

Articles of Incorporation
Amended 28 September 2005
Westerly Band
PO Box 614
Westerly, Rhode Island

The undersigned, all citizens of the United States, acting as the incorporators of a charitable corporation according to the provisions of Section 501(c)(3) of the Internal Revenue Service Code of 1954, adopt the following articles of such corporation.

ARTICLE 1 – NAME

The name of the corporation shall be Westerly Band

ARTICLE 2 – DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE 3 – PURPOSE

Westerly Band is organized exclusively for charitable, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The principal purposes for which this corporation is organized are:

- A. Perform instrumental band music for the residents of Westerly, Rhode Island and its neighboring towns;
- B. Support and promote the cultural events of the community through participation in parades and public concerts;
- C. Promote music education of youth and adult community members through the conduct of training band and practice activities;
- D. Preserve and promote the historical aspects of the band and its traditions of service to the community.

ARTICLE 4 – GENERAL RESOURCE ADMINISTRATION

No part of the net earnings of Westerly Band shall inure to the benefit of, or be distributable to its members, trustees, officers, music directors, or other private persons, except that the organization 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 PURPOSE article hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under

Section 501(c)(3) of the Internal Revenue Code, or 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.

ARTICLE 5 – MEMBERSHIP

Membership in this corporation shall be comprised of persons elected by the current membership. Membership candidates shall be those who share an interest in performing instrumental music or in educating interested members of the community. No dues, initiation fees or assessments shall be levied on members.

ARTICLE 6 – NON-DISCRIMINATION

It is hereby affirmed that it is the policy of the band to:

- a. recruit, elect, appoint and select personnel for its various activities without regard to race, religion, color, national origin, sex, or age and shall base all such decisions upon the individual's qualifications and ability to perform the work or role assigned; and
- b. to administer such actions as sale, rentals, purchases, awards, contributions, and social recreational functions without regard to race, religion, color, national origin, sex or age.
- c. encourage and assist handicapped persons to participate in the activities of Westerly Band

ARTICLE 7 – POLITICAL ACTIVITY

Westerly Band will engage in no political activity, either for or against any political party or candidate or issue.

ARTICLE 8 – VOTING

Each member present at a scheduled membership meeting or rehearsal shall be entitled to one vote on all issues coming before the membership.

A quorum shall consist of not less than 20% of the membership.

All issues shall be determined by a majority of those present except for changes to these Articles of Incorporation, the By-Laws and the removal of a member which will require a 2/3 majority vote.

ARTICLE 9 – MEETINGS

An Annual Meeting of the corporation shall be called by the President of Westerly Band, or by the Vice President in the absence of a duly elected President, in the first quarter of each calendar year.

During the Annual Meeting, the members of the Executive Board of Westerly Band shall be elected, unless a majority of those present reschedule it for a later date.

Regular meetings shall be conducted, as needed, during the regular rehearsal times.

Special meetings shall be at the call of a majority of the Executive Board.

Robert's Rules of Order (latest version) shall be used as needed to resolve procedural issues arising during the conduct of meetings.

ARTICLE 10 – OFFICERS

The Officers of this corporation shall be President and Business Director, Vice President, Secretary, and Treasurer. Officers of the corporation shall be members of the corporation.

ARTICLE 11 – EXECUTIVE BOARD

The Executive Board shall consist of the Officers, the Music Director, and the Assistant Music Director. Members of the Executive Board shall serve for a period of one year or until their successor has been elected. No compensation shall be paid to any member of the Executive Board.

The immediate past president of Westerly Band will serve as an advisor to the Executive Board and will advise of all matters coming before the Board.

ARTICLE 12 – STOCK

There shall be no capital stock issued for this corporation.

ARTICLE 13 – FINANCES

At the Annual Meeting a tentative business plan and music performance schedule shall be presented to the membership by the President for approval. These plans shall have the prior approval of the Executive Board. The plans shall include an estimate of revenues and expenses for the coming year.

ARTICLE 14 – CONFLICT OF INTEREST

Any member of Westerly Band that stands to personally benefit in any material way from any action by the Band, shall make his interest known to the President and excuse himself/herself from any action affecting the outcome or execution of that action.

ARTICLE 15 – INDEMNIFICATION

Westerly Band shall indemnify its directors, officers and employees as follows:

(a) Every director, officer, trustee or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, trustee, employee or agent of the Corporation or any settlement thereof, whether or not he is a director, officer, trustee, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, trustee or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Executive Board approves such settlement and reimbursement as being for the best interests of the Corporation. (b) The Corporation shall provide to any person who is or was a director, officer, trustee, 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 the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law. (c) The Executive Board may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article.

ARTICLE 16 – AMENDMENT

These Articles of Incorporation may be amended only by a 2/3 majority vote of the membership present at any annual or special meeting of the membership called after seven days written notice to the membership.

ARTICLE 17 – DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

Upon dissolution a first preference in the distribution of any monies or property of any kind shall be as follows:

A. All monies and property to another community band organized in the Town of Westerly as a non-profit organization under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. If no such qualified organization exists, then,

B. Monies and musical instruments shall be turned over to the Town of Westerly to be applied to some other musical activity or band formed in the Town to promote

continued cultural or educational support for the traditional celebrations and events, either then existing or future,

C. The music library shall be turned over to the Westerly Public Library for loan to any musical organization participating in music education or the support of traditional celebrations or events,

D. All other equipment shall be turned over to the High School Music Department in the Town of Westerly, RI for use in their music programs,

E. In no event shall any monies or property be distributed to or for the benefit of any individual person, whether a member of this Corporation or not.

Incorporators of Westerly Band

Barry L. Thorp, President and Business Director

Roy Clark, Vice President

Alison Patton, Music Director

Tom Wheeler, Treasurer

Mary Crevier, Secretary

Charles Masse, Assistant Music Director

