Bylaws
of
Oregon City Band Boosters

Enacted October 22nd, 2019

ARTICLE I - NAME

Section 1.1 NAME

The name of this organization shall be Oregon City Band Boosters.

The principal location of the Oregon City Band Boosters shall be Oregon City Senior High School, 19761 South Beavercreek Road, Oregon City, Oregon 97045, Clackamas County.

For the purpose of these Bylaws only, the Oregon City Band Boosters shall be referred to as OCBB or the Organization.

ARTICLE II - PURPOSE & POWERS

Section 2.1 REGISTRATION

The OCBB is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue code.

Section 2.2 PURPOSES

The purposes of this organization are:

1. To provide support for Oregon City High School band programs in the form of volunteering, fundraising, and maintaining records.

2. To work in cooperation with the members of the school district and public and private entities to support and encourage the development of progressive music education programs.

3. To provide financial support, accept and disburse funds, and otherwise assist the entire band membership through cooperation with the Band Director(s).

4. To help to ensure that all students have access to participating in educational activities and trips.

5. To be organized exclusively for charitable and educational purposes.

6. To support the Band Director (Advisor) and staff to ensure that they have the maximum amount of time to spend with the students.

7. To provide music and entertainment within our community.

8. Other purposes as voted by members, subject to such limitations as prescribed by law.

Section 2.3 POWERS

OCBB shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the organization is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

The powers of the Organization may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

Section 2.4 TERM OF EXISTENCE

The term of existence of the OCBB is perpetual.

Section 2.5 NONPROFIT STATUS AND EXEMPT ACTIVITIES LIMITATION

Nonprofit legal status. OCBB is an Oregon nonprofit public benefit Corporation, recognized as tax-exempt under Section 501(c)(3) of the United States Internal Revenue code.

Exempt Activities Limitation. Notwithstanding any other provision of these bylaws, no director, officer, employee, member, or representative of this 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 as it now exists or may be amended, or by any organization contributions to which are deductible under section 170(c)(2) of such code and regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, 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 the Articles of Incorporation and these Bylaws.

ARTICLE III - MEMBERSHIP

Section 3.1 TYPES OF MEMBERS

General members: All parents/guardians of students enrolled in and alumni up to one year after graduating from the Band or Color Guard programs of Oregon City High School shall be considered members.

Associate members: Any person, business, or Corporation interested in the purpose of the OCBB may become an Associate Member with the approval of the Board of Directors.

Transfer of membership: General membership in this organization is not transferable or assignable.

Section 3.2 MEMBERSHIP ROSTER

An official membership roster shall be kept by OCBB. The roster shall be current as is reasonably practical under the circumstances.

An annual enrollment of members shall be conducted at the beginning of the school year. New members may be accepted at any time.

Section 3.3 REGULAR MEETINGS OF THE MEMBERSHIP

The OCBB holds General Membership meetings generally for the purposes of communicating information to members about the upcoming season and to vote on key OCBB governance items like electing Board Members and approving the budget.

The specific list of meetings is listed in the OCBB Policies.

Notice stating the date, time, and location, and the purpose for which the meeting is called of any meeting of the Membership, shall be broadcast by OCBB using any of the Organization's usual communication means to each Member entitled to vote at the meeting not less than 7 days before the meeting date.

Section 3.4 SPECIAL MEETINGS OF THE MEMBERSHIP

The President, or any two or more officers of the Board of Directors, or one quarter of the general membership, may call for a special meeting of the Membership.

Special meetings of the Membership will be run by the Board of Directors and official minutes taken of such meeting for recording by the secretary of OCBB.

Notice stating the date, time, and location, and the purpose for which the special meeting is called shall be broadcast by OCBB to each member entitled to vote at the meeting not less than 10 or more than 30 days before the date of the meeting, using at least two of the Organization's usual communication means to each member entitled to vote.

Section 3.5 QUORUM OF THE MEMBERSHIP

For valid regular and special General Membership meetings a simple majority of the members of the currently filled Board of Director positions and any number of General members shall constitute a quorum.

The method of voting shall be ballot for elections and voice vote for other matters brought to the membership.

Section 3.6 VOTING

Each General Member shall be entitled to one (1) vote on each matter submitted to a vote of the General Members at a meeting of the General Membership.

General Members vote on candidates for Board of Directors positions, and on matters referred by the Board to the General Membership.

As it is critical for General Members to participate in the discussion around a matter being considered for a vote in order to make an informed choice, General Members must be present at the meeting to vote. Voting by proxy is not allowed for General Membership votes.

Associate Members may attend meetings but do not have voting privileges.

Section 3.7 DUES

There are no dues required for Membership.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.1 MANAGEMENT

The business and property of OCBB shall be managed by the Board of Directors consisting of the Officers of this Organization and the committee chairs. There must be three (3) officers on the Board of Directors to be considered in good standing with the state of Oregon.

Section 4.2 TERM OF OFFICE

OCBB elected and Board positions are to be held for a period of two years.

OCBB appointed Board positions are to be held for a period of one year.

Terms run fiscal year to fiscal year, with no consecutive term limit.

Section 4.3 QUALIFICATION

Any General Member in Good Standing, as defined in section 7, may be nominated to run for elected office or submit an application to be nominated to run for elected office.

Member must be free of any conflicts of interest as explained and stated in the OCBB Conflict of Interest Policy and Annual Statement. (For example, no employee of Oregon City Senior High School or the Oregon City School District Office may hold a Board of Directors position.)

The following interested persons are PROHIBITED from serving as directors of the Board due to possible conflicts of interest. For purposes of this section, “interested persons” means either:

Any employee of Oregon City High School or the Oregon City School District Office is excluded from serving on the Board of Directors.

Any related party to any such interested person. A related party means: an immediate family member related by blood or marriage or member of the same household to another elected officer.

None of the five elected officers (President, Vice President, Secretary, Treasurers) may be a related party to a member of the Board of Directors.

Section 4.4 ELECTION

The President will assemble the Nomination Committee and call for nominations at the April meeting of each fiscal year as needed to fill upcoming vacancies.

The Nomination Committee will assemble a list of willing and qualified candidates for office.

A ballot will be issued at the May General Booster Meeting where a vote will take place.

Specific nomination and election guidelines can be found in OCBB Policy and Procedures Manual.

The elected officers of the Board of Directors shall be elected by a simple majority vote of a quorum of the general membership (See section 3.5).

The appointed, non-voting Officers of the Board of Directors shall be selected by a simple majority vote of a quorum of the elected officers.

Section 4.5 REGULAR BOARD MEETINGS

The Board of Directors shall hold regular meetings at a time and place to be determined by the President.

Section 4.6 SPECIAL BOARD MEETINGS

The President or a majority of the Board of Directors may call special meetings of the Board of Directors as needed for the competent management of the organization.

Section 4.7 NOTICE OF REGULAR OR SPECIAL MEETINGS

Notice of regular or special meetings of the Board of Directors shall be given in any manner calculated to inform each Officer of the place, date, and time thereof, and whenever possible, at least five days in advance of the meeting.

Attendance of an Officer at any meeting shall constitute a waiver of notice of such meeting.

Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors is required to be specified in the notice or waiver of notice of such a meeting.

Section 4.8 QUORUM OF THE BOARD OF DIRECTORS

For valid board meetings a simple majority of the members of the currently filled Board of Director positions shall constitute a quorum.

Section 4.9 VOTING

The Officers of the Board of Directors, as chosen by their peers, vote on issues of concern that arise throughout the year.

Each officer of the Board of Directors having voting privileges shall have one vote in matters coming before the board, regardless of the number of Board roles that officer fulfills.

A simple majority of the votes cast by the officers of the Board of Directors at a meeting where a quorum is present shall be the action of the Board of Directors.

Voting by email prohibited.

Proxy voting prohibited.

Section 4.10 REMOVAL

Attendance: it is the duty of all Board Members to attend every Board Meeting. In the event that an Officer is unable to attend a Board or General Meeting it is their responsibility to inform the President and convey an update for the President to present at the meeting on their behalf. Any member of the Board of Directors with an unexcused absence from three meetings anytime during the fiscal year is subject to removal from office by majority vote of the Board of Directors.

Negligence: A Board Member found to be in violation of these Bylaws or otherwise acting in a manner contrary to the purpose, goals, or effectiveness of the Organization may be removed by a majority vote of the Board of Directors were a quorum is present.

Section 4.11 RESIGNATION

Any member of the Board of Directors may resign from their position by delivering written notice to the Board of Directors. Unless the note specifies a later effective date, a resignation notice shall be effective upon the earlier of (a) receipt or (b) five days after its deposit in the United States mail, if mailed postpaid and correctly addressed. Once delivered, a resignation notice is irrevocable unless permitted by the Board of Directors.

Section 4.12 VACANCIES

Any vacancy on the Board of Directors for elected or appointed positions shall be designated to have occurred by reason of death, resignation, or removal of an officer or for an elected office that remains unfilled after the annual election.

Any vacancy on the Board of Directors for elected or appointed positions shall be filled by a majority vote of the elected Board Members where a quorum is present. Such appointee shall serve during the remaining term of the officer whose position has become vacant or was not initially filled.

Section 4.13 POWERS

The Board of Directors shall have the power to decide matters not otherwise entrusted to the General Membership by these Bylaws and shall endeavor to solicit views from and provide information to the membership relative to issues and decisions.

ARTICLE V - OFFICERS

Section 5.1 OFFICERS

The Board of Directors shall consist of the following Officer positions:

1. Elected Board Officer positions (year round):

President

Vice President

General Treasurer

Associate Treasurer

Secretary

2. Optional non-voting positions:

Webmaster

Student Representative

Section 5.2 PRESIDENT

This is an elected Board Officer position (year-round)

The President shall preside at all General and Board of Director meetings. The President coordinates the work of Officers and Committees.

Section 5.3 VICE PRESIDENT

This is an elected Board Officer position (year-round).

The Vice President shall serve as Aide to the President. The Vice President shall perform the duties of the President in the absence of that officer.

The Vice President will serve as the Fundraising Chair.

Section 5.4 TREASURER

This is an Elected Board Officer position (year-round).

The Treasurer shall have responsibility for the accounting of all funds of the organization, and shall keep a full and accurate account of receipts and expenditures. The Treasurer shall be responsible for the maintenance of all financial records and all legal filings such as annual reports and taxes.

Section 5.5 ASSOCIATE TREASURER

This is an Elected Board Officer position (year-round).

The Associate Treasurer shall have responsibility for the accounting and tracking of all funds of the organization related to the Student Account Fund, and shall keep a full and accurate account of payments and expenditures. The Associate Treasurer shall be responsible for the maintenance of financial records and shall report to the Treasurer.

Section 5.6 SECRETARY

This is an Elected Board Officer position (majority of work is seasonal, but role applies year-round).

The Secretary shall record and keep the minutes of all meetings of the Board of Directors and General Membership and issue those minutes to the general membership.

The Secretary shall: Have a current copy of the Bylaws. Keep the authenticated Corporation records. Compile and keep a record of membership. Keep all registration records for fall and spring programs.

Section 5.7 WEBMASTER

This is an optional non-voting appointed position.

The webmaster shall maintain the OCBB website. Office holder shall perform other duties as directed by the Board of Directors or the President.

Section 5.8 STUDENT REPRESENTATIVE

This is an optional non-voting appointed position.

In the interest of two way communication and improved understanding, a student representative is encouraged to participate in OCBB General Meetings. The student representative must be active in an Oregon City High School Band program and be current on their fees as defined in section 7. The student representative will be appointed by a majority vote of Oregon City Band student leadership.

Section 5.9 COMMUNICATION

All Board Members shall be responsible for communicating to the General Membership all activities respective to their duties by the appropriate forms of communication such as social media sites, volunteer sign-up sites, email distribution lists, etc.

ARTICLE VI - COMMITTEES & APPOINTED POSITIONS

Section 6.1 GENERAL POWERS AND RESTRICTIONS

A. The President or Board of Directors may create one or more Temporary Committees as deemed necessary.

B. The Committee shall perform only those duties assigned to them.

C. They will be responsible to report to the Board of Directors and to the General Membership at the President's request.

D. No action shall be completed without approval of the Board of Directors.

E. The Board of Directors may appoint Officers of the Board of Directors to oversee or directly serve on any Committee.

F. The President and/or Vice President is an ex-officio member of every committee.

G. The creation of a committee and appointment of members to it must be approved by a majority vote of the Board of Directors.

H. A committee may not take any action that is prohibited by state or federal law.

I. No committee shall enter into any contract or incur any indebtedness or financial obligation of any kind, except under the express authorization of the Board of Directors.Such contracts shall be signed by both the President and the Treasurer.

J. Each committee shall conduct its meetings in accordance with the applicable provisions of these bylaws.

K. Subject to the provision of law, the Board of Directors shall have the power to change the number of members, fill vacancies, change members, change the function, and terminate the existence of a committee.

Section 6.2 QUALIFICATIONS

Chairpersons and Committee Members must be active members or associate members in good standing with OCBB, and free of conflicts of interest as explained and stated in the OCBB Conflict of Interest Policy and Annual Statement.

Officers may serve as Committee Chairpersons while retaining their voting rights on the Board of Directors.

Section 6.3 STANDING COMMITTEES

1. Fundraising Committee. This group works to execute fundraising events and helps to prioritize fundraising strategies.

   Fundraising Chair- This position is filled by the Vice President (year-round).

   The Fundraising Chair shall oversee all fundraising activities of OCBB. They may delegate fundraising efforts to temporary committees as necessary to accomplish the goals of OCBB.

2. Nominating committee. The duty of a nominating committee is to find the best candidate for each office. There shall be two to four members (seasonal).

   Nominating Committee Chair- This position is filled by the Secretary.

3. Audit and Risk Committee. This group reviews the organization's accounting policies and internal financial controls by completing an annual audit or facilitating an outside audit.

Section 6.4 OTHER APPOINTED POSITIONS

There are a number of coordinator positions which are not part of the executive board, however they are instrumental to the success of OCBB and its mission to support the band.

Coordinators shall keep records of committee revenues, expenses, and procedures, and shall submit an end of the year report to the Board of Directors to aid incoming chairpersons for the following year.

Additional temporary positions may be added, to be defined by the Board as needed for that term.

Every attempt should be made to fill each of the following positions by the end of the prior school year.

The Standing Coordinator positions are:

1. Communications Coordinator
   a. This is an appointed position (year round). This position is to be held by the President or a suitable appointee.
   b. The Communications Coordinator is responsible for maintaining OBCC's official calendar (e.g. using a tool like Google Calendar). This includes being aware of what's happening across OCBB, monitoring email/Facebook for schedule changes, and making corresponding updates to the official calendar.

2. Volunteer Coordinator
   a. This is an appointed position (year-round).
   b. The Volunteer Coordinator is responsible for encouraging adults and students to participate in OCBB through volunteer opportunities.

3. Scrip Coordinator
    a. This is an appointed position (year round).
    b. The Scrip Coordinator is responsible for encouraging adults and students to participate in fundraising through the scrip program and for managing and facilitating the scrip program.

4. Marching Uniform Coordinator
    a. This is an appointed position (majority of work is seasonal but role applies year round).
    b. The Marching Uniform Coordinator shall facilitate the annual measuring, fitting, and assigning of all marching attire of students for marching uniforms, as well as return, maintenance, and cleaning of marching uniforms.

5. Concert Attire Coordinator
    a. This is an appointed position (majority of work is seasonal, but role applies year round).
    b. The Concert Attire Coordinator shall facilitate the annual measuring, fitting for Jazz Ensembles, Concert Band, Symphonic Band, and Honors Wind Ensemble and coordinate the ordering and distribution of the concert attire.

F. The optional Coordinator positions are:

1. Spirit Wear Coordinator
    a. This is an appointed position (majority of work is seasonal, but role applies year round).
    b. The Spirit Wear Coordinator shall coordinate the ordering and distribution of the OCBB official shirts and sweatshirts.

2. Concert Hospitality Coordinator
    a. This is an appointed position (majority of work is seasonal, but rule applies year round).
    b. The Concert Hospitality Coordinator is responsible for coordinating volunteers at the Fall and Spring Concert as well as the District Band Festival.

ARTICLE VII - FISCAL

Section 7.1 BUDGET

A proposed budget shall be presented to the General Membership no later than the September General Membership meeting for approval.

Actual spending relative to the approved budget shall be regularly reviewed by the board.

Section 7.2 CONTRACTS

Except as otherwise provided by law, the Board of Directors may authorize any officers or agents to execute and deliver any contract or other instrument in the name of and on behalf of the OCBB, and this authority may be general or confined to specific instances.

The Organization shall indemnify and hold harmless any Officer acting in good faith in executing business on behalf of the OCBB.

No individual shall represent the OCBB be in any contract or event, nor shall any individual use the OCBB logo without the express written permission of the OCBB Board of Directors.

Section 7.3 LOANS

The OBCC shall not borrow money, and furthermore no evidence of indebtedness shall be issued in its name unless authorized by an affirmative majority vote of the currently filled positions on the OCBB Board of Directors.

Section 7.4 CHECKS, DRAFTS, AND OTHER METHODS OF PAYMENT

All checks, drafts, or other orders for the payment of money and notes or other evidence of indebtedness issued in the name of the OCBB shall be signed in the manner and by the officers or agents of the OCBB designated by the Board of Directors.

Financial signature authority is designated to three Officers; the President, Vice President and Secretary. Treasurers are not designated signers in order to create a check and balance system between those who track and those who distribute OCBB funds.

Checks require two signatures.

Section 7.5 DEPOSITS

All funds of the OCBB not otherwise employed shall be deposited as soon as possible to the credit of the OCBB in those Banks, trust companies, or other depositories as selected by the Board of Directors, or to be invested in low risk means as directed by the Board of Directors.

Section 7.6 GIFTS

The Board of Directors may accept on behalf of the organization any contribution, gift, bequest,or devise for the charitable or public purposes of this organization.

The gift must be free of conflicts of interest as explained and stated in the OCBB Conflict of Interest Policy and Annual Statement.

All donations must be used in a manner which is consistent with the Organization's stated mission.

Section 7.7 FISCAL YEAR

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

Section 7.8 SCHOLARSHIP

The Board of Directors or their agents shall perform the awarding of scholarships for the OCBB.

Specific criteria for receiving scholarships shall be developed by the Board of Directors and documented in the Policies.

Section 7.9 CORPORATE REGISTRATION

Within 120 days of the close of the fiscal year the Board of Directors will register the Organization as a non-profit Corporation with the Secretary of State's office for the state of Oregon.

A list of new officer's names and addresses shall be included as well as any fees required for registration with the Secretary's office for the State of Oregon.

Section 7.10 PUBLIC MINUTES

The Organization shall keep a correct and complete record of the minutes and supporting financial reports from all General and Board Meetings on the website for public inspection for a period of at least two years. This is to allow the current year and prior year's records to be available for review. The record will be kept in such a way that it is available to General Members.

Section 7.11 FEES AND VOLUNTEERING EXPECTATIONS

OCBB does not impose any fees. Oregon City High School charges a seasonal athletic fee.

The board of directors shall encourage all parents, guardians, and students to partake in volunteer opportunities, though volunteering for OBCC events and fundraising activities is not a requirement.

Section 7.12 UNBUDGETED EXPENDITURES

If a situation arises between meetings requiring expenditure of an unbudgeted amount, the following actions are to be taken. These situations are expected to be infrequent.

1. $0-$300: The request will be discussed by three members of the Board of Directors with two being either the President or Vice President and Treasurer, together they may agree upon an appropriate action.
    a. Once approved, they may proceed immediately with the purchase and are to notify the other members of the Board of Directors at the next board meeting.
2. The Board of Directors shall refer all decisions on an unbudgeted expenditure of over $300 to a vote of the General Membership.

Section 7.13 MEMBER IN GOOD STANDING

In order to be considered a “Member in Good Standing” one must be active within OCBB and their student must be current on fees and charges for items such as Marching Band fee, trips, apparel, Etc. For the purposes of these Bylaws, being “current on fees” is defined as having no balance due from a previous corresponding season (Fall to Fall, Spring to Spring).

ARTICLE VIII - CORPORATE RECORDKEEPING

Section 8.1 PERMANENT RECORDS

OCBB shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all corporate action taken by the members or Directors without a meeting, and a record of all actions taken by Committees of the Board of Directors in place of the Board of Directors on behalf of the Corporation.

OCBB shall maintain appropriate accounting records.

OCBB shall maintain a record of its members in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by class showing the number of votes each member is entitled to vote.

Section 8.2 MAINTENANCE OF RECORDS

OCBB shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 8.3 INSPECTION OF RECORDS

OCBB shall keep a copy of the following records for inspection:

Articles or restated Articles of Incorporation and all amendments to them currently in effect.

Bylaws or restated bylaws and all amendments to them currently in effect.

Resolutions adopted by its Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of members of any class or category of members.

The minutes of all meetings of members and records of all actions approved by the members for the past three years.

Written communications required by this chapter and those regarding general membership matters made to members within the past three years.

A list of the names and business or home addresses of its current Directors & Officers.

The last three annual financial statements, if any. The statements may be consolidated or combined statements of the corporation and one or more of its subsidiaries or affiliates, as appropriate, including a balance sheet and statement of operations, if any, for that year. If financial statements are prepared for the corporation on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on that basis.

The last three accountant's reports if annual financial statements are reported upon by a public accountant;and

The most recent annual report delivered to the Secretary of State under ORS 65.787 (Annual Report). [1989 c.1010 §164]

ARTICLE IX - STANDING RULES

Section 9.1 NEUTRALITY

The organization shall be non-commercial, non-sectarian, and nonpartisan. Neither the name of the OCBB, the name of its officers in their official capacity, nor the name of the school shall be used in conjunction with any commercial concern except as it relates to a sponsorship relationship. In no way will such sponsorship be deemed by any party as being an endorsement of any products and/or services.

OCBB shall remain non-partisan during an election, and not endorse any ballot measure or candidate for public office.

OCBB shall only engage in efforts that are in keeping with the primary mission of the organization as described in Article II of these Bylaws. OCBB shall not engage in supporting other efforts, even if charitable or generally educational in nature.

OCBB shall not engage in efforts intended to support an individual, e.g. a fundraiser for a particular person.

Section 9.2 STATEMENT OF NONDISCRIMINATION AND COMPLIANCE

The Americans with Disabilities Act of 1990 (ADA) requires all programs, services, and activities of state and local government agencies to be accessible to persons with disabilities. The Oregon Department of Justice does not discriminate in providing access to its programs, services, and activities on the basis of race, color, religion, ancestry, national origin, political affiliation, sex, age, marital status, sexual orientation, physical or mental disability, or any other inappropriate reason prohibited by law or policy of the state or federal government.

Section 9.3 ANNUAL FINANCIAL REVIEW

There shall be an annual review of the funds of the OCBB. Such review shall be conducted in the manner designated by the Board of Directors and the Finance Committee.

Section 9.4 PARLIAMENTARY PROCEDURE

Parliamentary procedure shall comply in accordance with “Robert's Rules of Order, Newly Revised” which shall govern the Organization in all cases to which they are applicable and in which they do not conflict with the Bylaws of OCBB.

ARTICLE X - BYLAWS PROVISIONS

Section 10.1 BYLAWS

A copy of these Bylaws shall be made available to any member of the OCBB.

Section 10.2 AMENDMENTS

These Bylaws may be amended by majority vote of the Board of Directors where a quorum is present.

Any proposed amendment to these Bylaws must be presented in writing no less than 7 days prior to the meeting where the vote will occur.

The proposed changes will be discussed during a General Meeting where the Board of Directors will vote on the amendment following discussion.

Section 10.3 SEVER-ABILITY

A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

ARTICLE XI - IRS MANDATE AND DISSOLUTION

Section 11.1 501(c)(3)

OCBB is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code. No part of the net earnings of OCBB 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 in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or

(b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

OCBB is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distribution consistent with these Articles.

Section 11.2 DISSOLUTION

Upon termination or dissolution of the OCBB, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving Corporation.

The organization to receive the assets of the OCBB hereunder shall be selected by the discretion of the majority of the managing body of the OCBB and if its members cannot so agree, than the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the OCBB by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court, upon a finding that this section is applicable, shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the state of Oregon.

In the event that the court shall find that this section is applicable but there is no qualifying organization known to which it has a charitable purpose, which, at least generally, includes a purpose similar to this Corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Oregon to be added to the general fund.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Oregon City Band Boosters, and that such Bylaws were duly adopted by the Board of Directors and members of the Oregon City Band Boosters on October 22nd, 2019. OREGON CITY BAND BOOSTERS