

**ARTICLES OF INCORPORATION OF
NATIONAL BAND ASSOCIATION FOUNDATION, INC.**

KNOW ALL MEN BY THESE PRESENT that the undersigned propose to form a nonprofit corporation, having no capital stock, for public civic purposes as hereinafter set forth, from which no private pecuniary profit is derived, under the provision of Kentucky Revised Statutes Sections 273.161 to and, seeking a certificate of authority, therefore, submit the following Articles:

ARTICLE I - NAME

The name of the corporation shall be National Band Association Foundation, Inc.

ARTICLE II - DURATION

The duration of the corporation is perpetual.

ARTICLE III - PURPOSES

The purposes for which this corporation is organized are charitable, educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The purposes of the Corporation include, but are not limited to:

1. Soliciting funds from donors to support the purposes of the Corporation.
2. Distributing grants to provide support for National Band Association Foundation, Inc. to include: mentoring, supporting projects, research projects, band directors, and students.

ARTICLE IV - DISSOLUTION

If it becomes necessary at any time for the distribution of assets or dissolution or final liquidation, said assets shall be turned over to another similar exempt organization of similar purpose and function, preferably an organization organized under Kentucky law but not necessarily so.

ARTICLE V - REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be, 123 Oakwood Dr., Morehead, KY 40351-9759, and the registered agent at that address shall be Susan D. Creasap.

ARTICLE VI - PRINCIPAL OFFICE ADDRESS

The mailing address of the corporation's principal office shall be 123 Oakwood Dr., Morehead, KY 40351-9759.

ARTICLE VII - DIRECTORS

The corporation shall have not less than three (3) and not more than twenty-five (25) directors. The names and addresses of the persons to serve as initial directors are as follows:

Susan D. Creasap
123 Oakwood Dr.
Morehead, KY 40351-9759

Cody Birdwell
3430 Chestnut Hill Lane
Lexington, KY 40509

Joe Allison
129 Redwood Dr.
Richmond, KY 40475

Gary Schallert
623 Newberry St.
Bowling Green, KY 42103

Stephen Gage
97 Alverne Dr.
Poland, OH 44514

Richard Crosby
212 Delmar Drive
Richmond, KY 40475

ARTICLE VIII - INCORPORATOR

The incorporator of this corporation is Susan D. Creasap, whose address is 123 Oakwood Dr., Morehead, KY 40351-9759.

Susan D. Creasap, Incorporator

**BYLAWS OF THE
NATIONAL BAND ASSOCIATION FOUNDATION, INC.
(a Kentucky Not-for-Profit Corporation)**

ARTICLE ONE - PURPOSE AND AFFILIATION

The purpose of this entity is as set out in the Articles of Incorporation, to wit: The purposes for which this corporation is organized are charitable, educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The purposes of the Corporation include, but are not limited to:

1. Soliciting funds from donors to support the purposes of the Corporation.
2. Distributing grants to provide support for National Band Association, Inc. to include: mentoring, supporting projects, research projects, band directors, and students.

ARTICLE TWO - OFFICES

1. Business Offices: The principal office of the Foundation shall be as set out in the Articles of Incorporation or at such other place as may be decided upon by the Board of Directors. The Foundation may have such other offices either within or without the County of Rowan, Kentucky as the Board of Directors may determine or as the affairs of the Foundation may require.
2. Registered Office: The Foundation shall have and continuously maintain in the Commonwealth of Kentucky a registered office and a registered agent for service of process. The registered office may be, but need not be identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE - THREE MEMBERSHIP

This Foundation shall have no members.

ARTICLE FOUR - BOARD OF DIRECTORS

1. General Powers: The affairs of the Foundation shall be managed by its Board of Directors.
2. Number and Tenure: The number of Directors shall be not less than three (3) nor more than twenty-five (25). Each Director shall hold office until their successor has been elected or appointed unless sooner removed for cause.
 - a. In view of the necessity of having available the talents of all Directors in the conduct of the Foundation's business, the Board of Directors may set a minimum number or percentage of meetings that a Director must attend annually to retain their seat on the Board of Directors.

- b.** Any Director may resign at any time by giving written notice to the President or Secretary of the Foundation. Such resignation shall take effect at the time specified therein. Any Director may be removed at any time by the Board of Directors of the National Band Association Foundation, Inc. at its sole discretion.
- 3.** Appointment of Directors: Initially, and for increases or decreases in board size, one-third of the members of the Board of Directors shall be appointed for a term of one year; one third of the members shall be appointed for two-year terms; and the remainder shall be appointed for three-year terms. This will be determined by draw initially and by rotation otherwise. Thereafter, each term shall be three years. The Board of Directors shall appoint Directors who are able to participate effectively in the discharge of the Board's responsibilities and are mature and of sound mind and good moral character.
- 4.** Regular Meetings: An annual meeting of the Board of Directors shall be held without other notice than this bylaw. If the Board of Directors so choose, they may schedule regular meetings to occur monthly, quarterly or at such frequency as they may deem necessary.
- 5.** Special Meetings: Special meetings of the Board of Directors may be called at the request of the President, or of a majority of Directors, then in office. The person(s) calling the special meeting may fix a place within the Commonwealth of Kentucky (within or without the County of Rowan) or any other location and time for the meeting and shall give written notice at least twenty days prior thereto. Attendance at such a meeting shall constitute a waiver of notice of such meeting unless objection is made at the time the meeting is convened.
- 6.** Electronic Meetings: Since there may be occasions when action is required by the Board of Directors before the next scheduled meeting and more quickly than a Special Meeting can be called, an electronic recording of votes shall be valid in the following circumstance:
 - a.** The President (or Vice President if the President is incapacitated or action is required in regard to the President) determines there is sufficient urgency to require an electronic meeting.
 - b.** A vote by electronic means (e-mail, telephone or facsimile transmission) is secured by the Secretary, or another officer if the Secretary is the subject of the vote, from two-thirds of the Directors.
 - c.** At the next scheduled meeting of the Board of Directors, the action taken shall be ratified or repudiated as an item of Unfinished Business.
- 7.** Quorum: Three fifths of the total number of the current Board of Directors present at any meeting held after proper notice is given shall constitute a quorum for the transaction of business at any meeting of the Board, except that the minimum number to transact business shall be three (3).
- 8.** Vacancies: Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors present and voting at any

meeting. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

9. Committees: There may be such Ad Hoc Committees as the President shall determine are necessary for the efficient conduct of the affairs of the Foundation. The terms of such Ad Hoc Committees shall expire after one year unless appointed for a longer period. The President shall appoint the Chairmen and Vice Chairmen of such Ad Hoc committees, who shall be Directors. The Chairmen of the committees shall submit the names of their committee members, who need not be Directors, to the President for approval.
10. Compensation: Directors as such shall not receive any salaries for their services but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board, but nothing herein contained shall be construed to preclude any Director from serving the Foundation in any other capacity and receiving compensation therefore.

ARTICLE FIVE - OFFICERS

1. Officers: The officers of the Foundation shall be a President, Vice President, Secretary and Treasurer. Any two or more offices may be held by the same person except the offices of President and Secretary.
2. Election and Term of Office: The officers of the Foundation shall be Directors who are elected annually by the Board of Directors at the regular meeting of the Board of Directors. If the election of officers shall not be held at such a meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until their successor shall have been duly elected, unless a vacancy occurs by resignation, act of God or removal from the board in accordance with Article Four, Section 2. In the event of a vacancy in the office of President, the Vice President shall succeed to the Presidency. If the office of Vice President becomes vacant, a new Vice President shall be elected at the next meeting of the Board of Directors. If the office of Secretary or Treasurer becomes vacant, successor(s) shall be elected at the next meeting of the Board of Directors.
3. Compensation: Officers of the Foundation shall be entitled to such reasonable reimbursement of expenses as shall be fixed or allowed by the Board of Directors.

ARTICLE SIX - PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order shall be the accepted reference for conduct of meetings of Directors or officers and shall govern its proceedings when not in conflict with these bylaws.

ARTICLE SEVEN - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

The Board of Directors may authorize any officers or agents of the Foundation to enter into any

contract or execute and deliver any instrument, and sign checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances. All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies, or other depositories as the Treasurer, subject to the approval of the Board of Directors. Disbursement of the funds of the Foundation shall not be made without the signatures of any two of the officers of the Foundation.

ARTICLE EIGHT - BOOKS AND RECORDS

The Foundation shall keep correct and complete books and records of account, and all books and records of the Foundation may be inspected by any Director or their agent or attorney for any proper purpose at any reasonable time.

ARTICLE NINE - INDEMNIFICATION

1. The Foundation shall indemnify each member of the Board of Directors and each officer and every former member of the Board of Directors and former officer, their heirs, executors and administrators against all costs, expenses, and liability, including settlements approved by the Board of Directors, reasonably incurred or imposed upon them in connection with or resulting from any action, criminal or otherwise, suit or proceeding, or the settlement or compromise thereof, prior to final adjudication to which they are or may be a party by reason of their being or having been a member of the Board of Directors or an officer of the Foundation, except in relation to matters in which they are finally adjudged in such action, suit or proceeding to have been negligent or derelict in the performance of their duty as a member of the Board of Directors or as an officer. Provided, however, that in criminal actions the Director or officer, or former Director or officer, had no reasonable grounds to believe that their conduct was unlawful.
2. Insurance: The Board of Directors may purchase such insurance as is necessary to effectuate this policy of indemnification.
3. Standards of Conduct Determined: In the event that a question arises as to whether or not a Director or officer or former Director or former officer has met the standards of conduct herein above set forth in the Article, such questions shall be conclusively determined by the Board of Directors acting by a quorum consisting of Directors who are not involved in such claim, action, suit, or proceeding or by written opinion of reputable, disinterested legal counsel selected by the Board of Directors.

ARTICLE TEN - AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two thirds majority of the Directors present at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors, if written notice is given of the intention to alter, amend or repeal or adopt new bylaws at such meeting and a copy of the proposed amendment(s) or new bylaws shall have been supplied to Directors at least two (2) weeks prior to the meeting.