 - 1. By a corporate exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986; or
 - 2. By a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986.
- D. Tax Treatment – This corporation is intended to be an organization which is exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 and which is a public charity under Section 509 (a) (3) of the Internal Revenue Code of 1986. All terms and provision of the Articles and the Bylaws of the corporation, and all operations of the

corporation, shall be construed, applied and carried out in accordance with such intent. For purposes of the Articles and the Bylaws of the corporation:

1. “public charity” means a qualified charitable organization which is “other than a private foundation” within the meaning of Section 509 (a) (1), (2), or (3) of the Internal Revenue Code of 1986;
2. “charitable purposes” means those purposes under Section 501 (c) (3) of the Internal Revenue Code of 1986 which are permitted of the corporation as public charity under the Internal Revenue Code of 1986;
3. “qualified charitable organization” means an organization which is organized for charitable purposes and qualified as exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986; and
4. Reference to any section of the Internal Revenue Code of 1986 includes the corresponding provisions then in effect of any subsequent Federal tax laws.

ARTICLE III – Membership

- A. Members – The corporation is a non-stock, non-profit membership corporation. Each parent or guardian of a student who is a participant in the instrumental music program of Orchard View Public Schools is a member of the corporation.
- B. Dues – There shall be no membership fee or dues required for membership in the corporation

ARTICLE IV – Meetings of Members

- A. Meetings – The membership shall hold regular meetings monthly during the school year. The tentative date of each meeting shall be set in August of each year. The tentative dates shall be set at the discretion of the Board of Directors and emailed and/or posted on social media to all the members. Meetings may be added, postponed, or cancelled at the discretion of the Board of Directors. The annual meeting of the corporation shall be held in May of each year. At the annual meeting the officers of the corporation shall be elected, the annual reports of standing committees shall be presented and the annual treasurer’s report shall be reviewed.
- B. Special Meetings – Special meetings of the members may be called by the President or upon the request of any two (2) Board members. Such request shall state the purpose or purposes of the requested meeting. Business transacted at any special meeting shall be limited to the object(s) stated in the notice.
- C. Place of Meeting – The President or Board of Directors may designate any place as the place of meeting for any annual or special meeting called in the manner authorized by Section 2 hereof. If no designation is made, or if a special meeting be otherwise called, the place of the meeting shall be the High School Band Room designated in Section 3 of Article I of these Bylaws.
- D. Notice of Meetings – Email, text and/or social media posts stating the place, day, and hour of the regular and any special meetings, and the purpose or purposes for which any meeting is called, shall be delivered to each member not less than ten (10) days before the day of the

meeting, by or at the direction of the Board of Directors, the Secretary or the officers or persons calling the meeting. The attendance of the member at any meeting constitutes a waiver of notice of the meeting, except when a member attends a meeting for the express purpose of objecting, at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or commenced, or thereafter because an item had not been included in the notice of meeting.

- E. Quorum – The presence of at least four (4) of the members entitled to vote in person or by proxy shall be required and shall constitute a quorum at all meetings of the members for the transacting of business except as otherwise provided by statute, the Articles of Incorporation or the Bylaws. Whether or not a quorum is present, a meeting may be adjourned by a vote of a majority of the members present and entitled to vote. At such meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.
- F. Voting – At every meeting of members, each member shall be entitled to vote in person or by proxy. All proxies proposed to be voted at a meeting of the members shall be submitted to the Secretary at least three (3) days prior to the meeting of the members at which any such proxy is proposed to be voted. The duly appointed instrument shall be signed by such member and bear a date not more than eleven (11) months prior to such meeting, unless such instrument provides for a longer period. Each member of the corporation shall be entitled to one vote.

ARTICLE V – Board of Directors

- A. Qualifications – The Board of Directors shall consist the band director (or directors) of Orchard View Public Schools and the members of the Executive Board elected by the members of the corporation. Each director shall serve without compensation except for reasonable expenses incurred for this corporation.

Vacancies occurring on the Board of Directors as a result of death, resignation, removal, or an increase in the number of Directors, or otherwise shall be filled by the membership.

A Director may be removed from office by a majority vote of the Board of Directors for failing to attend three (3) consecutive Board of Directors meetings without an excuse acceptable to the Board of Directors.

The membership of the corporation may remove and replace any participating Director, custodian, or agent who has breached its fiduciary duty under State law, or for failure to carry out and assist in fulfilling charitable objectives and priorities of the corporation.

- B. Number, Election and Term of Office – The Board of Directors shall consist of no less than three (3) and no more than nine (9) persons selected by majority vote of the membership. In addition, the band directors of all band programs shall serve as standing members of the Board of Directors. The appropriate number of Directors shall be selected to each year to serve a term of one (1) year.
- C. Powers and Duties of the Directors – The Board of Directors shall have charge of the affairs, property and assets of the corporation. It shall be the duty of the Directors to carry out the purposes outlined in these Bylaws and, to this end, manage and control all of its property and

assets. No distribution, however, to or for the benefit of the Treasurer and 2 officers of the Orchard View Public Schools may be made without the approval of one or more of the Band Directors. In carrying out its duties, the Board of Directors is authorized to elect officers and to employ or arrange for the services of such persons, including attorneys, agents, and assistants, as in its opinion are needed for the administration of the corporation and to pay reasonable compensation for services and expenses thereof.

D. Miscellaneous

1. Each member of the Board of Directors shall serve in a fiduciary capacity, and shall exercise his or her powers in such manner as not to disqualify any gift from deduction as a charitable contribution, gift, or bequest in computing any Federal income, gift, or estate tax of the donor or the donor's estate, and not to disqualify the corporation from Federal income tax exemption as a qualified charitable organization and from classification as a public charity.
2. Neither the Board of Directors, nor any of its members individually, shall be liable for acts, neglects, or defaults of any employee, agent or representative selected with reasonable care, nor for anything it may do or refrain from doing in good faith, including the following, if done in good faith: errors in judgement, acts done or committed on advice of counsel, or mistakes of fact or law.

E. Annual Meetings – The annual meeting of the Board of Directors for the transaction of such business as may properly come before the meeting shall be held in May in each year on a date specified by the President of the Corporation.

F. Regular Meetings – The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board for consideration of such business as may properly come before the meeting.

G. Special Meetings – Special meetings of the Board of Directors may be called by or at the request of the President, and two Directors, or a Band Director of Orchard View Public Schools. The person or persons authorized to call special meetings of the Board may fix the time and place of the same.

H. Notice – Notice of any special meeting shall be given at least five (5) days previous thereto by written notice delivered personally or mailed or emailed to the resident agent of the corporation and each Board of Directors member at his business address or email address. If mailed, such notice shall be deemed to delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by email, such notice shall be deemed to be delivered when the email has been sent. Any member of the Board of Directors may waive notice of any meeting. The attendance of a Board of Director's member at any meeting shall constitute a waiver of notice of such meeting, except where a Board of Directors member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose need to be specified in the notice or waiver of notice of such meeting.

I. Quorum – It shall be necessary for a majority of the directors to be in attendance to have quorum for the transaction of business at any meeting of the Board of Directors, provided that

less than a majority of the members of the Board of Directors present may adjourn the meeting from time to time without further notice. The vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the Board of Directors, unless the vote of a larger number is required by statute, the Articles of Incorporation, or these Bylaws.

- J. Participation by Communication Equipment – A member of the Board of Directors or of a committee designated by the Board may participate in a meeting by means of conference telephone, email, text messaging or similar communications equipment by means of which all persons participating in the meeting can hear or respond to each other. Participation in a meeting pursuant to this provision constitutes presence in person at the meeting.
- K. Informal Action by Board of Directors – Action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors or of a committee thereof, may be taken without a meeting if, before or after the action, all members of the Board or of the committee consent thereto in writing. The written consent, whether email, text message or social media messaging shall be filed with the minutes of the proceedings of the Board or committee. The consent has the same effect as a vote of the Board of Directors or committee of the Board for all purposes.
- L. Compensation – Members of the Board of Directors shall not receive any compensation for their services as members of the Board of Directors.
- M. Manifestation of Dissent – A member of the Board of Directors of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be assumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by email to the secretary of the corporation immediately after the adjournment of the meeting. Such right of dissent shall not apply to a member of the Board of Directors who voted in favor of such action.

ARTICLE VI – Committees

- A. Executive Committee – The Executive Committee shall consist of the President, the Vice-President, the Secretary, the Treasurer, the Concession Coordinator and the Band Director(s). The Committee shall, during the intervals between meetings of the Board of Directors, possess and exercise all of the powers of the Board of Directors in management of the affairs and property of the corporation except as otherwise provided by law, the Bylaws, or by Resolution of the Board of Directors. The presence of all officer members of the committee and one band director shall be necessary to constitute a quorum. Majority vote shall be the act of the committee. The use of proxies shall not be allowed for any purpose at any meeting of the Executive Committee. The committee shall keep full and fair records and accounts of its proceedings and transactions. All actions by the committee shall be reported to the Board of Directors at its next meeting succeeding such action and shall be subject to the revisions and alterations by the Board, provided that no rights of third persons shall be affected by any revision or alteration.
- B. Finance Committee – The Finance Committee shall consist of the Treasurer, two (2) other Directors (elected by the Board of Directors), the Band Directors of Orchard View Public Schools.

The Finance Committee shall meet on a regular basis, as determined by the committee members, and perform the following functions:

1. Adopt investment policies for the corporation's funds, as funds allow;
 2. Determine the needs of the band department of Orchard View Public Schools; and
 3. Make recommendations to the Board of Directors and members regarding the amount, timing, and purpose of distributions of corporate funds (both income and principal) to or for the benefit of the band department.
- C. Advisory Committees – The Board of Directors may, from time to time, appoint, as an Advisory Committee or Committees, persons whose advice, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the corporation's purposes.
- D. Other Committees – The Board of Directors may provide for such other standing or special committee as it deems desirable, and may discontinue the same at its pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, the Articles of Incorporation and these Bylaws, as said Board of Directors may prescribe, provided, however, under no circumstances shall the Board of Directors delegate to such other committees any of the powers which are specifically prohibited to be delegated to the Executive Committee pursuant to Section 1 of this Article V.
- E. Member of Committees – Each member appointed to a committee established pursuant to this Article V shall be a member of corporation and must include at least one Board Director and may serve as a member of the committee only so long as such member remains a member of the corporation (except as otherwise specifically provided in these Bylaws). Nothing in this paragraph shall be construed to prohibit the use of ex officio, non-voting members on a committee who do not meet the above stated criteria and qualifications for voting membership, nor shall it be construed to prohibit the creation of advisory groups or committees without powers other than that to advise which advisory committees may be composed of individuals who may or may not be members of the Board of Directors.

ARTICLE VII – Officers

- A. Officers – The officer of the Corporation shall be elected by the membership and shall consist of a President, Vice-President, Secretary, Treasurer, and Concession Coordinator and such other officers as may, from time to time, be determined by the Board of Directors. No person shall hold more than one office at one time. The term of office shall be from July 1 through June 30 of the following year.
- B. Election and Term of Office – The officers of the corporation shall be elected or appointed annually by the membership in the month of April. Each officer so elected or appointed shall hold office for the term of one (1) year of which he or she is elected or appointed and until his or her successor is elected or appointed and qualified, or until his or her death, resignation or removal.

- C. Removal – Any officer elected or appointed by the Board of Directors may be removed by the affirmative vote of the Band Director and 3 officers of the corporation at any regular or special meeting called for that purpose with or without cause whenever in its judgment the best interests of the corporation would be served thereby. Any officer proposed to be removed shall be entitled to seven (7) days notice by email of the meeting at which removal is to be voted on and shall be entitled to appear and be heard by the Board of Directors and the membership at such meeting.
- D. Vacancies – A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled at any meeting of the Board of Directors for the unexpired portion of the term of such office by a majority vote of the Board of Directors present at such meeting, although less than a quorum.
- E. President – The President shall be the principal executive officer of the corporation and shall generally perform all the duties usually performed by presidents of like corporations. The President shall preside at all meetings of the members and the Board of Directors.
- F. Vice-President – The Vice-President shall act as President in the absence of the President and when so acting shall have all of the powers of the President.
- G. Secretary – The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and record all votes and take minutes of the proceedings. Shall create agendas, give notice of all upcoming meetings and events, distribute minutes to the members of the corporation and the Executive Board. The official minutes shall be posted on the OVBands.com website as well as kept in the Google Drive for OV Band Parents; and shall perform like duties for the standing committees when required. He or she shall attend to all necessary (non-financial) correspondence. He or she shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors. He or she may sign with the President, in the name or on behalf of the corporation, any contracts or agreements authorized by the corporation to any instrument requiring it, and when so affixed it shall be attested by his or her signature or by the signature of the Treasurer. He or she shall be sworn to the faithful discharge of his duties. The Assistant Secretary, if one is elected, shall perform the duties and exercise the powers of the Secretary in his or her absence or in the event of his or her disability.
- H. Treasurer – The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation which he or she shall exhibit at all reasonable times at the office of the corporation to any officer, or member of the corporation. The Treasurer shall deposit all money and other valuable effects in the name and to the credit of the corporation in such depositories or other investments as may be designated by the Finance Committee. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Board of Directors, at the regular meetings of the Board, or whenever they may require, an account of all of his or her transactions as Treasurer and of the financial condition of the corporation. He or she shall give the corporation a bond if required by the Board of Directors in a sum, and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of his or her office, and for the restoration to the corporation, in the case of death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under

his or her control belonging to the corporation. The Assistant Treasurer, if one is elected, shall perform the duties and exercise the power of Treasurer in the treasurer's absence or in the event of his or her disability.

- I. Concession Coordinator- The Concession Coordinator shall be responsible running the concession stand during the football season. He or she is responsible for Varsity home games, JV home games, Red and Gray night, as well as any other event the Athletic Director may offer; at the discretion of the Concession Coordinator. He or she shall do all of the shopping, clean-up, scheduling and supervising of workers as well as track the number of nights worked by parents/family members so that they may receive credit for their student band account. He or she will work with the Treasurer to make deposits and get the necessary start-up cash for each event. Any out of the ordinary need, above and beyond the cost of \$50.00 shall be brought to the Board of Directors for approval. The responsibilities may be split up, however for voting purposes there shall be one (1) Concession Coordinator vote.

ARTICLE VIII – Gifts to the Corporation

- A. Gifts – Donors may make gifts to the corporation by naming or to otherwise identifying the corporation. Gifts shall vest in the corporation upon receipt and acceptance by it (whether signified by an officer of the corporation).

ARTICLE IX – Contracts, Loans, Checks and Deposits

- A. Contracts – The Board of Directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority must be general or confined to specific instances.
- B. Loans – No loan shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by both a resolution of the Board of Directors and a resolution of the membership. Such authority must be general or confined to specific instances.
- C. Checks, Drafts, Debit Card and PIN, Etc. – All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by the Treasurer or Concession Coordinator and in such manner as shall from time to time be determined by resolution of the Board of Directors.

ARTICLE X – Fiscal Year

- A. Fiscal Year – The fiscal year of the corporation shall begin on September 1 and end on August 31 of each year.

ARTICLE XI – Indemnification

- A. Liability and Indemnification
 1. Liability to Corporation and its Members – A director who is a volunteer director (as defined in the Michigan Nonprofit Corporation Act) is not personally liable to the corporation for

monetary damages for breach of the director's fiduciary duties; provided, however, this does not pertain to and the director remains liable for:

- a. Breach of the director's duty of loyalty to the corporation;
 - b. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
 - c. A violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
 - d. A transaction from which the director derived an improper personal benefit;
 - e. An act or omission that is grossly negligent.
1. Claims by Third Parties – The corporation assumes liability to any person other than the corporation for acts or omissions of a director who is a volunteer director (as defined in the Michigan Nonprofit Corporation Act) incurred in the good-faith performance of the director's duties.
 2. Indemnification – The corporation shall indemnify all directors and officers of the corporation in any action, suit or proceedings referred to in Sections 561 and 562 of the Michigan Nonprofit Corporation Act in the manner permitted and to the extent not prohibited by Sections 561 to 565 of that Act. The Board of Directors may contract for the purchase of insurance against liability as permitted by Section 567 of that Act.

B. Reimbursement

1. 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 action, suit or proceeding referred to in Section 1 or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.
 2. Any indemnification under Section 1 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1. Such determination shall be made in either of the following ways:
 - a. By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.
 - b. If such quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- C. Advancement of Expenses – Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in subsection (b) of Section 2 upon receipt of and undertaking by or on behalf of the director,

officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation.

- D. Limitation – The corporation shall make no provision to indemnify Directors, officers, employees or agents in any action, suit or proceeding referred to in Section 1 which shall be in conflict with the provisions of the Article. Nothing contained in this Article shall affect any rights to indemnifications to which persons other than Directors and officers may be entitled by contract or otherwise by law. The indemnification provided for in this Article shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.
- E. Insurance – The Board of Directors may, in the exercise of its discretion, from time to time authorize by resolutions duly adopted, 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 him or her and incurred by him or her in any such capacity or arising out of his or her stature as such, whether or not the corporation would have power to indemnify against such liability under Section 1 of this Article.
- F. Merger and Reorganization – For the purposes of Sections 1 through 5 of this Article, reference to the corporation include all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation, so that a person who is or was a director, trustee, officer, employee or agent of such constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Section with respect to the resulting or surviving corporation as he or she would if he or she had served the resulting or surviving corporation in the same capacity.
- G. Application of this Article – The provisions of this Article shall apply except to the extent they may be inconsistent with and prohibited by the Internal Revenue Code and the Regulations promulgated thereunder or any other applicable law or regulation.

ARTICLE XII – Authority, Limitations on Authority, and Prohibitions

- A. Power to Vote Shares – Unless otherwise ordered by the Board of Directors, the President and treasurer shall have full power and authority on behalf of the corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this corporation may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, the corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.
- B. Prohibition Against Sharing in Corporate Earnings – No member, director, officer, employee, or any other person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operation of the corporation, provided that this shall not prevent the payment of any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purpose as

shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

- C. Maintenance of Exempt Status – Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII – Amendments

- A. Amendments – These Bylaws may be amended, altered, changed, added to, or repealed at any regular or special meeting of the members of the corporation by the affirmative vote of at least two-thirds (2/3rds) of the members present at the meeting. No alteration, amendment or repeal shall be made unless the notice of the meeting shall specify the proposed alteration, amendment, or repeal as the purpose or one of the purposes of the meeting. No amendment to Article II, Section 1; to Article V, Section 3; to Articles VI, Sections 1 or 2; or to this Article XV shall be effective without the concurrence of the Band Director(s).

ARTICLE XIV – Dissolution of Corporation

- A. Dissolution of Corporation – No part of the net earnings of the corporation shall inure to the benefit of any member, officer or director of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, officer, or director of the corporation or any private individual shall be entitled to share in the distribution of any assets of the corporation on dissolution. Any assets remaining at the time of dissolution shall be paid to the Orchard View Public Schools for the benefit of its Band Department.

I hereby certify that the above Bylaws were adopted the _____ day of _____, 2018.

Secretary